



## **NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF SESA S.P.A.**

The Shareholders of Sesa S.p.A. (or the “**Company**”) are hereby called to the Ordinary and Extraordinary Shareholders’ Meeting to be held on August 28, 2024, at 10:00 a.m., at the company's premises in Empoli (FI), Via della Piovola, 138, on first call, and, if necessary, on August 29, 2024, on second call, at the same place and time, to resolve on the following

### **AGENDA**

#### **Ordinary Part**

1. Integrated financial statements of Sesa S.p.A. as of April 30, 2024 and relevant reports by the Board of Directors and the Independent Auditors:
  - 1.1. Approval of the integrated financial statements as of April 30, 2024; presentation of the consolidated integrated financial statements as of April 30, 2024;
  - 1.2. Allocation of the profit 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, 2024 - April 30, 2025;
  - 2.2. Non-binding resolution on the second part regarding paid considerations during the financial year May 1, 2023 - April 30, 2024.
3. Authorisation to purchase and dispose of ordinary treasury shares. Pertinent and consequent resolutions.
4. Appointment of the Board of Directors, after determining the number of its members and their term; determination of compensation. Pertinent and consequent resolutions:
  - 4.1. determination of the number of members of the Board of Directors;
  - 4.2. determination of the term of office of the Board of Directors;
  - 4.3. appointment of the members of the Board of Directors;
  - 4.4. appointment of the Chairman of the Board of Directors;
  - 4.5. determination of the compensation of the members of the Board of Directors.

#### **Extraordinary Part**

1. Amendments to Articles 11, 12, 19, and 23 of the Articles of Association: proposal to hold Shareholders' Meetings and meetings of the Board of Directors and the Management Control Committee exclusively online; amendment to art. 12 of the Articles of Association: proposal to introduce the possibility of holding Shareholders' Meetings with exclusive participation of the appointed representative; further amendments to articles 17 and 23 of the Articles of Association; deletion of art. 29 of the Articles of Association. Pertinent and consequent resolutions.



2. 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.
3. Proposal to increase the increased voting rights, pursuant to art. 127-quinquies, paragraph 2, TUF (amendment to art. 7 of the Articles of Association). Pertinent and consequent resolutions.

### **Information on Share Capital**

Each ordinary share gives the right to one vote at the Company's Shareholders' Meetings; detailed information on the amount of the share capital and its composition can be found on the website [www.sesa.it](http://www.sesa.it) (section "*Investors - Share Capital and Shareholders*").

By way of derogation to the general rule according to which each share gives the right to one vote, pursuant to Article 7 of the Articles of Association, in accordance with Article 127-quinquies of Legislative Decree no. 58/1998 ("**TUF**"), two votes per each share belonging to the same Shareholder for a continuous period of at least twenty-four months starting from the date of registration in the on purpose established special list, maintained and updated by the Company, in accordance with the forms and contents envisaged in the applicable regulations.

The number of shares that achieved the increase in voting rights is available on the website [www.sesa.it](http://www.sesa.it) (section "*Governance - Loyalty Right Section*").

As of the date of publication of this notice, the number of shares with the right to the increasing is equal to 8,183,323 out of a total of 15,494,590 shares, hence with voting rights equal to 16,366,646 out of a total of 23,677,913 overall voting rights.

Please note that, based on the provisions of Article 7 of the Articles of Association, the increase in voting rights does not apply to resolutions of the Shareholders' Meeting concerning: (i) the determination of the remuneration of the members of the corporate bodies; (ii) the approval of considerations plans based on financial instruments; (iii) approval of the remuneration policy prepared by the Company's Board of Directors.

As of the last market close, the Company holds n. 56,250 treasury shares, equal to 0.363% of the share capital for which, pursuant to the law, the voting right is suspended. These shares are counted for the purposes of the regular constitution of the Assembly, but not for the purposes of calculating the majority required for the approval of the resolutions on the agenda.

### **Attendance in the Meeting**

Pursuant to art. 83-sexies of TUF, the entitlement to attend the Shareholders' Meeting and exercise voting rights is certified by a communication to the Company, made by the intermediary authorised to keep accounts in accordance with the law, on the basis of the evidence in its accounting records relating to the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting on first call, i.e. August 19, 2024 (*record date*); those who hold Company shares only after that date will not be entitled



to attend and vote at the Shareholders' Meeting. The notice from the intermediary must be received by the Company by the end of the third trading day preceding the date set for the Shareholders' Meeting on first call (i.e., by August 23, 2024). However, the entitlement to attend and vote remains intact if the notifications are received by the Company after this deadline, provided that they are received before the start of the meeting.

