SESA S.P.A.

DISCLOSURE DOCUMENT ON THE 2024-2026 REMUNERATION PLAN BASED ON THE ALLOCATION OF SESA S.P.A. ORDINARY SHARES (STOCK GRANT) SUBMITTED TO THE SHAREHOLDERS' MEETING FOR APPROVAL

(prepared in compliance with article 84-bis of the Regulations adopted by CONSOB with resolution no. 11971 of May 14, 1999 and subsequent amendments and additions)

Empoli, July 18, 2023

FOREWORD

This disclosure document (the "**Disclosure Document**"), prepared in compliance with article 84-bis of the Regulations adopted by CONSOB with resolution no. 11971 of May 14, 1999 and subsequent amendments and additions (the "**Issuers' Regulations**") and in line, also with regard to the numbering of the relative paragraphs, with the indications contained in Schedule 7 of Annex 3A of said Issuers' Regulations, has been prepared by Sesa S.p.A. in order to supply its shareholders and the market with information on the proposal for the adoption of the "*Stock Grant Plan 2024-2026*" approved by the Board of Directors of Sesa S.p.A. on July 18, 2023, as proposed by the Appointments and Remuneration Committee on June 29, 2020.

The aforesaid proposal for the adoption of the "*Stock Grant Plan 2024-2026*" will be submitted, pursuant to article 114-*bis* of Legislative Decree no. 58 of February 24, 1998, (the "**TUF**"), to the approval of the Ordinary Shareholders' Meeting of Sesa S.p.A. convened on first call for August 28, 2023 and, if necessary, on second call, for August 29, 2023.

On the date of this Disclosure Document, the proposal to adopt the Stock Grant Plan 2024-2026 has not yet been approved by the Ordinary Shareholders' Meeting of Sesa S.p.A.. As a consequence:

(i) this Disclosure Document is prepared exclusively on the basis of the contents of the proposal for the adoption of the "*Stock Grant Plan 2024-2026*" approved by the Board of Directors of Sesa S.p.A. on July 18, 2023, as proposed by the Appointments and Remuneration Committee on July 14, 2023;

(ii) all references to the "*Stock Grant Plan 2024-2026*" contained in this Disclosure Document refer to the proposal for the adoption of the "*Stock Grant Plan 2024-2026*".

As better specified in this Disclosure Document, certain aspects relating to the implementation of the "*Stock Grant Plan 2024-2026*" will be defined by the Board of Directors on the basis of the powers granted to it by the Ordinary Shareholders' Meeting of Sesa S.p.A.

The information resulting from the resolutions adopted by the Board of Directors, subject to the approval of the "*Stock Grant Plan 2024-2026*" by the Shareholders' Meeting and in accordance with the general criteria indicated during the Meeting, will be provided in the manner and within the terms indicated in article 84-*bis*, paragraph 5, letter a) of the Issuers' Regulations.

It should be noted that the "*Stock Grant Plan 2024-2026*" is to be considered of "*particular importance*" in compliance with art. 114-bis, paragraph 3 of the TUF and subsequent amendments and additions, and art. 84-*bis*, paragraph 2 of the Issuers' Regulations, insofar as it is addressed to the executive directors of Sesa S.p.A. and its Subsidiaries.

This Disclosure Document is available for consultation at the registered office of Sesa S.p.A. in Empoli, via Piovola, no. 138, on the Sesa S.p.A. website *www.sesa.it* and in accordance with the methods indicated in articles 65-*quinquies*, 65-*sexies* and 65-*septies* of the Issuers' Regulations.

DEFINITIONS

The following definitions are used in this Disclosure Document.

"Ordinary Shareholders' Meeting".	The ordinary shareholders' meeting of the Company convened on first call for August 28, 2023 and, if necessary, on second call, for August 29, 2023, to pass resolution on the proposal to adopt the Stock

	Grant Plan 2024-2026.
“Allocation”	The determination, after verification of the achievement of the performance targets, of the number of Ordinary Shares that each Beneficiary will receive free of charge, resolved by the Board of Directors, after consulting the Remuneration Committee.
“Ordinary Shares”	The Company's ordinary shares, listed on Euronext Milan, organised and managed by Borsa Italiana S.p.A.
“Beneficiary” or “Beneficiaries”	The Recipients of the Stock Grant Plan 2024-2026, pursuant to paragraph 1 of the Disclosure Document, identified by the Board of Directors of the Company, after consulting the Appointments and Remuneration Committee, to whom the right to receive the Ordinary Shares from the Company (free of charge) is attributed.
“Claw-back”	The principle - the implementing criteria of which are expressly specified in the Regulation approved by the Board of Directors on August 28, 2015, as subsequently amended - according to which the Company is entitled to (i) request the refund of the value of any Ordinary Shares delivered under the Stock Grant Plan net of any and all taxes sustained by the Beneficiary; or (ii) refrain from proceeding or, where it has already been resolved, to cancel the allocations and/or attributions of Ordinary Shares during the vesting period, if said shares have been received on the basis of data, relating to the results attained and/or the performance achieved, which subsequently turn out to be incorrect, due to illicit or malicious conduct that substantially affects the achievement of the performance targets.
“Corporate Governance Report”	The Italian Corporate Governance code, approved by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria, in December 2019, and published on January 31, 2020.
“Remuneration Committee”	The committee that performs consultative and propositional functions in compliance with the Corporate Governance Code, for the definition of the directors and top management remuneration policy. As of the meeting of the Board of Directors held on

