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Oggetto	:	Registration of the minutes of the Extraordinary Shareholders' Meeting of November 24, 2026 - Notice regarding withdrawal rights

Testo del comunicato

Vedi allegato

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PRESS RELEASE

Registration of the minutes of the Extraordinary Shareholders' Meeting of November 24, 2026

Notice regarding withdrawal rights

Arezzo, November 25, 2026 – The Extraordinary Shareholders' Meeting of SECO S.p.A. ("**SECO**" or the "**Company**"), held on November 24, 2026, in a single call (the "**Shareholders' Meeting**"), approved the proposal to enhance the increased voting rights mechanism adopted by the Company and the related amendment to Article 7 of the Company's By-Laws, under item 2 of the agenda (the "**Resolution**"). The Resolution was registered with the Companies' Register of Arezzo-Siena on November 25, 2026 (the "**Registration Date**").

As of the Registration Date, Shareholders who did not participate in the adoption of the Resolution are entitled to exercise their withdrawal rights pursuant to applicable law (the "**Withdrawing Shareholders**"). For the purposes of exercising withdrawal rights, a shareholder in whose favour the book-entry registration of the shares was made after the record date (i.e., the date referred to in Article 83-sexies, paragraph 2, of Legislative Decree No. 58/1998, corresponding to November 13, 2026) and before the opening of the Shareholders' Meeting shall also be deemed not to have participated in the adoption of the Resolution.

Pursuant to Article 2437-ter, paragraph 3, of the Italian Civil Code, the liquidation value of each SECO share in respect of which withdrawal rights are exercised has been determined at Euro 3.417.

Shareholders are reminded that the effectiveness of the Resolution shall cease (and, consequently, both the enhancement of the increased voting rights mechanism and the related withdrawal rights shall lapse) if:

(i) the aggregate cash amount that may be payable by SECO to the Withdrawing Shareholders (the "**Withdrawal Amount**") exceeds Euro 600,000.00; and/or

(ii) the difference between (*x*) the liquidation value of the SECO shares for withdrawal purposes (equal to Euro 3.417 per SECO share) and (*y*) the closing price of SECO shares on the last day of the subscription offer period to shareholders of the shares held by the Withdrawing Shareholders, multiplied by the number of SECO shares subject to withdrawal and not subscribed for, exceeds Euro 450,000.00;

provided that the Withdrawal Amount shall be calculated net of any amounts payable by Shareholders exercising their option and pre-emption rights pursuant to Article 2437-quater, paragraphs 1 and 3, of the Italian Civil Code or, where applicable, by third parties purchasing the shares subject to withdrawal pursuant to Article 2437-quater,

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paragraph 4, of the Italian Civil Code (the "**Termination Condition**"). The Company may, in any event, waive the Termination Condition, even if satisfied.

SECO will disclose to the market whether the Termination Condition has been satisfied or not satisfied (or waived, where applicable).

Terms and procedures for exercising withdrawal rights

Pursuant to Article 2437-bis of the Italian Civil Code, withdrawal rights may be exercised by eligible shareholders in respect of all or part of their shares by delivering, within 15 calendar days from the Registration Date and therefore no later than December 10, 2026, a notice by certified e-mail (PEC) to seco.corporate@pec.it or by registered letter with return receipt to: SECO S.p.A., Via Achille Grandi 20, 52100 Arezzo, Italy, for the attention of the Director of Legal and Corporate Affairs (the "**Notice of Withdrawal**"). In the event that the Notice of Withdrawal is sent by registered mail, Withdrawing Shareholders are requested to anticipate a copy thereof by e-mail to legalaffairs@seco.com.

The Notice of Withdrawal may be submitted using the form available on the Company's website at **www.seco.com** (Investors > Governance section) and on the authorised storage mechanism "eMarket STORAGE" (www.emarketstorage.com), and must, in any event, indicate: (i) the details of the Withdrawing Shareholder; (ii) the number of shares in respect of which withdrawal rights are exercised; and (iii) the intermediary with which the account on which such shares are registered is maintained, together with the details of such account (the "**Intermediary**").

