

BIESSE S.P.A.

DIRECTORS' REPORT PRESENTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING OF BIESSE S.P.A. CALLED IN FIRST CALL FOR 28 APRIL 2026 AND, IF NECESSARY, FOR 29 APRIL 2026 IN SECOND CALL, PREPARED PURSUANT TO ART. 125-TER OF LEGISLATIVE DECREE NO. 58 OF 24 FEBRUARY 1998 ("TUF") AND ARTICLES 73 AND 84-TER OF THE ISSUERS REGULATIONS ADOPTED BY CONSOB RESOLUTION NO. 11971 OF 14 MAY 1999, AS AMENDED ("ISSUERS REGULATION").

27 MARCH 2026

Dear Shareholders,

By notice of the meeting published on the website of Biesse S.p.A. (the “**Company**”, “**Biesse**” or the “**Issuer**”), distributed and stored at the authorised storage mechanism www.linfo.it, and published in the *Libero* newspaper of 27 March 2026, the Ordinary Shareholders' Meeting of the Company has been convened in first call for 28 April 2026 and, if necessary, for 29 April 2026 in second call, at the registered office in Pesaro (PU), Via della Meccanica, 16 at 10.00 am, to discuss and resolve on the following:

Agenda

1. Approval of the financial statements as at 31 December 2025 of the merged company Bavelloni S.p.A. and accompanying reports. Related resolutions;
2. Financial statements as at 31 December 2025; Directors' Report on Operations; reports of the Board of Statutory Auditors and Independent Auditors on the Financial Statements as at 31 December 2025; related resolutions. Presentation of the consolidated financial statements as at 31 December 2025, including the sustainability report as at 31 December 2025;
3. Resolution regarding the Company's 2025 operating profit/loss;
4. Report on the remuneration policy and compensation paid. Binding resolution on the first section of the report pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree 58/1998;
5. Report on the remuneration policy and compensation paid. Non-binding resolution on the second section of the report pursuant to Article 123-ter, paragraph 6, of Legislative Decree 58/1998;
6. Authorisation to pay an additional fee for non-recurring activities carried out as part of the statutory audit by the auditing firm Deloitte & Touche S.p.A. during the 2025 financial year and for additional activities relating to sustainability reporting. Supplemental fee due to said auditing firm for the statutory audit assignment for the 2025 financial year, pursuant to Legislative Decree No. 39/2010. Related resolutions;
7. Appointment of two directors following resignations and subsequent co-optation pursuant to Article 2386 of the Italian Civil Code. Related and consequent resolutions.
8. Authorisation to purchase and dispose of treasury shares pursuant to and for the purposes of Articles 2357 et seq. of the Italian Civil Code, as well as Article 132 of Legislative Decree 58/1998 and Article 144-bis of the Consob Regulation adopted by Resolution No. 11971/1999, subject to revocation of the previous authorisation approved by the Shareholders' Meeting on 18 November 2024. Related resolutions.

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1. APPROVAL OF THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2025 OF THE MERGED COMPANY BAVELLONI S.p.A. AND ACCOMPANYING REPORTS. RELATED RESOLUTIONS.

Dear Shareholders,

On 28 October 2025, Biesse's Board of Directors approved the plan to merge the wholly owned company Bavelloni S.p.A. ("**Bavelloni**") with Biesse. The related merger deed was signed on 26 February 2026.

The merger will take effect on 1 April 2026. Therefore, the Shareholders' Meeting convened for 28 April 2026 in first call and, if necessary, for 29 April 2026 in second call, is called upon to approve the financial statements for the year ended 31 December 2025 of Bavelloni.

The financial statements for the year ended 31 December 2025 show a loss of €8,701,574, which will be covered in full by reserves. Therefore, on the effective legal date and thus on the date of approval of the financial statements, the assets and liabilities from the merged entity Bavelloni will be already recognised in the accounting records of the merging company. These financial statements will be provided to the shareholders in accordance with the legal deadlines and conditions (**Annex 1**), to which reference should be made for more information concerning the first item on the agenda of the Shareholders' Meeting.

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

“The Ordinary Shareholders' Meeting of Biesse S.p.A., having examined the draft financial statements of Bavelloni S.p.A. as at 31 December 2025,

RESOLVES

to approve the financial statements of Bavelloni S.p.A. as at 31 December 2025, which show a loss of €8,701,574.

