



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, 2024, at 10:00, at the company's premises in Empoli (FI), Via della Piovola, 138, on first call, and, if necessary, on August 29, 2024, 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, 2024 and relevant reports by the Board of Directors and the Independent Auditors:
 - 1.1. Approval of the integrated financial statements as of April 30, 2024; presentation of the consolidated integrated financial statements as of April 30, 2024;
 - 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, 2024 - April 30, 2025;
 - 2.2. Non-binding resolution on the second part regarding paid considerations during the financial year May 1, 2023 - April 30, 2024.
3. Authorisation to purchase and dispose of ordinary treasury shares. Pertinent and consequent resolutions.
4. Appointment of the Board of Directors, after determining the number of its members and their term; determination of compensation. Pertinent and consequent resolutions: 4.1 determination of the number of members of the Board of Directors; 4.2 determination of the term of office of the Board of Directors; 4.3 appointment of the members of the Board of Directors; 4.4 appointment of the Chairman of the Board of Directors; 4.5 determination of the compensation of the members of the Board of Directors.

Extraordinary Part

1. Amendments to Articles 11, 12, 19, and 23 of the Articles of Association: proposal to hold Shareholders' Meetings and meetings of the Board of Directors and the Management Control Committee exclusively online; amendment to art. 12 of the Articles of Association: proposal to introduce the possibility of holding Shareholders' Meetings with exclusive participation of the appointed representative; further amendments to articles 17 and 23 of the Articles of Association; deletion of art. 29 of the Articles of Association. Pertinent and consequent resolutions.
2. Amendment of art. 7 of the Articles of Association: proposal to amend the matters to which the increased voting right applies. Pertinent and consequent resolutions.
3. Proposal to increase the increased voting rights, pursuant to art. 127-quinquies, paragraph 2, TUF (amendment to art. 7 of the Articles of Association). Pertinent and consequent resolutions.



Pursuant to Article 11, paragraph 2, of Law No. 21 of March 5, 2024, which extended until December 31, 2024, the deadline referred to in Article 106, paragraph 7, of Law Decree No. 18 of March 17, 2020, converted, with amendments, by Law No. 27 of April 24, 2020, concerning the holding of company and entity meetings, attendance at the Meeting by those entitled to vote will take place exclusively through the appointed representative by the Company.

Information on share capital and on the increased 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 granting the proxy (or sub-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.

Empoli (FI), July 19, 2024

On behalf of the Board of Directors
The Chairman, Paolo Castellacci