

**SECO S.p.A.**

PROXY/SUB-PROXY FORM TO THE DESIGNATED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58/1998 ("TUF") and pursuant to art. 106, paragraph 4, of Decree-Law no. 18 of 17 March 2020, on "Measures to strengthen the National Health Service and provide economic support for families, workers and businesses related to the epidemiological emergency from COVID-19", ("Cure Italy Decree"), converted with modifications by Law 24<sup>th</sup> April 2020 n. 27 as extended lastly by article 3, paragraph 12-duodecies of Decree-Law no. 215 of 30 December 2023, converted with amendments by Law no. 18 of 23 February 2024 laying down urgent provisions on regulatory deadlines.

In accordance with Article 106, paragraph 4, Decree Law no. 18 of 17 March 2020 on "Measures to strengthen the National Health Service and provide economic support for families, workers and businesses related to the epidemiological emergency from COVID-19", ("Cure Italy Decree"), as converted with modifications by Law 24<sup>th</sup> April 2020 n. 27, and lastly by article 3, paragraph 12-duodecies of Decree-Law no. 215 of 30 December 2023, converted with amendments by Law no. 18 of 23 February 2024, the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Designated Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998. Pursuant to the abovementioned Decree, the Designated Representative may also be granted proxies and/or sub-proxy pursuant to Article 135-novies of Legislative Decree no. 58/1998 ("TUF"), as an exception to Article 135-undecies, paragraph 4, of the TUF, by signing this proxy form.

**Declaration of the Designated Representative:** Monte Titoli declares that it has no interest of its own with respect to the proposed resolutions being voted upon. However, taking into account the contractual relations in place between Monte Titoli and the Company relating, in particular, to technical assistance during the shareholders' meeting and ancillary services, in order to avoid any subsequent objections related to the supposed presence of circumstances capable of determining the existence of a conflict of interest pursuant to Article 135-decies, paragraph 2, letter f), of the Consolidated Law on Finance, Monte Titoli expressly declares that, should circumstances occur that are unknown at the time of issue of the proxy, which cannot be communicated to the delegating party, or in the event of amendment or addition to the proposals submitted to the Shareholders' Meeting, it does not intend to cast a vote other than that indicated in the instructions. If the delegating party does not provide specific instructions for such cases by indicating them in the appropriate boxes, the instructions provided shall be deemed to be confirmed as far as possible. If it is not possible to vote in accordance with the instructions provided, Monte Titoli will abstain on such matters. In any event, in the absence of voting instructions on some of the items on the agenda, Monte Titoli will not vote for such items.

**Please note: This form may be subject to change following any integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions pursuant to Article 126-bis Legislative Decree 58/1998, or individual proposed resolutions, in accordance with the terms and procedures indicated in the Notice of Call.**

With reference to the **Ordinary and Extraordinary Shareholders' Meeting of SECO S.p.A.** (hereafter the "**Company**") to be held at the office of Notary Jacopo Sodi, in Via dei Della Robbia no. 38, Florence, on 29 April 2024, at 10:00 a.m. in single call, as set forth in the notice of the shareholders' meeting published on the Company's website at [www.seco.com](http://www.seco.com), in the section Investors > Corporate Governance > Shareholders' Meeting on 19 March 2024, and, in abridged form, in the Italian daily newspaper "Il Giornale", and having regard to the Reports on the items on the Agenda made available by the Company (§)

**PROXY FORM**

Complete with the information requested at the bottom of the form (§)

<b>I, the undersigned</b> ( <i>party signing the proxy</i> )	(Name and Surname) (*)	
Born in (*)	On (*)	<b>Tax identification code or other identification if foreign (*)</b>
Resident in (*)	Address (*)	
Phone No. (**)	Email (**)	
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No. (*)

(§) The Company will process the personal data in accordance with the information attached. .

(\*) Mandatory. (\*\*) It is recommended to fill.

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in quality of (tick the box that interests you) (\*)

- shareholder with the right to vote** **OR IF DIFFERENT FROM THE SHARE HOLDER**
- legal representative or subject with appropriate representation powers (copy of the documentation of the powers of representation to be enclosed)
- pledge  bearer  usufructuary  custodian  manager  other (specify) .....