	July 18, 2023, it took the name and assumed the functions of the "Appointments and Remuneration Committee".
"Appointments and Remuneration Committee"	As of the meeting of the Board of Directors held on July 18, 2023, the committee that performs consultative and propositional functions in compliance with the Corporate Governance Code, for self-assessment and defining the optimal composition of the Board of Directors and its Committees, as well as the definition of the directors and top management remuneration policy.
"Board of Directors"	The Company's *pro tempore* Board of Directors in office.
"Assignment date"	The date on which the Board of Directors, after consulting the Appointments and Remuneration Committee, identifies the Beneficiaries and indicates the number of Rights assigned to each Beneficiary.
"Allocation Date"	The date on which, after verifying the level of achievement of the performance targets, the number of Ordinary Shares to be allocated to each Beneficiary is approved by the Board of Directors, when it meets to approve the consolidated financial statements.
"Delivery Date"	The date on which the Ordinary Shares are delivered to the Beneficiary following the Allocation resolved by the Company's Board of Directors.
"Recipients"	Those who, on the Allocation Date, are permanently employed by or hold office as Executive Directors in Sesa or the Subsidiaries.
"Rights"	The rights assigned to the Beneficiaries to receive Ordinary Shares free of charge, based on the achievement of the performance targets.
"Disclosure Document"	This disclosure document, prepared in compliance with article 84-*bis* of the Issuers' Regulations and in line, also with regard to the numbering of the relative paragraphs, with the indications contained in Schedule 7 of Annex 3A of said Issuers' Regulations.
"Stock Grant Plan 2024-2026" or "Plan"	The proposal for the adoption of the "Stock Grant Plan 2024-2026" approved by the Board of Directors of Sesa on July 18, 2023, as proposed by the

	Remuneration Committee on July 14, 2023, which will be submitted to the Ordinary Shareholders' Meeting for approval pursuant to article 114-*bis* of the Consolidated Law on Finance (TUF).
"Relationship"	The relationship of permanent employment or office of executive director between the Recipient and the Company or Subsidiaries.
"Plan Regulation"	The Regulations governing the terms, characteristics, conditions and methods of implementation of the Plan.
"Issuers' Regulations"	The Regulations adopted by CONSOB with resolution no. 11971 of May 14, 1999, as subsequently amended and supplemented.
"Company" or "Sesa"	Sesa S.p.A., with registered office in Empoli (FI), via della Piovola, no. 138, tax code, VAT number and Florence Business Register number 07116910964.
"Subsidiaries"	Computer Gross S.p.A., Var Group S.p.A., Base Digitale Group S.r.l. and Adiacent S.r.l., or the companies that may succeed them by virtue of changes in the company name and/or extraordinary operations.
"TUF"	Legislative Decree no. 58 of February 24, 1998, as subsequently amended and supplemented.

1. THE RECIPIENTS

1.1 Names of the recipients who are members of the board of directors of the issuer of the financial instruments, of the issuer's parent companies and of the companies directly or indirectly controlled by the latter

The Stock Grant Plan 2024-2026 is aimed at those who, on the Allocation Date, are permanently employed by or hold office as Executive Directors in Sesa or the Subsidiaries.

On the date of this Disclosure Document, the Stock Grant Plan 2024-2026 has not yet been approved by the Ordinary Shareholders' Meeting, so it is not possible to indicate the names of the Beneficiaries who will be identified within the category of Recipients by the Company's Board of Directors, after consultation with the Appointments and Remuneration Committee.

The information will be supplemented in the manner and within the terms indicated in art. 84-*bis*, paragraph five, letter a) of the Issuers' Regulations.

1.2 Categories of employees or collaborators of the issuer of financial instruments and of the parent or subsidiary companies of the issuer

Notwithstanding that envisaged in the previous paragraph, the Stock Grant Plan 2024-2026 is aimed at those who, on the Allocation Date, have a permanent employment relationship with the Company or the Subsidiaries and particularly as members of top management of the Company and the Subsidiaries.

On the date of this Disclosure Document, the Stock Grant Plan 2024-2026 has not yet been approved by the Ordinary Shareholders' Meeting, so it is not possible to indicate the names of the categories of employees who will be Beneficiaries of the Stock Grant Plan 2024-2026 within the category of Recipients as identified above.

