

BIESSE S.P.A.

DIRECTORS' REPORT ON THE ITEMS ON THE AGENDA OF THE SHAREHOLDERS' MEETING OF BIESSE S.P.A. IN ORDINARY SESSION CONVENED FOR 28 APRIL 2025 AT THE FIRST CALL AND, IF NECESSARY, FOR 29 APRIL 2025 AT THE SECOND CALL, PREPARED PURSUANT TO ART. 125-TER OF LEGISLATIVE DECREE NO. 58 OF 24 FEBRUARY 1998 ('TUF') AND ARTICLES 84-TER AND 84-QUATER OF THE ISSUERS' REGULATION ADOPTED BY CONSOB RESOLUTION NO. 11971 OF 14 MAY 1999 ('ISSUERS' REGULATION'), AS AMENDED.

28 MARCH 2025

Dear Shareholders,

By notice of call published on the website of Biesse S.p.A. (the ‘**Company**’, ‘**Biesse**’ or the ‘**Issuer**’), disseminated and stored through the authorised storage mechanism Iinfo at www.iinfo.it, as well as published in the newspaper Il Sole 24 Ore on 28 March 2025, the Ordinary and Extraordinary Shareholders’ Meeting of the Company (the ‘**Shareholders’ Meeting**’) has been convened for **28 April 2025 at 10.00 a.m.** at the first call and, if necessary, for **29 April 2025 at 10.00 a.m.** at the second call, to discuss and resolve on the following:

Agenda

Ordinary Session:

1. Financial statements as at 31 December 2024; Directors' Report on Operations; reports of the Board of Statutory Auditors and Independent Auditors on the Financial Statements to 31 December 2024; inherent and consequent resolutions. Presentation of the Consolidated Financial Statements as at 31 December 2024, including sustainability reporting as at 31 December 2024 following the transposition in Italy with Legislative Decree 125/2024 of the (EU) 2022/2464 Corporate Sustainability Reporting Directive (CSRD).
2. Resolution on the allocation of the profits of Biesse S.p.A. for the 2024 financial year and proposal for the distribution of the dividend.
3. Report on the remuneration policy and compensation paid. Approval of the first section of the report pursuant to Article 123-ter, paragraphs 3-*bis* and 3-*ter* of Legislative Decree No. 58 of 24 February 1998.
4. Report on the remuneration policy and compensation paid. Advisory vote on the second section of the report pursuant to Art. 123-*ter*, paragraph 6 of Legislative Decree No. 58 of 24 February 1998.
5. Appointment and approval of the fee for the independent auditors to certify the compliance of sustainability reporting, pursuant to Legislative Decree No. 39 of January 27, 2010 (as amended), for the financial years 2025-2027; inherent and consequent resolutions. Ratification of the changes made to the compensation due by Biesse S.p.A. to the independent auditors for the statutory audit activity; inherent and consequent resolutions.

Extraordinary session:

6. Introduction of the voting surcharge pursuant to Art. 127-*quinquies*, paragraph 2, of Legislative Decree No. 58 of 24 February 1998, as amended by Law No. 21/2024. Amendment of Art. 6 of the Articles of Association; inherent and consequent resolutions.

The purpose of this report is to explain the reasons for the proposed resolutions on the items on the agenda of the Shareholders' Meeting, in ordinary session, pursuant to Article 125-*ter*, TUF.

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Pursuant to Article 11, paragraph 4, of the Company's Articles of Association, as well as Article 135-*undecies*.1, of the TUF, the participation of the subjects holding the right to vote in the Shareholders' Meeting **will take place exclusively through the designated representative** pursuant to Art. 135-*undecies* of the TUF, in accordance with the provisions of the law and current legislation, as better specified below.

Consequently, the Company appointed **Computershare S.p.A.** – with registered office in Milan, via Mascheroni No. 19 – to represent the Shareholders pursuant to Art. 135-*undecies*.1 of the TUF (the "**Designated Representative**"). Shareholders authorised to vote who wish to attend the Shareholders' Meeting must therefore confer a proxy/sub-proxy on the Designated Representative together with voting instructions on all or some motions pertaining to the items on the agenda, using the proxy/sub-proxy form prepared by the same Designated

Representative in agreement with the Company, which is available on the Company's website at www.biesse.com, section “*Governance and Investors/ For the investors/ Shareholders' Meeting 28/04/2025*”).

The proxy/sub-proxy form with the voting instructions must be sent by 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 **Thursday, 24 April 2025** for the first call and by **Friday, 25 April 2025** in the case of a second call) and within the same deadline the proxy may be revoked.