(complete only if the shareholder is different from the proxy signatory)	Name Surname / Denomination (*)	
	Born in (*)	On (*)
	Registered office / Resident in (*)	
	Tax identification code or other identification if foreign (*)	

**Related to**

**No. (\*)** \_\_\_\_\_ **SECO ordinary shares – ISIN IT0005438046** Registered in the securities account (1) n. \_\_\_\_\_ at the custodian \_\_\_\_\_ ABI \_\_\_\_\_ CAB  
referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2) No.. \_\_\_\_\_

**No. (\*)** \_\_\_\_\_ **SECO shares with increase voting rights – ISIN IT0005439754** Registered in the securities account (1) n. \_\_\_\_\_ at the custodian \_\_\_\_\_ ABI \_\_\_\_\_ CAB  
referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2) No.. \_\_\_\_\_

**DELEGATES/SUB DELEGATES Monte Titoli S.p.A.**, to participate and vote in the Shareholders' Meeting indicated above as per the instructions provided below.

**DECLARES**

- that he/she/it is aware that the proxy to the Designated Representative might contain voting instructions even only in respect of some resolution proposals in the agenda and that in this case, the vote shall be expressed for the sole proposals in respect of which instructions have been granted;
- to have requested from the custodian the communication for participation in the Meeting as indicated above;
- that there are no reasons for incompatibility or suspension of the exercise of voting rights;
- (in the case of sub-delegation) to be in possession of the originals of the proxy forms conferred on him/her and to keep them for one year available for possible verification.

**AUTHORIZE** Monte Titoli and the Company to the treatment of his/her/its personal data for the purposes and under the terms and conditions specified in the attached information document.



(Place and Date) \*

(Signature) \*

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**VOTING INSTRUCTIONS**

intended for the Designated Representative only - Tick the relevant boxes

**The undersigned (3)** *(Personal details)**(indicate the holder of the right to vote only if different - name and surname / denomination)*

hereby appoints Monte Titoli to vote in accordance with the voting instructions given below at Ordinary and Extraordinary Shareholders' Meeting of SECO to be held at the office of Notary Jacopo Sodi, in Via dei Della Robbia no. 38, Florence, on 29 April 2024, at 10:00 a.m. in single call.

**RESOLUTIONS SUBJECT TO VOTING****Ordinary Section****1. Financial Statements for the fiscal year as of December 31, 2023 and allocation of the Fiscal Year profits:**

**1.1. Approval of the financial statements of the Company at December 31, 2023, following review of the Directors' Report, the Board of Statutory Auditors' Report and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements of the SECO Group at December 31, 2023. Presentation of the Consolidated Non-Financial Statement prepared as per Legislative Decree No. 254/2016. Resolutions thereon;**

Proposal of the Board of Directors

*Tick only one box* **In Favour** **Against** **Abstain**

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

*Tick only one box***Modify the instructions** *(express preference)* **confirms the instructions** **revokes the instructions** **In Favour** : \_\_\_\_\_ **Against** **Abstain**

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**1.2 Proposal regarding the allocation of the profit for the year; resolutions thereon.**

Proposal of the Board of Directors

*Tick only one  
box* **In Favour** **Against** **Abstain**

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

*Tick only one box***Modify the instructions** (*express preference*) **confirms the instructions** **revokes the instructions** **In Favour** : \_\_\_\_\_ **Against** **Abstain****2. Remuneration Policy and Report:****2.1 Approval of the remuneration policy pursuant to Art. 123 ter, paragraph 3-bis, of the Legislative Decree no. 58/1998;**

Proposal of the Board of Directors

*Tick only one  
box* **In Favour** **Against** **Abstain**

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

*Tick only one box***Modify the instructions** (*express preference*) **confirms the instructions** **revokes the instructions** **In Favour** : \_\_\_\_\_ **Against** **Abstain****2.2 Motion of "Section II" of the Report, pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/1998.**

Proposal of the Board of Directors

*Tick only one  
box* **In Favour** **Against** **Abstain**

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

*Tick only one box***Modify the instructions** (*express preference*)

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 confirms the instructions revokes the instructions In Favour : \_\_\_\_\_ Against Abstain**3. Appointment of the Board of Directors****3.1 Establishment of the number of members of the Board of Directors;**

Proponent:

*Tick only one  
box* In Favour Against Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

