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

MONTE TITOLI S.p.A., with registered office in Milan, Piazza degli Affari No. 6, Tax Code No. 03638780159, belonging to the Euronext Group, Group VAT No. 10977060960 (hereinafter "**Monte Titoli**"), acting in the capacity of "**Designated Representative**", pursuant to Article 135-*undecies* of Legislative Decree 58/1998 and the Company Bylaws, of SESA S.p.A. (hereinafter the "**Company**"), in the person of its specifically tasked employee or associate, gathers voting proxies in relation to the Ordinary General Meeting of SESA to be held attending online on 27 August 2026, at 10:00 a.m. first call, and, if necessary, on second call on 28 August 2026 same place and time, as set forth in the notice of the shareholders' meeting published on the Company's website at www.sesa.it in the section "Investors" - "Shareholders' Meetings" on 24 July 2026 , and, in abridged form, in the Italian daily newspaper "Domani".

The form of proxy with the relating voting instructions shall be received, in original, by Monte Titoli by the end of the second open market day preceding the date set for the Meeting (i.e., by 11:59 p.m. of 25 August 2026 (on first call and of 26 August 2026 on second call)). The proxies and voting instructions may be revoked within the same deadline.

Declaration of the Designated Representative: Monte Titoli declares that it has no personal interest in the proposed resolutions being voted upon. However, taking into account the existing contractual relationships between Monte Titoli and the Company relating, in particular, to technical assistance at the meeting and ancillary services, in order to avoid any subsequent disputes related to the supposed presence of circumstances suitable for determining the existence of a conflict of interest referred to in article 135-decies, paragraph 2, lett. f), of the TUF, Monte Titoli expressly declares that, should circumstances which are unknown at the time of issue of the proxy arise, which cannot be communicated to the delegating party, or in the event of modification or integration of the proposals presented to the Shareholders' Meeting, it does not intend to express a vote different 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.

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.

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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 ________________________ *e.g.: No. 3 ORDINARY shares IT0012345 (ISIN number)* (to be filled in with information regarding any further communications relating to deposits)	Registrated 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 ________________________	Registrated 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 ________________________	Registrated 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 MONTE TITOLI S.P.A. to participate and vote in the Shareholders' Meeting indicated above as per the instructions provided below.
DECLARES

- to be aware of the possibility that the proxy to the Designated Representative contains voting instructions even only on some of the proposed resolutions on the agenda and that, in this case, the vote will be exercised only for the proposals in relation to which they are you have given voting instructions and that you have requested the communication from the depositary intermediary for participation in the Shareholders' Meeting as indicated above;
- that there are no causes of incompatibility or suspension of the exercise of the right to vote.

DECLARES to have read the privacy notices regarding the processing of personal data provided by Monte Titoli S.p.A. and Sesa S.p.A..

☛ ______________________________ ____
(Place and Date) * ***(Signature)*** *

SESA S.p.A.

PROXY FORM TO THE DESIGNATED REPRESENTATIVE PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE 58/1998

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 General Meeting of SESA to be held attending online on 27 August 2026, at 10:00 a.m. on first call, and, if necessary, on second call on 28 August 2026 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**.

1 Integrated financial statements of Sesa S.p.A. as of April 30, 2026 and related reports by the Board of Directors and the Independent Auditors:

1.1 Approval of the integrated financial statements as of April 30, 2026; presentation of the consolidated integrated financial statements as of April 30, 2026.

SECTION A Vote for the proposal of the Board of Directors — *Tick only one box:*	**In Favour**	**Against**	**Abstain**
SECTION B and C *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*	□ 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 — *Tick only one box:*	**In Favour**	**Against**	**Abstain**
SECTION B and C *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*	□ 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, 2026 - April 30, 2027.

SECTION A Vote for the proposal of the Board of Directors — *Tick only one box:*	**In Favour**	**Against**	**Abstain**
SECTION B and C *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*	□ 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, 2025 - April 30, 2026.