Pursuant to art. 11, paragraph 2, of Law March 5, 2024 n. 21, which extended to December 31, 2024 the deadline referred to in article 106, paragraph 7, of the Legislative Decree of March 17, 2020, n. 18, converted, with amendments, by Law April 24, 2020, n. 27, relating to the holding of meetings of companies and entities, the participation in the Shareholders' Meeting of those who have the right to vote will take place exclusively through the representative designated by the Company pursuant to art. 135-undecies of TUF. The attendance in the Meeting of the appointed representative, as well as of further legitimated subjects other than those who have the right to vote, may also take place, or exclusively, by means of telecommunications. The instructions for participation in the Shareholders' Meeting will be made known by the Company to the aforementioned individuals.

The attendance in the Shareholders' Meeting of those who have the right to vote is allowed only by Monte Titoli S.p.A., representative of the shareholders appointed by the Company pursuant to art. 135-undecies of TUF, (the "**Appointed Representative**") pursuant to art. 135-undecies of TUF. The proxy shall only be effective for proposals concerning which voting instructions have been given.

The proxy can be granted, without costs for the delegating party (with the exception of any shipping costs), with voting instructions on all or some of the proposals on the agenda.

The proxy must be conferred by signing, with a handwritten signature or with a qualified electronic or digital signature, in compliance with the regulation in force, the specific form available on the Company's website [www.sesa.it](http://www.sesa.it) (section "*Investors - Shareholders' Meetings*") or at the Company's registered office and must be received in original by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e. by August 26, 2024, when on first call, or August 27, 2024, when on second call), with the following alternative processes: (i) transmission of an electronically produced copy (PDF) to the registered email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject "Proxy Shareholders' Meeting Sesa 2024") of the certified email (or, in the lack of an ordinary email address, in this case a proxy with voting instruction must be signed with a qualified electronic or digital signature); (ii) delivery in its original form, by courier or registered mail, to Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milan (Ref. "Proxy Shareholders' Meeting Sesa 2024", sending an electronically produced copy (PDF) in advance by ordinary email to [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject "Proxy Shareholders' Meeting Sesa 2024").

The shares for which proxy has been conferred, even partially, to Appointed Representative are considered for the regular constitution 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 voting instructions may be revoked by the end of the second



trading day prior to the date set for the Shareholders' Meeting (i.e. by August 26, 2026, or August 27, 2024, when on second call) in the formalities indicated above.

By way of derogation to the art. 135-undecies, paragraph 4, TUF, those who do not intend to avail themselves of the intervention method provided for by the art. 135-undecies TUF, may, alternatively, intervene exclusively by granting the same Appointed Representative a delegation or sub-delegation pursuant to art. 135-novies TUF, containing voting instructions on all or some of the proposals on the agenda, by using the ordinary proxy/sub-delegation form, available on the Company's website at [www.sesa.it](http://www.sesa.it) (section "Investors - Shareholders' Meetings") as well as at the registered office. The delegation can be granted with an electronic document signed in electronic form in accordance with current legislation.

For the granting and notification of proxies/sub-delegations, including electronically, the procedures set out in the delegation form must be followed. The proxy must be received by 6.00 p.m. on the day before the Meeting and in any case by the start of the assembly work. Within the aforementioned deadline, the delegation and voting instructions can always be revoked using the aforementioned methods.

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](mailto: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).

There are no postal or electronic voting procedures.

### **Appointment of the Board of Directors**

The Board of Directors is appointed in compliance with the provisions of Article 17 of the Articles of Association, to which reference should be made for all matters not listed below.

The Board of Directors consists of no fewer than five and no more than thirteen directors. Members of the Board of Directors are appointed on the basis of lists submitted by shareholders in the formalities specified in Article 17 of the Articles of Association and summarised below.

The directors must meet the requirements provided for by the laws and regulations *pro tempore* in force at the time; of these, at least one third must meet the independence requirements set forth in article 148, paragraph 3, of Legislative Decree no. 58/1998 as well as the additional requirements set forth in the Corporate Governance Code (approved in January 2020 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria) and at least three of these must meet the professional requirements established by Article 148, paragraph 4, of Legislative Decree no. 58/1998. In addition to the above, at least one of the latter must be registered in the register of statutory auditors.



