Explanatory report of the Board of Directors prepared pursuant to article 125-*ter* of Legislative Decree no. 58 of February 24, 1998 (Consolidated Law on Finance or "TUF"), as subsequently amended, on the third item on the agenda of the Shareholders' Meeting of Sesa S.p.A. convened for August 27, 2026 and August 28, 2026, on first call and, if necessary, on second call respectively:

3. **Approval of the stock grant plan named "Stock Grant Plan 2027-2029". Related and consequent resolutions.**

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Dear Shareholders,

we hereby submit for your approval an incentive and loyalty plan (the "**Stock Grant Plan 2027-2029**") reserved for those who are permanently employed under an open-ended employment relationship or hold office as directors with executive duties at Sesa S.p.A. ("**Sesa**" or the "**Company**") and/or the subsidiaries Computer Gross S.p.A., Var Group S.p.A. and Base Digitale Group S.p.A. (the "**Subsidiaries**") pursuant to art. 114-*bis* of the TUF, to be implemented by means of a free allocation of Sesa ordinary shares, which will be served exclusively by treasury shares held in the Company's portfolio.

It should be noted that the proposal to authorise the purchase and disposal of Sesa treasury shares, pursuant to the combined provisions of articles 2357 and 2357-*ter* of the Italian Civil Code, as well as art. 132 of the TUF and related implementing provisions, also for the purposes of the possible implementation of incentive plans based on financial instruments of the Company that may be approved by the Shareholders' Meeting (and, therefore, also possibly at the service of the Stock Grant Plan 2027-2029), illustrated by a specific report prepared pursuant to articles 125-*ter* of the TUF and 73 and Annex 3A of Consob Regulation no. 11971/1999 (the "**Issuers' Regulation**"), will be submitted to the examination and approval of the Company's Shareholders' Meeting, in ordinary session, convened for August 27, 2026, on first call and, if necessary, for August 28, 2026, on second call, as the fourth item on its agenda.

The Stock Grant Plan 2027-2029 disclosure document, drawn up pursuant to art. 84-*bis* and Annex 3A of the Issuers' Regulation, will be made available to the public in the manner and within the terms of the law.

1. Reasons for adopting the Stock Grant Plan 2027-2029

The Stock Grant Plan 2027-2029 is an instrument which, by attributing instruments representing the value of the Company in the event of the achievement of predetermined performance targets, makes it possible to focus the attention of the Beneficiaries, as defined below, on factors of strategic interest, favouring loyalty and encouraging them to remain within the Company and the Subsidiaries. The Stock Grant Plan 2027-2029 has the following main goals: (*i*) to align the remuneration of the Beneficiaries with the interests of the shareholders and the indications of the Corporate Governance Code; (*ii*) to constitute the prevailing incentivising remuneration of the executive directors necessary to achieve the Company's aims; (*iii*) to make management loyal to decisions that pursue the creation of value for the Sesa group in the medium to long term and to contribute to the growth of sustainable value.

With regard to the above, it should be noted, inter alia, that the adoption of share-based remuneration plans is in line with the recommendations of the Corporate Governance Code as the instrument suitable for aligning the interests of executive directors and top management with those of shareholders, making it possible to pursue the priority goal of creating value in the medium to long term.

The proposal relating to the adoption of the Stock Grant Plan 2027-2029 was formulated by the Board of Directors, after consulting the Appointments and Remuneration Committee.

2. Purpose and procedures for implementing the Stock Grant Plan 2027-2029

The Stock Grant Plan 2027-2029 envisages the free allocation, to each of the beneficiaries identified within the category of recipients indicated in Paragraph 3 below (the "**Beneficiaries**"), of the right to receive ordinary Sesa shares from the Company (also free of charge). In particular, at the service of the Stock Grant Plan 2027-2029, it will be possible to use exclusively treasury shares of which the Company has acquired ownership, subject to the authorisation of the Shareholders' Meeting, pursuant to and for the purposes of articles 2357 et seq. of the Italian Civil Code.

It should be noted that, on July 16, 2026, the Board of Directors resolved to submit to the approval of the Company's Shareholders' Meeting the proposal to authorise the purchase and disposal of ordinary treasury shares, pursuant to the combined provisions of articles 2357 and 2357-*ter* of the Italian Civil Code and art. 132 of the TUF and related implementing provisions, also for the purposes of implementing incentive plans based on financial instruments of the Company approved by the Shareholders' Meeting.