The proxy/sub-proxy conferred in this way is only effective for the proposals concerning which voting instructions have been given.

The granting of proxy to the Designated Representative does not entail any expenses for shareholders.

Please note that the shares for which they have conferred the proxy/sub-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 is available for clarifications or information on +39 02 4677 6814 or at the email address ufficiomi@computershare.it.

Pursuant to Art. 83-*sexies* of the TUF, entitlement to attend the Shareholders' Meeting and exercise the right to vote – which may take place exclusively through a Designated Representative – is certified by a communication made to the Company by the intermediary, in compliance with its accounting records, in favour of the party entitled 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 Tuesday, **15 April 2025**, the record date). The credit and debit entries made on the accounts after that date are not relevant for the purpose of entitlement to exercise the right to vote at the Shareholders' Meeting. No one who becomes an owner of shares after that date is entitled to attend and vote at the Shareholders' Meeting.

Pursuant to Article 15-*bis*, paragraph 2, of the Company's Articles of Association, the attendance of the entitled persons (e.g., the members of the corporate bodies, the appointed secretary and the Designated Representative) at the Shareholders' Meeting may **only take place by telecommunication means** in the manner individually communicated to them, in compliance with the applicable regulatory provisions for such eventuality.

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1. **FINANCIAL STATEMENTS AS AT 31 DECEMBER 2024; DIRECTORS' REPORT ON OPERATIONS; REPORTS OF THE BOARD OF STATUTORY AUDITORS AND INDEPENDENT AUDITORS ON THE FINANCIAL STATEMENTS TO 31 DECEMBER 2024; INHERENT AND CONSEQUENT RESOLUTIONS. PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31 DECEMBER 2024, INCLUDING SUSTAINABILITY REPORTING AS AT 31 DECEMBER 2024 FOLLOWING THE TRANSPOSITION IN ITALY WITH LEGISLATIVE DECREE 125/2024 OF THE (EU) 2022/2464 CORPORATE SUSTAINABILITY REPORTING DIRECTIVE (CSRD).**

Dear Shareholders,

The Shareholders' Meeting in ordinary session, called for 28 April 2025 at the first call and, if necessary, for 29 April 2025 at the second call, is asked to approve the Company's financial statements to 31 December 2024.

It is noted that the Company's financial statements as at 31 December 2024 closed with a net profit of € 6,630,160.34.

The Shareholders' Meeting will also present the Company's consolidated financial statements as at 31 December 2024, closing with a net income of the Group headed by Biesse (the “**Group**” or the “**Biesse Group**”) of € 3,749,852.85. The Group's Consolidated Financial Statements as at 31 December 2024 were examined and approved by the Company's Board of Directors meeting on 14 March 2025.

Biesse will make available to shareholders, in the manner provided for by applicable law, the Company's Annual Financial Report as at 31 December 2024 (including the financial statements as at 31 December 2024, the consolidated financial statements, the management report and the certificate of the Financial Reporting Officer referred to in Art. 154-*bis*, paragraph 5, of the Consolidated Financial Statements) by 31 March 2025, together with the reports of the Independent Auditors on the above-mentioned financial statements and the report of the Board of Statutory Auditors. Pursuant to Legislative Decree No. 125/2024, the operations report will contain a special section in which the information necessary for understanding the group's impact on sustainability issues will be provided.

For further information on the first item on the agenda of the Shareholders' Meeting, please refer to this documentation, which will be made available to the public through the authorised storage mechanism [linfo](http://www.linfo.it) at www.linfo.it, as well as on the Company's *website* at www.biesse.com in the "*Governance and Investors - Financial Documents*" section and deposited at the Company's registered office.

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

“The Ordinary Shareholders' Meeting of Biesse S.p.A.,

- *having examined the Board of Directors' Report prepared pursuant to Article 125-ter of the TUF,*
- *having examined the draft financial statements of Biesse S.p.A. as of 31 December 2024,*
- *having acknowledged the report of the Board of Directors on operations,*
- *having acknowledged the reports of the Board of Statutory Auditors and the Independent Auditors,*
- *having taken note of the consolidated financial statements as at 31 December 2024 and of the related reports submitted by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors,*

RESOLVES

- *to approve the financial statements of Biesse S.p.A. (statutory Group parent company) as at 31 December 2024, which show a net profit of € 6,630,160.34.*

2. RESOLUTION ON THE ALLOCATION OF THE PROFITS OF BIESSE S.P.A. FOR THE 2024 FINANCIAL YEAR AND PROPOSAL FOR THE DISTRIBUTION OF THE DIVIDEND.