*Tick only one box***Modify the instructions** (*express preference*) confirms the instructions revokes the instructions In Favour : \_\_\_\_\_ Against Abstain**3.2 Establishment of the duration of the mandate of the Board of Directors;**

Proponent:

*Tick only one  
box* In Favour Against Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

*Tick only one box***Modify the instructions** (*express preference*) confirms the instructions revokes the instructions In Favour : \_\_\_\_\_ Against Abstain**3.3 Appointment of Board of Directors members ;**

Tick only one box indicating the number of the list chosen or opposed/abstained with reference to all lists

*Tick only one  
box*

List n.° \_\_\_\_\_

 Against Abstain

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*Tick only one box***Modify the instructions** (*express preference*) **confirms the instructions** **revokes the instructions** **In Favour** : \_\_\_\_\_ **Against** **Abstain****3.4 Appointment of the Chairperson of the Board of Directors;**

Proponent:

*Tick only one box* **In Favour** **Against** **Abstain**

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

*Tick only one box***Modify the instructions** (*express preference*) **confirms the instructions** **revokes the instructions** **In Favour** : \_\_\_\_\_ **Against** **Abstain****3.5 Determination of Board of Directors members' remuneration;**

Proponent:

*Tick only one box* **In Favour** **Against** **Abstain**

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

*Tick only one box***Modify the instructions** (*express preference*) **confirms the instructions** **revokes the instructions** **In Favour** : \_\_\_\_\_ **Against** **Abstain****4. Appointment of the Board of Statutory Auditors.****4.1 Appointment of the Statutory Auditors and Alternate Auditors;**

Proponent:

*Tick only one box***List n°** \_\_\_\_\_ **Against** **Abstain**

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If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

*Tick only one box*
**Modify the instructions** (*express preference*)

 **confirms the instructions**
 **revokes the instructions**
 **In Favour** : \_\_\_\_\_

 **Against**
 **Abstain**
**4.2 Appointment of the Chairperson of the Board of Statutory Auditors;**

Proponent:

*Tick only one box*
 **In Favour**
 **Against**
 **Abstain**

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

*Tick only one box*
**Modify the instructions** (*express preference*)

 **confirms the instructions**
 **revokes the instructions**
 **In Favour** : \_\_\_\_\_

 **Against**
 **Abstain**
**4.3 Determination of remuneration;**

Proponent:

*Tick only one box*
 **In Favour**
 **Against**
 **Abstain**

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

*Tick only one box*
**Modify the instructions** (*express preference*)

 **confirms the instructions**
 **revokes the instructions**
 **In Favour** : \_\_\_\_\_

 **Against**
 **Abstain**

5. Authorization to purchase and dispose of treasury shares pursuant to and for the purposes of Articles 2357, 2357-ter of the Civil Code, Article 132 of Legislative Decree No. 58/1998 and Article 144-bis of Consob Regulation No. 11971 of May 14, 1999, subject to revocation of the authorization resolution passed by the Shareholders' Meeting on April 27, 2023. Resolutions thereon.

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Proposal of the Board of Directors

*Tick only one  
box* **In Favour** **Against** **Abstain**

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

*Tick only one box***Modify the instructions** (*express preference*) **confirms the instructions** **revokes the instructions** **In Favour** : \_\_\_\_\_ **Against** **Abstain****Extraordinary Section**

