

BIESSE S.P.A.

DIRECTORS' REPORT PRESENTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING OF BIESSE S.P.A. AT THE FIRST CALL ON 26 APRIL 2023 AND AT THE SECOND CALL IF NECESSARY ON 27 APRIL 2023. REPORT PREPARED IN ACCORDANCE WITH ART. 125-TER OF LEGISLATIVE DECREE OF 24 FEBRUARY 1998 NO. 58 ('TUF') AND WITH ARTICLES 72 AND 84-TER OF THE ISSUERS' REGULATION ADOPTED WITH CONSOB RESOLUTION NO. 11971 OF 14 MAY 1999 AS AMENDED ('ISSUERS' REGULATION').

14 MARCH 2023

ERRATA CORRIGE DATED MARCH 27, 2023 - DELETES AND REPLACES THE PREVIOUS DIRECTORS' REPORT ON THE ITEMS ON THE AGENDA OF THE EXTRAORDINARY SHAREHOLDERS' MEETING OF BIESSE S.P.A. CONVENED FOR APRIL 26, 2023, ON FIRST CALL AND, IF NECESSARY, FOR APRIL 27, 2023, ON SECOND CALL.

Dear Shareholders,

By notice of the meeting published on the website of Biesse S.p.A. (the 'Company', 'Biesse', or the 'Issuer') as well as disseminated through the Info -sdir dissemination system, available at the authorised info storage mechanism and published in the daily newspaper LIBERO on 17 March 2023, later amended by publication in the daily newspaper ITALIA OGGI on 27 March 2023, the Ordinary and Extraordinary Shareholders' Meeting of the Company has been convened for 26 April 2023 in first call and, if necessary, for 27 April 2023, in second call, at the registered office in Pesaro, Via della Meccanica 16 at 9.30 am, to discuss and resolve on the following:

Agenda

Ordinary Session

1. Approval of the financial statements to 31 December 2022; Directors' Report on Operations; Reports of the Board of Statutory Auditors and Independent Auditors on the financial statements to 31 December 2022; inherent and consequent resolutions. Presentation of the Consolidated Financial Statements to 31 December 2022. Presentation of the non-financial statement pursuant to Legislative Decree 254/2016 ('NFS') - Sustainability Report to 31 December 2022;
2. Resolution on the allocation of the profits of Biesse S.p.A. for the 2022 financial year;
3. Report on the Remuneration Policy and Compensation Paid. Advisory vote on Section Two of the Report pursuant to Art. 123-ter, paragraphs 4 and 6 of Legislative Decree No. 58/1998;

Extraordinary session

4. Amendments to the Articles of Association: Amendment to Article 2 concerning the corporate purpose;
5. Amendments to the Articles of Association: Amendment to Article 11 concerning the Company's ability to avail itself of the Appointed Representative pursuant to Article 135-undecies of Legislative Decree 58/1998;
6. Amendments to the Articles of Association: Introduction of Article 15-bis concerning the arrangements for the remote holding of Meetings;
7. Amendments to the Articles of Association: Amendments to Articles 16 and 19-bis and introduction of Article 16-bis concerning the arrangements for the remote holding of meetings of the Board of Directors and the Board of Statutory Auditors.

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Firstly, please note that, pursuant to Article 106 of Decree-Law No. 18 of 17 March 2020 (the so-called 'Cura Italia' Decree), as subsequently amended and lastly extended by Decree-Law No. 198 of 29 December 2022, converted with amendments by Law No. 14 of 24 February 2023, which extended its application also for shareholders' meetings held by 31 July 2023, **attendance at the Shareholders' Meeting by persons entitled to vote may only be permitted through the Appointed Representative.**

Consequently, the Company has decided to avail itself of the faculty provided for in Article 106 of the 'Cura Italia' Decree and has therefore appointed **Computershare S.p.A.**- with registered office in Milan, Via

Mascheroni no. 19, 20145 - to represent the persons entitled to vote pursuant to Article 135-undecies of Legislative Decree n. 58/98 and the aforementioned Decree-Law (the '**Designated Representative**'). Shareholders authorised to vote who wish to attend the Shareholders' Meeting must therefore confer a proxy on the Designated Representative together with voting instructions on all or some motions pertaining to the items on the agenda, using the proxy form prepared by the same Designated Representative in agreement with the Company, which is available on the Company's website at www.biessegroupp.com (in the section *Investor Relations/Servizi per gli investitori/Assemblea 26/04/2023*).

The proxy form with the voting instructions must be submitted following the instructions on the form and the Company's website before the end of the second trading day before the Meeting (by 24 April 2023 for the first call and by 25 April 2023 for the second call) and it may be revoked within the same period.

The proxy conferred in this way is only effective for the proposals concerning which voting instructions have been given. Please note that the shares for which they have conferred the proxy, even partial, are counted for the regular constitution of the Shareholders' Meeting. Concerning the proposals for which no voting instructions have been given, the shares are not counted to calculate a majority and the share of capital required to approve resolutions.

The Designated Representative may also be given proxies or sub-proxies pursuant to Art. 135-novies of the TUF, notwithstanding Art. 135-undecies, paragraph 4 of Legislative Decree No. 58/98, in the manner and within the deadline indicated on the Company's website.

The Designated Representative is available for clarifications or information on 02 46776834 14 or at the email address ufficiomi@computershare.it.