SECTION A Vote for the proposal of the Board of Directors *Tick only one box:*	**In Favour**	**Against**	**Abstain**
SECTION B and C *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*	□ confirms the instructions	□ revokes the instructions	Modify the instructions: ☐ *In favour* ______________ ☐ *Against* ☐ *Abstain*

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

SECTION A Vote for the proposal of the Board of Directors *Tick only one box:*	**In Favour**	**Against**	**Abstain**
SECTION B and C *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*	□ confirms the instructions	□ revokes the instructions	Modify the instructions: ☐ *In favour* ______________ ☐ *Against* ☐ *Abstain*

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

SECTION A Vote for the proposal of the Board of Directors *Tick only one box:*	**In Favour**	**Against**	**Abstain**
SECTION B and C *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*	□ confirms the instructions	□ revokes the instructions	Modify 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 Designated Representative to vote as follows:*	**In Favour**	**Against**	**Abstain**

______________________ ______________________________

(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 Shareholders' 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).

- Pursuant to Article 135-undecies, paragraph 3, of Legislative Decree no. 58/1998, "The shares for which the proxy was granted, in full or in part, are counted for the purposes of determining that the meeting has been validly convened. In relation to proposals for which voting instructions were not given, the shareholder's shares do not count towards the calculation of the majority and the proportion of capital required for the approval of resolutions."
- With reference to every items of the Agenda, if significant circumstances occur which are unknown at the time of granting the proxy (i.e. absence of proposals of the Board of Directors or absence of proposals indicated by the proposer in the terms of the law and issued by the Company), or if amendments or additions are made to the proposed resolutions put forward to the meeting and which cannot be notified to the proxy grantor, it is possible to choose from the following options: a) confirmation of the voting instruction already expressed; b) modification of the voting instruction already expressed; c) revocation of the voting instruction already expressed. In case no choices is effected by the delegating party, will, as far as possible, confirm the voting instructions given in the main section. If it is not possible to vote according to the instructions given, Monte Titoli will abstain on these matters.

The form of proxy with the relating voting instructions shall be received, in original, by Monte Titoli by the end of the second open market day preceding the date set for the Meeting (i.e., by 11:59 p.m. of 25 August 2026 (on first call and of 26 August 2026 on second call))
– 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

by one or other of the following two methods:

i) transmission of an electronically reproduced copy (PDF) to the certified email address **RD@pec.euronext.com** (subject line "Proxy for the Shareholders' Meeting of Sesa 2026") 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: RegisterServices Area of Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milano (Ref. "Proxy for the Shareholders' Meeting of Sesa 2026"), **sending a copy reproduced electronically (PDF**) in advance by ordinary e-mail to **RD@pec.euronext.com** (subject line: "Proxy for the Shareholders' Meeting of Sesa 2026")

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

PRIVACY NOTICE ON THE PROCESSING OF PERSONAL DATA PURSUANT TO ARTICLES 13 AND 14 OF REGULATION (EU) 2016/679

Controller and contact details. SESA S.p.A., with registered office at Via della Piovola No. 138, Empoli (Florence), Italy, tax code and VAT number 07116910964 ("**SESA**"), processes the personal data within its competence in its capacity as data controller. SESA's Data Protection Officer may be contacted at **dpo@sesa.it**.

Data subjects, categories of personal data and source of the data. The processing may concern holders of voting rights, shareholders, principals, proxies and sub-proxies, legal representatives, attorneys-in-fact and the other persons indicated in the proxy form. To the extent that such data are communicated to it, SESA may process: identification and contact details; tax identification number; data contained in identity documents; information relating to capacity, authority and representation; data concerning the shares, the securities account, the intermediary and the communication referred to in Article 83-sexies of the Italian Consolidated Law on Finance (Legislative Decree No. 58/1998, the "**TUF**"); data relating to the proxy or sub-proxy, participation in the Shareholders' Meeting and the voting results. Personal data may be collected directly from the data subject or received from the person submitting the proxy or sub-proxy, from Monte Titoli S.p.A., intermediaries and the other parties involved in the shareholders' meeting process.

Purposes of the processing and legal bases. Personal data are processed in order to verify the entitlement to attend and vote and the related powers; receive and manage proxies and sub-proxies; organize, constitute and conduct the Shareholders' Meeting; determine the quorum and the voting results; prepare, retain and publish the shareholders' meeting documentation; and comply with obligations under applicable laws, the TUF, CONSOB regulations, the Articles of Association and any other applicable legislation. Such processing is based on Article 6(1)(c) of the GDPR. Where necessary, personal data may also be processed to prevent or manage disputes and to establish, exercise or defend SESA's legal rights, on the basis of the legitimate interest referred to in Article 6(1)(f) of the GDPR.

