

The Ordinary Shareholders' Meeting approves the Financial Statements for year 2023 and the distribution of a dividend of 0.14 euros per share

Pesaro, 29th April 2024

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

- has approved the Financial Statements (Biesse S.p.A. parent company) for the year ended 31 December 2023, closed with a net profit of 18.510.616 euros and has examined the Group's Consolidated Financial Statements and the Sustainability Report;
- has approved the allocation of net income for 2023 and the distribution of a total gross dividend of 0.14 euros per share;
- has approved the remuneration policy of the Company of which at the first section of the Regulation on the Remuneration Policy according to the art. 123-*ter*, *commas* 3-*bis* and 3-*ter* of the D. Lgs. n. 58/1998 and resolved in favor of the Second Section of the Company's policy on the remuneration according to art. 123-*ter*, *comma* 6, D. Lgs. 58/1998,;
- has appointed the Board of Directors and the Board of Statutory Auditors for the Financial Statements three-year period 2024-2025-2026.

The Ordinary Shareholders' Meeting of Biesse S.p.A. (“Biesse” or the “Company”), a company listed on the Euronext STAR Milan segment, was held today in first convocation.

Representing 73.87% (82.69% voting rights) of the share capital, the Shareholders' Meeting dealt with all the items on the agenda for the Ordinary Assembly contained in the notice of call and passed the relevant resolutions.

Approved the Financial Statements of the parent company Biesse S.p.A. at 31 December 2023

The Ordinary Shareholders' Meeting has approved the Financial Statements of Biesse S.p.A. at 31 December 2023 without any modification compared to the draft approved by the Board of Directors on 14 March 2024 of which the main indicators are the following:

- Net revenues 537.7 million euros (-6.2% compared to 2022);
- EBITDA 30.6. million euros (-18.2% compared to 2022) margin 5.7% (6.5% in 2022);
- EBIT after non-recurring events -1.2 million euros (+€14 million euros in 2022);
- Net Result (profit) 18.5 million euros (19.8 million euros in 2022) incidence 3.4%.

The Consolidated Financial Statements of the Group at 31 December 2023 were presented and examined

During the Ordinary Shareholders' Meeting the Consolidated Financial Statements of the Group were presented and examined. Main indicators are the following:

- Consolidated net revenues of 785.0 million euros (-4.6% compared to 2022);
- EBITDA of 77.0 million euros (-14.9% compared to 2022), 9.8% of revenues (11% in 2022);
- EBIT after non-recurring events of 24.2 million euros (50.7 million euros in 2022) 3.1% of revenues (6.2% in 2022);
- Net profit of 12.5 million euros (30.3 million euros in 2022), 1.6% of revenues - EPS (net profit per share) 0.46 euros.

Furthermore, the Ordinary Shareholders' Meeting has acknowledged the non-financial declaration prepared according to D. Lgs. 254/2016 - Sustainability Report at 31 December 2023.

Net Financial Position

As of December 31st, 2023, the Group's Net Financial Position was positive (cash positive) at 93.0 million euros, with a decrease of 23.6

million compared to the same period in 2022 net of any extraordinary items.

Allocation of net profit

The Ordinary Shareholders' Meeting approved the payment to the entitled shareholders of a total gross dividend of EUR 0.14 per share. The dividend is to be paid entirely from the profit for the year shown in the financial statements of the parent company Biesse S.p.A. The total disbursement related to the dividend will therefore be EUR 3.836.363,02. The remaining part of the net profit for the year, equal to EUR 14.674.253, has been allocated to Extraordinary reserves.

The payment of the total dividend of EUR 0.14 will have coupon no. 18, detachment date 6 May 2024, record date 7 May 2024, value date 8 May 2024.

Policy on the remuneration

The Ordinary Shareholders' Meeting, examined the Report on remuneration policy and paid rewards prepared according to the applicable laws and regulations, has (i) approved the remuneration policy of the Company for the financial year 2024 included in the first section, according to art. 123-*ter*, *commas* 3-*bis* and 3-*ter*, of D. Lgs. N. 58/1998 and (ii) resolved in favor of the Second Section of the Report, according to art. 123-*ter*, *comma* 6, of D. Lgs. 58/1998.