The entitlement to attend and exercise the right to vote at the Shareholders' Meeting by granting a proxy to the Designated Representative, will be certified in a notice to be sent by the intermediary to the Company, conforming to the intermediary's accounting records in favour of the person authorised to vote; the intermediary's communication will be based on the accounting records at the end of the seventh trading day before the first call of the Shareholders' Meeting (i.e. by Friday 21 April 2023). No one who becomes an owner of shares after that date is entitled to attend and vote at the Shareholders' Meeting.

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4. AMENDMENTS TO THE ARTICLES OF ASSOCIATION: AMENDMENT TO ARTICLE 2 CONCERNING THE CORPORATE PURPOSE;

Dear Shareholders,

The Shareholders' Meeting convened for 26 April 2023 on first call and, if necessary, for 27 April 2023 on second call, is called to approve a proposal to amend Article 2 of the Articles of Association, to include the possibility of selling the services and products of the Company's business also through e-commerce, i.e. web or e-commerce platforms.

Therefore, the convened Shareholders' Meeting is called upon to approve the amendment to Article 2 of the Articles of Association as proposed.

Pursuant to Annex 3A of the Issuers' Regulations, the text of Article 2 of the current Company Articles of Association compared with the proposed new text, with the proposed amendment highlighted above, is reproduced below.

Current Text	New Proposed Text
<p style="text-align: center;">Art. 2</p> <p>2) The Company's purpose is the construction and sale on its account and/or on behalf of third parties of machine tools in general, of machines or parts of machines for the processing of wood and its derivatives, as well as the construction and sale on its account and/or on behalf of third parties of industrial machines or parts thereof for the processing of all other kinds of materials, including glass, marble, metal, alloys, similar derivatives and plastic.</p> <p>The Company's purpose also includes the development and sale, also on behalf of third parties, of software, precision components and, in general, technology for machinery for working wood, glass, marble, metals and the like, as well as the provision of assistance and maintenance services to customers.</p> <p>The Company may acquire interests and shareholdings in other companies, bodies, consortia, associations and enterprises, Italian or foreign, having corporate objects similar, akin or related to its own, also for investment. It may provide real or</p>	<p style="text-align: center;">Art. 2</p> <p>2) The Company's purpose is the construction and sale on its account and/or on behalf of third parties of machine tools in general, of machines or parts of machines for the processing of wood and its derivatives, as well as the construction and sale on its account and/or on behalf of third parties of industrial machines or parts thereof for the processing of all other kinds of materials, including glass, marble, metal, alloys, similar derivatives and plastic.</p> <p>The Company's purpose also includes the development and sale, also on behalf of third parties, of software, precision components and, in general, technology for machinery for working wood, glass, marble, metals and the like, as well as the provision of assistance and maintenance services to customers.</p> <p>The sale of all products and services that are the purpose of the Company's business, including spare parts, software products and services typical of the Company's business, may take place through all forms permitted by law, including through electronic commerce, i.e. via web or e-commerce platforms.</p> <p>The Company may acquire interests and shareholdings in other companies, bodies, consortia, associations and enterprises, Italian or foreign, having corporate objects similar, akin or related to its own, also for investment. It may provide real or</p>

Current Text	New Proposed Text
<p>personal guarantees for its own or third-party obligations, particularly sureties.</p> <p>The Company may also carry out, either on its own or on behalf of third parties, all commercial, industrial and financial, equity and real estate transactions deemed necessary or useful by the directors, provided that they are accessory and instrumental to the corporate purpose, except for activities reserved by law. Within limits and in the manner provided for by current legislation, loans may be made to the Company by shareholders. Loans may also be made in an amount not proportional to the shareholding held. Unless otherwise stipulated, loans made are non-interest-bearing.</p>	<p>personal guarantees for its own or third-party obligations, particularly sureties.</p> <p>The Company may also carry out, either on its own or on behalf of third parties, all commercial, industrial and financial, equity and real estate transactions deemed necessary or useful by the directors, provided that they are accessory and instrumental to the corporate purpose, except for activities reserved by law. Within limits and in the manner provided for by current legislation, loans may be made to the Company by shareholders. Loans may also be made in an amount not proportional to the shareholding held. Unless otherwise stipulated, loans made are non-interest-bearing.</p>

The Board notes that the proposed amendment to the Articles of Association does not give the shareholders the right of withdrawal pursuant to Art. 2437 of the Italian civil code.

The Board of Directors, therefore, submits the following proposed resolution on the fourth item on the agenda of the extraordinary session to the called Shareholders' Meeting:

'The Extraordinary Shareholders' Meeting of Biesse S.p.A., having taken note of what has been illustrated and what has been proposed in the explanatory report concerning the amendment of Article 2 of the Articles of Association

RESOLVES

- (a) *to amend Article 2 of the Articles of Association in the text proposed in the Explanatory Report and to which reference is made in full;*
- (b) *to vest the Board of Directors and, on its behalf, the Chairman, with the most comprehensive and broadest powers to carry out the formalities necessary for the resolution to enter the Companies' Register, with the power to make any amendment and/or integration, of a formal and non-substantial nature, that may be necessary at the time of registration or otherwise required by the competent Authorities, with an explicit advance declaration of approval and ratification'.*

5. AMENDMENTS TO THE ARTICLES OF ASSOCIATION: AMENDMENT ART. 11 CONCERNING THE COMPANY’S ABILITY TO AVAIL ITSELF OF THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE 58/1998;

Dear Shareholders,

The Shareholders’ Meeting convened for 26 April 2023 on first call and, if necessary, for 27 April 2023 on second call, is called to approve a proposal to amend Article 11 of the Articles of Association to remove from Article 11 of the Articles of Association the exclusion, as an exception to Article 135-undecies, Legislative Decree no. 58/1998(*briefly*, TUF), of the possibility of appointing a designated representative to receive proxies for participation in the Shareholders’ Meeting, giving the Board of Directors the power to decide the designation for each Shareholders’ Meeting to be called, as well as the reference to the impossibility of exercising voting by post or electronically.

