



*Seco S.p.A*

*Sede legale in Arezzo, via Achille Grandi n. 20*

*Capitale sociale euro 1.073.934,31*

*C.F./P. I.V.A. e numero di iscrizione al Registro delle Imprese di Arezzo*

*00325250512 - n. 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 delle Mantellate n. 9 in Florence, on **27 April 2022**, at 10:00 a.m., in single call.

**The participation in the Shareholders' Meeting by those entitled may take place exclusively by conferring a proxy (or sub-delegation) to Spafid S.p.A., a representative designated by the Company pursuant to art. 135-undecies of Legislative Decree No. 58/1998 ("TUF").**

The Assembly will be called to decide on the following:

### **AGENDA:**

#### **ORDINARY SECTION**

1. Financial Statements for the fiscal year as of December 31, 2021 and allocation of the Fiscal Year profits:
  - 1.1. Approval of the Financial Statements for the fiscal year as of December 31, 2021 after examination of the Management Report of the Board of Directors, the Report of the Board of Statutory Auditors and the Report of the Auditing Firm. Presentation of the Consolidated Financial Statements as of December 31, 2021. Presentation of the Consolidated non-Financial Statements prepared in accordance with Legislative Decree no. 254/16. Related and consequent resolutions;
  - 1.2. Proposal on the allocation of the results of the Fiscal Year. Related and consequent resolutions.
2. Report on the policy regarding remuneration and fee paid:
  - 2.1. Approval of the remuneration policy pursuant to Art. 123 *ter*, paragraph 3-*ter*, of the Legislative Decree no. 58/1998;
  - 2.2. Deliberations on the "Second section" of the Report, pursuant to Art. 123 *ter*, paragraph 6, of the Legislative Decree no. 58/1998.
3. Proposal to approve the amendment to the "*Stock Option Plan of SECO S.p.A.*". Related and consequent resolutions pursuant to art. 114-*bis* of D.Lgs. n. 58/1998.
4. Proposal to supplement the total remuneration allocated to the Board of Directors by the ordinary Shareholders' Meeting of 1 March 2021. Related and consequent resolutions.
5. Authorization to the purchase and disposal of treasury shares pursuant to Artt. 2357, 2357-*ter* of the Italian Civil Code, Art. 132 of the Legislative Decree no. 58/1998 and Art. 144-*bis* of the CONSOB Regulation adopted with Resolution no. 11971 of May 14, 1999, after revocation, for the portion not implemented, of the resolution on the authorization approved by the ordinary Shareholders' Meeting on 1 March 2021. Related and consequent resolutions.



## EXTRAORDINARY SECTION

1. Amendment of Articles 2, 6, 7 and 8 of the Bylaws. Related and consequent resolutions.
2. Proposal to increase the share capital free of charge, to be reserved - as an alternative to the paid-up capital increase approved on 1 March 2021 - to employees and senior executives of Seco S.p.A. or one of its subsidiary, for a maximum nominal amount of Euro 54,000 (fifty-four thousand), divisible, by means of the assignment, pursuant to art. 2349 of the Italian Civil Code, of a corresponding amount taken from retained earnings, by issuing a maximum of 5,400,000 (five million four hundred thousand) ordinary shares to serve the stock option plan called "*Stock option plan of SECO S.p.A.*". Consequent amendments to art. 6 of the Bylaws and related and consequential resolutions.

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 representative appointed by the Company, Spafid S.p.A. (it is specified that the *record date* is fixed on 14 April 2022);
- 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 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](http://www.seco.com), Section "Investor Relations > Corporate Governance") and at the mechanism for the central storage of regulated information "eMarket STORAGE", available at the website: [www.emarketstorage.com](http://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.

This excerpt is published on the newspaper "Il Giornale" on 29 March 2022.

Arezzo, 28 March 2022

For the Board of Directors  
the Chairman  
Daniele Conti