

## SESA S.p.A.

PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58/1998

In accordance with Article 106, paragraph 4, Decree Law no. 18 of 17 March 2020 converted with modifications by Law 24th April 2020 no. 27 and as extended by effect of art. 6, D.L. 105/2021, the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998. Pursuant to the abovementioned Decree, the Appointed 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 Appointed Representative - Spafid declares that it has no own interest in the proposed resolutions being voted upon. However, in view of (i) the contractual relations existing between SPAFID and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, as well as (ii) the existence of fiduciary mandates by virtue of which Spafid could hold participations in the Company on behalf of its customers, on a fiduciary basis, in relation to which it will exercise the right to vote at the Shareholders' Meeting on the basis of specific instructions issued by the fiduciaries in order to avoid any subsequent disputes about the supposed existence of circumstances able to create a conflict of interest under Article 135-decies, paragraph 2, f) of Legislative Decree no. 58/1998, Spafid expressly declares that, if unknown circumstances should occur or in the event of amendment or additions to the proposals put forward to the Shareholders' Meeting, it does not intend to cast a different vote from 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 according to the instructions provided, Spafid will abstain on such matters. In any case, in the absence of voting instructions on some of the items on the agenda, Spafid will not vote for such items.**

With reference to the **Ordinary General Meeting of SESA S.p.A.** to be held in Empoli (FI), via Piovola, 138, 26 August 2021, at 09:30 a.m., first call, and, if necessary, on second call on 27 August 2021 same place and time, as set forth in the notice of the shareholders' meeting published on the Company's website at [www.sesa.it](http://www.sesa.it), in the section "Investor Relations" - "Shareholders' Meetings" on 12 July 2021, and, in abridged form, in the Italian daily newspaper "Italia Oggi", and as integrated on 30 July 2021, and having regard to the Reports on the items on the Agenda made available by the Company (§)

**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

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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**VOTING INSTRUCTIONS**

intended for the Appointed 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 Spafid to vote in accordance with the voting instructions given below at Ordinary General Meeting of SESA to be held in Empoli (FI), via Piovola, 138, on 26 August 2021 at 09:30 a.m., on first call, and, if necessary, on second call on 27 August 2021 same place and time, by SESA S.p.A.

**RESOLUTIONS SUBJECT TO VOTING**

**1. Financial statements of Sesa S.p.A. as at 30 April 2021 and related reports by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors:**

**1.1 Approval of the financial statements as at 30 April 2021; Presentation of the consolidated financial statements as at 30 April 2021;**

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 Allocation of the profit for the year and of the available reserves.**

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. Report on the Remuneration Policy and the Remuneration Paid pursuant to art. 123-ter of Legislative Decree no. 58/1998****2.1 Binding resolution on first section regarding to Remuneration Policy for the financial year 1 May 2021 - 30 April 2022;**

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 Not binding resolution on second section regarding to Remuneration Paid for the financial year 1 May 2020 - 30 April 2021.**

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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**3. Appointment of the Board of Directors:**

**3.1 Determination of the number of members of the Board of Directors;**

Proposal of resolution submitted by the shareholder ITH S.p.A.

*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 Determination of the term of office of the Board of Directors;**

Proposal of resolution submitted by the shareholder ITH S.p.A.

*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**

**SESA S.p.A.**

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**3.3 Appointment of the members of the Board of Directors**

Indicate the number of the chosen list or against / abstained with reference to all the lists  
Presented lists:

- List 1: presented by shareholder ITH S.p.A.
- List 2: presented by a Group of shareholders

*Tick only one box*

List No. \_\_\_\_\_

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

**3.4 Appointment of the Chairman of the Board of Directors;**

Proposal of resolution submitted by the shareholder ITH S.p.A.

*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

**SESA S.p.A.**

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**3.5 Determination of the remuneration of the members of the Board of Directors.**

Proposal of resolution submitted by the shareholder ITH S.p.A.

*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. Authorisation to purchase and dispose of ordinary treasury shares. Related and consequent resolutions.**

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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**5. Appointment of the accounting firm for the financial years closed from 30 April 2023 to 30 April 2031. Related and consequent resolutions.**

Proposal of the Board of Directors, based on the Board of Auditors' reasoned proposal

*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**



\_\_\_\_\_  
*(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 Appointed 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).

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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 Appointed 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 [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject line "Proxy for SESA 2021 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: Spafid S.p.A., Foro Buonaparte 10, 20121 Milan (Ref. "Proxy for SESA 2021 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail to [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject line: "Proxy for SESA 2021 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 Spafid S.p.A. by email to the following address [confidential@spafid.it](mailto:confidential@spafid.it) or by phone at the following telephone numbers (+39) 02.80687319 – 02.80687335 (during open office hours from 9:00 a.m. to 5:00 p.m.).

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

Pursuant to Regulation EU 2016/679 (hereinafter "**GDPR Regulation**" or "**GDPR**") and current national legislation on data protection (hereinafter, together with GDPR, "**Privacy Legislation**"), Spafid S.p.A. with registered office in Milan, Via Filodrammatici 10 (hereinafter the "**Company**" or "**the Controller**") as data controller, is required to an information notice on the use of personal data.