This decision is motivated by the desire to incentivise shareholder participation in shareholders’ meetings through the possibility provided by the legislation of a figure to whom proxies can be conferred free of charge.

Therefore, the convened Shareholders’ Meeting is called upon to approve the amendment to Article 11 of the Articles of Association as proposed.

Pursuant to Annex 3A to the Issuers’ Regulation, the text of Article 11 of the current Company Articles of Association is shown below compared with the new proposed text, highlighting the proposed amendments illustrated above.

Current Text	New Proposed Text
<p style="text-align: center;">Art. 11</p> <p>11) Those entitled to vote under the law and applicable regulations may attend the Shareholders’ Meeting. Voting at the Shareholders’ Meeting may not be exercised by post or electronically.</p> <p>Without prejudice to the provisions of the law concerning the collection of proxies, the holder of voting rights may be represented at the Shareholders’ Meeting by written proxy or by proxy conferred electronically under the applicable regulations.</p> <p>The proxy may be notified electronically to the Company by certified email to the certified email address indicated in the notice of the Meeting.</p> <p>The appointment by the Company of a representative to receive proxies and voting instructions is excluded.</p>	<p style="text-align: center;">Art. 11</p> <p>11) Those entitled to vote under the law and applicable regulations may attend the Shareholders’ Meeting. Voting at the Shareholders’ Meeting may not be exercised by post or electronically.</p> <p>Without prejudice to the provisions of the law concerning the collection of proxies, the holder of voting rights may be represented at the Shareholders’ Meeting by written proxy or by proxy conferred electronically under the applicable regulations.</p> <p>The proxy may be notified electronically to the Company by certified email to the certified email address indicated in the notice of the Meeting.</p> <p>The appointment by the Company of a representative to receive proxies and voting instructions is excluded.</p> <p>The Company, availing itself of the option provided by law, does not designate the representative pursuant to Article 135-undecies of the Consolidated Law on Finance, unless the Board of Directors, for a specific Shareholders’ Meeting, has resolved on such designation by</p>

Current Text	New Proposed Text
	giving notice thereof in the notice of the relevant Shareholders' Meeting

The Board of Directors, therefore, submits the following proposed resolution on the fifth item on the agenda of the extraordinary session to the called Shareholders' Meeting:

'The Extraordinary Shareholders' Meeting of Biesse S.p.A., having taken note of what has been illustrated and what has been proposed in the explanatory report concerning the amendment of Article 11 of the Articles of Association

RESOLVES

- (a) to amend Article 11 of the Articles of Association in the text proposed in the Explanatory Report and to which reference is made in full;*
- (b) to vest the Board of Directors and, on its behalf, the Chairman, with the most comprehensive and broadest powers to carry out the formalities necessary for the resolution to enter the Companies' Register, with the power to make any amendment and/or integration, of a formal and non-substantial nature, that may be necessary at the time of registration or otherwise required by the competent Authorities, with an explicit advance declaration of approval and ratification'.*

6. AMENDMENTS TO THE ARTICLES OF ASSOCIATION: INTRODUCTION OF ARTICLE 15-BIS CONCERNING THE ARRANGEMENTS FOR THE REMOTE HOLDING OF MEETINGS;

Dear Shareholders,

The Shareholders' Meeting convened for 26 April 2023 on first call and, if necessary, for 27 April 2023 on second call, is called to approve a proposal of introduction of Article 15-bis) of the Articles of Association, to introduce the possibility of holding the Company's ordinary and extraordinary Shareholders' Meetings in more than one place and also via telecommunication means that will be communicated and defined in the notice of the Meeting, as a useful measure to help shareholders make decisions.

Therefore, the convened Shareholders' Meeting is called upon to approve the introduction of Article 15-bis) of the Articles of Association as proposed.

Pursuant to Annex 3A of the Issuers' Regulation, the proposed text of Article 15-bis) of the Company's Articles of Association is reproduced below.

Current Text	Proposed Text
<p>(Not present)</p>	<p style="text-align: center;">Art. 15-bis)</p> <p>15-bis) The Shareholders' Meeting, whether in its ordinary or extraordinary form, may also be held with the participants located in several places, whether contiguous or distant, audio/video connected, provided that</p> <ul style="list-style-type: none"> • the collegial method and the principles of good faith and equal treatment of members are respected; • the Chairman of the Meeting, also through their appointees, is allowed to ascertain the identity and legitimacy of those present, to regulate the proceedings of the Meeting, and ascertain and proclaim the results of the vote; • the minute taker is able to hear the proceedings of the Meeting being recorded adequately; • those present are allowed to participate in the discussion and simultaneously vote on the agenda items. <p>The Governing Body shall indicate in the notice of the Meeting how the Meeting is to be held, with the option of establishing in the notice of the Meeting that the Meeting is to proceed solely, where permitted by applicable regulations, by telecommunication media, whether audiovisual or audio-only, omitting, in this case, the specification of the physical location of the Meeting.</p> <p>The presence of the Chairman and the secretary or notary public at the same place is not required if the minutes are compiled after the Meeting and signed by</p>