The information will be supplemented in the manner and within the terms indicated in art. 84-*bis*, paragraph five, letter a) of the Issuers' Regulations.

1.3 Names of the beneficiaries of the plan belonging to the groups indicated in point 1.3, letters a), b), c) of Annex 3A, Schedule 7 of the Issuers' Regulations:

On the date of preparation of the Disclosure Document, no information is available on Beneficiaries, other than those indicated in paragraphs 1.1 and 1.2, who do not fall within the categories envisaged in this paragraph 1.3. It should also be noted that the Company is not currently controlled by any natural person.

Details of the names of any other Beneficiaries falling within the cases referred to in this paragraph 1.3. will be announced at a later date, in compliance with article 84-*bis*, paragraph 5, letter a), of the Issuers' Regulations.

1.4 Description and numerical indication, separated by the categories indicated in point 1.4, letters a), b) and c) of Annex 3A, Schedule 7 of the Issuers' Regulations:

The Stock Grant Plan 2024-2026 establishes that the Beneficiaries will be identified by the Company's Board of Directors, after consulting the Appointments and Remuneration Committee.

Other information envisaged in paragraph 1 of Schedule 7 of Annex 3A to the Issuers' Regulations will be supplied in compliance with the procedures established in article 84-*bis*, paragraph 5, letter a) of the Issuers' Regulations.

It should be noted that, as of the date of this Disclosure Document, there are no specific categories of employees for which differentiated features of the Stock Grant Plan 2024-2026 have been exclusively envisaged, as the identification of the key roles is delegated to the Board of Directors, always after having consulted the Appointments and Remuneration Committee.

2. REASONS FOR ADOPTING THE PLAN

2.1 Aims of the Plan

The Stock Grant Plan 2024-2026 is an instrument which, by attributing instruments representing the value of the Company on the basis of the achievement of set performance targets, makes it possible to focus the attention of the Beneficiaries on factors of strategic interest, favouring loyalty and encouraging them to remain within the Company and its Subsidiaries. The Stock Grant Plan 2024-2023 has the following main goals: (i) to align the remuneration of Beneficiaries with the interests of the shareholders and the indications of the Corporate Governance Code; (ii) to constitute the prevailing incentivising remuneration of the executive directors necessary to achieve the Company's aims; (iii) to make management loyal to decisions that pursue the creation of value for the Sesa group in the medium to long term and to contribute to the growth of sustainable value. With regard to that stated above, it should be noted that the adoption of share-based remuneration plans is in line with the recommendations of the Corporate Governance Code as the instrument suitable for aligning the interests of executive directors and top management with those of shareholders, making it possible to pursue the priority goal of creating value in the medium to long term.

2.1.1 More detailed information

The reasons and criteria on the basis of which the Company will establish the ratio between the assignment of the Ordinary Shares and other components of the total remuneration aim, on one hand, to reconcile the objectives of loyalty pursuant to Paragraph 2.1 above and, on the other, to give the parties concerned an overall benefit in line with market practices. The Plan is one of the instruments used by the Company to integrate the fixed component of the remuneration package of strategic resources through variable components based on certain performance targets in accordance with best market practice.

The Stock Grant Plan 2024-2026 develops over a medium to long-term horizon. This period was considered the most suitable for achieving the incentive and loyalty targets pursued by the Stock Grant Plan 2024-2026.

2.2 Key variables, also in the form of performance ratios considered for the purpose of allocating plans based on financial instruments

The Stock Grant Plan 2024-2026 will be valid until the approval of the financial statements as of April 30, 2026 and in any case until December 31, 2026 - notwithstanding the provisions contained herein with regard to the delivery terms of the Ordinary Shares - and will envisage a vesting period. In detail:

A. a total of 177,750 Ordinary Shares (the “**Annual Shares**”) will be delivered (free of charge) to the Beneficiaries as follows:
   (i) 59,250 Ordinary Shares with a maximum of 10 trading days from the approval by the Ordinary Shareholders' Meeting of the financial statements as of April 30, 2024 (the “**First Tranche**”);
   (ii) 59,250 Ordinary Shares with a maximum of 10 trading days from the approval by the Ordinary Shareholders' Meeting of the financial statements as of April 30, 2025 (the “**Second Tranche**”);
   (iii) 59,250 Ordinary Shares with a maximum of 10 trading days from the approval by the Ordinary Shareholders' Meeting of the financial statements as of April 30, 2026 (the “**Third Tranche**”);

B. a total of 83,000 Ordinary Shares (the “**Three-year Shares**”) will be delivered (free of charge) as follows:

   (i) 63,500 Ordinary Shares with a maximum of ten trading days from the approval by the Shareholders' Meeting of the financial statements as of April 30, 2026;

   (ii) the remaining 19,500 Ordinary Shares delivered in two equal tranches at the close of business on April 30, 2027 and April 30, 2028, respectively, provided that *(i)* the Three-Year Value Generation Targets (EVA) 2024-2026, as defined below, are achieved *(ii)* the Beneficiary concerned maintains or renews, if applicable, the open-ended employment relationship, or the top management relationship with Sesa or the Subsidiaries depending on the Beneficiary's qualification;

(iii) there are no cases of bad leavership, as better defined below.

