



ABSTRACT OF THE NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders of Sesa S.p.A. (or the “**Company**”) are hereby called to the Ordinary and Extraordinary Shareholders’ Meeting to be held on August 28, 2023, at 10:00, 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.

Information on share capital, including that relating to voting rights, and concerning:

- 1) procedures for participation and voting at the Shareholders’ Meeting, including all indications concerning the record date;
- 2) the terms for exercising the right to ask questions before the meeting, make additions to the agenda and submit new proposals on items already on the agenda, as well as the methods to exercise such rights;
- 3) the procedure for voting by proxy and for granting proxy to the appointed representative;





- 4) the availability of the full text of the proposals for resolution, together with the explanatory reports and documents that shall be submitted to the Shareholders' Meeting;

shall be available in the text of the notice of call published in full on the Company's website www.sesa.it (section "Investors" - "Shareholders' Meetings"), as well as on the authorised storage mechanism at www.emarketstorage.it.

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

Empoli (FI), July 28, 2023

for the Board of Directors
the Chairman Paolo Castellacci