

## Notice of call of the Ordinary Shareholders' Meeting

Shareholders are hereby summoned to the Ordinary Shareholders' Meeting, which will be held by means of telecommunications pursuant to Article 106, paragraph 2, of Decree-Law No. 18 of 17 March 2020 (the so-called "Cura Italia" Decree) as last amended and extended by Decree-Law No. 228 of 30 December 2021, and will be held at the registered office of Biesse S.p.A. Pesaro, Via Meccanica 16. 228 and is considered to be held at the registered office of Biesse S.p.A in Pesaro, Via della Meccanica 16. on April 27, 2022 at 9:00 a.m. in first call and in second call on April 28, 2022, same place and time to discuss and resolve on the following

### Agenda

1. Approval of the Financial Statements as at 31 December 2021 of the merged company Bre.ma Brenna Macchine Srl and attached reports; related and consequent resolutions;
2. Approval of the Financial Statements as at 31 December 2021; Directors' report on operations; reports of the Board of Statutory Auditors and of the Independent Auditors on the Financial Statements as at 31 December 2021; related and consequent resolutions. Presentation of the Consolidated Financial Statements as at 31 December 2021. Submission of the non-financial statement pursuant to Legislative Decree 254/2016 ("DNF") - Sustainability Report as of December 31, 2021;
3. Resolution regarding the allocation of Biesse S.p.A.'s profit for the year 2021;
4. Proposal to distribute an additional ordinary dividend from the extraordinary profit reserve recorded in the company's financial statements. Related and consequent resolutions;
5. Report on Remuneration Policy and Remuneration paid. Approval of the First Section of the Report pursuant to art. 123-ter, paragraph 3-bis of Legislative Decree no. 58/1998;
6. Report on the Remuneration Policy and Remuneration paid. Consultative vote on the Second Section of the Report pursuant to art. 123-ter, paragraphs 4 and 6 of Legislative Decree no. 58/1998;
7. Authorisation for the purchase and disposal of own shares. Related and consequent resolutions.

### PROCEDURE THAT SHAREHOLDERS MUST COMPLY WITH IN ORDER TO ATTEND AND VOTE AT THE MEETING

#### Entitlement to attend and vote at the Meeting

Pursuant to art. 83-sexies of Legislative Decree no. 58/98, the legitimacy to attend the Meeting and exercise the voting right is certified by a communication sent to the Company by the intermediary, in compliance with its accounting records, in favour of the person who has the right to vote; this communication is made by the intermediary on the basis of the evidence relating to the end of the accounting day of the seventh trading day prior to the date set for the Meeting on first call (i.e. by Thursday 14 April 2022). Those who hold shares only after that date are not entitled to attend and vote at the Meeting.

The notice from the intermediary must be received by the Company by the end of the third trading day prior to the date of the Shareholders' Meeting, i.e. by Friday 22 April 2022. The legitimacy to attend and vote remains unchanged in case the communication is received by the Company after the above-mentioned deadline, provided that it is received before the beginning of the meeting's works.

Biesse S.p.A.

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R.E.A. 56612  
Commercio Estero PS 000605  
Cap. Soc. € 27.402.593 i.v.

The due constitution and validity of the resolutions on the items on the agenda are governed by the law and the Articles of Association. The conduct of the Shareholders' Meeting is also governed by the specific Regulations, which are published on the Company's website at [www.biessegroup.com](http://www.biessegroup.com) (Investor Relations/Corporate Governance/Governance Documents section).

### **Procedures for conducting the Shareholders' Meeting and granting proxy to the Designated Representative**

According to Law Decree no. 18 of March 17, 2020, known as "Cura Italia" ("Decree"), as subsequently extended and supplemented, in order to reduce the risks related to the health emergency from Covid-19, the Company has decided to avail itself of the option introduced by art. 106 of the Decree, to provide that the intervention of the persons entitled to vote at the Shareholders' Meeting takes place exclusively through the representative appointed pursuant to art. 135-undecies of Legislative Decree no. 58/199858 ("Consolidated Law on Finance"), to whom proxies and/or sub-delegations may also be granted pursuant to art. 135-novies of the Consolidated Law on Finance, as an exception to art. 135-undecies, paragraph 4, of the Consolidated Law on Finance.

