



PRESS RELEASE
SHAREHOLDERS' MEETING AND
BOARD OF DIRECTORS OF AUGUST 27, 2025

Ordinary shareholders' meeting:

- **Presentation of the Group's Consolidated Financial Statements as of April 30, 2025, closed with Revenues¹ of Eu 3,356.8 million, up by 4.6% Y/Y, and Ebitda¹ of Eu 240.7 million, up by 0.5% Y/Y;**
- **Approval of the Statutory Financial Statements of Sesa S.p.A. as of April 30, 2025 and resolution to distribute a dividend of Eu 1.00 per share, with payment starting on September 24, 2025 and ex-dividend date on September 22, 2025 (record date on September 23, 2025);**
- **Approval of the Report on Remuneration Policy and Compensation Paid;**
- **Approval of the authorization to purchase and dispose of own ordinary shares; the authorization concerns the purchase, also in multiple tranches, of a number of Sesa ordinary shares, with no par value, not exceeding 10% of the share capital represented by ordinary shares and for a maximum total amount of Eu 25 million.**

Extraordinary shareholders' meeting:

- **Cancellation of treasury shares of up to approximately 2% of Sesa's share capital within the next 18 months.**

Board of Directors:

- **The Board of Directors, which met following the Shareholders' Meeting, resolved to cancel 151,478 treasury shares, equal to approximately 0.98% of the share capital, without reducing the share capital, and to launch a first share buyback program for an amount of Eu 15 million. The program will be executed, through a specialized intermediary and in compliance with the applicable regulations, starting from August 28, 2025.**

Empoli (FI), August 27, 2025

Sesa S.p.A. ("SESA" – SES.MI), leading player in the Digital Technology, Consulting and Vertical Application sector for enterprises and organizations, listed on the Euronext STAR segment of Italian Stock Exchange, announces that the Ordinary and Extraordinary Shareholders' Meeting was held today, with an attendance quorum of approximately 80% of total capital. During the Shareholders' Meeting, the Consolidated Financial Statements as of April 30, 2025 were presented, in line with the terms previously disclosed on July 17, 2025, with Revenues¹ of Eu 3,356.8 million, up 4.6% Y/Y, an operating profitability (Ebitda¹) of Eu 240.7 million, up 0.5% Y/Y and an Adjusted¹ Group EAT of Eu 95.8 million, down 9.9% Y/Y.

In the ordinary session, with an overwhelming majority (99.99% of the voting capital), the Shareholders' Meeting approved the Statutory Financial Statements of the parent company Sesa S.p.A. as of April 30, 2025, as proposed by the Board of Directors, resolving unanimously to allocate the Net Profit for the current year, amounting to Eu 23,482 thousand, as follows: (i) Eu 1,072 thousand to the legal reserve; (ii) up to a maximum amount of Eu 15,495 thousand (calculated by considering treasury shares held in portfolio) to dividend distribution; (iii) Eu 6,915 thousand to the extraordinary reserve. Dividends, amounting to Eu 1.00 per share, will be paid to entitled shareholders starting from September 24, 2025, with ex-dividend date on September 22, 2025.

¹ Pro-forma data for FY 2025 include the results of GreenSun Srl for the first half of 2025 (revenues of Eu 83,713 thousand, Ebitda of Eu 5,220 thousand, EAT Adjusted of Eu 3,973 thousand). GreenSun was included in the consolidation perimeter starting from Q3 2025.



The Shareholders' Meeting of Sesa S.p.A. also resolved to:

- approve, with a large majority, the Report on Remuneration and Compensation Paid, prepared in accordance with applicable laws;
- renew, with an overwhelming majority (99.5% of voting capital), the authorization to purchase and dispose of treasury shares for any purpose permitted under current regulations. The authorization concerns the purchase, also in multiple tranches, of a number of Sesa ordinary shares, with no par value, not exceeding 10% of the share capital represented by ordinary shares and for a maximum total amount of Eu 25 million. The shareholders' resolution was also adopted with the favourable vote of the majority of the shares represented, held by shareholders other than the shareholder, or by shareholders who, even jointly, hold a majority stake, including a relative majority, provided that it exceeds 10% of the share capital (the so-called *whitewash*).

In the extraordinary session, the Shareholders' Meeting of Sesa S.p.A. also resolved with approximately 100% of the capital represented at the meeting:

- to cancel, without reducing the share capital, the treasury shares that will be purchased under the authorization granted by today's ordinary Shareholders' Meeting, namely those already held in the Company's portfolio, up to a maximum of 309,000 treasury shares, equal to approximately 2% of the share capital, with the cancellation potentially carried out in tranches within a maximum period of 18 months from the date of the resolution.

At the end of today's Shareholders' Meeting, the Board of Directors resolved to cancel all 151,478 treasury shares held in the portfolio as of today, equal to approximately 0.98% of the share capital. The cancellation will become effective upon registration with the competent Companies' Register of the resolution adopted by the Extraordinary Shareholders' Meeting of August 27, 2025, which amended Article 6 of the Company's Articles of Association by introducing a new final paragraph, without reducing the share capital, in accordance with the resolution of the Shareholders' Meeting of August 27, 2025, thereby entailing an amendment to the Articles of Association.

The new composition of the share capital (fully subscribed and paid-in), reflecting the effects of such cancellation, is hereby disclosed:

	Current share capital	Previous share capital	Change
Amount in Euro	37,126,927.50	37,126,927.50	none
Number of shares ⁽ⁱ⁾	15,343,112	15,494,590	(151,478)

(i) Ordinary shares, all without nominal value, with regular entitlement. No share classes other than ordinary shares have been issued.