For this reason, we propose to determine the maximum total number of ordinary Sesa shares at the service of the Stock Grant Plan 2027-2029 as 254,500 ordinary shares, with reference to ordinary shares alone. It should be noted that, as of the date of this report, the Company already holds 44,946 ordinary shares in its portfolio.

Given that only treasury shares of which the Company has acquired ownership, subject to the authorisation of the Shareholders' Meeting pursuant to and for the purposes of articles 2357 et seq. of the Italian Civil Code, will be used at the service of the Stock Grant Plan 2027-2029, the Stock Grant Plan 2027-2029 will therefore have no dilutive effect on Sesa's share capital.

The Company will make available to the Beneficiary the ordinary shares due to them under the terms and in the manner established in the Stock Grant Plan 2027-2029. The ordinary shares due to the Beneficiary will have the same entitlement as the Company's ordinary shares as of the delivery date and will therefore be endowed with the coupons current on that date.

The Stock Grant Plan 2027-2029 also envisages the adoption of a Claw-Back clause, which allows the Company's Board of Directors to: (*i*) request the refund of the value of any ordinary shares delivered under the Stock Grant Plan 2027-2029, net of any and all taxes borne by the Beneficiary; (*ii*) refrain from proceeding or, where already resolved, cancel the allocations and/or attributions of ordinary shares during the vesting period, if said shares were received on the basis of data, relating to the results attained and/or the performance achieved, that subsequently turn out to be incorrect, due to illicit or malicious conduct that substantially affects the achievement of the performance targets.

The Stock Grant Plan 2027-2029 will not receive any support from the Special Fund for the promotion of employee shareholding in companies, pursuant to art. 4, paragraph 112, of Law no. 350 of December 24, 2003.

3. Addressees of the Stock Grant Plan 2027-2029

On the assignment date, the Company's Board of Directors, after consulting the Appointments and Remuneration Committee, identifies the individual Beneficiaries, the number of ordinary shares and the terms and conditions for the assignment and delivery of the ordinary shares, taking into account, where applicable, the number, category, organisational level, responsibilities and professional skills of the Beneficiaries. Subsequently, after verifying the degree of achievement of the performance targets on the occasion of the approval of the consolidated financial statements, the Board of Directors resolves on the number of ordinary shares to be allocated to each Beneficiary.

The Stock Grant Plan 2027-2029 is aimed at those who, on the assignment date, are permanently employed by or hold office as directors with executive duties at Sesa and/or the Subsidiaries.

The Appointments and Remuneration Committee performs advisory and consultative functions in relation to the implementation of the Stock Grant Plan 2027-2029, pursuant to the Corporate Governance Code.

4. Duration of the Stock Grant Plan 2027-2029, assignment and delivery of shares

The Stock Grant Plan 2027-2029 will be valid until the approval of the financial statements as of April 30, 2029 and in any case until December 31, 2029 - notwithstanding the provisions set out below with regard to the delivery terms of the ordinary shares - and will envisage a vesting period. In detail:

A. a total of 156,750 ordinary shares (the "**Annual Shares**") will be delivered (free of charge) to the Beneficiaries as follows:

(i) 52,250 ordinary shares no later than 10 trading days from the approval by the Shareholders' Meeting of the financial statements as of April 30, 2027 (the "**First Tranche**");

(ii) 52,250 ordinary shares no later than 10 trading days from the approval by the Shareholders' Meeting of the financial statements as of April 30, 2028 (the "**Second Tranche**");

(iii) 52,250 ordinary shares no later than 10 trading days from the approval by the Shareholders' Meeting of the financial statements as of April 30, 2029 (the "**Third Tranche**");

B. a total of 77,000 ordinary shares (the "**Three-year Shares**") will be delivered (free of charge) to the Beneficiaries as follows:

(i) 56,250 ordinary shares no later than 10 trading days from the approval by the Shareholders' Meeting of the financial statements as of April 30, 2029;

(ii) 20,750 ordinary shares delivered in two equal tranches at the close of the financial statements as of April 30, 2030 and April 30, 2031, respectively, on condition that (*i*) the Three-Year Value Generation Targets (EVA) 2027-2029, as defined below, are achieved (*ii*) the Beneficiary concerned maintains or renews, if applicable, the open-ended employment relationship, or the executive director relationship with Sesa or the Subsidiaries, depending on the Beneficiary's qualification;

(iii) there are no cases of bad leavership, as better defined below;

