

SESA S.p.A.
PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING
pursuant to article 135-novies of Legislative Decree No. 58/1998

In accordance with Article 106, paragraph 4, Decree Law no. 18 of 17 March 2020 converted with modifications by the Law no. 27 of 24 April 2020, the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998. Pursuant to the abovementioned Decree, the Appointed Representative may also be granted proxies and/or sub-proxy pursuant to Article 135-novies of Legislative Decree no. 58/1998 ("TUF"), as an exception to Article 135-undecies, paragraph 4, of the TUF, by signing this proxy form.

With reference to the **Ordinary and Extraordinary General Meeting of SESA S.p.A.** to be held in Empoli (FI), via Piovola, 138, on August 28, 2020 at 9:00 a.m., on first call, and, if necessary, on August 29, 2020, on second call, same place and time as indicated in the notice of call of the Shareholders' Meeting published on July 22, 2020 and as later integrated, on the Company's website at www.sesa.com, in the section "Investor Relations" - "Shareholders' Meetings" and having read the Reports on the items on the Agenda made available by the Company (§)

with this form

I, the undersigned (party signing the proxy)		Name (*)	Surname (*)		
Born in (*)	on (*)	Tax identification code or other identification if foreign (*)			
resident in(*)	Address (*)				
Phone no. (*)	Email (**)				
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No (*)			
in quality of (tick the box that interests you)(*)					
<input type="checkbox"/> delegate or attorney with sub-delegation powers <input type="checkbox"/> legal representative (copy of the documentation of the powers of representation to be enclosed) <input type="checkbox"/> party with the right to vote <input type="checkbox"/> pledgee <input type="checkbox"/> bearer <input type="checkbox"/> usufructuary <input type="checkbox"/> custodian <input type="checkbox"/> manager <input type="checkbox"/> other (specify)					
Shareholder (if different)	Name Surname/Denomination: (*)				
	Born in (*)	on (*)	Tax identification code or other identification if foreign (*)		
	Registered office /Resident in (*)				
related to					
No. (*)	ordinary shares SESA S.p.A - ISIN IT0004729759	Registered in the securities account (1) No.	At the custodian	ABI	CAB
referred to the communication (pursuant to Article 83-sexies of D.Lgs. 58/98) (2) No.			supplied by the intermediary:		

Appoints/sub appoints Società per Amministrazioni Fiduciarie SPAFID S.p.A. ("Spafid"), with registered office in Milan, Tax Code no. 00717010151, to attend and represent him/her/it at the Shareholders' Meeting. The undersigned also declares that the voting right will be exercised by the delegate/sub-delegate in accordance with specific voting instructions given by the undersigned delegating party.

(Place and date)

(Signature of the delegating party)

By signing this proxy/subproxy, the undersigned undertakes to notify the same proxy by sending the original or a copy of the original, thereby certifying the conformity of the document to the original which will be notified to the Company.

(Place and date)

(Signature of the delegating party)

Spafid declares that it has no own interest in the proposed resolutions being voted upon. However, in view of (i) the contractual relations existing between SPAFID and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, as well as (ii) the existence of fiduciary mandates by virtue of which Spafid could hold participations in the Company on behalf of its customers, on a fiduciary basis, in relation to which it will exercise the right to vote at the Shareholders' Meeting on the basis of specific instructions issued by the fiduciaries in order to avoid any subsequent disputes about the supposed existence of circumstances able to create a conflict of interest under Article 135-decies, paragraph 2, f) of Legislative Decree no. 58/1998, Spafid expressly declares that, if unknown circumstances should occur or in the event of amendment or additions to the proposals put forward to the Shareholders' Meeting, it does not intend to cast a different vote from that indicated in the instructions. If the delegating party does not provide specific instructions for such cases by indicating them in the appropriate boxes, the instructions provided shall be deemed to be confirmed as far as possible. If it is not possible to vote according to the instructions provided, Spafid will abstain on such matters. In any case, in the absence of voting instructions on some of the items on the agenda, Spafid will not vote for such items.