Current Text	Proposed Text
	<p>the Chairman and the secretary or by the notary public alone with minutes in public form.</p> <p>The Meeting, with advance notice to the participants, may be recorded to allow more accurate minuting of the proceedings and the contributions of those entitled to attend.</p>

The Board of Directors, therefore, submits the following proposed resolution on the sixth item on the agenda of the extraordinary session to the called Shareholders' Meeting:

'The Extraordinary Shareholders' Meeting of Biesse S.p.A., having taken note of what has been illustrated and what has been proposed in the explanatory report concerning the introduction of Article 15-bis) of the Articles of Association

RESOLVES

- (c) the introduction of Article 15-bis) of the Articles of Association in the text proposed in the Explanatory Report and to which reference is made in full;*
- (d) to vest the Board of Directors and, on its behalf, the Chairman, with the most comprehensive and broadest powers to carry out the formalities necessary for the resolution to enter the Companies' Register, with the power to make any amendment and/or integration, of a formal and non-substantial nature, that may be necessary at the time of registration or otherwise required by the competent Authorities, with an explicit advance declaration of approval and ratification'.*

7. AMENDMENTS TO THE ARTICLES OF ASSOCIATION: AMENDMENTS TO ARTICLES 16 AND 19-BIS AND INTRODUCTION OF ARTICLE 16-BIS CONCERNING THE ARRANGEMENTS FOR THE REMOTE HOLDING OF MEETINGS OF THE BOARD OF DIRECTORS AND BOARD OF STATUTORY AUDITORS.

Dear Shareholders,

The Shareholders' Meeting convened for 26 April 2023 on first call and, if necessary, for 27 April 2023 on second call, is called to approve a proposal to amend Articles 16 and 19-bis of the Articles of Association and the introduction of Article 16-bis) of the Articles of Association to introduce the possibility of holding the Company's Board of Directors' meetings remotely and via telecommunications.

Therefore, the convened Shareholders' Meeting is called upon to approve the amendment of Art. 16 and 19-bis of the Articles of Association and the introduction of Art. 16-bis) of the Articles of Association as proposed.

Pursuant to Annex 3A of the Issuers' Regulations, the text of Articles 16 and 19-bis of the Articles of Association, currently in force compared with the proposed new text with the proposed amendment highlighted above and the new Article 16-bis) of the Company's Articles of Association, are shown below.

Current Text	New Proposed Text
<p style="text-align: center;">Art. 16</p> <p>ADMINISTRATION</p> <p>16) The Company is managed by a Board of Directors composed of 2 to 15 members who may or may not be shareholders. The Shareholder Meeting appoints the Board of Directors based on lists submitted by shareholders in which the number of candidates presented may not exceed the number to be appointed and who must be listed in numerical order. To ensure gender balance within the Board, the less represented gender must have a number of members equal to that established by the applicable laws and regulations. Therefore, the lists must contain several candidates belonging to the less represented gender equal to that required by the above legislation. Each candidate may only be on one list. Failure to comply will mean ineligibility.</p> <p>Shareholders are only entitled to submit voting lists if, individually or with other Shareholders, they represent at least 2.5% (two point five percent) of the share capital or hold another minimum ownership share as established by Consob in its Regulation. No Shareholder may submit or participate in submitting more than one list by proxy or by a trust company. Shareholders who form part of a voting syndicate may present or participate in presenting one list only. In the event of a violation of this rule, the vote of the Shareholder in question will not be counted for any of the lists presented. Every vote holder may vote on only one list. The lists of candidates, accompanied</p>	<p style="text-align: center;">Art. 16</p> <p>ADMINISTRATION</p> <p>16) The Company is managed by a Board of Directors composed of 2 to 15 members who may or may not be shareholders. The Shareholder Meeting appoints the Board of Directors based on lists submitted by shareholders in which the number of candidates presented may not exceed the number to be appointed and who must be listed in numerical order. To ensure gender balance within the Board, the less represented gender must have a number of members equal to that established by the applicable laws and regulations. Therefore, the lists must contain several candidates belonging to the less represented gender equal to that required by the above legislation. Each candidate may only be on one list. Failure to comply will mean ineligibility.</p> <p>Shareholders are only entitled to submit voting lists if, individually or with other Shareholders, they represent at least 2.5% (two point five percent) of the share capital or hold another minimum ownership share as established by Consob in its Regulation. No Shareholder may submit or participate in submitting more than one list by proxy or by a trust company. Shareholders who form part of a voting syndicate may present or participate in presenting one list only. In the event of a violation of this rule, the vote of the Shareholder in question will not be counted for any of the lists presented. Every vote holder may vote on only one list. The lists of candidates, accompanied</p>