C. a total of 19,500 Ordinary Shares ("**Extra Bonus Shares**") will be delivered (free of charge) to certain Beneficiaries in three equal tranches, no later than ten trading days after the Shareholders' Meeting approves the financial statements as of April 30, 2026, April 30, 2027, and April 30, 2028, respectively, on condition that: *(i)* the Extra Bonus Targets 2024-2026, as defined below, are achieved; *(ii)* the Beneficiary concerned maintains or renews, if necessary, the open-ended employment relationship, or the top management relationship with Sesa or its Subsidiaries, depending on the status of the Beneficiary; *(iii)* there are no cases of bad leavership, as better defined below.

In the event of good leavership, as defined below, the delivery of the Ordinary Shares due to the Beneficiary in accordance with the Plan shall take place within ten trading days of the date on which the corresponding good leavership occurs, subject to verification of the value generation targets.

The allocation of the Annual Shares will be subject to the achievement, also in combination, of set and measurable performance targets, identified by parameters of sustainable growth of consolidated Ebitda and the attainment of a positive consolidated Net Financial Position or, if negative, no higher than 1x of the consolidated Ebitda, with recognition as of April 30 of each financial year of the Plan (the "**Annual Target**"), as indicated by the Board of Directors, after consulting the Appointments and Remuneration Committee.

In order to determine the amount of the Annual Shares to be allocated free of charge to the Beneficiary within each tranche, a calculation system will take into account the negative deviation from the Annual Target. In detail: (i) in the event of achievement of the minimum limit set at 50% of the Annual Target, the Beneficiary will be entitled to the allocation of 50% of the Ordinary Shares assigned within each tranche; (ii) in the event of achievement of between 60% and 100% of the Annual Target, the Beneficiary will be entitled to the allocation of a number of Ordinary Shares between 50% and 100% of the Ordinary Shares assigned within each tranche, in linear progression; (iii) in the event of achievement of more than 100% of the Annual Target, the Beneficiary will be entitled to the allocation of 100% of the Ordinary Shares assigned within each tranche.

Annual Shares for which the Annual Target has not been reached will automatically be subject to the achievement of the Three-year Target (as defined below). The Beneficiary will therefore retain the right to the allocation of the Ordinary Shares if the Three-Year Target (as defined below) is reached, assuming that the obligations, procedures and terms set out in the Stock Grant Plan 2024-2026 are complied with.

The allocation of the Three-Year Shares will be subject to the achievement of a value creation target represented by the EVA (Economic Value Added) cumulative income growth index (the "**Three-year Target**") for the three-year period from 2024 to 2026, increasing compared to the previous three-year period from 2021 to 2023 as indicated by the Board of Directors, after consulting the Appointments and Remuneration Committee.

In order to determine the amount of the Three-Year Shares to be allocated free of charge to the Beneficiary, a calculation system will take into account the negative deviation from the Three-Year Target. In detail, *(i)* in the event of achievement of the minimum limit set at 50% of the Three-Year Target, the Beneficiary will be entitled to the allocation of 50% of the Three-Year Shares assigned; *(ii)* in the event of achievement of between 50% and 100% of the Three-Year Target, the Beneficiary will be entitled to the allocation of a number of Ordinary Shares between 50% and 100% of the Ordinary Shares assigned, in linear progression; *(iii)* in the event of achievement of more than 100% of the Three-Year Target, the Beneficiary will be entitled to the allocation of 100% of the Three-Year Shares assigned.

The allocation of the Extra Bonus Shares will be subject to the achievement of set and measurable performance targets, identified in the parameters of the average annual consolidated Ebitda for the three-year reference period and the cumulative EVA result 2024-2026 (the "**Extra Bonus Target**"), as indicated by the Board of Directors, after consulting the Appointments and Remuneration Committee.

In order to determine the amount of the Extra Bonus Shares to be allocated free of charge to the Beneficiary, a calculation system will take into account the negative deviation from the Extra Bonus Target. In detail, (i) in the event of achievement of the minimum limit set at 75% of the Extra Bonus Target, the Beneficiary will be entitled to the allocation of 50% of the Extra Bonus Shares assigned; (ii) in the event of achievement of between 75% and 100% of the Extra Bonus Target, the Beneficiary will be entitled to the allocation of a number of Ordinary Shares between 50% and 100% of the Extra Bonus Shares assigned, in linear progression; (iii) in the event of achievement of more than 100% of the Extra Bonus Target, the Beneficiary will be entitled to the allocation of 100% of the Extra Bonus Shares assigned.

2.2.1 More detailed information

The performance targets indicated in Paragraph 2.2 above will be defined in close relationship with the Company's goals.