2. FINANCIAL STATEMENTS AS AT 31 DECEMBER 2025; DIRECTORS' REPORT ON OPERATIONS; REPORTS OF THE BOARD OF STATUTORY AUDITORS AND INDEPENDENT AUDITORS ON THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2025; RELATED RESOLUTIONS. PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31 DECEMBER 2025, INCLUDING THE SUSTAINABILITY REPORT AS AT 31 DECEMBER 2025.

Dear Shareholders,

The Shareholders' Meeting convened for 28 April 2026 in first call (ordinary session) and, if necessary, for 29 April 2026 in second call, is called upon to approve the Company's financial statements as at 31 December 2025.

It is noted that the Company's financial statements as at 31 December 2025 closed with a net loss of €15,206,361.27.

The Shareholders' Meeting will also present the Company's consolidated financial statements as at 31 December 2025, closing with a net loss of the Biesse Group (the “**Group**” or “**Biesse Group**”) of €19,569,603.59. The Group's Consolidated Financial Statements as at 31 December 2025 were examined and approved by the Company's Board of Directors meeting on 13 March 2026.

Biesse will make available to shareholders, in the manner provided for by applicable law, the Company's Annual Financial Report as at 31 December 2025 (including the financial statements as at 31 December 2025, 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 Act) on 31 March 2026, 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 second 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 filed at the Company's registered office.

The Board of Directors therefore submits the following motion to the convened Shareholders' Meeting in relation to the **second 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 Consolidated Law on Finance,*
- having examined the draft financial statements of Biesse S.p.A. as of 31 December 2025,*
- 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 2025 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 2025, which show a net loss of €15,206,361.27”.

3. RESOLUTION REGARDING THE COMPANY'S 2025 OPERATING PROFIT/LOSS.

Dear Shareholders,

the Shareholders' Meeting convened in first call for 28 April 2026 (ordinary session) and, if necessary, for 29 April 2026 in second call, is called upon to pass a resolution on the allocation of the profit/loss for the year resulting from the Company's financial statements as at 31 December 2025.

At its meeting on 13 March 2026, the Board of Directors proposed that the Shareholders' Meeting resolve to cover the operating loss of €15,206,361.27 by using the extraordinary reserve; Furthermore, it also proposes to withdraw €673,808.74 from the latter to be allocated to the foreign exchange gains reserve.

The Board of Directors thus proposes the following motion to the convened Shareholders' Meeting in relation to the **third item** on the agenda:

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

- having acknowledged the financial statements as at 31 December 2025,*

RESOLVES

to cover the operating loss of €15,206,361.27 by using the extraordinary reserve and to withdraw €673,808.74 from the latter to be allocated to the foreign exchange gains reserve.

4. REPORT ON THE REMUNERATION POLICY AND COMPENSATION PAID. BINDING RESOLUTION ON THE FIRST SECTION OF THE REPORT PURSUANT TO ARTICLE 123-TER, PARAGRAPHS 3-BIS AND 3-TER, OF LEGISLATIVE DECREE 58/1998.

Dear Shareholders,

The Shareholders' Meeting convened in first call for 28 April 2026 (ordinary session) and if necessary for 29 April 2026 in second call is called upon, inter alia, to approve, pursuant to Art. 123-bis paragraph 3-ter of the 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 Board members, general managers, 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 28 April 2025 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 fourth 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 proposes the following motion to the convened Shareholders' Meeting in relation to the **fourth 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 13 March 2026, at the proposal of the Remuneration Committee met on 6 March 2026, 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.”*

5. REPORT ON THE REMUNERATION POLICY AND COMPENSATION PAID. NON-BINDING RESOLUTION ON THE SECOND SECTION OF THE REPORT PURSUANT TO ARTICLE 123-TER, PARAGRAPH 6, OF LEGISLATIVE DECREE NO. 58/1998.

Dear Shareholders,

The Shareholders' Meeting convened in first call for 28 April 2026 (ordinary session) and, if necessary, in second call for 29 April 2026, is called upon 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 2025.