Consequently, the Company appointed Computershare S.p.A. - with registered office in Milan, via Mascheroni no. 19, 20145 - to represent the shareholders pursuant to art. 135-undecies of Legislative Decree no. 58/1998 and the said Decree Law (the "Designated Representative"). Shareholders who wish to participate in the Shareholders' Meeting must therefore grant the Appointed Representative proxy - with voting instructions - on all or some of the proposals for resolutions on the items on the agenda, using the specific proxy form prepared by the Appointed Representative in agreement with the Company and available on the Company's website at [www.biessegroup.com](http://www.biessegroup.com) in the Investor Relations/Investor Services/Meeting 27/04/2022 section.

The proxy form with the voting instructions must be submitted following the instructions on the form itself and on the Company's website by the end of the second trading day prior to the Shareholders' Meeting (i.e. by Monday, April 25, 2022 in case of first call and by Tuesday, April 26, 2022 in case of second call) and within the same deadline the proxy may be revoked.

The proxy given in this way is valid only for the proposals for which voting instructions were given.

Moreover, it should be noted that the Designated Representative may also be granted proxies and sub-delegations pursuant to art. 135-novies of Legislative Decree no. 58/1998, as an exception to art. 135-undecies, paragraph 4 of Legislative Decree no. 58/1998, by following the instructions provided in the form available on the Company's website at [www.biessegroup.com](http://www.biessegroup.com) in the Investor Relations/Investor Services/Monetary Meeting 27/04/2022 section. Taking into account the current emergency, these proxies can be given within the open market day preceding the Shareholders' Meeting (i.e. within Tuesday 26 April 2022 for the first call and within Wednesday 27 April 2022 in case of second call). With the same methods, the persons entitled may revoke, within the same term, the proxy or sub-delegation and the voting instructions granted.

The participation in the meeting of the entitled parties (the members of the corporate Bodies, the appointed Secretary and the Designated Representative) - in consideration of the limitations that may arise due to health needs - may also take place by means of telecommunication, according to the modalities individually notified to them, in compliance with the regulatory provisions applicable for that event.



The Designated Representative will be available for clarifications or information at the number + 39 02 4677 6834, or at the e-mail address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

Shareholders are informed that the company reserves the right to supplement and/or amend the above instructions in view of intervening needs as a result of the current Covid-19 epidemiological emergency and its unforeseeable developments.

#### **Questions about the items on the agenda**

Shareholders entitled to participate in the Shareholders' Meeting may ask questions on the items on the agenda even before the Shareholders' Meeting and up to the seventh trading day prior to it (i.e. by Thursday, April 14, 2022), by means of an electronic communication to the following certified email address [investor@biesse.com](mailto:investor@biesse.com) from a certified mailbox. They will be answered at the latest by the third trading day prior to the date of the meeting (i.e. by Friday, April 22, 2022) by means of publication on the website. Questions with the same content will be answered as one.

#### **Agenda additions**

Pursuant to art. 126-bis of Legislative Decree no. 58/1998, the Shareholders who, also jointly, represent at least one fortieth of the share capital may request, within ten days from the publication of this notice, the integration of the list of the items to be discussed, indicating in the request the additional items proposed.

The integration is not allowed for those issues on which the meeting resolves, according to the law, upon proposal of the directors or on the basis of a project and a report prepared by them, different from those set out in art. 125-ter paragraph 1 of Legislative Decree no. 58/1998.