2.3 Elements underlying the determination of the amount of remuneration based on financial instruments, i.e. the criteria for its determination

On the Assignment Date, the Company's Board of Directors, after consulting the Appointments and Remuneration Committee, identifies the individual Beneficiaries, the number of Ordinary Shares to assign to the individual Beneficiaries, as well as the terms and conditions for the assignment and delivery of said Ordinary Shares, taking into account the number, category, organisational level, responsibilities and professional skills of the Beneficiaries.

2.3.1 More detailed information

The number of Ordinary Shares to be allocated to each Beneficiary is established considering the factors indicated in Paragraph 2.3 above.

2.4 Reasons underlying any decision to allocate remuneration plans based on financial instruments not issued by the Company

Not applicable, as the Stock Grant Plan 2024-2026 envisages the free allocation to the Beneficiary of the right to receive (free of charge) Ordinary Shares of the Company.

2.5 Assessment of significant tax and accounting implications affecting the definition of the Plan

The preparation of the Plan was not influenced by significant fiscal or accounting assessments.

2.6 Any support of the Plan by the Special Fund of incentives for employee shareholdings in companies, pursuant to article 4, paragraph 112, of Law 350 of December 24, 2003.

The Stock Grant Plan 2024-2026 will not receive any support from the Special Fund of incentives for employee shareholdings in companies, pursuant to article 4, paragraph 112, of Law 350 of December 24, 2003.

3. APPROVAL PROCEDURE AND TIMING FOR THE ASSIGNMENT OF SHARES

3.1 Scope of the powers and functions delegated by the Shareholders' Meeting to the Board of Directors for the implementation of the Plan

On July 18, 2023, following the proposal by the Appointments and Remuneration Committee, on July 14, 2023, the Company's Board of Directors resolved to submit to the Company's Ordinary Shareholders' Meeting, the approval of the Stock Grant Plan 2024-2026 for the assignment to the Beneficiaries of a maximum total of 280,250 Ordinary Shares of the Company, including 19,500 Extra Bonus Shares.

The Ordinary Shareholders' Meeting will be called to resolve, in addition to the approval of the Stock Grant Plan 2024-2026, also the granting to the Board of Directors of all powers necessary or appropriate to implement the Stock Grant Plan 2024-2026. Examples of such powers include the power to identify the Beneficiaries and determine the number of Ordinary Shares to be assigned to each of the Beneficiaries, verify the achievement of the Annual Target, the Three-Year Target and the Extra Bonus Target for the allocation of the Ordinary Shares, proceed with allocation of the Ordinary Shares to the Beneficiaries, exercise the right envisaged by the Claw-Back clause, and perform any act, fulfilment, formality or communication necessary or appropriate to the management and/or implementation of the Stock Grant Plan 2024-2026.

3.2 Persons in charge of the administration of the Plan, along with their function and competence

The Ordinary Shareholders' Meeting shall appoint the Board of Directors to manage and implement the Stock Grant Plan 2024-2026.

In the exercise of the powers granted to it by the Ordinary Shareholders' Meeting in relation to the Plan, the Board of Directors may delegate its powers, tasks and responsibilities in relation to the implementation of said Plan to one or more of its members.

3.3 Any existing procedures for the review of the Plan

Where deemed necessary or appropriate to preserve the essential contents of the Stock Grant Plan 2024-2026 as much as possible, within the limits allowed by the regulations in force at any given time, the Company's Board of Directors shall regulate the Rights and/or amend and/or supplement the conditions for the Allocation of the Rights in the event of a change of control of the Company.

In the case indicated above, the Ordinary Shares will be allocated to the Beneficiaries before the term envisaged in the Regulation of the Stock Grant Plan 2024-2026.

With regard to control, please refer to the cases envisaged by article 2359 of the Italian Civil Code and with regard to Change of Control, please refer to the cases in which the person who, directly and/or indirectly, holds control of the Company changes in all the cases envisaged by article 2359 of the Italian Civil Code.

3.4 Methods for determining the availability and assignment of the financial instruments on which the Plan is based

In service of the Stock Grant Plan 2024-2026, at the discretion of the Board of Directors, it may be possible to use (a) Shares arising from a free capital increase, and/or (b) subject to the authorisation of the Shareholders' Meeting, pursuant to and in accordance with Articles 2357 et seq. of the Italian Civil Code, Treasury Shares of which the Company has acquired ownership.