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 2025, 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 fifth 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 called upon 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 to the convened Shareholders' Meeting in relation to the **fifth 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 13 March 2026, upon the proposal of the Remuneration Committee meeting held on 6 March 2026, 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 upon 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.”*

6. AUTHORISATION TO PAY AN ADDITIONAL FEE FOR NON-RECURRING ACTIVITIES CARRIED OUT AS PART OF THE STATUTORY AUDIT BY THE AUDITING FIRM DELOITTE & TOUCHE S.P.A. DURING THE 2025 FINANCIAL YEAR AND FOR ADDITIONAL ACTIVITIES RELATING TO SUSTAINABILITY REPORTING. SUPPLEMENTAL FEE DUE TO SAID AUDITING FIRM FOR THE STATUTORY AUDIT ASSIGNMENT FOR THE 2025 FINANCIAL YEAR, PURSUANT TO LEGISLATIVE DECREE NO. 39/2010 (AS AMENDED AND SUPPLEMENTED). RELATED RESOLUTIONS

Dear Shareholders,

the Shareholders' Meeting convened in first call for 28 April 2026 and, if necessary, for 29 April 2026 in second call, is called upon to pass a resolution on the proposed authorisation for: (i) the payment of an supplemental fee for non-recurring activities performed by Deloitte & Touche S.p.A. ("**Deloitte**") as part of the statutory audit of the accounts during the 2025 financial year and for additional activities relating to sustainability reporting, as well as (ii) the restructuring of the fee payable to the same auditing firm in the 2025 financial year for the statutory audit appointment.

1. Regulatory framework

Pursuant to Article 13 of Legislative Decree No. 39/2010, the shareholders' meeting, at the reasoned proposal of the control body, appoints the statutory auditor and determines the remuneration due to the statutory auditor or the auditing firm for the entire duration of the appointment and any criteria for adjusting such remuneration during the appointment.

It should be noted that these adjustment criteria were not determined by the Biesse shareholders' meeting of 20 June 2018, during which Deloitte was appointed to perform the statutory audit, nor by the Biesse shareholders' meeting of 28 April 2025, during which certain changes to the fee due to Deloitte for the statutory audit were ratified.

2. Fee for non-recurring activities completed in 2025

In a communication dated 19 December 2025, Deloitte explained to Biesse the circumstances justifying the request for payment of an additional fee for non-recurring activities completed in 2025.

In particular, the Biesse Group is continuing its strategic transformation process in line with the business model defined within the scope of the "One Company" project. This process involved Deloitte carrying out non-recurring activities relating to the audit of the accounting treatment of extraordinary corporate reorganisation transactions carried out by the Biesse Group in the 2025 financial year.

Furthermore, the Biesse Group carried out an impairment test for the purposes of the consolidated interim financial report as at 30 June 2025, since the conditions for the application of international accounting standard IAS 36 were met due to the withdrawal of the 2024-2026 Three-Year Plan on 14 May 2025. This involved Deloitte carrying out non-recurring activities relating to the verification of the aforementioned impairment test, including through the involvement of experts.

In view of the above activities, Deloitte estimated an additional commitment of 560 hours in the 2025 financial year, for an additional fee totalling €35,000.

This amount is broken down as follows:

- (i) €20,000 for non-recurring audit activities relating to the audit of the accounting treatment of extraordinary corporate reorganisation transactions carried out by the Biesse Group in the 2025 financial year;
- (ii) €10,000 for additional activities related to the impairment test carried out for the purposes of the consolidated interim financial report as at 30 June 2025;
- (iii) €5,000 for auditing activities relating to the accounting of 2025 expenses resulting from the departure of certain senior figures from the company.

3. Fee for additional activities related to sustainability reporting

In a communication dated 29 January 2026, Deloitte explained to Biesse the circumstances justifying the request for payment of an additional fee for non-recurring activities completed in 2025.

In particular, within the scope of the limited assurance engagement of the sustainability reporting of Biesse and its subsidiaries for the three-year period 2025-2027 pursuant to Article 8 of Legislative Decree No. 125 of 6 September 2024, Deloitte reported that there was a need for greater use of resources than the use of professional staff estimated when the fees for the engagement were determined. This variation is attributable to the changes that affected the Group in the 2025 financial year.

In view of the above activities, Deloitte has identified an additional commitment in the 2025 financial year, for a further total fee of €12,000.

4. Restructuring of fees for the 2025 financial year

In view of (i) the change in the Group's structure and (ii) the introduction of new auditing standards, Deloitte also indicated the need to restructure its audit plan and, consequently, its fees for auditing the separate and consolidated financial statements for the year ending 31 December 2025.

