

SECO S.p.A.

PROXY FORM TO THE DESIGNATED REPRESENTATIVE PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE 58/1998

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 24th April 2020 n. 27 as extended lastly by article 11(2) of Law 5th March 2024 No. 21, concerning measures to support the competitiveness of capital and a delegation to the Government for the comprehensive reform of the provisions on capital markets set forth in the Consolidated Law established by Legislative Decree No. 58 of 24 February 1998, and of the provisions on joint stock companies contained in the Civil Code also applicable to insulers."

MONTE TITOLI S.p.A., with registered office in Milan, Piazza degli Affari No. 6, Tax Code No. 03638780159, belonging to the Euronext Group, Group VAT No. 10977060960 (hereinafter "Monte Titoli"), acting in the capacity of "Appointed Representative" of SECO S.p.A. (hereinafter the "Company"), pursuant to Article 135-undecies of Legislative Decree 58/1998 and to art. 106, paragraph 4 of Decreto Cura Italia, converted with amendments into Law 24th April 2020 N. 27, as last extended by Law 5th March 2024 N.21, in the person of its specifically tasked employee or associate, gathers voting proxies in relation to the Ordinary and Extraordinary General Meeting of SECO to be held at the office of Notary Jacopo Sodi, at Via dei Della Robbia no. 38 in Florence, on 16 December 2024, at 11:30 a.m., single call as set forth in the notice of the shareholders' meeting published on the Company's website at www.seco.com in the section Investor Relations > Corporate Governance > Shareholders' Meeting on 13 November 2023, and, in abridged form, in the Italian daily newspaper "II Giornale", on 14 November June 2023.

The form of proxy with the relating voting instructions shall be received, in original, by Monte Titoli by the end of the second open market day preceding the date set for the Meeting (i.e., by 11:59 p.m. of 12 december 2024). The proxies and voting instructions may be revoked within the same deadline.

Declaration of the Appointed Representative: Monte Titoli declares that it has no personal interest in the proposed resolutions being voted upon. However, taking into account the existing contractual relationships between Monte Titoli and the Company relating, in particular, to technical assistance at the meeting and ancillary services, in order to avoid any subsequent disputes related to the supposed presence of circumstances suitable for determining the existence of a conflict of interest referred to in article 135-decies, paragraph 2, lett. f), of the TUF, Monte Titoli expressly declares that, should circumstances which are unknown at the time of issue of the proxy arise, which cannot be communicated to the delegating party, or in the event of modification or integration of the proposals presented to the Shareholders' Meeting, it does not intend to express a vote different from that indicated in the instructions.

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.

PROXY FORM (Part 1 of 2)

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

I, the undersigned (party signing the proxy	(Name and Surname) (*)	
Born in (*)	On (*)	Tax identification code or other identification if foreign (*)
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 wi	th the right to vote OR IF DIFFERENT FROM THE	SHARE HOLDER			
	ative or subject with appropriate representation powers				
□ pledge □ be	arer \square usufructuary \square custodian \square manager \square	other (specify)			
(complete only if	Name Surname / Denomination (*)				
the shareholder is different from the proxy signatory)	Born in (*)	On (*) (*)	Tax identification Code (*)		
	Registe ed office / Resident in (*)				
Related to					
		Registrated in the securities account (1) n	at the custodian	ABI	CAB
n. (*)	SECO ordinary shares – ISIN IT0005438046	referred to the communication (pursuant to art. 83	-sexies Legislative Decree n. 58/1998)	(2) No	
n. (*) SECO shares with increase voting rights — ISIN IT0005439754		Registrated 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	
DECLARES - that he/she case, the value of the value of the value of the case	EGATES Monte Titoli S.p.A., to participate and vote in the edit is aware that the proxy to the Designated Representates shall be expressed for the sole proposals in respect quested from the custodian the communication for participate no reasons for incompatibility or suspension of the executive of sub-delegation) to be in possession of the originals of the company to the treatment of his/her/its per	ative might contain voting instructions even only in resoft which instructions have been granted; icipation in the Meeting as indicated above; sercise of voting rights; of the proxy forms conferred on him/her and to keep	pect of some resolution proposals in t	ole verification	n.
(P	Place and Date) * (Signature) *			