For the purposes of the declarations of independence pursuant to the Corporate Governance Code, it should be noted that the Board of Directors has established the qualitative and quantitative criteria required to assess the significance of the relationships indicated in letters c) and d) of recommendation no. 7 of the Corporate Governance Code, deeming it appropriate to consider:

- i) an amount higher than € 75,000.00 (seventy-five thousand/00) on an annual basis, as a significant threshold in the assessment of the independence of directors, calculated considering any commercial, financial or professional relations of the director, including through an intermediary natural or legal person, with the Company and its subsidiaries and/or parent companies, excluding the remuneration received for the office held in the Company;
- ii) regardless of the above quantitative criterion, as significant the existence of any commercial, financial or professional relationship relating to matters falling within the competence of internal board committees of which the independent director is a member.

It should also be noted that the composition of the Board of Directors is consistent with the provisions of Articles 2.2.3, paragraph 3, letter m) of the Regulation of the Markets organised and managed by Borsa Italiana S.p.A. and IA 2.10.6 of the related Instructions for the purposes of maintaining STAR qualification.

The Board of Directors is appointed in compliance with the *pro tempore* regulations in force concerning the balance between genders, on the basis of lists submitted by shareholders in the formalities specified below, in which the candidates must be listed with a progressive number. For the presentation, filing and publication of the lists, in addition to the provisions of the Articles of Association, the provisions of the law and regulations *pro tempore* in force apply.

Each shareholder, shareholders who are party to a relevant shareholders' agreement pursuant to Article 122 of TUF, the controlling entity, subsidiaries and jointly controlled entities pursuant to Article 93 of TUF, may not submit or participate in the submission, even through a third party or trust company, of more than one list, nor may they vote for different lists, and each candidate may be included in only one list under penalty of ineligibility. Endorsements and votes cast in violation of this prohibition shall not be attributed to any list. Lists may only be submitted by shareholders who, alone or together with other submitting shareholders, own voting shares representing at least 1%<sup>1</sup> of the share capital with voting rights at the Ordinary Shareholders' Meeting.

Together with each list, they must file:

- i) information on the identity of the shareholders who have submitted the list, with an indication of the total shareholding held;

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<sup>1</sup> In this regard, it should be noted that this threshold, which is lower than the 2.5% threshold provided for in Article 17, paragraph 8, of the Articles of Association, was established by Consob pursuant to Article 144-septies, paragraph 1, of Consob Regulation no. 11971/1999, by means of executive decision no. 101 of May 13, 2024.



- ii) declarations of shareholders other than those who hold, even jointly, a controlling interest or a relative majority, certifying the absence of relationships of connection, as provided for by the laws and regulations in force, with the latter;
- iii) declarations with which each candidate accepts his/her candidacy and certifies, under his/her own responsibility, the non-existence of causes of ineligibility and incompatibility, as well as the existence of the requirements prescribed for the office of director, specifying whether he/she meets the independence requirements provided for by Article 148, paragraph 3, of TUF, and by the Corporate Governance Code, and/or the requirements required for the office of Member of the Management Control Committee (as identified in Article 23 of the Articles of Association), together with a list of any administration and control positions held in other companies;
- iv) a *curriculum vitae* concerning the personal and professional characteristics of each candidate, with an indication of whether the candidate qualifies as independent.

Lists with three or more candidates must be composed of candidates belonging to both genders, so that at least two fifths of the candidates belong to the less represented gender. If the application of the gender distribution criterion does not result in a whole number of candidates belonging to the least represented gender, this number shall be rounded up to the nearest whole number, except for lists with three candidates, for which the number shall be rounded down to the nearest whole number.

Lists submitted without complying with the above provisions shall be deemed not to have been submitted.

It should also be noted that those submitting a “minority list” are addressees of the recommendations made by Consob in its Communication no. DEM/9017893 of February 26, 2009.

The lists submitted by shareholders must be filed at the Company’s registered office at least twenty-five days before the date set for the Shareholders’ Meeting on first call, i.e. by August 3, 2024; the filing may also be made by sending the documentation to the registered email address [sesaspa@pec.leonet.it](mailto:sesaspa@pec.leonet.it).

These lists will be made public by the Company by August 7, 2024 by means of filing them at the Company’s registered office, on the Company’s website [www.sesa.it](http://www.sesa.it) (section “Investors - Shareholders’ Meetings”) and on the website of the market management company.

It should be noted that the ownership of the minimum shareholding required for the presentation of the lists, in the measure indicated above, is determined by taking into account the shares that are registered in favour of the Shareholder on the day on which the lists are filed with the Company. However, the relevant certification may also be produced after the filing of the list, provided that it is made at least twenty-one days before the date of the Shareholders’ Meeting, i.e. by August 7, 2024, by means of a communication issued by an authorised intermediary pursuant to the regulations in force.