The restructuring of fees for the 2025 financial year refers to:

- (i) €10,000 for the audit of Biesse's consolidated financial statements, in consideration of the additional activities for the coordination of audit procedures on subsidiaries, with particular reference to supervision, guidance and definition of audit procedures and review of the working papers of secondary auditors who are not part of the Deloitte network, following the entry into force of the international auditing standard ISA 600 Revised, which introduces more extensive supervision and management of the work performed by the auditors of the Group's components;
- (ii) €8,000 for auditing specific items in the annual reporting package and limited auditing of the interim reporting package of the newly established Biesse Tooling S.r.l.;
- (iii) €15,000 for the auditing of specific items in the annual reporting package of Biesse Deutschland GmbH, replacing the auditing activities assigned to a secondary auditor for the 2024 financial year.

The total restructuring of fees for the 2025 financial year therefore amounts to €33,000 (gross).

At the same time, savings of €20,100 were recorded as a result of changes in the scope of consolidation of the Biesse Group in the 2024 financial year, including the merger of Forvet S.p.A. with Bavelloni, which will result in savings of €7,100 in fees for the 2025 financial year, and the exit from the scope of consolidation of OOO Biesse Group Russia, which resulted in savings of €13,000 in fees for the 2025 financial year.

Therefore, the net restructuring of the Biesse Group's audit fees for the 2025 financial year amounts to €12,900, with total Deloitte audit fees (Italy and abroad) amounting to €410,209, compared to €397,309 in the previous financial year.

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In view of the above, the Board of Statutory Auditors examined Deloitte's requests in order to formulate its own proposal. Please refer to the proposal of the Board of Statutory Auditors attached to this report for further information on the requested adjustment (**Annex 2**), as well as on the preliminary investigation and assessment carried out by the Board of Statutory Auditors.

Following the assessments and checks carried out, the Board of Statutory Auditors (i) considered that the request for additional work was consistent with the statutory audit process referred to in the existing engagement, appropriate in view of the non-recurring activities carried out and the change in the Group's structure, and reasonable in relation to the professional commitment required; and, therefore, (ii) expressed a favourable opinion on supplementing the original proposal, in the terms presented by Deloitte.

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The Board of Directors thus proposes the following motion to the convened Shareholders' Meeting in relation to the **sixth item** on the agenda:

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

- *having examined the Report of the Board of Directors prepared pursuant to Article 125-ter of the Consolidated Law on Finance, as well as Articles 73 and 84-ter of the Issuers' Regulations;*
- *having taken note of the reasoned proposal of the Board of Statutory Auditors of Biesse S.p.A., pursuant to Article 13 of Legislative Decree No. 39/2010;*
- *having taken note of the communication from Deloitte & Touche S.p.A. dated 19 December 2025 regarding the adjustment of fees for the statutory audit of the accounts for the financial year 2025 and the communication dated 29 January 2026 regarding the adjustment of fees for the limited review of the sustainability report;*
- *considering that the activities described in the aforementioned communication qualify as activities related to the auditing of accounts;*

RESOLVES

- a) *to authorise the payment of an additional fee to Deloitte & Touche S.p.A. for a total of €35,000, for non-recurring activities carried out as part of the statutory audit of the accounts during the 2025 financial year, broken down as follows:*
 - (i) *€20,000 for non-recurring audit activities relating to the audit of the accounting treatment of extraordinary corporate reorganisation transactions carried out by the Biesse Group in the 2025 financial year;*
 - (ii) *€10,000 for additional activities related to the impairment test carried out for the purposes of the Consolidated Half-Yearly Financial Report as at 30 June 2025;*
 - (iii) *€5,000 for additional auditing activities relating to the accounting of 2025 expenses resulting from the departure of certain senior figures from the company;*
- b) *to authorise the payment of an additional fee to Deloitte & Touche S.p.A. for a total of €12,000 for additional activities relating to the limited review of the sustainability report for the 2025 financial year, pursuant to Article 8 of Legislative Decree No. 125 of 6 September 2024;*
- c) *to supplement the fee due to Deloitte & Touche S.p.A. for the statutory audit of the accounts for the 2025 financial year, approving the restructuring of fees for a net amount of €12,900, bringing the total Deloitte audit fees (Italy and abroad) for the financial year 2025 to €410,209;*

d) to grant the Board of Directors and, on its behalf, the Chairman, with the power to sub-delegate for individual acts or categories of acts, all the broadest powers necessary, without exception or exclusion, to fully implement the above resolutions, with the express power to make any amendments, additions and/or changes to the same that may be necessary, including as a result of any requests from the competent authorities.”

