

Biesse S.p.A.

SHAREHOLDERS' MEETING

Explanatory report by the directors for the Meeting of Shareholders of Biesse S.p.A. on 29 and 30 April 2013, prepared in accordance with article 125-ter of the Legislative Decree of 24 February 1998 no. 58 (Consolidate Finance Act, "**TUF**").

Dear Shareholders,

with the Notice of Convocation published in the ILSOLE24ORE of 28 March 2013 and on the website of Biesse S.p.A. (the "**Company**" or "**Biesse**") on the same date, the Shareholders' Meeting of the Company has been called, in ordinary sitting, for the 29 and the 30 April 2013, respectively in first and second convocation, at the Company's registered office in Pesaro, Via della Meccanica, 16, at 9.30, to discuss and approve the following

Agenda

1. The Financial Statements for the financial year to 31 December 2012, the Directors' Report on Operations, the Reports of the Board of Statutory Auditors and of the independent auditors; all related matters and resolutions arising therefrom. Presentation of the Consolidated Financial Statements to 31 December 2012.

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1. **The Financial Statements for the financial year to 31 December 2012, the Directors' Report on Operations, the Reports of the Board of Statutory Auditors and of the independent auditors; all related matters and resolutions arising therefrom. Presentation of the Consolidated Financial Statements to 31 December 2012.**

Dear Shareholders,

The Shareholders' Meeting called for 29 and 30 April 2013 is called to approve the annual Financial Statements of the Company for the period ended 31 December 2012. Biesse will make available to shareholders, by the means prescribed by law, (28 March 2013) the 2012 Annual Financial Report of the Company (including the draft Financial Statements for the period, the Group Consolidated Financial Statements, the Report of the Directors on operations and the statement relating to article 154-bis of the Consolidated Finance Law - TUF), together with the report of the Independent Auditors on the aforementioned financial statements and the consolidated financial statements and the report required under article 153 of the Consolidated Finance Law - TUF. Please refer to these documents for further information about the first and only item on the agenda for the Shareholders' Meeting.

The Board of Directors, therefore, submits to the convened Shareholders' Meeting the following proposal for approval as the first item on the agenda:

"The Ordinary Meeting of Shareholders of Biesse S.p.A.,

- taking into account the Board of Directors' Report on Operations,

- taking into account the Reports of the Board of Statutory Auditors and the Independent Auditors' Report,

- having examined the draft Financial Statements of Biesse S.p.A. for the year to 31 December 2012,

RESOLVES

(a) the approval of the Financial Statements of Biesse S.p.A. for the year to 31 December 2012, the Board of Directors' Report on Operations, the Reports of the Board of Statutory Auditors and the Independent Auditors, which show a loss of Euro 1,128,854.16;

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(b) the loss will be matched using the extraordinary reserve for the quote available;

(c) to make note of the presentation of the Consolidated Financial Statements for the year ended 31 December 2012.

The said proposals put forward for approval

Are therefore put to the vote and are declared approved with [●] votes in favour."

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The present Report and all documentation relating to the items on the agenda provided for by prevailing regulations will remain deposited at the Registered Offices and at the offices of Borsa Italiana S.p.A. in accordance with the law with facilities for Shareholders to obtain copies thereof and will also be made available in the Investor Relations section of the Company website www.biesse.com.

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Pesaro, 28 March 2013

The Chairman of the Board of Directors

Dott. Roberto Selci