

Messrs

Sesa S.p.A.

Via della Piovola n. 138

50053 Empoli (FI)

Registered letter

(or certified Email (PEC): [sesaspa@pec.leonet.it](mailto:sesaspa@pec.leonet.it))

(To be sent no later than 11 October 2024)

RE: DECLARATION OF EXERCISE OF THE WITHDRAWAL RIGHT IN COMPLIANCE WITH ARTICLE 2437 ET SEQ. OF THE ITALIAN CIVIL CODE (THE “DECLARATION OF WITHDRAWAL”)

I, the undersigned \_\_\_\_\_ born on \_\_\_\_\_ in  
\_\_\_\_\_ Tax Code \_\_\_\_\_ domiciled at  
\_\_\_\_\_ in \_\_\_\_\_ phone no. \_\_\_\_\_ e-mail  
address \_\_\_\_\_

*or, in the case of a legal entity*

The undersigned \_\_\_\_\_ born on \_\_\_\_\_ in  
\_\_\_\_\_ Tax Code \_\_\_\_\_ in the capacity of legal  
representative of \_\_\_\_\_ with registered office in \_\_\_\_\_  
(\_\_\_\_), address \_\_\_\_\_ no. \_\_\_\_\_ tax code / VAT no.  
\_\_\_\_\_, registered at no. \_\_\_\_\_ of the Register of Companies of  
\_\_\_\_\_

**having acknowledged that**

- (i) on 28 August 2024, the Extraordinary Shareholders' Meeting (“**Shareholders’ Meeting**”) of Sesa S.p.A. (“**Sesa**” or “**the Company**”) passed, inter alia, the resolution to amend Article 7 of the Articles of Association, concerning the increase of the increased voting rights, pursuant to article 127-*quinquies*, paragraph 2, TUF (the “**Resolution**”);
- (ii) the Resolution was entered in the Register of Companies on 26 September 2024;
- (iii) pursuant to article 127-*quinquies*, paragraph 8, TUF, the shareholders of Sesa who did not participate in the adoption of the Resolution (absent, dissenting or abstaining shareholders)

are entitled to exercise the withdrawal right pursuant to article 2437 of the Italian Civil Code (the “**Withdrawal Right**”);

- (iv) the effectiveness of the Resolution was conditional to the fact that the amount, if any, to be paid by the Company to the shareholders who have exercised the Withdrawal Right pursuant to article 2437-*quater*, paragraph 5, of the Italian Civil Code exceeds the total amount of Euro 5 (five) million (the “**Condition**”);

**hereby declare:**

- (i) to exercise of the **Withdrawal Right** for n. \_\_\_\_\_ ordinary shares in Sesa (the “**Shares Subject to Withdrawal**”), deposited with: \_\_\_\_\_ (the “**Intermediary**”);
- (ii) to be aware that the liquidation value of the Shares Subject to Withdrawal is equal to Euro 110.20 (one hundred and ten euro and twenty cents) for each share for which the Withdrawal Right is exercised;
- (iii) that I **did not**: (*please tick the relevant box*)
- attend the Shareholders' Meeting;
  - participate in the approval of the amendment to the Articles of Association referred to in item 2 of the extraordinary agenda “*Amendment of art. 7 of the Articles of Association: proposal to amend the matters to which the increased voting right applies. Pertinent and consequent resolutions*”, concerning the increased voting rights, pursuant to article 127-*quinquies*, paragraph 2, TUF, despite having attended the Shareholders' Meeting (and, therefore, having voted against the proposed resolution or having abstained from voting);
- (iv) that I **asked** the Intermediary, with whom the Shares Subject to Withdrawal are held, to issue to Sesa the communication pursuant to article 43, paragraph 1, of the single provision on post-trading of Consob and the Bank of Italy dated 13 August 2018, as subsequently amended (the “**Communication**”), stating: (a) the uninterrupted ownership of the Shares Subject to Withdrawal by the applicant from before the start of the proceedings of the Shareholders' Meeting (10:00 a.m. on 28 August 2024) until the date of the Communication; (b) the absence of pledges or other obligations on the Shares Subject to Withdrawal <sup>(1)</sup>;

**and ask**

that Sesa, after verifying the legitimacy and regularity of this Declaration of Withdrawal and after receiving the Communication, liquidate the Shares Subject to Withdrawal in compliance with article 2437-*quater* of the Italian Civil Code, making the relative amount available through the

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<sup>(1)</sup> If the Shares Subject to Withdrawal are encumbered by a pledge or other obligation in favour of a third party, the withdrawing shareholder must also enclose a statement by the person to whom the withdrawing shareholder is obligated to this Declaration of Withdrawal, giving irreversible and unconditional consent to the release of the Shares Subject to Withdrawal from the pledge or obligation, as well as to their liquidation, in compliance with the instructions of the withdrawing shareholder.

Intermediary, according to the terms and conditions envisaged by law, by the documentation published and by the resolutions of the Shareholders' Meeting.

**I also declare awareness that:**

- (i) in compliance with the provisions of article 2437-bis of the Civil Code and the regulatory provisions, with the issue of the Communication, the Intermediary shall make the Shares Subject to Withdrawal unavailable until the outcome of the liquidation procedure;
- (ii) I, the undersigned, am responsible for: (a) ensuring the completeness and correctness of the information contained in the Declaration of Withdrawal and (b) ensuring that the Intermediary sends the Communication to Sesa in time;
- (iii) the Declaration of Withdrawal lacking the necessary information or not accompanied by the relative Communication by the Intermediary in time, will not be taken into consideration and the Withdrawal Right will not be considered as validly exercised.

**The effectiveness of the Withdrawal Right, as well as, consequently, the payment of the liquidation value and all pertinent obligations to be fulfilled by the Company, are resolute conditioned to the fulfilment of the Condition that the amount, if any, to be paid by the Company to the shareholders who have exercised the Withdrawal Right exceeds the total amount of Euro 5 (five) million.**

Best regards,

Date \_\_\_\_\_

Signature \_\_\_\_\_