7. APPOINTMENT OF TWO DIRECTORS FOLLOWING RESIGNATIONS AND SUBSEQUENT CO-OPTATION PURSUANT TO ARTICLE 2386 OF THE ITALIAN CIVIL CODE. RELATED RESOLUTIONS.

Dear Shareholders,

The Shareholders' Meeting convened for 28 April 2026 in first call (ordinary session) and, if necessary, for 29 April 2026 in second call, is called upon to approve the appointment of two members of the Board of Directors.

In this regard, it should be noted that, following the resignation of the Chief Executive Officer Massimo Potenza (as announced in the press release issued on 12 June 2025), on 1 August 2025, the Company's Board of Directors appointed Salvatore Giordano as a new non-executive and non-independent director of Biesse, pursuant to and for the purposes of Article 2386, paragraph 1, of the Italian Civil Code, with the favourable opinion of the Board of Statutory Auditors.

Similarly, following the resignation of the independent non-executive director Massimiliano Bruni (as announced in the press release issued on 8 July 2025), on 30 September 2025, the Company's Board of Directors appointed Pier Giorgio Bedogni as a new non-executive and independent director of Biesse, pursuant to and for the purposes of Article 2386, paragraph 1, of the Italian Civil Code, with the favourable opinion of the Board of Statutory Auditors.

In accordance with the law, Salvatore Giordano and Pier Giorgio Bedogni will remain in office until the next shareholders' meeting, which will be called upon to pass a resolution on their confirmation or replacement in accordance with the procedures set out in Biesse's articles of association (the "**Articles of Association**"). The Directors thus appointed by the shareholders' meeting will remain in office, in accordance with the law, until the expiry of the term of office of the current Board of Directors (i.e. until the shareholders' meeting called to approve the financial statements for the year ending 31 December 2026).

The Board of Directors intends to propose to the Shareholders' Meeting that Salvatore Giordano and Pier Giorgio Bedogni be confirmed as members of the Board of Directors, without prejudice to the right of shareholders to submit further nominations within the deadline indicated in the notice convening the Shareholders' Meeting. Applications must be accompanied by *CVs* and statements in which candidates declare their willingness to accept the position if appointed and certify, under their own responsibility, that there are no grounds for ineligibility or incompatibility and that they meet the requirements laid down by law and other applicable provisions, as well as any mention of their suitability to qualify as independent in accordance with current legislation and regulations.

These Directors will receive the same remuneration currently paid to members of the Board of Directors, as set out in the Report on Remuneration Policy and Remuneration Paid, approved by the Board of Directors on 13 March 2026.

The *CVs* and statements issued by Mr. Salvatore Giordano and Mr. Pier Giorgio Bedogni regarding: (i) willingness to accept the position; (ii) the absence of grounds for ineligibility or incompatibility; and (iii) compliance with the requirements laid down by law and other applicable provisions are attached to this report (**Annex 3**).

Shareholders wishing to submit candidacies must send them in writing, by registered letter with return receipt to the Company's registered office and/or to the following certified email address (pec) biessespa@legalmail.it and, for information, to the address investor@biesse.com, from a certified email account, by **Monday, 13 April 2026**.

Candidacies must be accompanied by:

- a declaration by which the candidate accepts their candidacy and certifies, under their own responsibility, the absence of any grounds for ineligibility or incompatibility provided for by law or the Articles of Association, as well as the fulfillment of the integrity requirements prescribed for Standing auditors of listed companies by art. 148, paragraph 4, of the TUF, as referred to for directors by art. 147-quinquies, paragraph 1, of the TUF, including a declaration regarding any fulfillment of the independence requirements provided for by the combined provisions of articles 147-ter, paragraph 4, and 148, paragraph 3, of the TUF and/or by the Corporate Governance Code;
- a curriculum vitae, containing comprehensive information on the candidate's personal and professional characteristics, as well as a list of positions held in other companies;
- an indication of the identity of the shareholder who submitted the candidacy and the percentage of shareholding held; and
- any other further or different declaration, information and/or document required by law and applicable regulations.

Candidacies received by the Company within the terms and in the manner described above will be published on the Company's website at www.biesse.com, in the "Governance & investors/For investors/Shareholders' meeting 28/04/2026" section, at the authorized storage mechanism linfo at www.linfo.it, and filed at the Company's registered office, without delay and in any case by **Wednesday, 15 April 2026**.