Dear Shareholders,

the Shareholders' Meeting in ordinary session, called at the first call for 28 April 2025 and, if necessary, for 29 April 2025 at the second call, is called to pass a resolution on the allocation of the profit for the year resulting from the Company's financial statements as at 31 December 2024.

At its meeting of 14 March 2025, the Board of Directors proposed to the Shareholders' Meeting to allocate the operating profit of € 6,630,160.34 according to the following allocation:

- (i) € 1,096,103.72 at the payment of dividends equal to a gross unit dividend of € 0.04 for each share entitled as of the date of this report;
- (ii) € 5,534,056.62 to be allocated to the Company's extraordinary reserve.

With reference to the payment of the unit dividend, the ordinary dividend deriving from the profits for the 2024 financial year, if authorised by the Meeting, will be paid on 7 May 2025 under the applicable provisions of law and regulations, with the date of coupon no. 19 being 5 May 2025. Under Art. 83-terdecies TUF, the authorisation will be based on the accounts existing at the end of the record date of 6 May 2025.

The Board of Directors now submits the following motion in relation to the **second item** on the agenda:

“The Ordinary Shareholders' Meeting of Biesse S.p.A.,

- *having acknowledged the financial statements to 31 December 2024,*

RESOLVES

- *to allocate the operating profit of € 6,630,160.34 as follows:*
 - a. € 1,096,103.72 upon payment of a unit dividend of € 0.04 for each eligible share;*
 - b. € 5,534,056.6 to be allocated to the Company's extraordinary reserve,*
- *to pay the dividend referred to in letter a. that precedes on 7 May 2025 with the date of issue of coupon No. 19 on 5 May 2025 and the date of eligibility for payment pursuant to Art. 83-terdecies of Legislative Decree 24 February 1998 No. 58 (so-called record date) on 6 May 2025”.*

3. REPORT ON THE REMUNERATION POLICY AND COMPENSATION PAID. APPROVAL OF THE FIRST SECTION OF THE REPORT PURSUANT TO ARTICLE 123-TER, PARAGRAPHS 3-BIS AND 3-TER, OF LEGISLATIVE DECREE NO. 58 OF 24 FEBRUARY 1998;

Dear Shareholders,

The Shareholders' Meeting in ordinary session, convened for 28 April 2025 at the first call and if necessary for 29 April 2025 at the second call is called, inter alia, to approve (Art. 123-bis paragraph 3-ter TUF) section one of the Remuneration Report, which provides an adequate, clear and comprehensible illustration of: *a*) the Company's policy on the remuneration of the Board members, directors-general, key management personnel and members of the supervisory bodies, without affecting the provisions of Art. 2402 of the civil code; *b*) the procedures used to adopt and implement the Policy.

The policy regarding remuneration and compensation paid is subject to the vote of the Shareholders' Meeting periodically, but in any case once every three years or when the policy is amended. Considering that the policy last approved by the Shareholders' Meeting of 29 April 2024 had a duration of one year, the Board of Directors is submitting the new remuneration policy, which will also have a duration of one year, to the convened Shareholders' Meeting.

For further information on the third item on the agenda of the Shareholders' Meeting, please refer to the report on Biesse's remuneration policy and compensation paid, including the first section, on which you are asked to comment, which will be made available to the public through the authorised storage mechanism linfo at www.linfo.it, as well as on the Company's website at www.biesse.com in the "Governance and Investors - Corporate Governance - Remuneration Policies" section and filed at the Company's registered office.

The Board of Directors thus asks the Meeting to approve the following motion in relation to the **third item** on the agenda:

"The Ordinary Shareholders' Meeting of Biesse S.p.A.,

- *having examined the first section of the report on the remuneration policy and compensation paid approved by the Company's Board of Directors on 14 March 2025, at the proposal of the Remuneration Committee met on 3 March 2025, pursuant to Article 123-ter of Legislative Decree no. 58 of 24 February 1998 and Article 84-quater, of the Issuers' Regulations adopted by Consob with Resolution no. 11971/1999, as amended;*
- *considering, pursuant to Article 123-ter of Legislative Decree No. 58 of 24 February 1998, the Shareholders' Meeting is called upon to cast a binding vote on the first section of the report on remuneration policy and compensation paid,*

RESOLVES

- *to approve section one of the Report on remuneration policy and compensation paid drawn up pursuant to Article 123-ter of Legislative Decree no. 58 of 24 February 1998 and Article 84-quater of the Issuers' Regulation adopted by Consob with Resolution no. 11971/1999'.*

4. REPORT ON THE REMUNERATION POLICY AND COMPENSATION PAID. ADVISORY VOTE ON SECTION TWO OF THE REPORT PURSUANT TO ART. 123-TER, PARAGRAPH 6 OF LEGISLATIVE DECREE OF 24 FEBRUARY 1998, NO. 58.