Simultaneously with the submission of the Notice of Withdrawal to the Company, the Withdrawing Shareholder must request the Intermediary to issue the communication referred to in Article 43, paragraph 1, of the Consob and Banca d'Italia Consolidated Post-Trading Measure of August 13, 2018, as subsequently amended (the "**Communication**"), certifying: (i) uninterrupted ownership of the shares in respect of which withdrawal rights are exercised from prior to the opening of the Shareholders' Meeting through the date of the Communication; and (ii) the absence of pledges or other encumbrances over such shares. Where the shares are subject to pledges or other encumbrances in favour of third parties, the Notice of Withdrawal must be accompanied by a declaration from the pledgee creditor (or other beneficiary of the encumbrance) granting its irrevocable and unconditional consent to the release of the shares from the pledge and/or encumbrance and to the settlement of the shares subject to withdrawal in accordance with the instructions of the Withdrawing Shareholder.

The Intermediary shall transmit the Communication by certified e-mail (PEC) to seco.corporate@pec.it and shall block the SECO shares covered by the Notice of Withdrawal until completion of the liquidation procedure.

Withdrawing Shareholders are responsible for: (i) ensuring that the information contained in the Notice of Withdrawal is complete and accurate; and (ii) submitting such notice to SECO no later than December 10, 2026 (inclusive), as indicated above; the Company shall assume no responsibility in this respect. Notices of Withdrawal submitted after the foregoing deadline, not complying with the required procedures, lacking the necessary information and/or not accompanied in due time by the relevant Communication shall not be taken into account and withdrawal rights shall not be deemed validly exercised.

Settlement of shares in respect of which withdrawal rights are exercised

Should one or more SECO shareholders exercise withdrawal rights, the liquidation procedure shall be carried out in accordance with Article 2437-quater of the Italian Civil Code.

In the event of the exercise of withdrawal rights by eligible shareholders, the Company shall offer the shares subject to withdrawal to the other shareholders by way of option and pre-emption rights and shall communicate the subscription procedures and any relevant information regarding the liquidation process in the offer notice that will be filed with the Companies' Register of Arezzo-Siena and published in a daily newspaper.

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The terms and procedures of the liquidation process will be disclosed in accordance with applicable laws and regulations.

It is understood that, should the Termination Condition be satisfied (and not waived), the Resolution shall cease to be effective and, consequently, no liquidation of the shares subject to withdrawal shall take place.

Unavailability of shares subject to withdrawal

SECO shareholders are reminded that, pursuant to mandatory provisions of law, the exercise of withdrawal rights is irrevocable and the shares in respect of which such rights are exercised may not be sold or otherwise disposed of until the transfer of such shares within the liquidation procedure or until verification of the satisfaction (and non-waiver) of the Termination Condition.

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SECO also announces that the minutes of the Extraordinary Shareholders' Meeting held on November 24, 2026 and the updated By-Laws following the registration of the Resolution are available to the public at the Company's registered office in Arezzo, Via Achille Grandi 20, on the Company's website www.seco.com (Investors > Governance section) and on the authorised storage mechanism "eMarket STORAGE" (www.emarketstorage.com).

This notice is available on the Company's website www.seco.com (Investors > Governance section) and on the authorised storage mechanism "eMarket STORAGE" (www.emarketstorage.com), and will be published in the daily newspaper "Il Giornale" on November 27, 2026.

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PRESS RELEASE

SECO

SECO (IOT.MI) is a high-tech company delivering integrated edge AI infrastructure and physical AI systems that bring intelligence directly into industrial devices. By combining advanced, modular hardware with Clea, its proprietary agentic Edge AI framework, SECO enables companies to deploy AI at the edge, turning field data into actionable insights and unlocking new services at the point of operation. SECO's complete infrastructure helps customers accelerate AI adoption at industrial scale, enabling them to launch smarter products and capture innovative revenue streams and business models, while providing industrial-grade manufacturing and long-term support. With a global customer base spanning across industrial automation, robotics, medical, defense, transportation, energy, and vending, SECO is a trusted enabler of next-generation intelligent systems.

For more information: http://www.seco.com/

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