In execution of the shareholders' resolution on the purchase of treasury shares adopted today, the Board of Directors also resolved to launch a first share buyback program for a total amount of Eu 15 million. The program will be carried out through a specialized intermediary and in compliance with applicable regulations, starting on August 28, 2025.

Purpose of the program

The purpose of the program is to:

- build up a portfolio of treasury shares to be used in transactions consistent with the Company's strategic development guidelines, in view of or within the framework of agreements with strategic partners, including, by way of example and without limitation, transactions of disposal and/or exchange, swap, contribution, transfer or any other transaction involving the use of treasury shares for the acquisition or disposal of equity investments or shareholdings, or other extraordinary finance transactions;
- use treasury shares for market liquidity support transactions, in order to facilitate trading of the Company's shares in periods of low liquidity and to promote the regular course of dealings, in compliance with applicable



regulations;

- allocate (in whole or in part) treasury shares, at the discretion of the Board of Directors, to the execution of incentive plans based on financial instruments pursuant to Article 114-bis of the TUF, approved or to be approved by the Shareholders' Meeting;
- cancel all or part of the treasury shares held in portfolio, in accordance with the terms and conditions resolved from time to time by the competent corporate bodies, it being understood that any cancellation of treasury shares will not result in a reduction of the share capital.

Program Value

The program concerns a number of Sesa shares with a total value not exceeding Eu 15 million.

Program Duration

The program will run from August 28, 2025, to October 31, 2025.

Implementation, Price Limits, and Appointed Intermediary

The program will be implemented in accordance with the methods, terms, and price limits approved by the Shareholders' Meeting of August 27, 2025.

For the purpose of executing the program, the Company will operate through a specialized intermediary and has specifically appointed Intermonte SIM S.p.A., which also acted as intermediary for the execution of the previous buyback program. The appointed intermediary will coordinate and execute the transactions in full independence from the Company, making all decisions regarding the trading of shares, including the timing of purchases, in compliance with applicable regulations and, even outside exemption cases, in accordance with paragraphs 2 and 3 of Article 3 of Delegated Regulation (EU) 1052/2016.

Any subsequent modifications to the program will be promptly communicated to the market by the Company in accordance with applicable laws and regulations.

The Company will keep the market updated on the progress of the program in compliance with applicable laws and regulations.

The Company confirms its commitment towards the implementation of the new Group Business Plan, announced last July, with the full support of all stakeholders.

Alessandro Fabbri, in his capacity as Director in charge of Corporate Accounting Documents, declares pursuant to article 154 bis, paragraph 2 of the Consolidated Law on Finance (Testo Unico della Finanza), that the accounting information contained in this press release corresponds to the information included in the accounting books and records.

Sesa S.p.A., headquartered in Empoli (Florence), is the operating holding company of a Group with presence on the whole Italian territory and foreign countries as Germany, Switzerland, Austria, France, Spain and Romania that represents the leading player in Digital Technology, Consulting and Vertical Application for companies and organizations, with consolidated revenues of Eu 3,356.8 million (+4.6% Y/Y) and 6,532 employees as of April 30, 2025 (+14.8% Y/Y).

Sesa Group's mission is to provide Digital Technology, Consulting and Vertical Applications to promote innovation and sustainable growth for Enterprise and Organizations by enabling value creation and digital evolution, through the following business Sectors:

- SSI (Software and System Integration) with revenues of Eu 875.7 million and 4,243 Human Resources as of April 30, 2025.
- BS (Business Services) with revenues of Eu 153.5 million and 962 Human Resources as of April 30, 2025.
- ICT VAS (Value Added Solutions) with revenues of Eu 2,075.5 million and 711 Human Resources as of April 30, 2025.
- Digital Green VAS with revenues of Eu 343.8 million and 95 Human Resources as of April 30, 2025.



- Corporate with revenues of Eu 62 million and 521 Human Resources as of April 30, 2025.

Sesa Group pursues a sustainable development strategy for the benefit of its Stakeholders, with a track record in the period 2012- 2025 of continuous growth in revenues (CAGR revenues 2012-2025 +11.5%), profitability (CAGR Ebitda 2012-2025 +14.53%) and employment (CAGR Human Resources 2012-2025 +16.8%). The long-term value generation strategy is based on skills development, environmental sustainability and social responsibility, with continuous improvement of ESG performance.

As of April 30, 2025, the Group generated a total economic value of Eu 450 million (+15% Y/Y), distributed for over 70% to the remuneration of Human Resources, with 6,532 employees (+14.8% Y/Y), with improved hiring programs, education and Welfare programs to support diversity, work-life balance and well-being of Human Resources. Sesa has integrated sustainable growth as a Board of Directors' priority in its corporate bylaws and starting from FY 2022 Sesa has published the Integrated Annual Report, which represents both financial and ESG performance in a single complete and transparent document, in application of international reporting standards. In terms of sustainability governance, the Group's main companies achieved the ISO 14001 certification and the UN Global Compact membership. Sesa has confirmed the Ecovadis rating at Gold level, the sustainability rating issued by MSCI at BBB level and the ESG rating issued by CDP at B level. Sesa is listed on the Euronext STAR Milan market (ISIN Code: IT0004729759) and is part of FTSE Italia Mid Cap index. Sesa is also part of Euronext Tech Leaders, Euronext's initiative dedicated to high-growth Tech companies.

For Media Information	For Financial and ESG Information
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