Dear Shareholders,

The Shareholders' Meeting convened at first call for 28 April 2025 and, if necessary, at the second call for 29 April 2025, is also asked to resolve, with a non-binding vote pursuant to Art. 123-ter paragraph 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 2024.

In particular, Section Two: (i) provides an adequate representation of each of the items that make up the remuneration paid in the year ended 31 December 2024, highlighting their consistency with the company's remuneration policy relating to the reference year; (ii) explains analytically the compensation paid in the financial year in respect of any security and in any form by the company and by subsidiaries or associates.

For further information on the fourth item on the agenda of the Shareholders' Meeting, please refer to the report on Biesse's remuneration policy and compensation paid, including the second section, on which you are asked to comment, which will be made available to the public through the authorised storage mechanism linfo at www.linfo.it, as well as on the Company's website at www.biesse.com in the "Governance and Investors - Corporate Governance - Remuneration Policies" section and filed at the Company's registered office.

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

“The Ordinary Shareholders' Meeting of Biesse S.p.A.,

- *having examined the second section of the report on the remuneration policy and compensation paid approved by the Company's Board of Directors on 14 March 2025, upon the proposal of the remuneration committee meeting held on 3 March 2025, pursuant to Article 123-ter of Legislative Decree no. 58 of 24 February 1998 and Article 84-quater of the Issuers' Regulations adopted by Consob with Resolution no. 11971/1999, as amended,*
- *considering that, pursuant to Art. 123-ter, paragraph 6, of Legislative Decree 24 February 1998, No. 58, the Shareholders' Meeting is called to cast a non-binding vote on the second section of the report on remuneration policy and compensation paid,*

RESOLVES

- *favourably of the second section of the report on remuneration and compensation paid pursuant to Article 123-ter of Legislative Decree No. 58 of 24 February 1998 and Article 84-quater of the Issuers' Regulation adopted by Consob with Resolution No. 11971/1999'.*

5. APPOINTMENT AND APPROVAL OF THE FEE FOR THE INDEPENDENT AUDITORS TO CERTIFY THE COMPLIANCE OF SUSTAINABILITY REPORTING, PURSUANT TO LEGISLATIVE DECREE NO. 39 OF JANUARY 27, 2010 (AS AMENDED), FOR THE FINANCIAL YEARS 2025-2027; INHERENT AND CONSEQUENT RESOLUTIONS. RATIFICATION OF THE CHANGES MADE TO THE COMPENSATION DUE BY BIESSE S.P.A. TO THE INDEPENDENT AUDITORS FOR THE STATUTORY AUDIT ACTIVITY; INHERENT AND CONSEQUENT RESOLUTIONS

Dear Shareholders,

The Shareholders' Meeting, convened in ordinary session at first call for 28 April 2025 and, if necessary, at second call for 29 April 2025, is called to deliberate about the appointment of the engagement for the attestation of the compliance of sustainability reporting and the approval of the related fee, as well as about the ratification of certain changes made to the fee due by Biesse to the auditing company for the statutory audit activity.

In fact, it should be remembered that, in accordance with Article 13, para. 2-ter, of Legislative Decree no. 39 of 27 January 2010, as amended by Legislative Decree no. 125 of 6 September 2024, issued in implementation of Directive (EU) 2022/2464 (the so-called Corporate Sustainability Reporting Directive or CSRD) (the "**Transposition Decree**"), the companies referred to in Article 2 of the Transposition Decree (which also includes Biesse) must specifically engage an auditor authorised in accordance with the aforementioned Legislative Decree no. 39/2010 to certify the conformity of the sustainability report. In particular, the auditor expresses, by means of the report referred to in Article 14-bis of the aforesaid Legislative Decree no. 39/2010, its conclusions on the compliance of the aforesaid reporting with the rules of the Transposition Decree, which govern its drafting criteria, its compliance with the marking obligation, as well as compliance with the disclosure requirements of Article 8 of Regulation (EU) 2020/852.