**a) Purpose of the processing and why your personal data is required**

All personal data are processed, in compliance with legal provisions and privacy obligations, for activities strictly connected and necessary for the following purposes: (i) purposes that are strictly connected and functional to the execution of contractual obligations, arising from the mandate conferred by the Delegator (or his representative) to the Appointed Representative, concerning representation at the Shareholders' Meeting and the expression of the vote; (ii) purposes connected with law obligations, regulations, European laws, and instructions from competent Authorities or Supervisory and control or bodies. The provision of personal data for such purposes is mandatory. Failure to provide your data will make it impossible for the Company to allow the delegate to participate in the Shareholders' Meeting.

**b) Legal ground**

Legal ground is compliance with laws, execution of contractual obligations or express consent of the data subject.

**c) Processing logics**

The processing of your personal data will take place in compliance with the provisions of the Privacy Law, by means of paper, computer or telematic tools, with logic strictly related to the purposes indicated and, in any case, with methods suitable to guarantee security and confidentiality in accordance with the Privacy Law.

**d) Categories of data processed**

In relation to the purposes described above, the Company processes Your personal data (such as i.e. name, surname, address, telephone number, email address, date of birth, identity card, fiscal code, nationality).

**e) Communication and dissemination of data**

In order to achieve the purposes listed under letter a), Your personal data will be communicated to the Company employees acting as authorized encharged of processing. Moreover, your data may be communicated to: a) other Group companies and to subjects that provide support services for the execution of the contract; b) the Issuer of financial instruments in relation to which proxy is conferred, for the fulfilments inherent to representation in the shareholders' meeting and the expression of the vote, the recording and updating of the shareholders' register; c) other subjects, in fulfilment of an obligation of law, regulation or Community legislation, or on the basis of provisions given by Authorities legitimated to do so by law or by supervisory and control bodies. A full and updated list of Group Companies and/or third parties that might receive Your personal data is available at [www.spafid.it](http://www.spafid.it) - "Privacy" section. Your personal data might be transmitted outside the European Union only following an adequacy decision by the European Commission or in presence of adequate safeguards under Privacy Regulation (including binding corporate rules and standard data protection clauses). Personal data processed by the Company are not subject to dissemination.

**f) Data retention**

In accordance with the principles of proportionality and necessity, personal data will be stored in a form that allows the data subject identification for a period of time not exceeding the achievement of the purposes for which they where processed, therefore taking into account:

- the need to continue to retain personal data collected for the purpose of offering the services agreed with the user or protecting the legitimate interest of the Controller, as described in the abovementioned purposes,
- the existence of specific regulatory or contractual obligations that require data processing and retention for specific periods of time. The Company adopts reasonable measures to guarantee that incorrect personal data are corrected or deleted.

**g) Rights of the data subject**

Data subjects have the right at any time to obtain from the Controller confirmation as to whether personal data concerning him or her are being processed, and to know the content and source, verify their accuracy or request their integration or update, or correction (artt. 15 and 16 of GDPR). Moreover, data subjects have the right to request erasure, restriction of processing, withdrawal of consent, data portability and to complain with the supervisory authority and to oppose themselves in any case, on legitimate grounds, to their processing (art. 17 et seq. of GDPR). These rights may be exercised by written communication accompanied by a valid identity document of the person concerned to be sent to: [privacy\\_emittenti@spafid.it](mailto:privacy_emittenti@spafid.it). The Controller, directly or through designated units, shall process your request and provide you, without undue delay, with the information on the action taken in respect of your request.

**h) Controller and Data Protection Officer**

The data controller is Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with Headquarters at 10, Via Filodrammatici, Milan. Spafid has designated the Group's Data Protection Officer as the Data Protection Officer. The Data Protection Officer may be contacted at the following addresses:

- [DPO.mediobanca@mediobanca.com](mailto:DPO.mediobanca@mediobanca.com)
- [dpomediobanca@pec.mediobanca.com](mailto:dpomediobanca@pec.mediobanca.com)

Società per Amministrazioni Fiduciarie

"SPAFID" S.p.A.

**SESA S.p.A.**

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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**

We remind you that the data contained in the proxy model will be processed by the Company - Data Controller - to manage the Shareholders' Meeting operations, in compliance with current legislation on the protection of personal data. The same can be known by our collaborators specifically authorized to treat them, as managers or agents, for the pursuit of the aforementioned purposes; such data may be disseminated or communicated to specific subjects in order to meet an obligation of law, regulation or community legislation, or on the basis of provisions imparted by Authorities legitimated by law or by supervisory and control bodies; without the data indicated as mandatory (\*) it will not be possible to allow the delegate to participate in the Meeting. The data will be processed for the period allowed by current civil, fiscal and administrative legislation, then deleted. The interested party has the right to know, at any time, which data are processed, their origin and how they are used, the logic applied in case of treatment carried out with with electronic instruments; it also has the right to have them updated, rectified, integrated, deleted, transformed into anonymous form or limit the processing that concerns them, in addition to the right to data portability, to lodge a complaint with the Supervisory Authority, to request its blocking and to oppose their processing, withdraw consent to processing, by contacting the Data Controller identified below, as established by the current legislation on the protection of personal data, exercising the rights referred to in articles 15 et seq. of the 2016/679 EU Regulation. In this regard, we inform you that the Data Controller is Sesa S.p.A. with registered office in Empoli (FI), via Piovola 138, VAT no. 07116910964, Tel. 0571.997444, PEC: [sesaspa@pec.leonet.it](mailto:sesaspa@pec.leonet.it); fax: 0571.997984. The Data Protection Officer is available at [dpo@sesa.it](mailto:dpo@sesa.it). For any further information [www.sesa.it](http://www.sesa.it)