

Notice of call of the Ordinary and Extraordinary Shareholders' Meeting

Shareholders of Biesse S.p.A. (“**Biesse**” or the “**Company**”) are hereby summoned to the Ordinary and Extraordinary Shareholders' Meeting (the “**Shareholders' Meeting**”), on **April 28, 2025** at **10:00** a.m. in first call and in second call on **April 29, 2025**, at **10:00**, 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.

Pursuant to art. 83-*sexies* of Legislative Decree No. 58 of February 24, 1998 (“**TUF**”), entitlement to attend the Shareholders' Meeting and exercise the right to vote is certified by a communication made to the Company by the intermediary, in compliance with its accounting records, in favor 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, April 15, 2025** – the *record date*). The credit and debit entries made to 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.

In accordance with the provisions of 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 may take place **exclusively through the designated representative**, in accordance

with the provisions of the law and current legislation, who may also be granted proxies and/or sub-proxies. The Company appointed Computershare S.p.A. – with registered office in Milan, via Mascheroni No. 19 – as Designated Representative (the "**Designated Representative**").

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

Information on the amount of the share capital, the granting of the proxy/sub-proxy to the Designated Representative, the right to ask questions, integrate the agenda, to submit resolution proposal pursuant to article 126-*bis*, paragraph 1, first sentence, of the TUF, the submission of individual resolution proposal by holders of voting rights provided for in article 135-*undecies*.1, paragraph 2, of the TUF, as well as on the availability of the documentation relating to the items on the agenda (ordinary and extraordinary session), can be found in the full text of the notice of call published on the Company's website at www.biesse.com ("*Governance and Investor /For the investor/ Shareholders' Meeting 28/04/2025*" section) and available at the authorized storage mechanism IInfo at www.1info.it.

It should be noted that the Annual Financial Report as of 31 December 2024 and the documentation required by art. 154-*ter*, paragraph 1, of the TUF, as well as the Sustainability Report, the Report on Corporate Governance and Ownership Structures, the Report on Remuneration Policy and Compensation Paid, are available to the public as from 31 March 2025 - in the manner provided for by the regulations in force - at the registered office, on the Company's website, www.biesse.com (*Governance and Investor* section) as well as on the authorized storage mechanism Iinfo at www.1info.it.

It should be also noted that the summary of the main figures related to the financial statements of the subsidiaries of Biesse Group pursuant to Article 2429, Paragraph 4 of the Civil Code, will be made available to the public in the terms and manner prescribed by current regulations, as of March 31, 2025.

Pesaro, 28 March 2025

For the Board of Directors

The Chairman