



Seco S.p.A

Registered office at Arezzo, via Achille Grandi no. 20

Share capital euro 1,296,325.89

Tax Code / VAT Code and registration number with the Companies Registry of Arezzo no. 00325250512

no. R.E.A. 70645

## EXCERPT OF THE NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

All the Shareholders of SECO S.p.A. ("**SECO**" or the "**Company**") entitled to participate and to vote are hereby invited to attend the Ordinary and Extraordinary Shareholders' Meeting at the office of Notary Jacopo Sodi, at Via dei Della Robbia no. 38 in Florence, on **28 July 2023**, at 9:00 a.m., in single call.

Pursuant to article 106, paragraph 4, of Decree-Law No. 18 of 17 March 2020, converted by Law No. 27 of 24 April 2020, as subsequently extended (the "**Decree**"), SECO has decided to avail itself of the faculty established therein, providing that participation in the Shareholders' Meeting by those entitled thereto may take place exclusively by conferring a proxy (or sub-delegation) to the representative designated by the Company pursuant to article 135-undecies of Legislative Decree No. 58/1998 ("**TUF**") without the physical participation of the same. Accordingly, the Company has granted the aforesaid mandate to Monte Titoli S.p.A. - with registered office in Milan, Piazza degli Affari No. 6 (the "**Designated Representative**" or "**Monte Titoli**").

The Assembly will be called to decide on the following:

### AGENDA

#### ORDINARY SECTION

1. Proposal to approve the "*Stock Option Plan 2024-2027 for chief executive officer*". Related and consequent resolution pursuant to art. 114-bis, of Legislative Decree no. 58/1998.
2. Proposal to approve the "*Plan 2024-2027 for employees, senior management and collaborators*". Related and consequent resolution pursuant to art. 114-bis, of Legislative Decree no. 58/1998.

#### EXTRAORDINARY SECTION

1. Proposal to increase the share capital, by payment, in divisible and progressive manner, in two tranches, for a maximum nominal amount of Euro 40,000 (forty thousand), plus share premium, excluding pre-emption rights pursuant to art. 2441, paragraph 5 and 6, of the Italian Civil Code, by issuing a maximum of no. 4,000,000 (four million) new ordinary shares without nominal value to be reserved for subscription to the current chief executive officer of SECO S.p.A., as beneficiary of the "*Stock Option Plan 2024-2027 for chief executive officer*". Consequent amendments to art. 6 of the Bylaws. Related and consequent resolutions.
2. To serve the "*Plan 2024-2027 for employees, senior management and collaborators*":
  - (a) proposal to increase the share capital, by payment, in divisible and progressive manner, for a maximum nominal amount of Euro 70,000 (seventy thousand), plus share premium, excluding pre-emption rights pursuant to art. 2441, paragraph 5 and 6, of the Italian Civil Code, by issuing a maximum of no. 7,000,000 (seven million) new ordinary shares without nominal value to be reserved for subscription to employees, senior managers and collaborators of Seco S.p.A. or its subsidiaries as beneficiaries of the "*Plan 2024-2027 for*



*employees, senior management and collaborators*". Consequent amendments to art. 6 of the Bylaws. Related and consequent resolutions;

- (b) proposal to increase the share capital free of charge, for a maximum nominal amount of Euro 70,000 (seventy thousand), divisible, by means of allocation to capital, pursuant to art. 2349 of the Italian Civil Code, of a corresponding amount taken from earnings and/or earnings reserves, by issuing a maximum of no. 7,000,000 (seven million) ordinary shares, to be granted to employees and senior managers of Seco S.p.A. or its subsidiaries as beneficiaries of the "*Plan 2024-2027 for employees, senior management and collaborators*", as a concurrent modality to the paid-up share capital increase under item 2.(a) of the extraordinary part of the agenda. Consequent amendments to art. 6 of the Bylaws. Related and consequent resolutions.

The information concerning the share capital and the increased voting rights, as well as information concerning manner and terms for:

- the right to attend and to vote at the Shareholders' Meeting that will be made exclusively by granting a proxy (or sub-proxy) and through the Designated Representative (it is specified that the *record date* is fixed on 19 July 2023);
- the procedure for delegating powers to the Designated Representative;
- the exercise of the right to add the agenda, to submit further resolution proposals and to ask questions pertaining to items on the agenda;
- the exercise of the right to individually submit motions of resolutions before the Shareholders' Meeting;
- the availability of the full text of the resolution proposals together with the explanatory reports on the items on the agenda

is given in the full version of notice of call available on the Company's internet website ([www.seco.com](http://www.seco.com), Section "Investor Relations > Corporate Governance > Shareholders' Meeting") and at the mechanism for the central storage of regulated information "eMarket STORAGE", available at the website: [www.emarketstorage.com](http://www.emarketstorage.com).

The documentation concerning the Shareholders' Meeting will be made available to the public at the terms and manner indicated in the full version of notice of call.

This excerpt is published on the newspaper "Il Giornale" on 28 June 2023.

Arezzo, 27 June 2023

For the Board of Directors

the Chairman

Daniele Conti