



## **NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF SESA S.P.A.**

The Shareholders are hereby called to the Ordinary Shareholders' Meeting to be held on August 28, 2023, at 10:00 a.m., in Empoli (FI), Via della Piovola, 138, on first call, and, if necessary, on August 29, 2023, on second call, at the same place and time, to resolve on the following

### **AGENDA**

#### ***Ordinary Part***

1. Integrated financial statements of Sesa S.p.A. as of April 30, 2023 and reports by the Board of Directors and the Independent Auditors:
  - 1.1. Approval of the integrated financial statements as of April 30, 2023; presentation of the consolidated integrated financial statements as of April 30, 2023;
  - 1.2. Allocation of the profit for the year.
2. Report on the Remuneration Policy and Paid Considerations pursuant to art. 123-ter of Legislative Decree no. 58/1998:
  - 2.1. Binding resolution on the first part regarding the remuneration policy for the financial year May 1, 2023 - April 30, 2024;
  - 2.2. Non-binding resolution on the second part regarding paid considerations during the financial year May 1, 2022 - April 30, 2023.
3. Approval of the stock grant plan named "Stock Grant Plan 2024-2026". Related and consequent resolutions.
4. Authorisation to purchase and dispose of ordinary treasury shares. Related and consequent resolutions.

#### ***Extraordinary Part***

1. Proposal for the amendment of Article 6 of the Articles of Association. Related and consequent resolutions.
2. Proposal to delegate the Board of Directors, pursuant to art. 2443 of the Italian Civil Code, to increase the Share Capital for free and divisible purposes, also in multiple tranches, pursuant to art. 2349 of the Italian Civil Code, for a maximum nominal amount of Euro 491,400, by issuing a maximum of 204,750 ordinary shares, through allocation to the share capital of an equivalent amount taken from reserves of profits, to be assigned to employees, of Sesa S.p.A. or of its main subsidiaries, holding a senior position, as beneficiaries of the "Stock Grant Plan 2024-2026". Subsequent amendments of Art. 6 of the Articles of Association. Related and consequent resolutions.



### **Participation in the Meeting**

Each ordinary share gives the right to one vote at the Company's Shareholders' Meetings; detailed information on the amount of the share capital and its composition can be found on the website [www.sesa.it](http://www.sesa.it) (section "*Investors - Share Capital and Shareholders*").

As an exception to the general rule according to which each share gives the right to one vote, pursuant to Article 7 of the Articles of Association, in accordance with Article 127-quinquies of Legislative Decree no. 58/1998 ("**TUF**"), two votes per each share belonging to the same Shareholder for a continuous period of at least twenty-four months starting from the date of registration in the on purpose established special list, maintained and updated by the Company, in accordance with the forms and contents envisaged in the applicable regulations.

The number of shares that achieved the increase in voting rights is available on the website [www.sesa.it](http://www.sesa.it) (section "*Governance-Loyalty Right Section*").

As of today, the number of shares with the right to the increasing is equal to 8,183,323 out of a total of 15,494,590 shares, hence with voting rights equal to 16,366,646 out of a total of 23,677,913 voting rights.

Please note that, based on the provisions of Article 7 of the Articles of Association, the increase in voting rights does not apply to resolutions of the Shareholders' Meeting concerning: (i) the determination of the remuneration of the members of the corporate bodies; (ii) the approval of considerations plans based on financial instruments; (iii) approval of the remuneration policy prepared by the Company's Board of Directors.

Pursuant to art. 83-sexies of TUF, the entitlement to attend the Shareholders' Meeting and exercise voting rights is certified by a communication to the Company, made by the intermediary authorised to keep accounts in accordance with the law, on the basis of the evidence in its accounting records relating to the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting on first call, i.e. August 17, 2023 (*record date*); those who hold Company shares only after that date will not be entitled to attend and vote at the Shareholders' Meeting. The notice from the intermediary must be received by the Company by the end of the third trading day preceding the date set for the Shareholders' Meeting on first call (i.e., by August 23, 2023). However, the entitlement to attend and vote remains intact if the notifications are received by the Company after this deadline, provided that they are received before the start of the meeting.

Each person entitled to participate in the Shareholders' Meeting may be represented by written proxy in accordance with current legislation, with the option of signing the proxy form available on the Company's website [www.sesa.it](http://www.sesa.it) (section "*Investors - Shareholders' Meetings*") as well as at the corporate seat; the proxy may be sent to the Company by registered mail to the registered office in Empoli (FI), Via della Piovola, 138, or by electronic notification to the certified email address [sesaspa@pec.leonet.it](mailto:sesaspa@pec.leonet.it). The proxy



may be conferred by means of an electronically signed document pursuant to current legislation.

As allowed by Article 12 of the Articles of Association, the proxy can also be conferred free of charge (except for any shipping costs) - with voting instructions on all or some of the proposals on the agenda - to Monte Titoli S.p.A. as “Designated Representative” pursuant to art. 135-undecies of TUF. The proxy shall only be effective for proposals concerning which voting instructions have been given.