Current Text	New Proposed Text
<p>by exhaustive information regarding the personal and professional characteristics of the candidates, with an indication of their suitability to qualify as independent, must be filed at the registered office by the twenty-fifth day prior to the scheduled date of the Shareholders' Meeting and are made available to the public, in the manner prescribed by law and by Consob with Regulations, at least twenty-one days before the Shareholders' Meeting.</p> <p>Together with each list, individual candidates must file declarations in which they accept the candidacy and certify under their responsibility that nothing is liable to render them ineligible or incompatible for election as prescribed by the law and that they possess any requirements set by law and by the regulations for membership of the Board of Directors.</p> <p>Any list which does not comply with the aforementioned statutory requirements shall be considered as not presented. The members of the Board of Directors will be elected in the following manner: a) all the directors to be elected, minus one, are selected from the candidate list which receives the highest number of shareholder votes, based on the sequential order in which they appear in the list; b) the first name on the candidate list, which obtains the second-highest number of shareholder votes, is selected as the remaining director to be elected.</p> <p>Should the previous mechanism fail to produce a composition of the Board of Directors that complies with the gender balance required by law, instead of appointing the last candidate in numerical order on the list that received the highest number of votes, the next available candidate, in numerical order, from the same list belonging to the less represented gender will be appointed as a Director. The candidate in first place on the list who obtained the most</p> <p>votes is entitled to the office of Chairman of the Board of Directors.</p> <p>Where only one candidate list is filed or voted for, all the candidates on the list are appointed to the Board. In the absence of lists, the Board of Directors is appointed by the Shareholders' Meeting with the majorities established by law, without prejudice in any event to compliance with the proportion of genders required by law. If during the year one or more Directors leave office for any reason, the Board</p>	<p>by exhaustive information regarding the personal and professional characteristics of the candidates, with an indication of their suitability to qualify as independent, must be filed at the registered office by the twenty-fifth day prior to the scheduled date of the Shareholders' Meeting and are made available to the public, in the manner prescribed by law and by Consob with Regulations, at least twenty-one days before the Shareholders' Meeting.</p> <p>Together with each list, individual candidates must file declarations in which they accept the candidacy and certify under their responsibility that nothing is liable to render them ineligible or incompatible for election as prescribed by the law and that they possess any requirements set by law and by the regulations for membership of the Board of Directors.</p> <p>Any list which does not comply with the aforementioned statutory requirements shall be considered as not presented. The members of the Board of Directors will be elected in the following manner: a) all the directors to be elected, minus one, are selected from the candidate list which receives the highest number of shareholder votes, based on the sequential order in which they appear in the list; b) the first name on the candidate list, which obtains the second-highest number of shareholder votes, is selected as the remaining director to be elected.</p> <p>Should the previous mechanism fail to produce a composition of the Board of Directors that complies with the gender balance required by law, instead of appointing the last candidate in numerical order on the list that received the highest number of votes, the next available candidate, in numerical order, from the same list belonging to the less represented gender will be appointed as a Director. The candidate in first place on the list who obtained the most</p> <p>votes is entitled to the office of Chairman of the Board of Directors.</p> <p>Where only one candidate list is filed or voted for, all the candidates on the list are appointed to the Board. In the absence of lists, the Board of Directors is appointed by the Shareholders' Meeting with the majorities established by law, without prejudice in any event to compliance with the proportion of genders required by law. If during the year one or more Directors leave office for any reason, the Board</p>

Current Text	New Proposed Text
<p>of Directors will proceed to replace them by co-opting candidates with the same requisites, also considering the legal provisions regarding the balance of genders.</p> <p>The Board of Directors remains in office for three years and can be re-elected. If one or more Directors leave office during the year, the others replace them with a resolution approved by the Board of Statutory Auditors. The Directors thus appointed remain in office until the next Shareholders' Meeting. If, due to resignations or other reasons, the number of Directors in office is reduced to less than half, all Directors will be deemed to have left their office and the Shareholders' Meeting must be called to appoint an entire Board of Directors. The Board of Directors may appoint one or more Chief Executive Officers, the Executive Committee and one or more Directors with specific duties and may establish other committees, conferring on them the powers it considers to be appropriate, also to implement codes of conduct prepared by the management organisation governing regulated markets or by trade associations. Meetings of the Board of Directors will be held at the Company's registered office or any other location indicated in the notice of Meeting as long as it is within the European Community. The Board of Directors will be considered validly met when the majority of its members in office are present, and resolutions will be passed with a majority vote by those present. If votes are even, the Chairman will cast the deciding vote. Unless otherwise provided for by current regulations, the meetings are normally convened by the Chairman on their initiative or, in the event of the Chairman's absence or impediment, by the Chief Executive Officer(s) or at the request of at least two-thirds of the Directors by prior communication to the Chairman of the Board of Directors, by the Board of Statutory Auditors or individually by each member of the Board of Statutory Auditors. The notice of the Meeting must be sent by post, telegram, telex, telefax, or other similar telematic form provided it is legally recognised at least five days in advance, and in urgent cases by telegram, telefax, and another similar telematic method at least one day (24 hours) before the date set for the Meeting. The Board of Directors shall be considered validly constituted even without convocation, provided all members and Statutory Auditors are present. Meetings may also be</p>	<p>of Directors will proceed to replace them by co-opting candidates with the same requisites, also considering the legal provisions regarding the balance of genders.</p> <p>The Board of Directors remains in office for three years and can be re-elected. If one or more Directors leave office during the year, the others replace them with a resolution approved by the Board of Statutory Auditors. The Directors thus appointed remain in office until the next Shareholders' Meeting. If, due to resignations or other reasons, the number of Directors in office is reduced to less than half, all Directors will be deemed to have left their office and the Shareholders' Meeting must be called to appoint an entire Board of Directors. The Board of Directors may appoint one or more Chief Executive Officers, the Executive Committee and one or more Directors with specific duties and may establish other committees, conferring on them the powers it considers to be appropriate, also to implement codes of conduct prepared by the management organisation governing regulated markets or by trade associations. Meetings of the Board of Directors will be held at the Company's registered office or any other location indicated in the notice of Meeting as long as it is within the European Community. The Board of Directors will be considered validly met when the majority of its members in office are present, and resolutions will be passed with a majority vote by those present. If votes are even, the Chairman will cast the deciding vote. Unless otherwise provided for by current regulations, the meetings are normally convened by the Chairman on their initiative or, in the event of the Chairman's absence or impediment, by the Chief Executive Officer(s) or at the request of at least two-thirds of the Directors by prior communication to the Chairman of the Board of Directors, by the Board of Statutory Auditors or individually by each member of the Board of Statutory Auditors. The notice of the Meeting must be sent by post, telegram, telex, telefax, or other similar telematic form provided it is legally recognised at least five days in advance, and in urgent cases by telegram, telefax, and another similar telematic method at least one day (24 hours) before the date set for the Meeting. The Board of Directors shall be considered validly constituted even without convocation, provided all members and Statutory Auditors are present. Meetings may also</p>