1. Subject to revocation, for the portion not executed, of the proxy granted pursuant to Article 2443 of the Civil Code and Article 2420-ter of the Civil Code to the Board of Directors by the Shareholders' Meeting of November 19, 2021, which granted the Board of Directors the power, (i) pursuant to Article 2443 of the Civil Code, to increase the share capital for payment and on a divisible basis, on one or more occasions, by issuing ordinary shares with the same characteristics as those in circulation, and with the exclusion of the option rights pursuant to paragraph 5 of Article 2441 of the Civil Code and/or paragraph 4, first sentence, of Article 2441 of the Civil Code, to be offered, at the discretion of the Board of Directors, to parties identified by the same, with the right to place the shares with qualifying investors and/or business, financial and/or strategic partners identified from time to time and/or in connection with transactions to be carried out through contributions in kind; and/or (ii) pursuant to Article 2420-ter of the Civil Code, to issue convertible bonds (including the option of advance conversion at the Board of Directors' initiative) and/or convert them into ordinary shares for a maximum total amount of Euro 200,000,000 (two hundred million), resulting in a capital increase to service the conversion by issuing ordinary shares with the same characteristics as those in circulation, to be offered, at the discretion of the Board of Directors, to parties identified by the same, with the exclusion of the option right pursuant to Article 2441, paragraph 5 of the Civil Code, with the right of the Board of Directors to place the convertible bonds (including the option of advance conversion at the Board of Directors' initiative) and/or placing them with qualifying investors and/or business, financial and/or strategic partners identified from time to time; all this provided that the total maximum amount, including any share premium, of the capital increase - for payment and on a divisible basis, on one or more occasions, consequent to the issues or conversions referred to in the previous points (i) and (ii) - will be Euro 200,000,000 (two hundred thousand). In addition, the Board of Directors shall have the broadest powers to determine, from time to time, to be exercised within five years from the date of the Shareholders' Meeting resolution, subject to the above limits, the terms, conditions and procedures of the transaction, including the issue price, including any share premium, of the ordinary shares and/or convertible bonds (with the option of advance conversion at the Board of Directors' initiative) and/or converts into ordinary shares to be issued and enjoy all rights. Consequent amendment of Article 6 of the By-Laws. Resolutions thereon.

Proposal of the Board of Directors

*Tick only one  
box* **In Favour** **Against** **Abstain**

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*Tick only one box***Modify the instructions** (*express preference*) **confirms the instructions** **revokes the instructions** **In Favour** : \_\_\_\_\_ **Against** **Abstain**\_\_\_\_\_  
*(Place and Date) \**\_\_\_\_\_  
*(Signature) \****DIRECTORS' LIABILITY ACTION**

In case of vote on a directors' liability action pursuant to art. 2393, paragraph 2, of the civil code, proposed by the shareholders on the occasion of the approval of the financial statements, the undersigned appoints the Designated Representative to vote as follows:

*Tick only one box* **In Favour** **Against** **Abstain**\_\_\_\_\_  
*(Place and Date) \**\_\_\_\_\_  
*(Signature) \**

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**INSTRUCTIONS FOR THE FILLING AND SUBMISSION**

**The person entitled to do so must request the depositary intermediary to issue the communication for participation in the shareholders' meeting referred to the Art. 83-sexies, Legislative Decree 58/1998)**

- The proxy must be dated and signed by the delegating party.
- Representation may be conferred only for single meetings, with effect also for subsequent calls.
- In the case of co-ownership of shares, the proxy must always be issued with the signature of all the co-owners.

- (1) Indicate the number of the securities custody account and the denomination of the depositary intermediary. The information can be obtained from the account statement provided by the intermediary.
- (2) Indicate the Communication reference for the Meeting issued by the depositary intermediary upon request from the person entitled to vote.
- (3) Specify the name and surname/denomination of the holder of voting rights (and the signatory of the Proxy Form and voting instructions, if different).

The proxy with the relating voting instructions shall be received together with:

- a copy of an identification document with current validity of the proxy grantor or
- in case the proxy grantor is a legal person, a copy of an identification document with current validity of the interim legal representative or other person empowered with suitable powers, together with adequate documentation to state its role and powers,

(in the event of a sub-proxy, the following must be sent to the Designated Representative as an annex to the sub-proxy form: i) the documentation indicated in the preceding paragraph, referring to both the holder of the voting right and his/her proxy; ii) a copy of the proxy issued by the holder of the voting right to his/her proxy)

by one of the following alternative methods:

- i) transmission of an electronically reproduced copy (PDF) to the certified email address **RD@pec.euronext.com** (subject line "Proxy for SECO April 2024 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature);
- ii) transmission of the original, by courier or registered mail with return receipt, to the following address: Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milan (Ref. "Proxy for SECO April 2024 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail to **RD@pec.euronext.com** (subject line: "Proxy for SECO April 2024 Shareholders' Meeting")

**The proxy must be received no later than 6:00 p.m. on the day before the date of the meeting (and in any case before the opening of the meeting). The proxy pursuant to art. 135-novies, Legislative Decree no. 58/1998 and the related voting instructions may always be revoked within the aforesaid deadline.**

N.B. For any additional clarification regarding the issue of proxies (and in particular regarding how to complete and send the proxy form and voting instructions), authorized to participate in the general meeting can contact Monte Titoli S.p.A. by email to the following address **RegisterServices@euronext.com** or by phone at the following telephone numbers (+39) 02.33635810 (during open office hours from 9:00 a.m. to 5:00 p.m.).

