

PROXY FORM

for representation at the Ordinary Shareholders' Meeting of Sesa S.p.A. called for 26 August 2021 at 9:30 a.m., in Empoli (FI), via Piovola, 138, on first call, and, if necessary, on second call on 27 August 2021, same place and time

I, the undersigned¹

*Surname _____ *Name _____ *Born in _____
 _____ *Prov. _____ *on _____
 *Tax code _____ Telephone _____
 *Residence address _____ Identity document
 _____ no. _____ (to be attached in copy)

Entitled to attend and exercise voting rights at the Ordinary Shareholders' Meeting of Sesa S.p.A. called for 26 August 2021 and 27 August 2021, on first call and, if necessary, on second call, respectively,

as

- shareholder² pledgee bearer
 usufructuary custodian manager
 proxy with power of sub-delegation other (specify).....

or as

legal representative or person with appropriate powers of representation of (name of legal entity holding voting rights) _____ with registered office in _____ address _____ tax code _____ (copy of the documentation proving powers of representation to be attached) with voting right as

- shareholder³ pledgee bearer
 usufructuary custodian manager
 other (specify).....

DELEGATE

Mr/Mrs _____ born in _____
 on _____ and residing at _____ address _____

_____ tax code _____ with the
 right (where appropriate) to be replaced in turn by Mr/Mrs. _____ born in _____ on
 _____ and residing at _____ address _____
 _____ tax code _____ to

intervene and represent him/her with reference to no. _____ ordinary shares of Sesa S.p.A. (as resulting from the communication pursuant to Article 83-sexies of Legislative Decree No. 58/1998.

¹ Full name of the person entitled as it appears on the copy of the communication for participation in the shareholders' meeting pursuant to Article 83-sexies of Legislative Decree no. 58/1998 (record date), or of the legal representative or person with appropriate powers of representation of the delegating legal entity.

² This shall be understood to mean the holder of the shares on the date referred to in Article 83-sexies of Legislative Decree no. 58/1998.

³ This shall be understood to mean the holder of the shares on the date referred to in Article 83-sexies of Legislative Decree no. 58/1998.

_____ carried out by the intermediary _____
 ABI _____ CAB _____) at the Shareholders' Meeting of Sesa S.p.A.
 called for the days:

- 26 August 2021, at 9:30 a.m., in ordinary and extraordinary session, on first call, and if necessary for the day
- 27 August 2021, at 9:30 a.m., in ordinary and extraordinary session, on second call

with the following agenda:

Agenda

1. Financial statements of Sesa S.p.A. as at 30 April 2021 and related reports by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors:
 - 1.1. Approval of the financial statements as at 30 April 2021; Presentation of the consolidated financial statements as at 30 April 2021;
 - 1.2. Allocation of the profit for the year and of the available reserves.
2. Report on the Remuneration Policy and the Remuneration Paid pursuant to art. 123-ter of Legislative Decree no. 58/1998:
 - 2.1. Binding resolution on first section regarding to Remuneration Policy for the financial year 1 May 2021 - 30 April 2022;
 - 2.2. Binding resolution on second section regarding to Remuneration Paid for the financial year 1 May 2021 - 30 April 2022.
3. Appointment of the Board of Directors:
 - 3.1. Determination of the number of members of the Board of Directors;
 - 3.2. Determination of the term of office of the Board of Directors;
 - 3.3. Appointment of the members of the Board of Directors
 - 3.4. Appointment of the Chairman of the Board of Directors;
 - 3.5. Determination of the remuneration of the members of the Board of Directors.
4. Authorisation to purchase and dispose of ordinary treasury shares. Related and consequent resolutions.
5. Appointment of the accounting firm for the financial years closed from 30 April 2023 to 30 April 2031. Related and consequent resolutions.

The undersigned also declares that the right to vote:

- is exercised by the proxy in a discretionary manner;
- is not exercised by the proxy in a discretionary manner but in accordance with specific voting instructions given by the delegating party.

Date

Signature of the delegating party

In order to facilitate participation in the Shareholders' Meeting, you are invited to send this proxy and any supporting documentation proving the signatory's powers in advance as soon as possible. Please note that, pursuant to Article 135-novies, paragraph 5, of Legislative Decree 58/1998, *“the proxy may, in place of the original, deliver or transmit a copy, also in electronic format, of the proxy, certifying under his/her own responsibility the conformity of the proxy to the original and the identity of the delegating party. The proxy shall keep the original of the proxy and shall keep a record of any voting instructions received for one year from the conclusion of the shareholders' meeting”*. The documents, including this proxy, must be sent to the Company by registered mail to the Company's registered office in Empoli, Via Piovola no. 138, or by electronic notification to the certified email address sesaspa@pec.leonet.it.

INSTRUCTIONS FOR FILLING IN THE PROXY

If he/she is unable to attend the meeting, the entitled person may appoint a person of his choice as a proxy to attend and vote.

1. The proxy must be in writing, dated and signed, and the name of the proxy must be entered by the shareholder and not by a third party;
2. representation may only be conferred for individual meetings, with effect also for subsequent meetings, except in the case of:
 - (i) general power of attorney or
 - (ii) power of attorney granted by a company, association, foundation or other collective body or institution (“Entity”) to one of its employees;
 - (iii) proxy conferred by SGRs, Sicavs, harmonised management companies, as well as non-EU entities carrying out collective asset management activities;
3. in the cases referred to in points 2.(i), 2.(ii) and 2.(iii) and whenever the person entitled to exercise the right to intervene and vote is an Entity, a copy of the documentation attributing the powers of representation must be attached to the proxy to be kept in the Company's records;
4. if representation is conferred upon an Entity, the latter may only delegate one of its employees or collaborators;
5. the proxy may also be issued to a person who is not a shareholder of Sesa S.p.A.;
6. in the case of joint ownership of shares, the proxy must always be signed by all joint owners, even if the intervener is himself a joint owner;
7. it should be noted that in the case of a proxy conferred in the absence of specific voting instructions from the delegating party to the proxy, the rules on significant holdings in listed issuers pursuant to article 118, paragraph 1, letter c) of Consob Regulation no. 11971/1999 may apply;
8. entitled persons and their proxies are requested to take account of the provisions of Article 135-*decies* of legislative decree no. 58/1998 on the subject of conflict of interest of the proxy.

For any further clarification or information on how to participate in the Shareholders' Meeting of Sesa S.p.A., please contact the Company by phone at 0571.997444 or by email at investor@sesa.it.

PRIVACY NOTICE

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 disseminated 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 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 data will be processed for the period allowed by current civil, fiscal and administrative legislation, then deleted. The interested party has the right to know, at any time, which data are processed, 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 processing, withdraw consent to processing, by contacting the Data Controller identified below, as established by the current legislation on the protection of personal data, exercising the rights referred to in articles 15 et seq. of the 2016/679 EU Regulation. In this regard, we inform you that the Data Controller is Sesa S.p.A. with registered office in Empoli (FI), via Piovola 138, VAT no. 07116910964, Tel. 0571.997444, PEC: sesaspa@pec.leonet.it; fax: 0571.997984. The Data Protection Officer is available at dpo@sesa.it. For any further information www.sesa.it.