Current Text	New Proposed Text
<p>conducted by teleconference and/or video-conference (in which case the notice of Meeting must include the time that participants will connect telematically) on the condition that all participants can be identified and are able to follow the discussions and intervene in real time to contribute to the discussions and can see, receive and discuss documentation. Given the previous conditions, the Board of Directors is considered held in the location where the Chairman is present, which must coincide with that indicated in the notice of Meeting, except plenary meetings. The secretary to the Meeting must be present in the same place to draw up the minutes and, together with the Chairman, sign the relevant meeting minutes book.</p> <p>The secretary and the Chairperson, if they deem it appropriate, may collect either concurrently or after the fact, an endorsement or signature of the participants by teleconference and/or videoconference by fax, network, electronic signature or other similar form of copy or draft of the minutes. The secretary, at the direction of the Chairperson or directors, may keep and archive recordings of the videoconference and/or teleconference. The Board of Directors has ordinary and special management powers, except those reserved by law for the Meeting of Shareholders. The Board of Directors is also vested with the power to resolve on proposals relating to: mergers and demergers of companies in the cases and according to the procedures established by law; updates of the Articles of Association in line with regulatory provisions. The Executive Committee, if appointed, will be composed of a maximum of three members and will be chaired by the Chairman of the Board of Directors. The same rules governing the notice of and voting in meetings of the Board of Directors will apply to notices of and voting in meetings of the Executive Committee.</p> <p>The Board of Directors, also through its Chairman (also as Chairman of the Executive Committee, if appointed) or the Chief Executive Officer(s) should report to the Board of Statutory Auditors concerning any transaction of major economic, financial or capital significance carried out by the Company and/or its subsidiaries, where they exist; in particular, on transactions that give rise to potential conflicts of interests. These reports should, as a rule,</p>	<p>be conducted by teleconference and/or video-conference (in which case the notice of Meeting must include the time that participants will connect telematically) on the condition that all participants can be identified and are able to follow the discussions and intervene in real time to contribute to the discussions and can see, receive and discuss documentation. Given the previous conditions, the Board of Directors is considered held in the location where the Chairman is present, which must coincide with that indicated in the notice of Meeting, except plenary meetings. The secretary to the Meeting must be present in the same place to draw up the minutes and, together with the Chairman, sign the relevant meeting minutes book.</p> <p>The secretary and the Chairperson, if they deem it appropriate, may collect either concurrently or after the fact, an endorsement or signature of the participants by teleconference and/or videoconference by fax, network, electronic signature or other similar form of copy or draft of the minutes. The secretary, at the direction of the Chairperson or directors, may keep and archive recordings of the videoconference and/or teleconference. The Board of Directors has ordinary and special management powers, except those reserved by law for the Meeting of Shareholders. The Board of Directors is also vested with the power to resolve on proposals relating to: mergers and demergers of companies in the cases and according to the procedures established by law; updates of the Articles of Association in line with regulatory provisions. The Executive Committee, if appointed, will be composed of a maximum of three members and will be chaired by the Chairman of the Board of Directors. The same rules governing the notice of and voting in meetings of the Board of Directors will apply to notices of and voting in meetings of the Executive Committee.</p> <p>The Board of Directors, also through its Chairman (also as Chairman of the Executive Committee, if appointed) or the Chief Executive Officer(s) should report to the Board of Statutory Auditors concerning any transaction of major economic, financial or capital significance carried out by the Company and/or its subsidiaries, where they exist; in particular, on transactions that give rise to potential conflicts of interests. These reports should, as a rule,</p>

