

SESA S.p.A.

PROXY FORM TO THE DESIGNATED REPRESENTATIVE PURSUANT TO ART. 135-NOVIES OF LEGISLATIVE DECREE 58/1998 AND TO COMPANY'S BYLAWS.

Pursuant to the Company Bylaws and to Article 135-undecies.1 of Legislative Decree no. 58/1998 ("TUF"), the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Designated Representative. In compliance with the provisions of the art. 135-undecies of the Legislative Decree. n. 58/1998, the aforementioned Designated Representative may also be granted proxies and/or sub-proxy pursuant to Article 135-novies, 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 own interest in the proposed resolutions being voted upon. However, in view of the contractual relations existing between Monte Titoli and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, 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, Monte Titoli 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.

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 General Meeting of **SESA S.p.A.** to be held exclusively by means of telecommunications on 27 August 2025, at 10:00 a.m., first call, and, if necessary, on second call on 28 August 2025 same time, as set forth in the notice of the shareholders' meeting published on the Company's website at <https://www.sesa.it> in the section "Investors - Shareholders' Meetings" on 25 July 2025, and, in abridged form, in the Italian daily newspaper "Domani" and having regard to the Reports on the items on the Agenda made available by the Company with this

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. (*)

(*) Mandatory. (**) It is recommended to fill.
MONTE TITOLI S.p.A.

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 subject with power of sub-delegation (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 (*)

Tax identification code or other identification if foreign (*)

Registered office / Resident in (*)

Related to

No. (*) _____ shares _____ <i>e.g.: No. 3 ORDINARY shares IT0012345 (ISIN number)</i> (to be filled in with information regarding any further communications relating to deposits)	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. _____ Supplied by the intermediary: _____
No. (*) _____ shares _____	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. _____ Supplied by the intermediary: _____
No. (*) _____ shares _____	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. _____ Supplied by the intermediary: _____

DELEGATES/SUBDELEGATES MONTE TITOLI S.P.A. to participate and vote in the Shareholders' Meeting indicated above as per the instructions provided below.

DECLARES

- the vote shall be exercised by the delegate/sub-delegate in accordance with specific voting instructions given by the undersigned delegator;
- 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.

AUTHORIZES Monte Titoli and the Company to the processing of their personal data for the purposes, under the conditions and terms indicated in the following paragraphs.



(Place and Date) *

(Signature) *

VOTING INSTRUCTIONS (Part 2 of 2)

intended for the Designated Representative only - Tick the relevant boxes

The undersigned signatory of the proxy (Personal details) (3)(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 General Meeting of SESA to be held exclusively by means of telecommunications on 27 August 2025, at 10:00 a.m. on first call, and, if necessary, on second call on 28 August 2025 same place and time.

RESOLUTIONS SUBJECT TO VOTING

Please note that **Shareholders can make additions to the Agenda and new proposals within the legal deadlines**: Shareholders are invited to **check updates of this form** on the Issuer's website, in accordance with the provided resolutions.

Ordinary section**1 Integrated financial statements of Sesa S.p.A. as of April 30, 2025 and related reports by the Board of Directors and the Independent Auditors:****1.1 Approval of the integrated financial statements as of April 30, 2025; presentation of the consolidated integrated financial statements as of April 30, 2025;**

SECTION A Vote for the proposal of the Board of Directors	<i>Tick only one box:</i> In Favour	Against	Abstain
SECTION B and C <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	☐ confirms the instructions	☐ revokes the instructions	Modify the instructions: ☐ In favour _____ ☐ Against ☐ Abstain

1.2 Allocation of the profits for the year.

SECTION A Vote for the proposal of the Board of Directors	<i>Tick only one box:</i> In Favour	Against	Abstain
SECTION B and C <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	☐ confirms the instructions	☐ revokes the instructions	Modify the instructions: ☐ In favour _____ ☐ Against ☐ Abstain

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, 2025 - April 30, 2026.**

SECTION A Vote for the proposal of the Board of Directors <i>Tick only one box:</i>	In Favour	Against	Abstain
SECTION B and C <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	☐ confirms the instructions	☐ revokes the instructions	Modify the instructions: ☐ In favour _____ ☐ Against _____ ☐ Abstain _____

2.2 Non-binding resolution on the second part regarding paid considerations during the financial year May 1, 2024 - April 30, 2025.

SECTION A Vote for the proposal of the Board of Directors <i>Tick only one box:</i>	In Favour	Against	Abstain
SECTION B and C <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	☐ confirms the instructions	☐ revokes the instructions	Modify the instructions: ☐ In favour _____ ☐ Against _____ ☐ Abstain _____

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

SECTION A Vote for the proposal of the Board of Directors <i>Tick only one box:</i>	In Favour	Against	Abstain
SECTION B and C <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	☐ confirms the instructions	☐ revokes the instructions	Modify the instructions: ☐ In favour _____ ☐ Against _____ ☐ Abstain _____

Extraordinary section

1. Cancellation of treasury shares without reducing share capital; consequent amendment of Art. 6 of the Articles of Association indicating the number of shares into which the share capital is divided. Inherent and consequent resolutions.			
SECTION A Vote for the proposal of the Board of Directors	<i>Tick only one box:</i>	In Favour	Against
SECTION B and C <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	☐ confirms the instructions	☐ revokes the instructions	Modify the instructions: ☐ In favour _____ ☐ Against ☐ Abstain



(Place and Date) *

(Signature) *

DIRECTORS' LIABILITY ACTION <i>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:</i>	In Favour	Against	Abstain
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(Place and Date) *

(Signature) *

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)

- (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 Sesa 2025 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: Register Services, c/o Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milan (Ref. "Proxy for Sesa 2025 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail RD@pec.euronext.com (subject line: "Proxy for Sesa 2025 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 (+39) 02.33635810 during open office hours from 9:00 a.m. to 5:00 p.m. (UTC+1).

Monte Titoli's privacy policy is available at the link: [Corporate Data and Legal Info | euronext.com](https://www.euronext.com/it/corporate-data-and-legal-info)

SESA's privacy policy:

We remind you that the data contained in the proxy form will be processed by the Company - Data Controller - to manage the assembly operations, in compliance with the current legislation on personal data protection. These data may be accessed by our collaborators specifically authorised to process them, as Data Processors or Persons in Charge, for the pursuit of the aforementioned purposes; such data may be disclosed or communicated to specific subjects in compliance with a legal obligation, regulation or community legislation, or based on instructions given by authorities authorised by law or supervisory and control bodies; without the data indicated as mandatory (*), it will not be possible to allow the delegate to participate in the Assembly. The data will be processed for the period allowed by the current civil, fiscal and administrative legislation, and then deleted. The data subject has the right to know, at any time, what data are being processed, their origin and how they are used, the logic applied in case of processing carried out with the aid of electronic tools; they also have the right to have them updated, rectified, supplemented, deleted, transformed into anonymous form or to limit the processing concerning them, as well as the right to data portability, to lodge a complaint with the supervisory authority, to request their blocking and to oppose their processing, to withdraw consent to processing, by contacting the Data Controller identified below, in accordance with the current legislation on personal data protection, exercising the rights referred to in Articles 15 et seq. of the EU Regulation 2016/679. In this regard, please be informed that the Data Controller is Sesa S.p.A. with registered office at via della Piovola no. 138, Empoli (FI), VAT no. 07116910964, Tel. 0571.900900, PEC: sesaspa@pec.leonet.it. The Data Protection Officer can be contacted at dpo@sesa.it. For further information, visit www.sesa.it.