(§)The Company will process the personal data of the parties concerned in accordance with the attached information.

(*) Mandatory

(**) It is recommended to fill in order to better assist the delegating party.

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VOTING INSTRUCTIONS <i>(intended for the Delegate only - Tick the relevant boxes)</i>	
The undersigned/ party signing the proxy (3) (Personal details)	<div style="display: flex; justify-content: space-between; border-bottom: 1px solid black; margin-bottom: 5px;"> (Name) _____ (Surname) _____ (Tax identification code) _____ </div>
Shareholder (if different)	<div style="display: flex; justify-content: space-between; border-bottom: 1px solid black; margin-bottom: 5px;"> (Name Surname / Denomination) _____ (Tax identification code) _____ </div>
Hereby appoints Spafid to vote in accordance with the voting instructions given below at the Ordinary and Extraordinary General Meeting to be held in in Empoli (FI), via Piovola, 138, on August 28, 2020 at 9:00 a.m., on first call , and, if necessary, on second call August 29, 2020, same place and time, by of SESA S.p.A. .	

Ordinary Part

1. Financial statements of Sesa S.p.A. at April 30, 2020, related reports of the Board of Directors, the Board of Statutory Auditors and Independent Auditors. Pertinent and consequent resolutions, also in relation to the proposal of destination of the Net profit. Presentation of the Sesa Group consolidated financial statements at April 30, 2020

1.1. financial statements of Sesa S.p.A. at April 30, 2020;			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting			
<input type="checkbox"/> confirms the instructions	Modify the instructions (<u>express preference</u>)		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

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1.2 proposal of destination of the Net profit			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting			
<input type="checkbox"/> confirms the instructions	Modify the instructions (<u>express preference</u>)		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

2. Appointment of a Director pursuant to art. 2386, first paragraph, of the civil code, and art. 15 of the Statute. Pertinent and consequent resolutions.			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting			
<input type="checkbox"/> confirms the instructions	Modify the instructions (<u>express preference</u>)		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

3. Appointment of a standing auditor and a substitute auditor pursuant to art. 2401, first and third paragraphs, of the civil code, and art. 21 of the Statute. Pertinent and consequent resolutions.			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting			
<input type="checkbox"/> confirms the instructions	Modify the instructions (<u>express preference</u>)		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

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4. Report on the Remuneration Policy for the fiscal year May 1, 2020 – April 30, 2021 and on the wages paid in the fiscal year May 1, 2019 – April 30, 2020. Pertinent and consequent resolutions.

4.1. binding resolution on the first section on the policy regarding remuneration for the fiscal year May 1, 2020 – April 30, 2021

Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting			
<input type="checkbox"/> confirms the instructions	Modify the instructions (<u>express preference</u>)		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

4.2. non-binding resolution on the second section on the wages paid in the fiscal year May 1, 2019 – April 30, 2020

Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting			
<input type="checkbox"/> confirms the instructions	Modify the instructions (<u>express preference</u>)		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

5. Stock Grant Plan 2021-2023 concerning ordinary Sesa S.p.A. shares reserved to Executive Directors of Sesa S.p.A. or of the subsidiaries Var Group S.p.A. and Computer Gross S.p.A. Pertinent and consequent resolutions

Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting			
<input type="checkbox"/> confirms the instructions	Modify the instructions (<u>express preference</u>)		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

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6. Authorisation to purchase and disposal of ordinary treasury shares. Pertinent and consequent resolutions.			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting			
<input type="checkbox"/> confirms the instructions	Modify the instructions (<u>express preference</u>)		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

7. Adoption of a Shareholders' Meeting Regulation. Pertinent and consequent resolutions.			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting			
<input type="checkbox"/> confirms the instructions	Modify the instructions (<u>express preference</u>)		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

Extraordinary Part

1. Amendments to the Statute: 1.1 amendment of art. 3 by eliminating an historical reference. Pertinent and consequent resolutions; 1.2 insertion of a new art. 7 (and renumbering of the subsequent ones) functional to the introduction of increased vote and following amendment of the heading of art. 6. Pertinent and consequent resolutions