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<p>be made on the occasion of meetings of the Board of Directors and, in any event, at least quarterly.</p> <p>The Board of Directors can delegate all or some of its powers to the Chairman. It may delegate to its members and third parties the concrete execution of regularly approved resolutions. The Chief Executive Officer(s) and Executive Committee, if appointed, will have all or part of the powers conferred on the Board of Directors with the sole exception of those which the law states may not be delegated. The Board of Directors may therefore carry out purchases and sales of securities and real estate; undertake obligations, including bills of exchange and mortgage loans; take shareholdings in companies, both established and newly formed also via conferral, to carry out all types of transactions with the directorate of Public Debt and Cassa Depositi e Prestiti (state investment institution), banks, the national Institute of credit issues and any other public or private credit institute; allow the constitution, subrogation, subordination and deferment, cancellation and renunciation of mortgages and loans of any kind, exempting the curators of Property Registers, the Director of Public Debt and Cassa Depositi e Prestiti and any other public or private entity from any responsibility. It can take legal action including actions brought before the Court of Cassation and on appeal, for settlements and transactions and appoint arbitrators and negotiators of amicable settlements. It may approve any commercial contract; appoint and suspend employees and fix their salaries; it can appoint and revoke Directors and authorised representatives with similar or more limited powers.</p>	<p>be made on the occasion of meetings of the Board of Directors and, in any event, at least quarterly.</p> <p>The Board of Directors can delegate all or some of its powers to the Chairman. It may delegate to its members and third parties the concrete execution of regularly approved resolutions. The Chief Executive Officer(s) and Executive Committee, if appointed, will have all or part of the powers conferred on the Board of Directors with the sole exception of those which the law states may not be delegated. The Board of Directors may therefore carry out purchases and sales of securities and real estate; undertake obligations, including bills of exchange and mortgage loans; take shareholdings in companies, both established and newly formed also via conferral, to carry out all types of transactions with the directorate of Public Debt and Cassa Depositi e Prestiti (state investment institution), banks, the national Institute of credit issues and any other public or private credit institute; allow the constitution, subrogation, subordination and deferment, cancellation and renunciation of mortgages and loans of any kind, exempting the curators of Property Registers, the Director of Public Debt and Cassa Depositi e Prestiti and any other public or private entity from any responsibility. It can take legal action including actions brought before the Court of Cassation and on appeal, for settlements and transactions and appoint arbitrators and negotiators of amicable settlements. It may approve any commercial contract; appoint and suspend employees and fix their salaries; it can appoint and revoke Directors and authorised representatives with similar or more limited powers.</p>
<p>(Not present)</p>	<p style="text-align: center;">ART. 16-BIS)</p> <p>16-bis) The meetings of the Board of Directors, may also be held by audio or video conference provided that each of the participants:</p> <ul style="list-style-type: none"> • can be identified by the other participants; • can participate in real-time during the discussion of the topics examined; and • can receive and transmit documents. <p>If these conditions are met, the Meeting is deemed held where the person chairing the Meeting and the secretary are located.</p>

Current Text	New Proposed Text
<p style="text-align: center;">ART 19 BIS)</p> <p>19 bis)The Board of Statutory Auditors comprises three Standing Statutory Auditors and two Alternate Statutory Auditors elected by the Shareholders' Meeting, which also sets down the wages to be paid to said Statutory Auditors. The minority is entitled to elect one Standing Statutory Auditor and one Alternate Statutory Auditor. The Board of Statutory Auditors is appointed based on the list presented by the shareholders, in which the candidates must be listed in numerical order. The number of candidates cannot exceed the number of candidates to be elected. Shareholders from voting syndicates will only be entitled to present a single list. The list consists of two sections: one for candidates for the office of Standing Statutory Auditor, the other for candidates for the office of Alternate Statutory Auditor. To ensure gender balance within the Board of Statutory Auditors, the less represented gender must have a number of members equal to that established by the applicable laws and regulations. Therefore, both sections of the lists must contain several candidates belonging to the less represented gender equal to that required by the above legislation. Only those Shareholders who, either alone or together with others, are the owners of voting Shares representing at least 2% (two percent) of the capital are entitled to vote at the Ordinary Shareholders' Meeting are entitled to present lists or the different minimum quota established by Consob with the Regulation. No Shareholder, nor the Shareholders in the same group, may present more than one list, nor may he vote for different lists even through a nominee or trust company. If this rule is broken, the vote of the Shareholder in question will not be counted for any of the candidate lists filed. Each candidate may only be on one list. Failure to comply will mean ineligibility. Candidates who already hold the office of Statutory Auditor in five other listed companies, except controlling and controlled companies of the Company or who do not meet the integrity and professionalism requirements established by the applicable legislation, cannot be included in the lists. For the purposes of Art.1, paragraph 2, letters b) and c), and paragraph 3 of Ministerial Decree No. 162 dated 30 March 2000 on the subject of the professional requirements for members of the Board of Statutory Auditors of listed companies, the subjects and sectors strictly</p>	<p style="text-align: center;">ART 19 BIS)</p> <p>19 bis)The Board of Statutory Auditors comprises three Standing Statutory Auditors and two Alternate Statutory Auditors elected by the Shareholders' Meeting, which also sets down the wages to be paid to said Statutory Auditors. The minority is entitled to elect one Standing Statutory Auditor and one Alternate Statutory Auditor. The Board of Statutory Auditors is appointed based on the list presented by the shareholders, in which the candidates must be listed in numerical order. The number of candidates cannot exceed the number of candidates to be elected. Shareholders from voting syndicates will only be entitled to present a single list. The list consists of two sections: one for candidates for the office of Standing Statutory Auditor, the other for candidates for the office of Alternate Statutory Auditor. To ensure gender balance within the Board of Statutory Auditors, the less represented gender must have a number of members equal to that established by the applicable laws and regulations. Therefore, both sections of the lists must contain several candidates belonging to the less represented gender equal to that required by the above legislation. Only those Shareholders who, either alone or together with others, are the owners of voting Shares representing at least 2% (two percent) of the capital are entitled to vote at the Ordinary Shareholders' Meeting are entitled to present lists or the different minimum quota established by Consob with the Regulation. No Shareholder, nor the Shareholders in the same group, may present more than one list, nor may he vote for different lists even through a nominee or trust company. If this rule is broken, the vote of the Shareholder in question will not be counted for any of the candidate lists filed. Each candidate may only be on one list. Failure to comply will mean ineligibility. Candidates who already hold the office of Statutory Auditor in five other listed companies, except controlling and controlled companies of the Company or who do not meet the integrity and professionalism requirements established by the applicable legislation, cannot be included in the lists. For the purposes of Art.1, paragraph 2, letters b) and c), and paragraph 3 of Ministerial Decree No. 162 dated 30 March 2000 on the subject of the professional requirements for members of the Board of Statutory Auditors of listed companies, the subjects and sectors strictly</p>

