



NOTICE CONVENING THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF SESA S.P.A.

The Shareholders of Sesa S.p.A. (or the “**Company**”) are convened for an Ordinary and Extraordinary Shareholders' Meeting” to be held on August 27, 2025 at 10:00 a.m., by first call and, if necessary, by second call on August 28, 2025, at the same time, attending online, to pass resolution of the following

AGENDA

Ordinary part

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;
 - 1.2. Allocation of the profits 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, 2025 - April 30, 2026.
 - 2.2. Non-binding resolution on the second part regarding paid considerations during the financial year May 1, 2024 - April 30, 2025.
3. Authorisation to purchase and dispose of treasury shares. Related and consequent resolutions.

Extraordinary part

1. Cancellation of treasury shares without reducing share capital; consequent amendment to Art. 6 of the Articles of Association indicating the number of shares into which the share capital is divided. Inherent and consequent resolutions.

Information on the share capital

The “Investors” – “Capital and shareholder structure”) section of www.sesa.it (contains the details of the total share capital and its breakdown.

As an exception to the general rule whereby each share gives an entitlement to one vote, pursuant to Article 7 of the Company's Articles of Association, in compliance with Article 127-quinquies of Legislative Decree no. 58/1998 (“TUF” - the Consolidation Law on Finance), two votes are assigned for each share owned by the same shareholder for a continuous period of at least twenty-four months from the date of registration in the special list specifically established, kept and updated by the Company, using the forms and contents envisaged in the applicable regulations. on the website www.sesa.it (section ‘Governance’ - ‘Increased Voting Rights’).

The number of shares with increased voting rights is available at www.sesa.it (in the “Governance” - “Increased Voting Rights” section).



As of the date of publication of this notice convening the Shareholders' Meeting, the number of shares with increased voting rights is 23,677,913 out of a total of 8,183,323 shares, therefore with 15,494,590 voting rights out of a total of 16,366,646 overall voting rights.

Remember that, based on the provisions of Article 7 of the Company's Articles of Association, the right to vote is not increased for resolutions of the Shareholders' Meeting concerning: (i) determination of the remuneration of the members of the corporate bodies; (ii) approval of remuneration plans based on financial instruments; (iii) approval of the remuneration policy drafted by the Company's Board of Directors.

At the last closing of the market, the Company held 151,478 treasury shares, representing 0.98% of the share capital, for which voting rights are suspended in compliance with the law. These shares are counted for the purpose of the quorum of the Shareholders' Meeting, but not for the purpose of calculating the majority required to approve the resolutions passed on the agenda.

Attendance of the shareholders meeting

Pursuant to Article 83-*sexies* TUF, entitlement to attend the Shareholders' Meeting and to exercise the voting right is certified by a communication to the Company by the intermediary assigned the task of keeping the accounts in compliance with the law, on the basis of the evidence of the relative bookkeeping entries at the end of the business on the seventh trading day prior to the date set for the Shareholders' Meeting on first call, i.e. August 18, 2025 (the record date); those who become owners of shares in the Company only after that date will not be eligible to attend and vote at the Shareholders' Meeting. The intermediary's communication must reach the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting on first call (so, by August 22, 2025). However, the entitlement to attend and vote remains unaffected if the communications are received by the Company after the aforementioned deadline, as long as they are received before the start of the proceedings of the Shareholders' Meeting.

Pursuant to Article 12 of the Articles of Association, attendance of the Shareholders' Meeting by those entitled to vote shall take place exclusively through the representative designated by the Company pursuant to Articles 135-*undecies* and 135-*undecies.1* of the TUF. Attendance of the Shareholders' Meeting by the designated representative, and by other authorised parties in addition to those entitled to vote, may take place exclusively online. The Company will notify the aforesaid parties of the instructions for attending the Shareholders' Meeting.