The proxy to the Appointed Representative must be conferred by signing, with a handwritten signature or with a qualified electronic or digital signature, in compliance with the Italian legislation in force, the specific form available on the Company’s website [www.sesa.it](http://www.sesa.it) (section “*Investors - Shareholders’ Meetings*”) or at the Company’s registered office and must be received in original by the end of the second trading day prior to the date set for the Shareholders’ Meeting (i.e. by August 24, 2023, when on first call, or August 25, 2023, when on second call), with the following alternative processes: (i) transmission of an electronically produced copy (PDF) to the certified email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject “Proxy Shareholders’ Meeting Sesa 2023”) of the certified email (or, in the lack of an ordinary email address, in this case a proxy with voting instruction must be signed with a qualified electronic or digital signature); (ii) delivery in its original form, by courier or registered mail, to Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milan (Ref. “Proxy Shareholders’ Meeting Sesa 2023”, sending an electronically produced copy (PDF) in advance by ordinary email to [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject “Proxy Shareholders’ Meeting Sesa 2023”).

The shares for which proxy has been conferred, even partially, are considered for the regular constitution of the Shareholders’ Meeting. In relation to proposals for which no voting instructions have been given, the shares are not counted for the purposes of calculating the majority and the share of capital required for the approval of resolutions. The proxy and voting instructions may be revoked by the end of the second trading day prior to the date set for the Shareholders’ Meeting (i.e. by August 24, 2023, or August 25, 2023, when on second call) in the manner indicated above.

There are no postal or electronic voting procedures.

**The Company recommends participating in the Shareholders’ Meeting by proxy to the Appointed Representative, pursuant to article 135-undecies of Legislative Decree 58/1998.**

### **Right to request additions to the agenda and to submit new proposals for resolutions**

Pursuant to Article 126-bis of TUF, Shareholders who, also jointly, represent at least one-fortieth of the share capital may request, within ten days of the publication of this notice, i.e. by August 7, 2023, the integration of the list of items to be discussed, indicating in the request the additional items they propose, or submit resolution proposals on items already on the agenda. Shareholders in whose favour the Company has received a specific



communication from an authorised intermediary, in accordance with current legislation, certifying ownership of the requested shareholding are entitled to request an addition to the agenda or to submit resolution proposals. The application, together with the certification attesting to the ownership of the shareholding, must be submitted in writing by registered mail to the Company's registered office in Empoli (FI), Via della Piovola, 138, or to the certified email address [sesaspa@pec.leonet.it](mailto:sesaspa@pec.leonet.it), provided it is received by the Company within the above deadline; within the said term and in the same manner, any proposing Shareholders must submit a report containing the reasons for the resolution proposals on the new matters they propose to deal with or the reasons for the additional resolution proposals submitted on matters already on the agenda. Additions to the agenda or the presentation of additional resolution proposals on items already on the agenda shall be notified by the Company, in the same manner as prescribed for the publication of the notice of call, at least fifteen days before the date set for the Shareholders' Meeting on first call. At the same time as the publication of the notice of addition to the agenda or the submission of further resolution proposals on items already on the agenda, such further resolution proposals on items already on the agenda and the report prepared by the requesting Shareholders, accompanied by any evaluations by the Board of Directors, shall be made available to the public according to the procedures set forth in Article 125-ter, paragraph 1, of TUF.

It should be noted that integration is not allowed for matters on which the Shareholders' Meeting resolves, pursuant to law, on the proposal of the Board of Directors or based on a project or a report prepared by them, other than those referred to in Article 125-ter, paragraph 1, of TUF.

Lastly, please note that pursuant to Article 126-bis, paragraph 1, of TUF, those entitled to vote may submit individual resolution proposals to the Shareholders' Meeting on the items on the agenda.

#### **Right to propose questions on items on the agenda**

Pursuant to Article 127-ter of TUF, those with voting rights may ask questions on the items on the agenda even before the Shareholders' Meeting. Those who intend to avail themselves of this right must submit their questions to the Company by the fifth trading day prior to the date of the Shareholders' Meeting on first call (i.e. by 18 August 2022), by sending them by registered mail to the Company's registered office in Empoli (FI), Via della Piovola, 138, or by electronic communication to the certified email address [sesaspa@pec.leonet.it](mailto:sesaspa@pec.leonet.it). Shareholders in favour of whom the Company has received a communication prepared by an authorised intermediary, in accordance with current legislation, shall be entitled to submit questions on the items on the agenda. Questions received before the Shareholders' Meeting shall be answered at the latest during the same Shareholders' Meeting and the Company has the option to provide a single response to questions with the same content.



### **Documentation**

The documentation relating to the Shareholders' Meeting, the full texts of the resolution proposals, together with the explanatory reports required by current legislation, will be made available to the public within the terms of the law at the Company's registered office in Empoli (FI), Via della Piovola, 138, will be published on the Company's website [www.sesa.it](http://www.sesa.it) (section "*Investors - Shareholders' Meetings*") and will also be available on the authorised storage mechanism at [www.emarketstorage.it](http://www.emarketstorage.it).

This notice of call is published, pursuant to Article 125-bis of TUF, on the Company's website [www.sesa.it](http://www.sesa.it) (section "*Investors - Shareholders' Meetings*"), as an extract in the daily newspaper "La Repubblica", as well as on the authorised storage mechanism at [www.emarketstorage.it](http://www.emarketstorage.it).

Empoli (FI), July 28, 2023

for the Board of Directors  
the Chairman Paolo Castellacci