



**EXPLANATORY REPORT  
OF THE BOARD OF DIRECTORS OF  
SECO S.P.A  
ON POINT 3) OF THE AGENDA OF THE  
ORDINARY SHAREHOLDERS' MEETING  
CALLED FOR APRIL 27, 2023  
IN SINGLE CALL**

**prepared pursuant to Article 125-ter of Legislative Decree No. 58 of February 24, 1998, as amended**

Dear Shareholders,

the Board of Directors of SECO S.p.A. ("**SECO**" or the "**Issuer**" or the "**Company**") has called you to the Ordinary Shareholders' Meeting, for April 27, 2023 at the time of 10:00AM, in Firenze at Via dei Della Robbia n. 38, at the studio of the notary Jacopo Sodi, in single call, to discuss and resolve, among other things, on the following point 3) of the Agenda of the Shareholders' Meeting:

**3) Proposal to appoint a director to integrate the Board of Directors following co-optation. Related and consequent resolutions.**

The current Board of Directors was appointed by the Shareholders' Meeting of March 1, 2021 with a mandate that will last until the approval of the 2023 Annual Accounts. Following the passing of the Independent Director Prof. Giovanna Mariani on November 4, 2022, on December 22, 2022, the Board of Directors co-opted, subject to the opinion of the Remuneration Committee and with the approval of the Board of Statutory Auditors, Ms. Valentina Montanari.

In addition to possessing suitable professional skills for the role, Ms. Montanari also meets the requirements of independence - ascertained by the Board of Directors - in accordance with the law, the By-Laws and the Self-Governance Code for Listed Companies of Borsa Italiana S.p.A., which the Company has adopted. The Board of Directors also appointed Ms. Valentina Montanari as Chairperson of the Control and Risk Committee and the Related Parties Committee; she was also appointed Lead Independent Director.

The Company wishes to specify that, to the best of its knowledge, the newly elected Director does not hold any shares in the Company at the date of this report.

At the reporting date, SECO's Board of Directors was therefore composed as follows:

- Daniele Conti, Chairperson;
- Massimo Mauri, Chief Executive Officer;
- Emanuela Sala, Director;
- Michele Secciani, Director;
- Claudio Catania, Director;
- Luciano Lomarini, Director;
- Luca Tufarelli, Director;
- Valentina Montanari, Lead Independent Director;
- Elisa Crotti, Independent Director;
- Diva Tommei, Independent Director.

As regards the remuneration of the Director proposed for appointment, we note that the SECO Shareholders' Meeting held on April 27, 2022 resolved to pay the entire Board of Directors a total annual fixed remuneration of a maximum of Euro 900,000, including the remuneration to be paid to the Directors holding specific offices pursuant to Article 2389, paragraph 3, Civil Code. This is in addition to the expenses incurred by the members of the Board of Directors in performing their duties (in addition to the provision of severance pay, to the extent of 10% of the remuneration received by the Directors holding specific offices pursuant to Article 2389, paragraph 3, Civil Code). Without prejudice to item 4) on the Shareholders' Meeting Agenda, we therefore refer the determination of the compensation payable to the Director proposed for appointment to a subsequent Board of Directors' motion.

\* \* \*

Dear Shareholders,

considering that stated above, the Board of Directors submits for your approval the following:

**Proposal on point 3)**

*"The Ordinary Shareholders' Meeting of SECO S.p.A.,*

*resolves*

- *to appoint as Director of SECO S.p.A. Ms. Valentina Montanari, co-opted by the Board of Directors on December 22, 2022.*

*The aforementioned Director will remain in office for the remainder of the Board's term, i.e. until the Shareholders' Meeting called for the approval of the financial statements for the year ended December 31, 2023.*

\* \* \*

Arezzo, March 21, 2023

On behalf of the Board of Directors

The Chairperson

Daniele Conti