

**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 73 AND 84-TER OF THE ISSUERS' REGULATION ADOPTED WITH CONSOB RESOLUTION NO. 11971 OF 14 MAY 1999 AS AMENDED ('ISSUERS' REGULATION').**

*14 MARCH 2023*

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, 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 art. 11 concerning the company's possibility to avail itself of the Appointed Representative pursuant to art. 135-undecies of Legislative Decree 58/1998;
6. Amendments to the Articles of Association: Amendment to 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 Articles 15-bis and 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 availed itself of the faculty provided for in Article 106 of the 'Cura Italia' Decree. It 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 above 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.biessegroup.com](http://www.biessegroup.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 on 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 the proxy has been conferred, even partial, are counted for the regular constitution of the Shareholders' Meeting. In relation to the proposals for which no voting instructions have been given, the shares are not counted for the purposes of calculating a majority and the share of capital required for the approval of 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](mailto: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 prior to the first call of the Shareholders' Meeting (i.e. by Thursday 21 April 2023). No one becoming an owner of shares after that date is entitled to attend and vote at the Shareholders' Meeting.

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**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;**

Dear Shareholders,

The Shareholders' Meeting called for 26 April 2023 at the first call and, if necessary, for 27 April 2023 at the second call, is asked to approve the Company's financial statements to 31 December 2022. Biesse will make the Company's Annual Financial Report 2022 (including the draft financial statements at 31 December 2022, the Consolidated Financial Statements, the operational report and the certification referred to in 154-bis of the TUF) by 31 March 2023, together with the reports of the Independent Auditors on the aforementioned separate and Consolidated Financial Statements and the report of the Board of Statutory Auditors. Please refer to the above documentation for more information about the first item on the agenda of the Shareholders' Meeting.

The Board of Directors, therefore, submits to the convened Shareholders' Meeting the following resolution proposal regarding the first item on the agenda in the ordinary part:

*'The Ordinary Shareholders' Meeting of Biesse S.p.A., having acknowledged the Directors' Report on Operations, the reports of the Board of Statutory Auditors and of the independent auditors, having examined the draft financial statements of Biesse S.p.A. as of 31 December 2022,*

### **RESOLVES**

*(a) to approve the financial statements of Biesse S.p.A. (statutory Group parent company) to 31 December 2022, which show a net profit of Euro 19,842,879.18.*

*(b) to acknowledge the presentation of the Consolidated Financial Statements to 31 December 2022.'*

### **2. RESOLUTION ON THE ALLOCATION OF THE PROFITS OF BIESSE S.P.A. FOR THE 2022 FINANCIAL YEAR.**

Dear Shareholders,

The Shareholders' Meeting called for 26 April 2023 at the first call and if necessary for 27 April 2023 at the second call, is also asked to pass a resolution about the allocation of the profits for the year ending 31 December 2022. At the Meeting on 14 March 2023, the Board proposed to the Meeting that the profit for the year of Euro 19,842,879.18 be allocated to the payment of a unit dividend of Euro 0.33 for each of the 27,402,593 ordinary shares in circulation on the date of this report, to be paid from the profits of Euro 9,042,855.69 for the 2022 financial year as posted on the Company's financial statements to 31 December 2022.

The ordinary dividend deriving from the profits for the 2022 financial year, if authorised by the Meeting, will be paid on 10 May 2023 under the applicable provisions of law and regulations, with the date of coupon no. 17 being 8 May 2023. Under Art. 83-terdecies TUF, the authorisation will be based on the accounts existing at the end of the record date of 9 May 2023.

The Board of Directors thus proposes the following motion in relation to the third item on the agenda:

*'The Ordinary Shareholders' Meeting of Biesse S.p.A., having acknowledged the financial statements at 31 December 2022,*

### **RESOLVES**

- *to allocate the profits for the year of Euro 19,842,879.18 to the payment of a dividend for each of the ordinary shares in circulation, from the profits for the 2022 financial year as posted on the Company's financial statements to 31 December 2022;*
- *to approve, therefore, the distribution of a unit dividend of Euro 0.33 per eligible ordinary share; the dividend payment is subject to verification that on the date of distribution there are no impediments or recommendations by the Supervisory Authorities that would prevent the payment on 10 May 2023, with the date of coupon no. 17 being 8 May 2023 and the record date 9 May 2023'*

### **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.**

Dear Shareholders,

The Shareholders' Meeting convened for 26 April 2023 at the first call and if necessary for 27 April 2023 at the second call, is also asked to resolve, with a non-binding vote pursuant to Art. 123-ter paragraphs 4 and 6 of the TUF, on Section Two of the Remuneration Report, which provides a clear, comprehensible and adequate

representation of each of the remuneration items for the year ended 31 December 2022. This is in consideration and implementation of the 'Remuneration Policy', (contained in Section One of the Remuneration Report) approved by this Shareholders' Meeting. The Remuneration Report of the Biesse Group required under Art. 123-ter of the TUF, including Section Two (Art. 123-ter, paragraph 4, of the TUF), was made available to the public within the terms of law and regulation. The Board of Directors thus proposes the following motion in relation to the sixth item on the agenda:

*'The Ordinary Shareholders' Meeting of Biesse S.p.A., having acknowledged the presentation of the Chairman and the documentation also presented,*

**RESOLVES**

*to approve, with a non-binding decision pursuant to Art.123-ter, paragraph 6 of Legislative Decree No. 58/1998, Section Two of the Remuneration Report referred to in Article 123b paragraph 4 of Legislative Decree 58/1998.'*

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Pesaro, 14 March 2023

The Chairman of the Board of Directors