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**INFORMATION NOTICE PURSUANT TO ARTICLES 13 AND 14 OF REGULATION EU 2016/679 AND CURRENT NATIONAL LEGISLATION ON PROTECTION OF PERSONAL DATA**

Monte Titoli disclosure available at: <https://www.euronext.com/en/privacy-statement>.

SECO disclosure:

Pursuant to Regulation EU 2016/679 (hereinafter "**GDPR Regulation**" or "**GDPR**") and current national legislation on data protection (hereinafter, "**Privacy Legislation**"), SECO S.p.A. with registered office in Arezzo, Via Achille Grandi n. 20 (hereinafter the "**Company**" or "**the Controller**") as data controller, informs you that the personal data provided with this proxy will be processed for the sole purpose of allowing the Company to manage the shareholders' meeting operations and the consequent legal obligations, in compliance with the Privacy Law.

**I. Purpose of the processing**

The purposes of the processing are the following:

- verify the regular constitution of the shareholders' meeting;
- ensure the identity and legitimacy of attendees;
- execute further assembly and corporate fulfillments and obligations (e.g. write the report of the meeting).

**II. Legal basis for the processing**

The legal basis is, therefore, the execution of contractual obligations with the shareholder of SECO (or delegated) and the need to fulfil a legal obligation, pursuant to art. 6, par. 1, lett. c) of the GDPR.

**III. Processing methods**

Your Personal data will be collected on paper and / or computerized media and processed in a manner strictly related to the purposes indicated above and, in any case, in compliance with the provisions of confidentiality and security provided for by the Privacy Legislation.

**IV. Personal data collected**

In accordance with the purposes above, the Company processes:

- identification data (such as name, surname, address, telephone number, e-mail address, date of birth, identity card, tax number, nationality);
- audio recording of the shareholders' meeting.

**V. Recipients of your personal data**

Your personal data may be disclosed to the following categories of parties:

- employees and collaborators specifically authorized to process them;
- specific subjects in fulfilment of an obligation of law, regulation or community legislation;
- institutional entities and public authorities;
- supervisory and control authorities.

**VI. Transfer of personal data**

Your personal data will be processed within the European Union.

**VII. Data retention**

In compliance with the principles of proportionality and necessity, your personal data will be stored together with the documents produced during the Shareholders' meeting, in order to document what is transcribed in the minutes, for a period of time not exceeding the achievement of the purposes for which they are processed, pursuant art. 5, par. 1, lett. e) of the GDPR. The audio recordings used for the exclusive purpose of facilitating the subsequent minutes of the meeting, after the minutes have been completed, will be destroyed.

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**VIII. Provision of personal data**

The acquisition of your personal data is mandatory. Failure to provide the data may result in the non-admission to the meeting.

**IX. Rights of the data subject**

At any time, you can have full clarity on the operations that are reported above, and you can exercise the rights recognised pursuant to Articles 15 et seq. of the GDPR. At any time, you can exercise, in the manner and within the limits governed by the above-mentioned legislation:

- right of access (Article 15 of the GDPR);
- right of rectification (Article 16 of the GDPR);
- right to erasure (Article 17 of the GDPR);
- right to restriction of processing (Article 18 of the GDPR);
- right to data portability (Article 20 of the GDPR);
- right to object (Article 21 of the GDPR);
- right not to be subjected to a decision based solely on automated processing, including profiling, which produces legal effects that concern you or which significantly affect you (Article 22 of the GDPR).

You can exercise your rights by writing to the following address: [privacy@seco.com](mailto:privacy@seco.com).

**X. Right to Lodge a Complaint**

Should you believe that the processing of your personal data is carried out in breach of the provisions of current legislation, you have the right to lodge a complaint with the Supervisory Authority, as provided by art. 77 of the GDPR, or to make a claim in the appropriate judicial offices, pursuant to art. 79 del GDPR.

**XI. Application of an automated decision-making technique**

Personal data collected will not be subject to any automated decision-making techniques.