



Seco S.p.A
Registered office at Arezzo, via Achille Grandi no. 20
Share capital euro 1,296,944.48
Tax Code / VAT Code and registration number with the Companies Registry of Arezzo no. 00325250512
no. R.E.A. 70645

EXCERPT OF THE NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

All the Shareholders of Seco S.p.A. ("**Seco**" or the "**Company**") entitled to participate and to vote are hereby invited to attend the Ordinary and Extraordinary Shareholders' Meeting at the office of Notary Jacopo Sodi, at Via dei Della Robbia no. 38 in Florence, on **29 April 2024**, at 10:00 a.m., in single call. Pursuant to article 106, paragraph 4, of Decree-Law No. 18 of 17 March 2020, converted by Law No. 27 of 24 April 2020, as subsequently amended and extended (the "**Decree**"), Seco has decided to avail itself of the faculty established therein, providing that **participation in the Shareholders' Meeting by those entitled thereto may take place exclusively by conferring a proxy (or sub-delegation) to the representative designated by the Company pursuant to article 135-undecies of Legislative Decree No. 58/1998 ("TUF") without the physical participation of the same**. Accordingly, the Company has granted the aforesaid mandate to Monte Titoli S.p.A. - with registered office in Milan, Piazza degli Affari No. 6 (the "**Designated Representative**").

The Shareholders' Meeting will be called to decide on the following:

AGENDA:

Ordinary Section

1. Financial Statements for the fiscal year as of December 31, 2023 and allocation of the Fiscal Year profits:
 - 1.1. Approval of the financial statements of the Company at December 31, 2023, following review of the Directors' Report, the Board of Statutory Auditors' Report and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements of the SECO Group at December 31, 2023. Presentation of the Consolidated Non-Financial Statement prepared as per Legislative Decree No. 254/2016. Resolutions thereon;
 - 1.2. Proposal regarding the allocation of the profit for the year; resolutions thereon.
2. Remuneration Policy and Report:
 - 2.1. Approval of the remuneration policy pursuant to Art. 123-ter, paragraph 3-ter, of the Legislative Decree no. 58/1998;
 - 2.2. Motion of "Section II" of the Report, pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/1998.
3. Appointment of the Board of Directors:
 - 3.1. Establishment of the number of members of the Board of Directors;
 - 3.2. Establishment of the duration of the mandate of the Board of Directors;
 - 3.3. Appointment of Board of Directors members;
 - 3.4. Appointment of the Chairperson of the Board of Directors;
 - 3.5. Determination of Board of Directors members' remuneration.



4. Appointment of the Board of Statutory Auditors:
 - 4.1. Appointment of the Statutory Auditors and Alternate Auditors;
 - 4.2. Appointment of the Chairperson of the Board of Statutory Auditors;
 - 4.3. Determination of remuneration.
5. Authorization to purchase and dispose of treasury shares pursuant to and for the purposes of Articles 2357, 2357-ter of the Civil Code, Article 132 of Legislative Decree No. 58/1998 and Article 144-bis of Consob Regulation No. 11971 of May 14, 1999, subject to revocation of the authorization resolution passed by the Shareholders' Meeting on April 27, 2023. Resolutions thereon.

Extraordinary section

1. Subject to revocation, for the portion not executed, of the proxy granted pursuant to Article 2443 of the Civil Code and Article 2420-ter of the Civil Code to the Board of Directors by the Shareholders' Meeting of November 19, 2021, which granted the Board of Directors the power, (i) pursuant to Article 2443 of the Civil Code, to increase the share capital for payment and on a divisible basis, on one or more occasions, by issuing ordinary shares with the same characteristics as those in circulation, and with the exclusion of the option rights pursuant to paragraph 5 of Article 2441 of the Civil Code and/or paragraph 4, first sentence, of Article 2441 of the Civil Code, to be offered, at the discretion of the Board of Directors, to parties identified by the same, with the right to place the shares with qualifying investors and/or business, financial and/or strategic partners identified from time to time and/or in connection with transactions to be carried out through contributions in kind; and/or (ii) pursuant to Article 2420-ter of the Civil Code, to issue convertible bonds (including the option of advance conversion at the Board of Directors' initiative) and/or convert them into ordinary shares for a maximum total amount of Euro 200,000,000 (two hundred million), resulting in a capital increase to service the conversion by issuing ordinary shares with the same characteristics as those in circulation, to be offered, at the discretion of the Board of Directors, to parties identified by the same, with the exclusion of the option right pursuant to Article 2441, paragraph 5 of the Civil Code, with the right of the Board of Directors to place the convertible bonds (including the option of advance conversion at the Board of Directors' initiative) and/or placing them with qualifying investors and/or business, financial and/or strategic partners identified from time to time; all this provided that the total maximum amount, including any share premium, of the capital increase - for payment and on a divisible basis, on one or more occasions, consequent to the issues or conversions referred to in the previous points (i) and (ii) - will be Euro 200,000,000 (two hundred thousand). In addition, the Board of Directors shall have the broadest powers to determine, from time to time, to be exercised within five years from the date of the Shareholders' Meeting resolution, subject to the above limits, the terms, conditions and procedures of the transaction, including the issue price, including any share premium, of the ordinary shares and/or convertible bonds (with the option of advance conversion at the Board of Directors' initiative) and/or converts into ordinary shares to be issued and enjoy all rights. Consequent amendment of Article 6 of the By-Laws. Resolutions thereon.

The information concerning the share capital and the increased voting rights, as well as information concerning manner and terms for:

- the right to attend and to vote at the Shareholders' Meeting that will be made exclusively by granting a proxy (or sub-proxy) and through the Designated Representative (it is specified that the *record date* is fixed on 18 April 2024);
- the procedure for delegating powers to the Designated Representative;



- the exercise of the right to add the agenda, to submit further resolution proposals and to ask questions pertaining to items on the agenda;
- the exercise of the right to individually submit motions of resolutions before the Shareholders' Meeting;
- the presentation of the lists for the appointment of the Board of Directors and the Board of Statutory Auditors, as well as for the presentation of the functional proposals for the appointment process of the administrative and control bodies;
- the availability of the full text of the resolution proposals together with the explanatory reports on the items on the agenda;

is given in the full version of notice of call available on the Company's internet website (www.seco.com, Section "Investor Relations > Corporate Governance > Shareholders Meeting") and at the mechanism for the central storage of regulated information "eMarket STORAGE", available at the website: www.emarketstorage.com.

The documentation concerning the Shareholders' Meeting will be made available to the public at the terms and manner indicated in the full version of notice of call.

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Arezzo, 18 March 2024

For the Board of Directors
the Chairman
Daniele Conti