For further information on the appointment of the Board of Directors, reference should be made to the explanatory report on the related item on the agenda, prepared by the Board of



Directors pursuant to Article 125-ter of TUF, and made available to the public within the terms and according to the procedures set forth in the applicable regulations.

**Right to request additions to the agenda and to submit new proposals for resolutions**

Pursuant to Article 126-bis of TUF, shareholders who, also jointly, represent at least one-fortieth of the share capital may request, within ten days of the publication of this notice, i.e. by July 29, 2024, the integration of the list of items to be discussed, indicating in the request the additional items they propose, or submit resolution proposals on items already on the agenda. Shareholders in whose favour the Company has received a specific communication from an authorised intermediary, in accordance with current legislation, certifying ownership of the requested shareholding, are entitled to request an addition to the agenda or to submit resolution proposals. The application, together with the certification attesting to 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 registered email address [sesaspa@pec.leonet.it](mailto:sesaspa@pec.leonet.it), provided it is received by the Company within the above deadline; within the said term and in the same formalities, any proposing Shareholders must submit a report containing the reasons for the resolution proposals on the new matters they propose to deal with or the reasons for the additional resolution proposals submitted on matters already on the agenda. Additions to the agenda or the presentation of additional resolution proposals on items already on the agenda shall be notified by the Company, in the same manner as prescribed for the publication of the notice of call, at least fifteen days before the date set for the Shareholders' Meeting on first call. At the same time as the publication of the notice of addition to the agenda or the submission of further resolution proposals on items already on the agenda, such further resolution proposals on items already on the agenda and the report prepared by the requesting Shareholders, accompanied by any evaluations by the Board of Directors, shall be made available to the public according to the procedures set forth in Article 125-ter, paragraph 1, of TUF.

It should be noted that integration is not allowed for matters on which the Shareholders' Meeting resolves, pursuant to law, on the proposal of the Board of Directors or based on a project or a report prepared by them, other than those referred to in Article 125-ter, paragraph 1, of TUF.

Taking into account that the participation of members in the Shareholders' Meeting may take place exclusively through the Appointed Representative, without physical participation by the members, the parties entitled to participate in the Shareholders' Meeting who intend to formulate proposed resolutions on the topics on the agenda - pursuant to the Article 126-bis, paragraph 1, penultimate sentence, of the TUF - are invited to submit them at least fifteen days before the Shareholders' Meeting (and therefore by August 13, 2024) to the registered email address [sesaspa@pec.leonet.it](mailto:sesaspa@pec.leonet.it). These proposals will be published on the Company's website by August 14, 2024, in order to enable those entitled to vote to express themselves consciously also taking into account these new proposals and to allow the Appointed Representative to collect voting instructions possibly also on the same (proposals). It remains understood that the legitimation to individually submit proposed



resolutions is subject to the receipt by the Company of the communication required by Article 83-sexies of the TUF.

### **Right to propose questions on items on the agenda**

Pursuant to Article 127-ter of TUF, those with voting rights may ask questions on the items on the agenda even before the Shareholders' Meeting. Those who intend to avail themselves of 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 (i.e. by August 19, 2024), by sending them by registered mail to the Company's registered office in Empoli (FI), Via della Piovola, 138, or by electronic communication to the registered email address [sesaspa@pec.leonet.it](mailto:sesaspa@pec.leonet.it). Shareholders in favour of whom the Company has received a communication prepared by an authorised intermediary, in accordance with current legislation, shall be entitled to submit questions on the items on the agenda. Questions received within the deadline indicated above, after having verified their relevance and the legitimacy of the applicant, a response will be given at least two days before the Meeting, i.e. by August 26, 2024, also by publication on the Company's website at [www.sesa.it](http://www.sesa.it) (section "*Investors - Shareholders' Meetings*"). The Company has the option to provide a single response to questions with the same content.

### **Documentation**

The documentation relating to the Shareholders' Meeting, the full texts of the resolution proposals, together with the explanatory reports required by legislation 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, will be published on the Company's website [www.sesa.it](http://www.sesa.it) (section "*Investors - Shareholders' Meetings*") and will also be available on the authorised storage mechanism at [www.emarketstorage.it](http://www.emarketstorage.it).

This notice of call is published, pursuant to Article 125-bis of TUF, on the Company's website [www.sesa.it](http://www.sesa.it) (section "*Investors - Shareholders' Meetings*"), as an extract in the daily newspaper "La Repubblica", as well as on the authorised storage mechanism at [www.emarketstorage.it](http://www.emarketstorage.it).

Empoli (FI), July 19, 2024

On behalf of the Board of Directors  
The Chairman, Paolo Castellacci