On July 18, 2020, the Board of Directors resolved to submit to the approval of the Company's Ordinary Shareholders' Meeting the following proposals:

(i) subject to amendment of Article 6 of the Articles of Association, to grant the Board of Directors the power, pursuant to Article 2443 of the Italian Civil Code, to increase the share capital free of charge and divisible, also in several tranches, pursuant to Article 2349 of the Italian Civil Code, for a maximum amount of Euro 491,400, with the issue of a maximum of 204,750 new ordinary shares, by allocating to the capital a corresponding amount taken from the profit reserves, to be allocated to employees and top management of Sesa S.p.A. or its Subsidiaries, as beneficiaries of the "Stock Grant Plan 2024-2026";

(ii) to authorise the purchase and disposal of Ordinary Shares in accordance with the combined provisions of articles 2357 and 2357-*ter* of the Italian Civil Code and article 132 of the Consolidated Law on Finance (TUF) and related implementing provisions, also for the implementation of incentive plans based on financial instruments of the Company approved by the Shareholders' Meeting.

It should be noted that, on the date of this Disclosure Document, the Company already holds 88,784 Ordinary Shares in its portfolio.

The Stock Grant Plan 2024-2026 will determine the dilution of Sesa's share capital exclusively within the limits of the applicable laws or regulations and in accordance with the terms and procedures set forth in the Plan itself.

The Company will make the Ordinary Shares available to the Beneficiary according to the terms and conditions to be established in the Regulations of the Stock Grant Plan 2024-2026. The Ordinary Shares due to the Beneficiary will have the same entitlement as the Ordinary Shares of the Company as of the Delivery Date and will therefore be endowed with the coupons current on that date.

If, within ten days of the Delivery Date, the Company does not have enough Ordinary Shares in its portfolio to allocate to the Beneficiaries in execution of the allocation resolution, the value of the Annual, Three-Year or Extra Bonus Shares, calculated on the basis of the average stock market price recorded in the 30 days prior to the Delivery Date, will be paid, in full or in part, in cash for any remaining part not covered by the delivery of shares. The Board of Directors will then identify the Beneficiaries whose Rights may be liquidated, in full or in part, in cash or with the delivery of Ordinary Shares. To this end, the evaluation of the Annual Shares, Three-year Shares or Extra Bonus Shares to be liquidated in cash will take place as envisaged in the Regulations of the Plan, on the basis of the Stock Exchange price of Sesa S.p.A. shares for the 30 days prior to the Delivery Date, and the relative amount will be paid by the same date.

3.5 Role played by each director in determining the characteristics of the Plan; possible occurrence of conflicts of interest

The characteristics of the Stock Grant Plan 2024-2026, to be submitted to the approval of the Ordinary Shareholders' Meeting in compliance with art. 114-*bis* of the TUF, have been determined by the Board of Directors, with the abstention of the executive directors.

The resolutions of the Board of Directors were passed on the basis of the proposal made by the Appointments and Remuneration Committee.

3.6 Date of the decision made by the body responsible for proposing the approval of the Plan to the Shareholders' Meeting and any proposal made by the Remuneration Committee

In compliance with the recommendations of the Corporate Governance Code, the conditions of the

Plan were defined following the proposal made by the Remuneration Committee, pursuant to the meeting of the Remuneration Committee on July 14, 2023, made up entirely of non-executive directors, the majority of whom were independent. The proposal to submit the Plan to the Ordinary Shareholders' Meeting, in compliance with article 114-bis of the TUF was, therefore, resolved by the Board of Directors, with the abstention of the executive directors, on July 18, 2023, subject to the opinion of the Management Control Committee.

3.7 Date of the decision made by the competent body on the assignment of the instruments and any proposal made to such body by the Remuneration Committee (if any)

Not applicable, insofar as, on the date of this Disclosure Document, the Stock Grant Plan 2024-2026 has not yet been approved by the Company's Ordinary Shareholders' Meeting.

This information will be announced in the manner and within the terms indicated in art. 84-*bis*, paragraph five, letter a) of the Issuers' Regulations.

3.8 Market price, recorded on the dates indicated in points 3.6 and 3.7, for the financial instruments on which the Plan is based, if traded on regulated markets

On July 14, 2023 (the last date of the Remuneration Committee meeting to examine the proposed Plan), the market price of the Ordinary Shares recorded on the EXM was Euro 113.80.

On July 18, 2023 (the date of the resolution of the Board of Directors to propose the adoption of the Plan to the Ordinary Shareholders' Meeting), the market price of the Ordinary Shares recorded on the EXM was Euro 111.80.

As the Plan has not yet been approved by the Company's Ordinary Shareholders' Meeting, the price of the Ordinary Shares on that date will be announced in the manner and within the terms indicated in article 84-*bis* of the Issuers' Regulations.

3.9 Measures adopted by the Company in the event of a possible coincidence between the date of allocation of the Shares or any decisions on the matter made by the Remuneration Committee and the dissemination of relevant information pursuant to article 17 of Regulation (EU) no. 596/2014

It should be noted that it is not necessary to prepare any such measures as the Ordinary Shares will be allocated subject to the achievement of specific performance targets. Consequently, any disclosure of inside information on the Assignment Date would be irrelevant to the Beneficiaries who, at that time, would not be able to carry out any transaction on the Ordinary Shares since the Allocation and subsequent delivery would be deferred until after the Assignment Date.