C. a total of 20,750 ordinary shares (the "**Extra Bonus Shares**") will be delivered (free of charge) to certain Beneficiaries in three equal tranches, no later than 10 trading days after the Shareholders' Meeting approves the financial statements as of April 30, 2029, April 30, 2030, and April 30, 2031, respectively, on condition that: (*i*) the "Extra Bonus Targets" for the three-year period 2027-2029, as defined below, are achieved; (*ii*) the Beneficiary concerned maintains or renews, if applicable, the open-ended employment relationship, or the executive director relationship with Sesa or the Subsidiaries, depending on the Beneficiary's qualification; (*iii*) there are no cases of bad leavership, as better defined below. In the event of good leavership, as defined below, the delivery of the ordinary shares due to the Beneficiary under the Stock Grant Plan 2027-2029 shall take place within 10 trading days of the date on which the corresponding good leavership event occurs, subject to verification of the value generation targets.

The allocation of the Annual Shares will be subject to the achievement, also possibly in combination, of predetermined and measurable performance targets, identified by the parameters of sustainable growth of consolidated Ebitda and the attainment of a positive consolidated Net Financial Position or, if negative, no higher than 1x of consolidated Ebitda, with recognition as of April 30 of each financial year of the Stock Grant Plan 2027-2029 (the "**Annual Target**"), as indicated by the Board of Directors, after consulting the Appointments and Remuneration Committee.

In order to determine the amount of the Annual Shares to be allocated free of charge to the Beneficiary within each tranche, a calculation system will be applied that takes into account the negative deviation from the Annual Target. In detail: (*i*) in the event of achievement of the minimum limit set at 50% of the Annual Target, the Beneficiary will be entitled to the allocation of 50% of the ordinary shares assigned within each tranche; (*ii*) in the event of achievement of between 50% and 100% of the Annual Target, the Beneficiary will be entitled to the allocation of a number of ordinary shares between 50% and 100% of the ordinary shares assigned within each tranche, in linear progression; (*iii*) in the event of achievement of more than 100% of the Annual Target, the Beneficiary will be entitled to the allocation of 100% of the ordinary shares assigned within each tranche.

Annual Shares for which the Annual Target has not been achieved will automatically be subject to the achievement of the Three-Year Target (as defined below). The Beneficiary will therefore retain the right to the allocation of the ordinary shares if the Three-Year Target (as defined below) is achieved, subject to compliance with the obligations, procedures and terms set out in the Stock Grant Plan 2027-2029.

The allocation of the Three-Year Shares will be subject to the achievement of a value creation target represented by the EVA (Economic Value Added) cumulative income growth index (the "**Three-Year Target**") for the three-year reference period 2027-2029, increasing compared to the previous three-year period 2024-2026, as indicated by the Board of Directors, after consulting the Appointments and Remuneration Committee.

In order to determine the amount of the Three-Year Shares to be allocated free of charge to the Beneficiary, a calculation system will be applied that takes into account the negative deviation from the Three-Year Target. In detail: (*i*) in the event of achievement of the minimum limit set at 50% of the Three-Year Target, the Beneficiary will be entitled to the allocation of 50% of the Three-Year Shares assigned; (*ii*) in the event of achievement of between 50% and 100% of the Three-Year Target, the Beneficiary will be entitled to the allocation of a number of ordinary shares between 50% and 100% of the Three-Year Shares assigned, in linear progression; (*iii*) in the event of achievement of more than 100% of the Three-Year Target, the Beneficiary will be entitled to the allocation of 100%

of the Three-Year Shares assigned.

The allocation of the Extra Bonus Shares will be subject to the achievement of predetermined and measurable performance targets, identified by the parameters of the average annual consolidated Ebitda for the three-year reference period and the cumulative EVA result 2027-2029 (the "**Extra Bonus Target**"), as indicated by the Board of Directors, after consulting the Appointments and Remuneration Committee.

In order to determine the amount of the Extra Bonus Shares to be allocated free of charge to the Beneficiary, a calculation system will be applied that takes into account the negative deviation from the Extra Bonus Target. In detail: (*i*) in the event of achievement of the minimum limit set at 75% of the Extra Bonus Target, the Beneficiary will be entitled to the allocation of 75% of the Extra Bonus Shares assigned; (*ii*) in the event of achievement of between 75% and 100% of the Extra Bonus Target, the Beneficiary will be entitled to the allocation of a number of ordinary shares between 75% and 100% of the Extra Bonus Shares assigned, in linear progression; (*iii*) in the event of achievement of more than 100% of the Extra Bonus Target, the Beneficiary will be entitled to the allocation of 100% of the Extra Bonus Shares assigned.