1.1 amendment of art. 3 by eliminating an historical reference. Pertinent and consequent resolutions;			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting			
<input type="checkbox"/> confirms the instructions	Modify the instructions (<u>express preference</u>)		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

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1.2 insertion of a new art. 7 (and renumbering of the subsequent ones) functional to the introduction of increased vote and following amendment of the heading of art. 6. Pertinent and consequent resolutions.			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting			
<input type="checkbox"/> confirms the instructions	Modify the instructions (<u>express preference</u>) <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions			

(Place and date)

(Signature of the delegating party)

DIRECTORS' LIABILITY ACTION		
In case of vote on a directors' liability action pursuant to art. 2393, paragraph 2, of the civil code, proposed by the shareholders on the occasion of the approval of the financial statements, the undersigned appoints the Appointed Representative to vote as follows:		
<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain

(Place and date)

(Signature of the delegating party)

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**INSTRUCTIONS FOR THE FILLING AND SENDING
OF THE VOTING PROXY FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING**

The person entitled to do so must request the depositary intermediary to issue the communication for participation in the shareholders' meeting referred to the Art. 83-sexies, Legislative Decree 58/1998

- The proxy must be dated and signed by the delegating party.
- Representation may be conferred only for single meetings, with effect also for subsequent calls.
- In the case of co-ownership of shares, the proxy must always be issued with the signature of all the co-owners.

- (1) Indicate the number of the securities custody account and the denomination of the depositary intermediary. The information can be obtained from the account statement provided by the intermediary.
- (2) Indicate the Communication reference for the Meeting issued by the depositary intermediary upon request from the person entitled to vote.
- (3) Indicate the name and surname of the signatory of the proxy form and the voting instructions.

Instructions for sending

The proxy with the relating voting instructions shall be received together with:

- a copy of an identification document with current validity of the proxy grantor or
- in case the proxy grantor is a legal person, a copy of an identification document with current validity of the interim legal representative or other person empowered with suitable powers, together with adequate documentation to state its role and powers,

by one of the following alternative methods:

- (i) by sending to the address of certified email assemblee@pec.spafid.it (Object "Proxy Meeting SESA 2020") a copy reproduced electronically (PDF), from own certified electronic mail or, if not available, by sending, from own mail, the form in electronic file, signed with eligible electronic or digital signature;
- (ii) in original, by sending through courier or registered letter to the address Spafid S.p.A., Foro Buonaparte, 10, 20121 Milan, (Ref. Proxy Meeting SESA 2020), **anticipating this proxy form reproduced electronically (PDF)** through ordinary electronic mail to the address assemblee@pec.spafid.it (Object "Proxy Meeting SESA 2020"). In this case, Spafid S.p.A. reserves the right to accept the copy of the proxy reproduced electronically (PDF), only if the delegating party has signed the certification of the conformity of the copy with the original referred to on page 1.

The proxy must be received no later than 11:59 p.m. on the day before the date of the meeting (and in any case before the opening of the meeting). The proxy pursuant to art. 135-novies, Legislative Decree no. 58/1998 and the related voting instructions may always be revoked within the aforesaid deadline.

For any additional clarification or information please contact Spafid S.p.A. by email to the address confidential@spafid.it or by phone at the following telephone numbers (+39) 02.80687331- 02.80687319 (during open office hours, from 9:00 a.m. to 5:00 p.m.).

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PROTECTION OF PERSONAL DATA
INFORMATION PURSUANT TO ART. 13 AND ART. 14 OF REGULATION EU 2016/679

Pursuant to Article 13 and Article 14 of Regulation EU 2016/679 and with national legislation and regulations in force on personal data protection, the data contained in the proxy form shall be processed by **Spafid S.p.A.** – the data controller – for compliance with obligations concerning representation in shareholders meetings and casting the vote of the person who appointed Spafid as a proxy in its capacity as the Designated Proxy, in observance of the instructions issued by that person and also in compliance with the obligations set by law, by regulations and by EU legislation or provisions issued by the supervisory and other authorities.

