

Notice of call of the Ordinary and Extraordinary Shareholders' Meeting

Shareholders are hereby summoned to the Ordinary and Extraordinary 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.198 of 29 December 2022, converted by Law February 24, 2023 No.14, and will be held at the registered office of Biesse S.p.A. Pesaro, Via Meccanica 16 on April **26, 2023 at 9:30** a.m. in first call and in second call on **April 27, 2023**, same place and time to discuss and resolve on the following

Agenda

Ordinary Part

1. Approval of the Financial Statements as of 31 December 2022; Directors' report on operations; reports of the Board of Statutory Auditors and of the Independent Auditors on the Financial Statements as of 31 December 2022; related and consequent resolutions. Presentation of the Consolidated Financial Statements as of 31 December 2022. Submission of the non-financial statement pursuant to Legislative Decree 254/2016 ("DNF") - Sustainability Report as of December 31, 2022;
2. Resolution regarding the allocation of Biesse S.p.A.'s profit for the year 2022;
3. 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;

Extraordinary Part

4. Amendments to the Articles of Association: amendment of Article 2 regarding the corporate purpose;
5. Amendments to the Articles of Association: amendment of Article 11 relating to the company's ability to make use of the Appointed Representative referred to in Article 135-undecies of Legislative Decree 58/1998;
6. Amendments to the Company Bylaws: amendment to Article 15-bis relating to the procedures for the remote holding of Shareholders' Meetings;
7. Amendments to the Articles of Incorporation: amendments to Articles 16 and 19-bis and introduction of Articles 15-bis and 16-bis relating to the arrangements for holding meetings in remote mode of the Board of Directors and Board of Statutory Auditors.

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 **Monday 17 April 2023**). 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 21 April 2023**. 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.

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 (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 by Decree-Law No.198 of 29 December 2022, converted by Law February 24, 2023 No.14, 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. 58/1998 ("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 in the Investor Relations/Investor Services/ Shareholders' Meeting 26/04/2023 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 24, 2023** in case of first call and by **Tuesday, April 25, 2023** 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 in the Investor Relations/Investor Services/ Shareholders' Meeting 26/04/2023 section.

These proxies can be given within the open market day preceding the Shareholders' Meeting (i.e. within **Tuesday 25 April 2023** for the first call and within Wednesday 26 April 2023 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) 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 -14, or at the e-mail address ufficiomi@computershare.it.

Questions about the items on the agenda

Shareholders entitled to participate in the Shareholders' Meeting may ask questions on the items on the agenda before the Shareholders' Meeting and up to the seventh trading day prior to it (i.e. by **Monday, April 17, 2023**), by means of an electronic communication to the following certified email address 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 21, 2023**) 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. 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 (**Thursday, April 6, 2023**). At least fifteen days before the date set for the Shareholders' Meeting (**Tuesday, 11 April 2023**), 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 15 (fifteen) days prior to the date of the Shareholders' Meeting, i.e. by **Tuesday, April 11, 2023**, 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. The proposals will be published on the Company's website at www.biessegroup.com Investor Relations/Investor Services/ Shareholders' Meeting 26/04/2023 section, without delay and in any case by **Friday, April 14, 2023** 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>, Investor Relations/Investor Services/ Shareholders' Meeting 26/04/2023 section, 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.

However, it should be noted that the Shareholders' Meeting of April 24, 2018 amended Article 6 of the Articles of Association, introducing the regulation of shares with increased voting rights, as per Article 127-quinquies of the TUF. Specifically, pursuant to the aforementioned Article 6, two voting rights will be granted for each Biesse ordinary share that has belonged to the same shareholder of the Company for a continuous period of at least 24 months, starting from the registration of the same in a special list, established and maintained by the Company at its registered office. For the list of Shareholders who have accrued shares with increased voting rights and the total voting rights, please refer to what is published on the website https://www.biessegroup.com/it/andamento_annuale_di_biesse/voto_maggiorato.

The Documents relating to the Shareholders' Meeting, including the Directors' Explanatory report items on the agenda Shareholders' Meeting, will be made available to the public within the terms and in the manner prescribed by current regulations, with shareholders and those entitled to vote having the right to obtain copies.

In particular:

- the Directors' Explanatory report items on the agenda in the ordinary part, simultaneously with the publication of this notice;
- the Directors' Explanatory report on items 4, 5, 6, and 7 on the agenda in extraordinary part, at the same time as this notice;

The Annual Financial Report and the Non-Financial Statement, as well as the Report on Corporate Governance and Ownership Structure, together with the reports of the Board of Statutory Auditors and the Independent Auditors, will be available at the Company's registered office and published on the Company's website www.biessegroup.com, Investor Relations/Corporate Governance area as well as at the authorized storage mechanism IInfo, at www.1info.it, from March 31, 2023.

The Second Section of the Report Report on the Remuneration Policy and Remuneration paid will be available on the website www.biessegroup.com, Investor Relations/Corporate Governance area and at the authorized storage mechanism IInfo, at www.1info.it, as of March 31, 2023.

Pesaro, 14 March 2023

**For the Board of Directors
The Chairman**