Appointment of the Board of Directors

The Ordinary Shareholders' Meeting has appointed the new Board of Directors of Biesse S.p.A., defining in 7 the numbers of its members and establishing the duration in charge in three financial years, until the date of the Ordinary Shareholders' Meeting for the approval of the provisional financial statements as of 31st December 2026.

The new Board of Directors is composed by the following members: Roberto Selci, Massimo Potenza, Alessandra Baronciani, Massimiliano Bruni, Rossella Schiavini and Federica Ricceri, appointed from the list 1 presented by the majority shareholder-Bi:fin. S.r.l., holder of a participation equal to 50.98% of the share

capital of the Company, and Cristina Sgubin, appointed from the list 2 presented by a group of institutional investors holder of a participation equal to 3,86020% of the share capital of the company. The Directors Massimiliano Bruni, Rossella Schiavini, Federica Ricceri and Cristina Sgubin have declared to be in possession of the independence requirements defined by the articles 147-*ter*, *commas* 4 and 148, *comma* 3 of D. Lgs. n. 58/1998, as well as by the Code of Corporate Governance for listed company to which the company adheres.

Curriculum vitae of the members of the Board of Directors are available on the company web site

[https://www.biessegroup.com/media/files/2330_ILista%20CdA%202024-2026%20\(EN\)%20NEW.pdf](https://www.biessegroup.com/media/files/2330_ILista%20CdA%202024-2026%20(EN)%20NEW.pdf);

[https://www.biessegroup.com/media/files/2328_Minoranze%20lista%20CdA%20\(ITA-EN\).pdf](https://www.biessegroup.com/media/files/2328_Minoranze%20lista%20CdA%20(ITA-EN).pdf)).

Furthermore, the Ordinary Shareholders' Meeting has appointed Roberto Selci Chairman of the Board of Directors as candidate indicated in the first place of the list which obtained the major number of votes and has established to define in € 1.570.0000 the yearly gross remuneration for the members of the Board of Directors, notwithstanding the faculty for the Board of Directors itself to define the remunerations for its components according to article 2389 c.c.

Appointment of Board of Statutory Auditors

The Ordinary Shareholders' Meeting has appointed the Board of Statutory Auditors of the Company for the Financial Statements three-year period 2024-2025-2026, defining also the yearly gross remunerations for the auditors, for the entire duration of their assignment, in € 75.000 for the Chairman of the Board of Statutory Auditors and in € 50.000 for every standing statutory auditors, beyond the reimbursements of expenses sustained for their role.

In particular, the Ordinary Shareholders' Meeting has appointed 3 standing statutory auditors and 2 substitute statutory auditors and, precisely, Giovanni Ciurlo (standing statutory auditors), Benedetta

Pinna (standing statutory auditors) and Maurizio Gennari (substitute statutory auditors) appointed from the list 1 presented by the majority shareholder- Bi:fin. S.r.l., holder of a participation equal to 50.98% of the share capital of the Company, which has received 85.37% of the votes, and Paolo De Mitri (standing statutory auditors and Chairman of the Board of Statutory Auditors) and Silvia Muzi (substitute statutory auditors), appointed from the list 2 presented by a group of institutional investors holder of a participation equal to 3,86020% of the share capital of the company, which has obtained the 14.63% of the votes.

Curriculum vitae of the members of the Board of Statutory Auditors are available on the company web site ([https://www.biessegroup.com/media/files/2331_Bi.Fin_Lista%20CS%202024-2026%20\(EN\).pdf](https://www.biessegroup.com/media/files/2331_Bi.Fin_Lista%20CS%202024-2026%20(EN).pdf); [https://www.biessegroup.com/media/files/2329_Minoranze_lista%20CS%20\(ITA-EN\).pdf](https://www.biessegroup.com/media/files/2329_Minoranze_lista%20CS%20(ITA-EN).pdf)).