Provision of personal data. The provision of the personal data and documents indicated as mandatory is necessary to verify entitlement and the validity of the proxy or sub-proxy and to enable the exercise of voting rights. Failure to provide such data may prevent verification of entitlement and of the validity of the proxy or sub-proxy and, consequently, the acceptance of the proxy and the exercise of voting rights. The provision of contact details indicated as optional or recommended is voluntary.

Recipients and roles. Personal data may be processed by duly authorized personnel of SESA and disclosed, within the limits of their respective responsibilities, to Monte Titoli S.p.A.; intermediaries and the other parties in the securities intermediation chain; the Chairperson of the Shareholders' Meeting, the Secretary and the recording notary; providers of shareholders' meeting, legal, IT, document management and archiving services, where appointed as data processors; as well as to public authorities and persons entitled to receive such data or to access the Company's corporate documentation. Monte Titoli processes, as an independent data controller, the personal data collected and used in performing its duties as the Appointed Representative (Rappresentante Designato), in accordance with its own separate privacy notice. Voting instructions intended exclusively for the Appointed Representative are processed in compliance with the confidentiality obligations provided for by the TUF.

Publication and international transfers. Personal data are not disclosed to the public, except where disclosure, publication or access is required under applicable corporate and financial laws and regulations. For the processing activities for which SESA acts as data controller, personal data are not transferred outside the European Economic Area. Any transfers carried out by Monte Titoli in connection with processing activities for which it acts as data controller are governed by its own privacy notice.

Retention period. Minutes of the Shareholders' Meeting and the data incorporated into the Company's corporate books are retained for the periods prescribed by applicable corporate law. Proxies, sub-proxies and supporting documentation are ordinarily retained for ten years from the date of the Shareholders' Meeting, unless a longer retention period is required to comply with legal obligations or to manage disputes or legal proceedings. Copies of identity documents are retained only for the period strictly necessary to verify identity and powers of representation and are subsequently deleted, unless further retention is necessary to prove the validity of the proxy or to establish, exercise or defend legal rights.

Data subjects' rights. Data subjects may request from SESA access to their personal data, rectification, erasure (where provided for under the GDPR) and restriction of processing. They may also object, on grounds relating to their particular situation, to processing based on SESA's legitimate interests, without prejudice to the fact that such right does not apply where the processing is necessary for compliance with a legal obligation. Data subjects are also entitled to lodge a complaint with the Italian Data Protection Authority (Garante per la Protezione dei Dati Personali). These rights may be exercised by contacting SESA using the contact details above or by contacting the Data Protection Officer.

Full privacy notice. Further information on the processing of personal data is available in the full privacy notice relating to shareholders' meeting activities, which may be accessed directly at: https://www.sesa.it/en/investors/shareholders-meeting/

LEGAL REFERENCES

Legislative Decree no. 58/1998

Article 126-*bis*
(Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions)

1. Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with article 125-bis, subsection 3 or article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperative companies the amount of the capital is determined by the statutes also in derogation of article 135.
2. Integrations to the agenda or the presentation of further proposed resolutions on items already on the agenda, in accordance with subsection 1, are disclosed in the same ways as prescribed for the publication of the notice calling the meeting, at least fifteen days prior to the date scheduled for the shareholders' meeting. Additional proposed resolutions on items already on the agenda are made available to the public in the ways pursuant to article 125-ter, subsection 1, at the same time as publishing news of the presentation. Terms are reduced to seven days in the case of shareholders' meetings called in accordance with article 104, subsection 2 or in the case of a shareholders' meeting convened in accordance with article 125-bis, subsection 3.
3. The agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolved on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under article 125-ter, subsection 1.
4. Shareholders requesting integration in accordance with subsection 1 shall prepare a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to additional proposed resolutions presented on items already on the agenda. The report is sent to the administrative body within the final terms for presentation of the request for integration. The administrative body makes the report available to the public, accompanied by any assessments, at the same time as publishing news of the integration or presentation, in the ways pursuant to article 125-ter, subsection 1.
5. If the administrative body, or should it fail to take action, the board of auditors or supervisory board or management control committee fail to supplement the agenda with the new items or proposals presented in accordance with subsection 1, the court, having heard the members of the board of directors and internal control bodies, where their refusal to do so should prove to be unjustified, orders the integration by decree. The decree is published in the ways set out by article 125-ter, subsection 1.

