



Ordinary Meeting of Biesse S.p.A. shareholders convened for 28 April 2011 at 10.00 in first convocation and, if required, in second convocation on 29 April 2011 at the same time and place.

Management report of the Board of Directors of Biesse S.p.A. prepared in accordance with article 125 *ter* of Decree Law no. 58 (T.U.F. – Consolidated Financial Law) 24 February 1998 and subsequent amendments and additions.

Dear shareholders,

the meeting of the Board of Directors of Biesse S.p.A. (hereinafter also the “**Company**”), held on 16 March 2011, approved the convocation of an Ordinary Meeting of the Company’s Shareholders at its registered office in via della Meccanica, Pesaro on 28 April 2011, at 10.00, in first convocation and, if required, in second convocation on 29 April 2011, at the same time and place, to discuss and vote on the following agenda:

1. Financial statements for the year ended 31 December 2010, the Board of Directors’ Management Report, the Report of the Board of Statutory Auditors and the Independent Auditors’ Report; discussion of all related matters arising therefrom. Presentation of the Consolidated Financial Statements for the year ended 31 December 2010;
2. Procedures taken in accordance with Article 2386 of the Italian Civil Code; discussion of all related matters arising therefrom;
3. Restoration of the composition of the Board of Statutory Auditors; discussion of all related matters arising therefrom.

1. FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010, THE BOARD OF DIRECTORS’ MANAGEMENT REPORT, THE REPORT OF THE BOARD OF STATUTORY AUDITORS AND THE INDEPENDENT AUDITORS’ REPORT; PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010.

2. PROCEDURES TAKEN IN ACCORDANCE WITH ARTICLE 2386 OF THE ITALIAN CIVIL CODE; DISCUSSION OF ALL RELATED MATTERS ARISING THEREFROM.

Dear Shareholders,

please note that, following the resignation on 22 October 2010 of the Chief Executive Officer, Mr. Giovanni Barra, the meeting of the Board of Directors on 18 January 2011, with the prior approval from the Board of Statutory Auditors, in accordance with article 2386 of the Italian Civil Code, substituted the outgoing director by co-opting Mr. Giorgio Pitzurra as a director, whose mandate expires with the present Shareholders' Meeting.

We therefore invite you approve the appointment of a director, and inform you that the Board of Directors proposes to confirm the appointment of Mr. Giorgio Pitzurra to this position, until the expiry of the mandate of the current Board of Directors and therefore until the date of the Shareholders' Meeting called to approve the Financial Statements for the year ending 31 December 2011.

The curriculum vitae of the candidate, Mr. Giorgio Pitzurra has been deposited at the Company's registered office and is available on the website www.biesse.com; the aforementioned candidate has already declared his acceptance of his candidacy and has accepted personal responsibility in testifying that there is no reason that would render him to be ineligible to hold the position or make him incompatible with the office and that he is in possession of the credentials required by the applicable law.

In view of the foregoing, if you agree with the proposal of the Board of Directors, you are invited to approve the following

PROPOSAL

“The Ordinary Meeting of Shareholders of Biesse S.p.A.:

- *Taking into consideration the matters disclosed,*

APPROVES

a) the appointment to the Board of Directors, in accordance with paragraph 1, article 2386 of the Italian Civil Code, of Giorgio Pitzurra, born in Domodossola (NO) on 10 May 1949 and resident in Besana Brianza, C.F.PTZGRG49E10D332I whose mandate will expire at the same time as that of the directors currently in office, and therefore at the date of the Shareholders' Meeting called to approve the Financial Statements for the year ending 31 December 2011”.

3. RESTORATION OF THE COMPOSITION OF THE BOARD OF STATUTORY AUDITORS; DISCUSSION OF ALL RELATED MATTERS ARISING THEREFROM.

Dear Shareholders,

with regard to the third item on the agenda, the shareholders' meeting is called to approve the appointment of Statutory Auditors in order to restore the required number on the Board of Statutory Auditors in accordance with article 2401 of the Italian Civil Code.

In this regard, we would remind you that, following the death on 8 January 2011 of the acting Statutory Auditor, Mr Adriano Franzoni and the resignation of the Alternate Auditor, Ms. Daniela Gabucci, the position of Acting Statutory Auditor was taken over, in accordance with the law, by Ms Cristina Amadori, the remaining Alternate Auditor whose mandate expires with the present Shareholders' Meeting. It is therefore necessary to appoint an Acting Statutory Auditor and two Alternate Statutory Auditors, in order to reconstitute the composition of the current Board of Statutory Auditors. The Statutory Auditors appointed in this way will remain in office for the duration of the current Board of Statutory Auditors and therefore until the date of the Shareholders' Meeting called to approve the Financial Statements for the year ending 31 December 2011.

It should be noted that the Board of Statutory Auditors currently in office was appointed by the Shareholders' Meeting of 28 April 2009 on the basis of a single list presented by the majority shareholder Bi.Fin. S.r.l.. As there are no longer any candidates available to be drawn from the said list, in order to appoint the Acting Statutory Auditor and the two Alternate Statutory Auditors necessary to restore the composition of the current Board of Statutory Auditors, the Shareholders' Meeting - in accordance with the provisions of article 19-*bis* of the Company's articles of association - will proceed according to the majorities stipulated for Ordinary Meetings of Shareholders and without application of the list voting system. It should also be noted that, since the Statutory Auditors to be replaced were themselves drawn from the sole list presented, the precautions relating to the presence of Statutory Auditors representing minority interests on the Board of Statutory Auditors are not applicable.

Taking the foregoing into consideration, you are invited to approve the appointment of the necessary number of Statutory Auditors to restore the composition of the Board of Statutory Auditors and, specifically, to appoint an Acting Statutory Auditor and two Alternate Statutory Auditors, by proposing candidates who are in full possession of the documentation required by law and by the articles.

In particular, details of candidacies must be presented at the registered office by the twenty-fifth day preceding the date set for the Shareholders' Meeting and made publicly available, in accordance with the procedures prescribed by law and by the Consob regulations, at least twenty days before the date of the Shareholders' Meeting. A professional curriculum for each candidate must be deposited along with notice of his/her candidacy as well as the declarations by each candidate accepting their candidacy and accepting personal responsibility for

testifying that there are no reasons that would render them to be ineligible to hold the position or make them incompatible with the office, and also testifying that they possess the credentials required by law and the articles for the holders of the respective offices.

The candidacies may also be deposited by sending the same by electronic mail to the following certified e-mail address, investor@biesse.it from a certified e-mail address.

The present Report and all documentation required by law in force relating to the items on the Agenda will be deposited at the Company's registered office and the headquarters of Borsa Italiana S.p.A. in accordance with the law and allowing Shareholders to obtain copies thereof and will also be available on the website www.biesse.com in the Investor Relations section.

Pesaro, 16 March 2011

For and on behalf of the Board of Directors,

The Chairman, Mr. Roberto Selci