All the appointed Statutory Auditors have declared themselves in possession of the requirements of independence and of the other requirements established by applicable laws and regulations and by the Code of Corporate Governance for listed company to which the company adheres and do not, as of today, hold directly and/or indirectly any shares in the Company.

Other information

All reports relating to items on the agenda of the Ordinary General Meeting of Biesse Shareholders have been deposited within the prescribed time limits and made available at the same time on the company website www.biessegroup.com, investor relations area, and on the authorized website used for storage [linfo \(www.linfo.it\)](http://www.linfo.it).

Minutes of the Ordinary Shareholders' Meeting will be made available at Biesse S.p.A. headquarter and published on the company website www.biessegroup.com, investor relations area, "info centre / Shareholders' meeting 29/04/2024" as well as on the authorized

website used for storage 1info (www.1info.it) in the terms provided by law and regulations.

The manager responsible for preparing the company's financial reports, Nicola Sautto, declares, pursuant to paragraph 2 of Article 154 bis of the D. Lgs. 58/1998, that the accounting information contained in this press release corresponds to the document results, books and accounting records.

BIESSE - We are an international company that manufactures integrated lines and machines to process wood, glass, stone, plastic and composite materials. Founded in Italy in 1969 and listed in the Euronext STAR segment of the Italian Stock Exchange, we support the business evolution of our customers in the furniture, housing & construction, automotive and aerospace sectors. Today, about 80% of our consolidated turnover is achieved abroad by an ever-growing global network with 12 manufacturing campuses and 20+ showrooms all over the world. Thanks to our rooted competence embodied by 4.400 employees, we empower the imagination of industry leading companies and prestigious names in Italian and international design to make the potential of any material shine.

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Alternative performance indicators

Management uses some performance indicators, which are not identified as accounting measures under the IFRS (non-GAAP measures), to better assess Biesse's performance. The criterion applied by Biesse to set these indicators might not be the same as that adopted by other groups, and the indicators might not be comparable with those set by the latter. These performance indicators, which were set in compliance with the Guidelines on performance indicators issued by ESMA/2015/1415 and adopted by CONSOB with its communication No. 92543 of 3 December 2015, refer to performance in the accounting period covered by this Business Plan and the previous years used for comparison. Performance indicators are to be regarded as complementary to and not a substitute for financial data prepared in accordance with IFRS. Hereafter is a description of the main indicators adopted.

Value Added

This indicator is defined as the Profit (Loss) for the year before income taxes, finance income and expense, exchange rate gains and losses, amortisation of intangible assets, depreciation of property, plant and equipment, impairment losses on fixed assets, allocations to provisions for risks and charges, costs and revenues arising from transactions that Management considers as non-recurring relative to Biesse's ordinary operations, as well as personnel expense.

Adjusted EBITDA (Adjusted Earnings Before Interest, Taxes, Depreciation and Amortisation)

This indicator is defined as the Profit (Loss) for the period before income taxes, finance income and expense, exchange rate gains and losses, amortisation of intangible assets, depreciation of property, plant and equipment, impairment losses on fixed assets, allocations to provisions for risks and charges, as well as costs and revenues arising from transactions that Management considers as non-recurring relative to Biesse's ordinary operations.

Operating Profit or EBIT (Earnings Before Interest and Taxes)

This indicator is defined as Profit (Loss) for the year before income taxes, financial income and expenses, and foreign exchange losses and gains.

Net Operating Working Capital:

This indicator is calculated as the total of Inventories, Trade receivables and Contract assets, net of Trade payables and Contract liabilities.

Net Working Capital

This indicator is calculated as the total of Net Operating Working Capital and other Current Assets and Liabilities, including Provisions for short-term risks and charges.

Net Invested Capital

This indicator represents the total of Current and Non-Current Assets, excluding financial assets, net of Current and Non-Current Liabilities, excluding financial liabilities.

Net financial position

This indicator is calculated in compliance with the provisions contained in Communication No. 5/21 of 29 April 2021 issued by Consob, which refers to the ESMA Recommendations of 4 March 2021