Integration requests shall be submitted in writing by sending a registered letter with return receipt to the registered office of the Company and/or by means of an electronic communication to the following certified e-mail address [investor@biesse.com](mailto:investor@biesse.com). Shareholders requesting such integration shall prepare, in compliance with the law, a report on the issues they propose to deal with; such report shall be sent by the same means to the Board of Directors within the above-mentioned term of ten days (25 March). At least fifteen days before the date set for the Shareholders' Meeting (Tuesday, 12 April 2022), the Company will give notice, in the same publication forms followed for this notice, of any additions submitted, by simultaneously making the report available to the public, together with its own assessments, if any.

#### **Individual resolution proposals**

Pursuant to Consob Communication no. 3 of 10 April 2020 - paragraph 6 - those who have the right to vote may submit individual proposals for resolutions on the items on the agenda, pursuant to art. 126-bis, third sentence of Legislative Decree no. 58/1998, within the deadline set out in the notice of call. Legislative Decree no. 58/1998 within 15 (fifteen) days prior to the date of the Shareholders' Meeting, i.e. by Tuesday, April 12, 2022, by sending a registered letter with return receipt to the Company's registered office and/or by sending an e-mail to the following certified e-mail address [investor@biesse.com](mailto:investor@biesse.com). The proposals will be published on the Company's website at [www.biessegroup.com](http://www.biessegroup.com) Investor Relations/Investor Services/Meeting 27/04/2022, without delay and in any case by Thursday, April 14, 2022 in order to allow those entitled to vote to express themselves consciously, also taking into account these new proposals, and to allow the Designated Representative to collect any voting instructions also on these proposals. The resolution proposals shall be

accompanied by a certificate of share ownership at the record date issued pursuant to art. 83-sexies of the Consolidated Law on Finance.

For the purposes of the above, the Company reserves the right to verify the relevance of the proposals with regard to the items on the agenda, their completeness and their compliance with applicable regulations, as well as the legitimacy of the proposers.

**Methods and terms of availability of the documentation relating to the items on the agenda**

On the website [https://www.biessegroup.com/it/andamento\\_annuale\\_di\\_biesse/servizi\\_per\\_gli\\_investitori](https://www.biessegroup.com/it/andamento_annuale_di_biesse/servizi_per_gli_investitori) , Investor Relations/Investor Services area, the following documents or information are made available at the same time as the publication of this notice or within the different terms provided for by law

- the forms that Shareholders are required to use to grant proxy to the Designated Representative;
- information on the amount of the share capital with an indication of the number and categories of shares into which it is divided. It should be noted that at the time of publication of this notice: (i) the share capital of Biesse S.p.A. amounts to €27,402,593 and is divided into 27,402,593 ordinary shares with a nominal value of €1 each; (ii) each share gives the right to one vote at the Ordinary Shareholders' Meeting; (iii) as of today, the Company does not hold any treasury shares in its portfolio.

The Annual Financial Report and the Non-Financial Statement, as well as the Report on Corporate Governance and Ownership Structure, will be available at the Company's registered office and published on the Company's website [www.biessegroup.com](http://www.biessegroup.com), Investor Relations/Corporate Governance area as well as at the authorized storage mechanism IInfo, at [www.linfo.it](http://www.linfo.it), from March 31, 2022.

The Remuneration Report will be available on the website [www.biessegroup.com](http://www.biessegroup.com), Investor Relations/Corporate Governance area and at the authorized storage mechanism IInfo, at [www.linfo.it](http://www.linfo.it), as of March 31, 2022.

The Explanatory Report of the Board of Directors on the items on the agenda and the Financial Statements of Bre.ma Brenna Macchine Srl as at 31.12.2021 will be available on the website [www.biessegroup.com](http://www.biessegroup.com), Investor Relations/Investor Services/Assembly 27/04/2022 area, and at the authorized storage mechanism IInfo, at [www.linfo.it](http://www.linfo.it), by 28 March 2022.

**Pesaro, 14 March 2022**

**For the Board of Directors**

**The Chairman**