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VOTING INSTRUCTIONS (Part 2 of 2) Intended for the Designated Representative only - Tick the relevant boxes						
The undersigned signatory of the proxy (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 instruction Jacopo Sodi, in Via dei Della Robbia no. 38, Florence, on 16 December 202		aordinary Shareholders' Meeting of SEC	CO to be held at the office of Notary			
RES	SOLUTIONS SUBJECT TO VOI	IING				
Shareholders are reminded that they may submit new proposed resolutions and additions to the agenda within the legal deadlines: for this reason, shareholders are invited to check the Issuer's website for any updates to this form, in accordance with the prescribed resolutions.						
Ordinary Section						
1. Approval of the "2024-2027 Chief Executive Officer New Stock (Option Plan", upon withdrawal of the	e "2024-2027 Chief Executive Office	er Stock Option Plan".			
1.1 Proposal to withdraw the "2024-2027 Chief Executive Officer St held on July 28th, 2023.	ock Option Plan" and the related ap	oproval resolution adopted by the	Ordinary Shareholders' meeting			
SECTION A Vote on the proposal of the Board of Directors Tick only one box:	In favour	Against	Abstain			
SECTION B e C If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting	□ confirms the instructions	□ revokes the instructions	Modify the instruction: in Favour Against Abstained			
1.2 Proposal to approve the "2024-2027 Chief Executive Officer Ne	ew Stock Option Plan". Resolutions tl	hereon as per Article 114-bis of Lea	islative Decree No. 58/1998.			
SECTION A Vote on the proposal of the Board of Directors Tick only one box:	In favour	Against	Abstain			
SECTION B e C If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting	□ confirms the instructions	□ revokes the instructions	Modify the instruction: ☐ in Favour ☐ Against			

Extraordinary Section

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1. Proposal to withdraw the resolution increasing the paid-in share capital approved by the Shareholders' Meeting on July 28th, 2023, in service of the "2024-2027 Chief Executive Officer Stock Option Plan", adopted by the Shareholders Meeting in the same day. Consequent amendment of Article 6 of the By-laws. Resolutions thereon.								
SECTION A Vote on the proposal of the Board of Directors Tick only one box:	In favour	Against	Abstain					
SECTION B e C If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting	□ confirms the instructions	□ revokes the instructions	Modify the instruction: in Favour Against Abstained					
2. Proposal to increase the paid-in share capital, for payment, in a divisible and progressive manner, in two tranches, for a maximum nominal amount of Euro 40,000 (forty thousand), plus share premium, with the exclusion of option rights pursuant to Article 2441, paragraphs 5 and 6 of the Civil Code, through the issue of a maximum 4,000,000 (four million) new ordinary shares without par value, to be reserved for subscription by the current Chief Executive Officer of Seco S.p.A. as the beneficiary of the "2024-2027 Chief Executive Officer New Stock Option Plan". Consequent amendment of Article 6 of the By-laws. Resolutions thereon.								
SECTION A Vote on the proposal of the Board of Directors Tick only one box:	In favour	Against	Abstain					
SECTION B e C If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting	□ confirms the instructions	revokes the instructions	Modify the instruction: in Favour Against Abstained					
3. Amendments to Articles 11, 12, 18 and 24 of the By-Laws: proposal to allow the Shareholders' Meetings, as well as meetings of the Board of Directors and the Board of Statutory Auditor, to be held exclusively through telecommunications means; proposal to allow the Shareholders' Meetings to be held exclusively with participation by the appointed representative; related and consequent resolutions.								
SECTION A Vote on the proposal of the Board of Directors Tick only one box:	In favour	Against	Abstain					
SECTION B e C If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting	□ confirms the instructions	revokes the instructions	Modify the instruction: in Favour Against Abstained					
(Place and Date) * (Signature)) *							

INSTRUCTIONS FOR THE FILLING AND SUBMISSION



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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)

- 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 Shareholders' 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).
- 4. Pursuant to Article 135-undecies, paragraph 3, of Legislative Decree no. 58/1998, "The shares for which the proxy was granted, in full or in part, are counted for the purposes of determining that the meeting has been validly convened. In relation to proposals for which voting instructions were not given, the shareholder's shares do not count towards the calculation of the majority and the proportion of capital required for the approval of resolutions."
- 5. With reference to every items of the Agenda, if significant circumstances occur which are unknown at the time of granting the proxy (i.e. absence of proposals of the Board of Directors or absence of proposals indicated by the proposer in the terms of the law and issued by the Company), or if amendments or additions are made to the proposed resolutions put forward to the meeting and which cannot be notified to the proxy grantor, it is possible to choose from the following options: a) confirmation of the voting instruction already expressed; b) modification of the voting instruction already expressed; c) revocation of the voting instruction already expressed. In case no choices is effected by the delegating party, will, as far as possible, confirm the voting instructions given in the main section. If it is not possible to vote according to the instructions given, Monte Titoli will abstain on these matters.

The form of proxy with the relating voting instructions shall be received, in original, by Monte Titoli by the end of the second open market day preceding the date set for the Meeting (i.e., by 11:59 p.m. of 26 July 2023)

- 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

by one or other of the following two methods:

- i) transmission of an electronically reproduced copy (PDF) to the certified email address RD@pec.euronext.com (subject line "Proxy for SECO July 2023 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: RegisterServices Area of Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milano (Ref. "Proxy for SECO July 2023 Shareholders' Meeting"), sending a copy reproduced electronically (PDF) in advance by ordinary e-mail to RD@pec.euronext.com (subject line: "Proxy for SECO July 2023 Shareholders' Meeting")

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 (+39) 02.33635810 during open office hours from 9:00 a.m. to 5:00 p.m. (UTC+1).