In any case, the entire process of implementation of the Plan will be carried out in full compliance with the Company's disclosure obligations, in order to ensure transparency and equality of information to the market, as well the observance of the procedures adopted by the Company.

4. CHARACTERISTICS OF THE INSTRUMENTS ALLOCATED

4.1 Description of the forms in which the Remuneration Plan based on financial instruments is structured

The Stock Grant Plan 2024-2026 envisages the free assignment to the Beneficiaries of the right to receive Ordinary Shares from the Company (again free of charge).

4.2 Indication of the period of effective implementation of the Plan with reference also to any

different cycles envisaged

The Plan envisages three annual performance periods (referring to the financial years 2023-2024; 2024-2025 and 2025-2026) and a three-year performance period (corresponding to the period between the beginning of the financial year 2023-2024 and the end of the financial year 2025-2026).

The delivery of the Ordinary Shares to the Beneficiaries will take place in compliance with the provisions of the Plan, after verifying the achievement of the performance targets, notwithstanding the fact that the Delivery of part of the Three-year Shares and the Extra Bonus Shares may also take place subsequently, in accordance with the provisions of the Plan. For information on methods of delivery of the Ordinary Shares, see paragraph 2.2.

4.3 Duration of the Plan

The Stock Grant Plan 2024-2026 will be valid until the approval of the financial statements as at April 30, 2026 and in any case until December 31, 2026, notwithstanding that envisaged in Paragraph 2.2 with regard to the delivery terms of the Ordinary Shares.

4.4 Maximum number of financial instruments, also in the form of options, assigned in each tax year in relation to the persons identified by name or to the categories indicated

The Stock Grant Plan 2024-2026 envisages the free allocation of a maximum total of 280,250 Ordinary Shares, in accordance with the provisions of the Plan.

4.5 Methods and clauses for the implementation of the Plan

As regards the methods and clauses for the implementation of the Stock Grant Plan 2024-2026, please refer to the individual points of this Disclosure Document. Specifically, on the Assignment Date, the Company's Board of Directors will identify the individual Beneficiaries, the number of Ordinary Shares to be paid to each Beneficiary and the terms and conditions for the allocation and delivery of the Ordinary Shares.

The delivery of the Ordinary Shares to the Beneficiaries will be free of charge subject to the achievement of specific targets as indicated in Paragraph 2.2 above.

Notwithstanding the above, the Plan also envisages the adoption of a Claw-Back clause, which allows the Board of Directors of the Company to *(i)* request the refund of the value of any ordinary shares delivered under the Plan, net of any and all taxes sustained by the Beneficiary; (*ii*) refrain from proceeding or, where it has already been resolved, to cancel the assignments and allocations of Ordinary Shares during the vesting period, if said shares have been received on the basis of data, relating to the results attained and/or the performance achieved, which subsequently turn out to be incorrect, due to illicit or malicious conduct that substantially affects the achievement of the performance targets.

4.6 Indication of any restrictions to the availability of the instruments allocated or of the instruments resulting from the exercise of the options, with particular reference to the terms within which the subsequent transfer to the same company or to third parties is permitted or prohibited

There are no restrictions to the transfer of Ordinary Shares effectively delivered to the Beneficiaries.

The Stock Grant Plan 2024-2026 envisages that the transfer of the Ordinary Shares delivered to the Beneficiaries must take place in compliance with the operating conditions envisaged by market practices for operations on listed financial instruments.

4.7 Description of any termination conditions in relation to the allocation of the Plan in the event that the recipients carry out hedging transactions that make it possible to neutralise any

prohibition of the sale of the financial instruments assigned, also in the form of options, or of the financial instruments resulting from the exercise of such options

Not applicable, as there are no termination conditions if the Beneficiary carries out hedging transactions.

4.8 Description of the effects of termination of the employment relationship

One of the conditions of the Stock Grant Plan 2024-2026 is the maintenance of the permanent employment relationship or office as an executive director with Sesa or its Subsidiaries, depending on the status of the Beneficiary.

In detail, the Stock Grant Plan 2024-2026 envisages, in the event of termination of the Relationship due to bad leavership, the automatic, definitive and irreversible forfeiture of the Beneficiary's right to receive from the Company the allocation of the Ordinary Shares, with consequent release of the Company from any obligation or responsibility towards the Beneficiary, except for the Ordinary Shares already allocated.

Cases of bad leavership may be any of the following: *(i)* dismissal of the Beneficiary, termination of the office of director and/or of the mandates of the Beneficiary, or non-renewal of the office of director and/or of the mandates of the Beneficiary, all due to the recourse to a just cause for breach of the law or the articles of association; *(ii)* termination of the relationship due to voluntary resignation of the Beneficiary that does not imply good leavership.