Article 135-*decies*
(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
   a. has sole or joint control of the company, or is controlled or is subject to joint control by that company;
   b. is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
   c. is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
   d. is an employee or auditor of the company or of the persons indicated in paragraph a);
   e. is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
   f. is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Article 135-*undecies*
(Designated representative of a listed company)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person designated as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-*decies* may express a vote other than that indicated in the voting instructions.

Article 135-*undecies-1*
(Participation in the assembly through the designated representative)

1. The bylaws may provide that participation in the assembly and the exercise of voting rights occur exclusively through the representative appointed by the company pursuant to Article 135-undecies. The appointed representative may also be given delegations or sub-delegations pursuant to Article 135-novies, in derogation of Article 135-undecies, paragraph 4.

2. The submission of proposals for deliberation are not permitted at the assembly. Notwithstanding what is provided in Article 126-bis, paragraph 1, first period, those entitled to vote may individually submit proposals for resolutions on agenda items or proposals permitted by law up to the fifteenth day preceding the first or only convocation of the assembly. These resolution proposals are subsequently made available to the public on the company's website within two days following the deadline. The validity of the individual resolution submissions is contingent upon the company receiving the communication provided for in Article 83-sexies.
3. The right to ask questions referred to in Article 127-ter is exercised only before the meeting. The company shall provide answers to the questions received at least three days before the meeting.
4. Paragraph 1 also applies to companies admitted to trading on a multilateral trading market.

Civil Code

Art. 2393 (Directors liability action)

1. The liability action against the directors is started upon resolution of the meeting also when the company is in liquidation.
2. The resolution concerning the directors' liability can be adopted on the occasion of the discussion of the financial statements, although not indicated in the item of the agenda, when it concerns circumstances occurred in the same financial year.
3. The action must be started within five years from the termination of office of the director.
4. The resolution concerning the directors' liability action implies the revocation from office of the directors against whom it is started, provided that it is approved by at least one fifth of the share capital. In this case the meeting provides for their replacement.
5. The company can waive the directors' liability action and can compromise, provided that the waiver and the settlement are expressly approved by the meeting and provided also that a minority of shareholders representing at least one fifth of the share capital does not vote against or, in case of issuers of financial instruments widely distributed among the public, at least one twentieth of the share capital or the different quantity provided for by the by-laws for the exercise of the directors' liability action pursuant to first and second paragraph of art. 2393-bis.

Sesa S.p.A. Statute - Art. 12) Attendance and Voting

Extract

The notice of meeting may stipulate that the Assembly is held (i) also or (ii) exclusively by means of telecommunication, in accordance with the methods and within the limits of the regulatory provisions in force at the time, omitting, in case (ii), the indication of the physical location of the meeting. This is provided that the collegial method and the principles of good faith and equal treatment of shareholders are respected, and in particular that: (a) the chairman of the Assembly, also through his office, is allowed to verify the identity and legitimacy of the participants, regulate the conduct of the meeting, ascertain and declare the voting results; (b) the person taking the minutes is able to adequately perceive the assembly events subject to minute-taking; (c) participants are allowed to engage in discussion and simultaneous voting on the agenda items. If provided in the notice of meeting, those entitled to vote may exercise their vote by correspondence or electronically in accordance with applicable legal provisions. Those entitled to vote may be represented by proxy in accordance with the law. Electronic notification of the proxy may be made, in the manner indicated in the notice of meeting, by a message addressed to the certified email address specified in the notice or by using a specific section of the Company's website. The Company may designate a person to whom shareholders may grant a proxy for representation at the Assembly pursuant to Article 135-undecies of the TUF (Consolidated Law on Finance). The Assembly, whether ordinary or extraordinary, may be held with the exclusive participation of the designated representative, where permitted by, and in accordance with, the regulatory provisions in force at the time. The designation of such a person and the possible holding of the Assembly with the exclusive participation of the same must be indicated in the notice of meeting. Unless otherwise provided, attendance and voting are governed by law.

NOTE: English translation for convenience only. Only the Italian version is authentic.