If, within 10 days of the delivery date, the Company does not have enough ordinary shares in its portfolio to allocate to the Beneficiaries in execution of the allocation resolution, the value of the Annual, Three-Year or Extra Bonus Shares, calculated on the basis of the average stock market price recorded in the 30 days prior to the delivery date, will be paid, in full or in part, in cash for any remaining part not covered by the delivery of shares. The Board of Directors will then identify the Beneficiaries whose rights may be settled, in full or in part, in cash or with the delivery of ordinary shares. To this end, the valuation of the Annual Shares, Three-Year Shares or Extra Bonus Shares to be settled in cash will take place in the manner envisaged in the Regulations of the Stock Grant Plan 2027-2029, on the basis of the Stock Exchange price of Sesa S.p.A. shares for the 30 days prior to the delivery date, and the relative amount will be paid by the same date.

One of the conditions of the Stock Grant Plan 2027-2029 for participation in the plan is the maintenance of the open-ended employment relationship or office as an executive director with Sesa or the Subsidiaries, depending on the Beneficiary's qualification (the "**Relationship**").

In detail, the Stock Grant Plan 2027-2029 provides that, in the event of termination of the Relationship due to bad leavership, the automatic and definitive forfeiture of the Beneficiary's right to receive from the Company the allocation of the ordinary shares will occur, with the consequent release of the Company from any obligation or responsibility towards the Beneficiary, except for the ordinary shares already allocated.

Cases of bad leavership include the following events, as applicable: (*i*) dismissal of the Beneficiary, termination of the office of director and/or of the Beneficiary's mandates, or non-renewal of the office of director and/or of the Beneficiary's mandates, all due to the recourse to just cause for breach of the law or the articles of association; (*ii*) termination of the relationship due to voluntary resignation of the Beneficiary that does not constitute a case of good leavership.

Notwithstanding the provisions of the above-mentioned letters B) and C), in the event of termination of the Relationship due to good leavership, the Beneficiary or their heirs, subject to compliance with the obligations, procedures and terms of the Stock Grant Plan 2027-2029, will retain the right to receive all of the ordinary shares assigned, whether already allocated or still to be allocated, taking into account the actual achievement of the targets for the entire reference period.

Cases of good leavership include the following events, as applicable: (*i*) dismissal of the Beneficiary without just cause for breach of law or the articles of association; (*ii*) termination of the office of director or non-renewal of the office of director without just cause due to breach of the law or the articles of association; (*iii*) resignation in the event of a change of control of the Company; (*iv*) resignation from the position of director if the Beneficiary, without just cause for breach of the law or the articles of association, suffers a termination or non-confirmation of mandates such that their relationship with the Company or the Subsidiary is substantially altered; (*v*) resignation from office or withdrawal from the employment relationship if even one of the following cases occurs: (a) permanent physical or mental incapacity (due to illness or accident) of the Beneficiary, certified by an independent doctor; (b) death of the Beneficiary.

5. Transfer of Shares

Until the ordinary shares are actually delivered to the Beneficiary, no Beneficiary may be considered a shareholder of the Company in any capacity.

It should be noted that there are no restrictions on the transfer of ordinary shares actually delivered to the Beneficiaries.

It should also be noted that the Stock Grant Plan 2027-2029 provides that the sale of the shares delivered to the Beneficiaries must take place in an orderly manner in compliance with the operating conditions envisaged by market practices for transactions on listed financial instruments.

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Dear Shareholders,

in view of the above, we invite you to adopt the following resolutions:

"*The Ordinary Shareholders' Meeting of Sesa S.p.A., having examined the Explanatory Report of the Board of Directors and the Disclosure Document,*

resolves

(i) to approve, pursuant to and for the purposes of art. 114-bis of Legislative Decree no. 58 of February 24, 1998, the establishment of a new incentive plan named "Stock Grant Plan 2027-2029" with the characteristics (including implementation conditions and assumptions) indicated in the Report of the Board of Directors and in the Disclosure Document, issuing a mandate to the Board to adopt the relative regulations;

(ii) to grant the Board of Directors all the powers necessary or appropriate to implement the "Stock Grant Plan 2027-2029", including, but not limited to, all powers to identify the beneficiaries and determine the number of ordinary shares to be assigned to each of them, to assign them to the beneficiaries, define the performance targets, verify the achievement of the performance targets for the assignment of ordinary shares, proceed with the assignment to the beneficiaries of the ordinary shares, and carry out any act, fulfilment, formality or communication necessary or appropriate for the management and/or implementation of said plan".

Empoli, July 24, 2026

On behalf of the Board of Directors

The Chairman, Paolo

Castellacci