



EXCERPT OF THE NOTICE CONVENING THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF SESA S.P.A.

The Shareholders of Sesa S.p.A. (or the “**Company**”) are convened for an Ordinary and Extraordinary Shareholders' Meeting to be held on August 27, 2025 at 10:00 a.m., by first call and, if necessary, by second call on August 28, 2025, at the same time, attending online, to pass resolution on the following

AGENDA

Ordinary Part

1. Integrated financial statements of Sesa S.p.A. as of April 30, 2025 and related reports by the Board of Directors and the Independent Auditors:
 - 1.1. Approval of the integrated financial statements as of April 30, 2025; presentation of the consolidated integrated financial statements as of April 30, 2025;
 - 1.2. Allocation of the profits 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, 2025 - April 30, 2026.
 - 2.2. Non-binding resolution on the second part regarding paid considerations during the financial year May 1, 2024 - April 30, 2025.
3. Authorisation to purchase and dispose of treasury shares. Related and consequent resolutions.

Extraordinary Part

1. Cancellation of treasury shares without reduction of share capital; consequent amendment of Art. 6 of the Articles of Association indicating the number of shares into which the share capital is divided. Inherent and consequent resolutions.

Pursuant to Article 12 of the Company's Articles of Association, attendance of the Shareholders' Meeting by those entitled to vote shall take place exclusively through the representative designated by the Company.

Information on the share capital and on increased voting rights, as well as those concerning:

- 1) the procedures for participating and voting at the Shareholders' Meeting, including any indication regarding the record date;
- 2) the deadlines for exercising the right to ask questions before the shareholders' meeting, to supplement the agenda, to submit additional proposals on items already on the agenda, and also the methods for exercising such rights;
- 3) the procedure for granting proxy (or sub-proxy) to the designated representative;
- 4) the availability of the full texts of the proposed resolutions, together with the illustrative reports and documents submitted to the Shareholders' Meeting;



Empoli (FI), July 25, 2025

The Chairman, Paolo Castellacci