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<p>pertaining to those of interest to the Company are intended to comprise commercial and Company law, business economics, financial and statistical sciences, and all the other subjects of the same or similar nature, although with different names, whereas the sectors strictly connected or relating to those in which the Company operates are understood to comprise the production, distribution and sale of machines and tools, automation systems, software and precision components. Statutory Auditors leaving office may be re-elected. The lists presented must be filed at the Company's registered office at least twenty-five days before the date set for the Shareholders' Meeting and will be made publicly available, in the manner provided for by law and the Consob Regulation, at least twenty-one days before the Shareholders' Meeting. The professional curriculum vitae of each candidate must be filed together with each list along with the declarations with which each candidate accepts candidacy and certifies, under their responsibility, that there is no cause of ineligibility or incompatibility, and that the legal and statutory requirements for the respective positions are met. Where lists do not meet the above requirements, they will not be considered presented. A Statutory Auditor is elected as follows: two Standing Statutory Auditors and one Alternate Statutory Auditor are selected, in the consecutive order in which they are listed, from the candidate list that obtained the highest number of votes in the Shareholders' Meeting; the names of one Standing Statutory Auditor and another Alternate Statutory Auditor are selected from the candidate list with the second highest number of shareholder votes, according to the sequential order in which they appear in the list. The Standing Statutory Auditor will assume the role of Chairman. If there is a tie among two or more candidate lists, the Statutory Auditors appointed will be those most senior in age. Should the previous mechanism fail to produce a composition of the Board of Statutory Auditors that complies with the gender balance required by law, instead of appointing the last candidate in numerical order on the list that received the highest number of votes, the next available candidate, in numerical order, from the same list belonging to the less represented gender will be appointed as a Standing Statutory Auditor or Alternate Statutory Auditor. If a Statutory Auditor loses or relinquishes the qualifications or credentials required by law and the</p>	<p>pertaining to those of interest to the Company are intended to comprise commercial and Company law, business economics, financial and statistical sciences, and all the other subjects of the same or similar nature, although with different names, whereas the sectors strictly connected or relating to those in which the Company operates are understood to comprise the production, distribution and sale of machines and tools, automation systems, software and precision components. Statutory Auditors leaving office may be re-elected. The lists presented must be filed at the Company's registered office at least twenty-five days before the date set for the Shareholders' Meeting and will be made publicly available, in the manner provided for by law and the Consob Regulation, at least twenty-one days before the Shareholders' Meeting. 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The Standing Statutory Auditor will assume the role of Chairman. If there is a tie among two or more candidate lists, the Statutory Auditors appointed will be those most senior in age. Should the previous mechanism fail to produce a composition of the Board of Statutory Auditors that complies with the gender balance required by law, instead of appointing the last candidate in numerical order on the list that received the highest number of votes, the next available candidate, in numerical order, from the same list belonging to the less represented gender will be appointed as a Standing Statutory Auditor or Alternate Statutory Auditor. If a Statutory Auditor loses or relinquishes the qualifications or credentials required by law and the</p>

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<p>Articles, they will be removed from office. For the appointment of Standing or Alternate Statutory Auditors to complete the composition of the Board of Statutory Auditors following substitution or departure from office, the Standing or Alternate Statutory Auditor belonging to the same list as the outgoing Statutory Auditor will replace them, without prejudice to compliance with the proportion of genders required by law. If this is not possible, the Meeting must decide based on the required majority for ordinary Meetings without prejudice to the stipulations in paragraph 1 of the present Article and compliance with the proportion of genders required by law.</p>	<p>Articles, they will be removed from office. For the appointment of Standing or Alternate Statutory Auditors to complete the composition of the Board of Statutory Auditors following substitution or departure from office, the Standing or Alternate Statutory Auditor belonging to the same list as the outgoing Statutory Auditor will replace them, without prejudice to compliance with the proportion of genders required by law. If this is not possible, the Meeting must decide based on the required majority for ordinary Meetings without prejudice to the stipulations in paragraph 1 of the present Article and compliance with the proportion of genders required by law.</p> <p>For meetings of the Board of Statutory Auditors, within the limits of the rules governing the functioning of that body, the procedures provided for the Board of Directors referred to in Article 16-bis above shall apply.</p>

The Board of Directors, therefore, submits the following proposed resolution on the seventh item on the agenda of the extraordinary session to the called Shareholders' Meeting:

'Having noted what has been presented, and the proposals made in the explanatory report with reference to the amendment of articles 16 and 19-bis of the Articles of Association, and the introduction of Article 16-bis) of the Articles of Association, 'The Extraordinary Shareholders' Meeting of Biesse S.p.A.,

RESOLVES

- (e) to amend Articles 16 and 19-bis of the Articles of Association and the introduction of Article 16-bis) of the Articles of Association in the text proposed in the Explanatory Report and to which reference is made in full;*
- (f) to vest the Board of Directors and, on its behalf, the Chairman, with the most comprehensive and broadest powers to carry out the formalities necessary for the resolution to enter the Companies' Register, with the power to make any amendment and/or integration, of a formal and non-substantial nature, that may be necessary at the time of registration or otherwise required by the competent Authorities, with an explicit advance declaration of approval and ratification'.*

* * * *

Pesaro, 14 March 2023

Chairman of the Board of Directors