Pursuant to Legislative Decree No. 254 of December 30, 2016 (repealed by the Transposition Decree), the Board of Directors had appointed Deloitte & Touche S.p.A. to certify the conformity of the Biesse Group's consolidated non-financial statement in relation to the financial year ending December 31, 2024, for a total fee of €105,000.00.

Therefore, considering that, pursuant to Article 18 of the Transposition Decree, engagements to certify the compliance of the consolidated non-financial statement awarded prior to the entry into force of the Transposition Decree remain valid, Deloitte & Touche S.p.A. has performed its engagement to certify the compliance of the sustainability statement for the year ended December 31, 2024.

That being said, it is therefore necessary for the Company to grant a new appointment for the attestation of compliance of sustainability reporting in compliance with the regulations set forth in the Transposition Decree.

As a reminder, pursuant to the aforementioned Article 13, Paragraph 2-ter of Legislative Decree No. 39 of January 27, 2010, as amended by the Transposition Decree, the Shareholders' Meeting shall grant the appointment for the attestation of the compliance of sustainability reporting and determine the fee payable to the sustainability auditor or the statutory auditing firm for the entire term of the appointment and any criteria for adjusting this fee during the term of the appointment upon the proposal of the supervisory body.

Deloitte & Touche S.p.A. forwarded to Biesse its proposal for carrying out the engagement to issue the limited attestation report on the compliance of Biesse's consolidated sustainability reporting for the three-year period 2025-2027.

The proposal received has been reviewed by the Board of Statutory Auditors, which has formulated its reasoned proposal for the appointment of Deloitte & Touche S.p.A. to issue the limited attestation report on the compliance of the consolidated sustainability reporting of the Biesse Group for the three-year period 2025-2027 and to allocate the related fees, which is made available on the Company's website and is submitted for approval to the Shareholders' Meeting.

It should also be recalled that by resolution of June 20, 2018, the Shareholders' Meeting of Biesse, at the reasoned proposal of the Board of Statutory Auditors, resolved to appoint Deloitte & Touche S.p.A. to audit the Company's financial statements and the consolidated financial statements of the entire Group for the period 2019-2027 (hereinafter the “Engagement”).

Subsequent to the granting of the Engagement, there have been significant organizational changes in the Group as well as in the applicable regulatory provisions, as a result of which the fee payable to Deloitte & Touche S.p.A. in connection with the Engagement has been increased and is therefore a total of €407,309.00 as of December 31, 2024.

The Board of Directors then submits to the Shareholders' Meeting a proposal to ratify and, to the extent necessary, approve the supplement of the fee to Deloitte & Touche S.p.A. in connection with the Engagement.

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

“The Ordinary Shareholders' Meeting of Biesse S.p.A.,

- *having noted the legal obligations,*
- *having examined the illustrative report submitted by the Board of Directors,*
- *having noted the proposal formulated by the Board of Statutory Auditors containing the recommendation with respect to the assignment to Deloitte & Touche S.p.A. of the limited attestation of compliance of the consolidated sustainability reporting of Biesse S.p.A. for the financial years 2025-2027 in accordance with Legislative Decree No. 125 of September 6, 2024,*

RESOLVES

- *to appoint Deloitte & Touche S.p.A. to provide limited attestation of the compliance of the consolidated sustainability reporting of Biesse S.p.A. for the financial years 2025-2027, for an annual fee of €80,000.00, in accordance with the terms and conditions, including economic conditions, contained in the engagement proposal submitted by Deloitte & Touche S.p.A. and summarized in the Board of Statutory Auditors' proposal;*
- *to ratify and, as far as may be necessary, to approve the adjustment of the fees for the engagement of the independent auditors conferred by the Shareholders' Meeting of Biesse S.p.A. on June 20, 2018 on the independent auditors Deloitte & Touche S.p.A. to an amount totaling € 407. 309.00, and to ratify and, to the extent necessary, approve the adjustment of the fees for the engagement for limited attestation of the compliance of the consolidated sustainability reporting of Biesse S.p.A. for the year ending December 31, 2024, for a fee totaling €105,000.00;*
- *to empower the Chairman of the Board of Directors and the Chief Executive Officer, severally between them and with the power to sub-delegate to third parties, to provide, also through proxies, whatever is required, necessary or useful for the execution of what has been resolved, as well as to carry out the pertinent and necessary formalities with the competent bodies and/or offices, with the power to introduce any non-substantial amendments that may be required for the purpose, and in general whatever is necessary for their complete execution, with any and all powers necessary and appropriate, in compliance with current regulatory provisions.”*

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Pesaro, 28 March 2025

The Chairman of the Board of Directors