Notwithstanding the provisions of Paragraph 2.2. letters B) and C) above, in the event of termination of the Relationship with good leavership, the Beneficiary or their heirs, subject to compliance with the obligations, procedures and terms of the Stock Grant Plan 2024-2026, will retain the right to receive all the Ordinary Shares assigned, whether they have already been or are still to be allocated, taking into account the attainment of the targets for the entire reference period.

Cases of good leavership may be any of the following: *(i)* dismissal of the Beneficiary without just cause for breach of law or the articles of association; *(ii)* termination of the office of director or non-renewal of the office of director without just cause due to breach of law or the articles of association; *(iii)* resignation in the event of a change of control of the Company; *(iv)* resignation from the position of director if the Beneficiary's office is terminated or mandates are not renewed without just cause due to breach of the law or the articles of association, to such an extent that their relationship with the Company or the Subsidiary is substantially altered; *(v)* resignation from office or withdrawal from the employment relationship if even one of the following cases occurs: (a) permanent physical or mental incapacity (due to illness or accident) of the Beneficiary, as certified by an independent doctor; (b) death of the Beneficiary.

4.9 Indication of other possible causes of cancellation of the Plan

There are no reasons to cancel the Stock Grant Plan 2024-2026.

4.10 Reasons relating to the possible provision of "redemption" by the company of the financial instruments covered by the Plan

The Stock Grant Plan 2024-2026 does not envisage Company redemption clauses.

4.11 Any loans or other facilitations that are intended to be granted for the purchase of the shares pursuant to article 2358 of the Italian Civil Code

No loans or other facilitations are envisaged for the purchase of the Ordinary Shares as they are allocated free of charge.

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4.12 Indication of assessments of the expected burden for the Company on the date of the relative assignment, as can be determined on the basis of terms and conditions already defined, for an overall amount and in relation to each instrument of the Plan

The anticipated burden on the Company is represented: (i) with reference to the part of the Plan that will be executed with the shares purchased on the market, by the fair value of the Ordinary Shares at the service of the Plan (which will be determined precisely on the Date of Allocation); and, (ii) with reference to the part of the Plan that will be executed with the capital increase, by the amount of profit reserves used for this purpose, up to the maximum determined in the shareholders' resolution of the capital increase at the service of the Plan, an amount which will therefore be attributed to share capital.

The information relating to the overall cost of the Plan will be supplied in the manner and within the terms indicated in art. 84-*bis*, paragraph five, letter a) of the Issuers' Regulations.

4.13 Indication of any diluting effects on the capital determined by the Plan

The maximum number of Shares at the service of the Stock Grant Plan 2024-2026 is 280,250 Ordinary Shares, of which a maximum of 204,750 will be in the form of a capital increase corresponding to a percentage equal to approximately 1.321% of the current share capital. The shares issued will have the same characteristics as those in circulation, regular enjoyment, at an issue value equal to the par value of Sesa's shares on the date of execution by the Board of Directors of the delegated capital increase through the allocation of a corresponding amount of profit reserves as resulting from the last financial statements approved pursuant to Article 2349 of the Italian Civil Code, under the terms and conditions and in accordance with the procedures envisaged in this Plan. If all 204,750 Shares at the service of the Plan are procured by way of the free capital increase pursuant to Article 2349 of the Italian Civil Code, as explained in paragraph 3.4 of this Disclosure Document, the Company's Shares will increase from the 15,494,590 Shares existing as of the date of this Disclosure Document to 15,699,340 Shares, with a dilution effect of 1.304%.

Including the Issuer's 8,183,323 increased vote shares as of the date of this Disclosure Document, corresponding to 16,366,646 exercisable voting rights, in the above calculation, the total voting rights on the Issuer's capital will increase from the 23,677,913 voting rights existing as of the date of this Disclosure Document to the maximum of 23,882,663 voting rights upon completion of the maximum capital increase envisaged by the Plan, with a dilution effect of 0.857%.

Otherwise, if all the Shares at the service of the Stock Grant Plan 2024-2026 are allocated by using treasury shares, subject to the authorisation of the Shareholders' Meeting pursuant to Article 2357 et seq. of the Italian Civil Code, there will be no dilution effect.

4.14 Any limits set for the exercise of voting rights and the allocation of equity rights

No Beneficiary may be considered a shareholder of the Company until the Ordinary Shares have actually been delivered to the Beneficiary.

There is no limit for the exercise of voting rights and for the allocation of equity rights relating to Ordinary Shares effectively delivered to the Beneficiaries.

4.15 Information relating to shares not traded on regulated markets

Not applicable insofar as the Company's Ordinary Shares are listed on the Euronext Milan market, organised and managed by Borsa Italiana S.p.A.

4.16 - 4.23

The section relating to the allocation of stock options is not applicable.

4.24 - Table

Table no. 1 envisaged in paragraph 4.24 of Schedule 7 of Annex 3A to the Issuers' Regulations will be supplied in compliance with the methods and terms established in article 84-*bis*, paragraph 5, letter a) of the Issuers' Regulations.