The legal basis is given by compliance with laws (Art. 2370 of the Italian Civil Code and following articles) and for the relative and consequent compliance obligations.

This data may be known by employees and associate workers of the Spafid S.p.A. who are specifically authorized to process them in their capacity as persons responsible for or appointed to pursue the above aims. The data may be distributed or communicated to specific parties, including those belonging to other companies controlled by Spafid, in compliance with a legal, regulatory or EU obligation or on the basis of orders given by an authority legally empowered to issue them or given by supervisory and control bodies as well as for the purposes strictly connected and instrumental to the performance of the compliance contractual obligations concerning representing and voting for the person who appointed Spafid as a proxy in its capacity as the Designated Proxy. Without the data indicated as compulsory, the Company will be unable to allow the proxy to take part in the Shareholders' Meeting.

The processing of the personal data or of personal data relating to third parties (e.g. delegated persons or their substitutes) communicated by you (the "Personal Data") will take place, in compliance with the provisions of personal data protection legislation and regulations, by using hardcopy, IT or telematic tools, with an approach strictly related to the purposes indicated and in any case in ways appropriate to ensure security and confidentiality in compliance with personal data protection legislation and regulations.

With regard to the purposes described above, Spafid will process personal data such as for the example, but not limited to these, personal details (e.g. first name, last name, address, date of birth, identity card, tax identification number).

A data subject shall have the right to obtain at any time confirmation of whether or not data is held on him/her, to know its content and origin, to check its accuracy or to ask for it to be added to, updated or rectified (Art. 15 and Art. 16 of the GDPR). Furthermore a data subject has the right to ask for the erasure of the data, restrictions on its processing, revocation of consent, portability of the data as well as the right to make complaints to the supervisory authority and in any event to object to its processing on legitimate grounds (Art. 17 and following of the GDPR).

Those rights may be exercised by making a communication in writing accompanied by a valid identity document of the data subject to be sent to: privacy@spafid.it.

The data controller is the company Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with Headquarters at 10, Via Filodrammatici, Milan. Spafid has designated the data protection officer of the Mediobanca Group as its data protection officer.

The Data Protection Officer may be contacted at the following addresses:

- DPO.mediobanca@mediobanca.com
- dpomediobanca@pec.mediobanca.com

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PROTECTION OF PERSONAL DATA
INFORMATION PURSUANT TO ART. 13 AND ART. 14 OF REGULATION EU 2016/679

We remind you that the data contained in the proxy model will be processed by the Company - Data Controller - to manage the Shareholders' Meeting operations, in compliance with current legislation on the protection of personal data. The same can be known by our collaborators specifically authorized to treat them, as managers or agents, for the pursuit of the aforementioned purposes; such data may be disclosed or communicated to specific subjects in order to meet an obligation of law, regulation or community legislation, or on the basis of provisions imparted by Authorities legitimated by the law or by supervisory and control bodies; without the data indicated as mandatory (*) it will not be possible to allow the delegate to participate in the Meeting. The interested party has the right to know, at any time, which his data are with us, their origin and how they are used, the logic applied in case of treatment carried out with electronic instruments; it also has the right to have them updated, rectified, integrated, deleted, transformed into anonymous form or limit the processing that concerns them, in addition to the right to data portability, to lodge a complaint with the supervisory authority, to request its blocking and to oppose their treatment by contacting the manager, as established by current legislation on the protection of personal data. In this regard, we inform you that: Data Controller is: Sesa S.p.A. - Tel. 0571.997444, PEC : sesaspa@pec.leonet.it; fax 0571.997984. The Data Protection Officer is available at dpo@sesa.it. Finally, the interested party has the right to withdraw consent to the processing of his personal data by sending an A/R to the address at the registered office, in Empoli (FI), Via Piovola, 138, or by electronic notification to the certified mail address sesaspa@pec.leonet.it