Attendance of the Shareholders' Meeting by those entitled to vote is allowed exclusively through Monte Titoli S.p.A., the shareholders' representative designated by the Company pursuant to Articles 135-*undecies* and 135-*undecies.1* of the TUF (the “**Designated Representative**”). The proxy is effective only for proposals in relation to which voting instructions have been given.

The proxy may be granted, at no cost to the principal (except for any mailing costs), with instructions on how to vote on all or some of the proposals on the agenda.

The proxy must be granted by signing the specific form available on the Company's website www.sesa.it (“Investors” - “Shareholders” Meetings' section) or at the registered office with a handwritten signature or with a qualified electronic or digital signature, in compliance with the regulations in force, and must be received, in its original form, by the end of the second trading day prior to the date set for the



Shareholders' Meeting (August 25, 2025, if on first call, or August 26, 2025, if on second call), in one of the following ways: (i) transmission of an electronically reproduced copy (PDF) to the certified email address RD@pec.euronext.com (re: "Proxy for the Shareholders' Meeting of Sesa 2025") from their own certified email address (or, failing that, from their own ordinary email address, in which case it is necessary for the proxy with instructions on how to vote to be signed with a qualified electronic or digital signature); (ii) transmission of the original document by courier or registered letter, with acknowledgement of receipt, to Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milan (Ref. "Proxy for the Shareholders' Meeting of Sesa 2025") forwarding an electronically reproduced copy (PDF) by ordinary email to RD@pec.euronext.com (re "Proxy for the Shareholders' Meeting of Sesa 2025").

The shares for which the proxy has been granted, even partially, to the Designated Representative are counted for the purpose of the quorum of the Shareholders' Meeting. In relation to proposals for which no voting instructions have been given, the shares are not counted for the purposes of calculating the majority and the share of capital required for the approval of resolutions. The proxy and the instructions on how to vote can be rescinded by the end of the second trading day prior to the date set for the Shareholders' Meeting (August 25, 2025, if on first call, or August 26, 2025, if on second call), in one of the ways indicated above. As an exception to Article 135-undecies, paragraph 4, TUF, those who do not intend to use the methods of attendance envisaged by Articles 135-undecies and 135-undecies.1 TUF, may attend only by granting the Designated Representative a proxy or sub-proxy pursuant to Article 135-novies TUF, containing instructions on how to vote on all or some of the proposals on the agenda, using the ordinary proxy/sub-proxy form, available on the Company's website at www.sesa.it ("Investors" - "Shareholders' Meetings" section) as well as at the registered office. Proxies may be granted by means of an electronically signed document in compliance with the laws currently in force.

The methods indicated on the proxy form must be adopted for the granting and notification of proxies/sub-proxies, including those sent electronically. The proxy must be received no later than 6:00 p.m. on the second trading day prior to the Shareholders' Meeting. The proxy and the instructions on how to vote may always be rescinded in the same manner and within the same term.

For any clarifications concerning the granting of proxy (and in particular concerning the filling in of the proxy form and the instructions on how to vote, as well as their transmission), persons entitled to attend the Shareholders' Meeting may contact Monte Titoli S.p.A. via e-mail at RegisterServices@euronext.com or calling (+39) 02.33635810 during office opening hours, from 9:00 a.m. to 5:00 p.m..

No procedures for voting by mail or online are envisaged.

Right to request additions to the agenda and to present new proposals for resolution

Pursuant to article 126-bis, paragraph 1, first sentence, TUF, shareholders who, also jointly, represent at least one fortieth of the share capital may request additions to the list of items on the agenda within ten days of publication of this notification, i.e. by August 4, 2025, indicating the additional items proposed or submitting proposals for resolution on items already included in the agenda. Shareholders in favour of whom the Company has received a specific communication certifying the ownership of the shareholding requested from an authorised intermediary, in compliance with the laws currently in force, shall be entitled to request additions to the agenda or submit proposals for resolution.