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Monte Titoli disclosure available at: Corporate Data and Legal Info | euronext.com

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 fulfilments 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.

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.

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.



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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.

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.

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Legislative Decree no. 58/1998

Article 126-bis

(Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions)

- 1. Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with article 125-bis, subsection 3 or article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperative companies the amount of the capital is determined by the statutes also in derogation of article 135.
- 2. Integrations to the agenda or the presentation of further proposed resolutions on items already on the agenda, in accordance with subsection 1, are disclosed in the same ways as prescribed for the publication of the notice calling the meeting, at least fifteen days prior to the date scheduled for the shareholders' meeting. Additional proposed resolutions on items already on the agenda are made available to the public in the ways pursuant to article 125-ter, subsection 1, at the same time as publishing news of the presentation. Terms are reduced to seven days in the case of shareholders' meetings called in accordance with article 104, subsection 2 or in the case of a shareholders' meeting convened in accordance with article 125-bis, subsection 3.
- 3. The agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolved on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under article 125-ter, subsection 1.
- 4. Shareholders requesting integration in accordance with subsection 1 shall prepare a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to additional proposed resolutions presented on items already on the agenda. The report is sent to the administrative body within the final terms for presentation of the request for integration. The administrative body makes the report available to the public, accompanied by any assessments, at the same time as publishing news of the integration or presentation, in the ways pursuant to article 125-ter, subsection 1.
- 5. If the administrative body, or should it fail to take action, the board of auditors or supervisory board or management control committee fail to supplement the agenda with the new items or proposals presented in accordance with subsection 1, the court, having heard the members of the board of directors and internal control bodies, where their refusal to do so should prove to be unjustified, orders the integration by decree. The decree is published in the ways set out by article 125-ter, subsection 1.

Article 135-decies

(Conflict of interest of the representative and substitutes)

- 1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
- 2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
- a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
- b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
- c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
- d) is an employee or auditor of the company or of the persons indicated in paragraph a);
- is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
- i) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
- 3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
- 4. This article shall also apply in cases of share transfer by proxy.

Article 135-undecies

(Appointed representative of a listed company)

- 1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
- 2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
- 3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
- 4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
- 5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

Civil Code

Art. 2393 (Corporate Action for Liability)

1. The action for liability against directors is initiated following a resolution by the shareholders' meeting, even if the company is in liquidation.

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- 2. The resolution concerning the directors' liability may be passed during the discussion of the financial statements, even if it is not listed among the topics on the agenda, provided it pertains to matters within the fiscal year to which the statements refer.
- 3. The action for liability may also be initiated following a resolution by the board of statutory auditors, passed by a two-thirds majority of its members.
- 4. The action may be exercised within five years from the date the director ceases to hold office.
- 5. A resolution to initiate an action for liability entails the dismissal of the directors against whom the action is brought, provided it is passed with the favorable vote of at least one-fifth of the company's share capital. In such a case, the meeting proceeds to appoint replacement directors.
- 6. The company may waive the right to pursue the action for liability or may reach a settlement, provided that the waiver and settlement are approved through an express resolution by the shareholders' meeting, and that there is no opposing vote by a minority of shareholders representing at least one-fifth of the share capital or, for publicly traded companies, at least one-twentieth of the share capital, or the threshold specified in the bylaws for pursuing the corporate action for liability as per the first and second paragraphs of Article 2393-bis.

Decree Law no. 18 of 17 March 2020

(as converted with modification by Law 24th April 2020 no. 27 and as extended by effect of art. 3, D.L. 228/2021

as converted with modifications by Law 25th February 2022 n. 15 and further extended by effect of art. 3, paragraph 10-undecies, Law Decree no. 198/2022, as converted with modifications by Law 24 February 2023 no. 14)

Article 106

(Rules for the conduct of shareholders' meetings)

- [...] 4. Companies with listed shares may appoint the representative required by Article 135-undecies of Legislative Decree No. 58 of February 24, 1998, even if the Bylaws provide otherwise. The same companies may also provide in the notice of call that attendance at the shareholders' meeting shall take place exclusively through the Appointed representative designated pursuant to article 135-undecies of legislative decree no. 58 of 24 February 1998; the aforementioned Appointed representative may also be granted proxies or sub- proxies pursuant to article 135-novies of legislative decree no. 58 of 24 February 1998, as an exception to article 135-undecies, paragraph 4, of the same decree.
- 5. Paragraph 4 also applies to companies admitted to trading on a multilateral trading facility and to companies with shares widely distributed among the public. [...]
- 7. The provisions of this Article shall apply to assemblies held within 31 July 2023.