The request, together with certification of the ownership of the shareholding, must be submitted in writing by registered mail to the Company's registered office in Empoli (FI), Via della Piovola, 138, or to the certified e-mail address sesaspa@pec.leonet.it, and must be received by the Company by the above deadline; any proposing shareholders must submit a report stating the reasons for the resolutions proposed on the new items they propose to discuss, or the reasons for the additional resolutions proposed on items already on the agenda, by the same deadline and using the same methods.

Additions to the agenda or the submission of further proposals for resolutions on items already on the agenda, shall be announced by the Company, in the same forms prescribed for the publication of the notification convening the shareholders' meeting, at least fifteen days before the date set for said Shareholders' Meeting on first call. When notification of additions to the agenda or the submission of additional proposals for resolution on items already on the agenda is published, said additional proposals for resolution on items already on the agenda and the report prepared by the shareholders requesting them, accompanied by any considerations by management, will also be made available to the public, in compliance with Article 125-ter, paragraph 1, TUF.

Remember that additions to the agenda are not permitted for items on which the Shareholders' Meeting passes resolution, in compliance with the law, on the proposal of the Board of Directors or on the basis of a draft or a report prepared by it, other than those envisaged by Article 125-ter, paragraph 1, TUF.

Considering that shareholders may attend the Shareholders' Meeting exclusively through the Designated Representative, without physical attendance by the shareholders, those persons entitled to attend the Shareholders' Meeting who wish to individually submit proposals for resolution on the items on the agenda - pursuant to Article 126-bis, paragraph 1, penultimate sentence, and Article 135-undecies.1, paragraph 2, of the TUF - are invited to submit them at least fifteen days before the Shareholders' Meeting (and therefore by August 12, 2025) to the certified e-mail address sesaspa@pec.leonet.it. These proposals will be published on the Company's website by the second day following the aforesaid deadline (so, by August 14, 2025), in order to enable those entitled to vote to express themselves knowledgeably also in consideration of such new proposals and to allow the Designated Representative to gather instructions on how to vote on them. It is understood that the entitlement to submit proposals for resolution individually is subject to receipt by the company of the notification envisaged by article 83-sexies TUF.

Right to propose questions on the items on the agenda

Pursuant to Article 127-ter and Article 135-undecies.1, paragraph 3, TUF, those entitled to vote may ask questions on the items on the agenda only before the Shareholders' Meeting. Those intending to exercise this right must submit their questions to the Company by the seventh trading day prior to the date of the Shareholders' Meeting on first call (by August 18, 2025), sending the questions by registered mail to the Company's registered office in Empoli (FI), Via della Piovola, 138, or by email to the certified mail address sesaspa@pec.leonet.it. Shareholders in favour of whom the Company has received a specific communication prepared by an authorised intermediary, in compliance with the laws currently in force, are entitled to ask questions on the items on the agenda. Questions received by the above deadline will be answered, after checking that they are relevant and that the applicant is entitled ask them, no later than the third trading day prior to the Shareholders' Meeting, so no later than August 22, 2025, also by publication on the Company's



website at www.sesa.it (“Investors” - “Shareholders’ Meetings” section). The Company may provide a single reply to questions with the same content.

Documentation

The documentation relating to the Shareholders' Meeting, the full texts of the proposed resolutions, together with the illustrative reports required by the laws currently in force, will be made available to the public within the terms of the law at the Company's registered office in Empoli (FI), Via della Piovola, 138, published on the Company's website at www.sesa.it (“Investors” - “Shareholders' Meetings” section), and will also be available on the authorised storage mechanism at www.emarketstorage.it.

This notice is published, in compliance with Article 125-bis TUF, in the Company’s website at www.sesa.it (“Investors” - “Shareholders' Meetings” section),), with an excerpt in the newspaper La Repubblica, and on the authorised storage mechanism at www.emarketstorage.it.

Empoli (FI), July 25, 2025

On behalf of the Board of Directors

The Chairman, Paolo Castellacci