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The Board of Directors thus proposes the following motion to the convened Shareholders' Meeting in relation to the **seventh item** on the agenda:

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

- *having examined the Report of the Board of Directors prepared in accordance with Article 125-ter of the Consolidated Law on Finance, as well as Articles 73 and 84-ter of the Issuers' Regulations,*
- *having examined the documentation made available to the Company with regard to the applications received,*
- *having acknowledged the need to appoint two new members to the Board of Directors,*

RESOLVES

1. *to appoint Salvatore Giordano, born in Pietrafitta (CS) on 10/09/1950, tax code GRDSVT50P10G615J, whose term of office will end upon expiry of the term of office of the current Board of Directors, i.e. on the date of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2026;*
2. *to appoint Pier Giorgio Bedogni, born in Turin (TO) on 2/9/1958, tax code BDGPGR58P02L219C, whose term of office will end upon expiry of the term of office of the current Board of Directors, i.e. on the date of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2026;*

3. *to grant the Board of Directors and, on its behalf, the Chairman and Chief Executive Officer, with the power to sub-delegate to third parties, all the powers necessary to implement the resolution referred to in points 1 and 2, including through third-party attorneys and intermediaries, in compliance with the requirements of applicable legislation and the competent authorities.”*

8. **AUTHORISATION TO PURCHASE AND DISPOSE OF TREASURY SHARES PURSUANT TO AND FOR THE PURPOSES OF ARTICLES 2357 ET SEQ. OF THE ITALIAN CIVIL CODE, AS WELL AS ARTICLE 132 OF LEGISLATIVE DECREE 58/1998 AND ARTICLE 144-BIS OF THE ISSUERS' REGULATION, SUBJECT TO REVOCATION OF THE PREVIOUS AUTHORISATION APPROVED BY THE SHAREHOLDERS' MEETING ON 18 NOVEMBER 2024. RELATED RESOLUTIONS.**

Dear Shareholders,

The Shareholders' Meeting convened in first call for 28 April 2026 (ordinary session) and, if necessary, for 29 April 2026 in second call, is called upon to approve the proposal to authorise the purchase and disposal of treasury shares for the purposes, in accordance with the procedures and terms set out below.

Please note that on 18 November 2024, the Biesse Shareholders' Meeting approved: (i) an authorisation to purchase treasury shares for a period of 18 months (which will therefore expire on 18 May 2026); and (ii) an authorisation to dispose of treasury shares, without time limits.

In view of the approaching expiry of the eighteen-month period for the authorisation to purchase shares approved by the Biesse Shareholders' Meeting on 18 November 2024, it is proposed that the Shareholders' Meeting renew the authorisation to purchase treasury shares, for the purposes, under the terms and conditions set out below, for a further period of eighteen months, and to grant a new authorisation for the disposal of treasury shares without time limits, subject to revocation of the previous authorisation and without prejudice to the effects of the latter in relation to acts performed and/or connected and consequential thereto.

1. Reasons for requesting authorisation to purchase and dispose of treasury shares.

The Board of Directors proposes to the Shareholders' Meeting to confirm the Board of Directors' authority to dispose of and purchase treasury shares for the following purposes, which are in line with those provided for in the previous authorisation by the Shareholders' Meeting:

- (i) intervene, in compliance with current regulations, including within the scope of market practices permitted under Article 13 of Regulation (EU) No. 596 of 16 April 2014 on market abuse (the "**MAR Regulation**") and adopted from time to time by Consob (the "**Market Practices**") in order to provide liquidity to the market for a specified period of time, thereby promoting the normal functioning of trading;
- (ii) allow the Company to
 - a) dispose of and/or use treasury shares, consistently with the strategic lines that the Company intends to pursue, within the scope of extraordinary transactions, including, by way of example but not limited to, exchange, contribution or at the service of capital transactions, as well as within the scope of exchange and/or sale transactions of share packages and/or for the conclusion of commercial and/or strategic alliances or for other uses deemed of financial and/or management interest for the Company; and/or
 - b) purchase treasury shares with a view to medium- and long-term investment, or in any case to seize market opportunities also through the purchase and resale of shares whenever deemed appropriate both on the market (as regards disposal) and in the so-called over-the-counter markets or even outside the market as long as at market conditions and in compliance with the applicable laws and regulations; and/or

- c) acquire treasury shares to be used, where appropriate, to service share incentive plans, including long-term plans, both existing and future, reserved for directors and/or employees and/or collaborators of the Company, or of Biesse subsidiaries; and/or
- d) initiate share buyback programmes for the purposes set out in Article 5 of the MAR Regulation on market abuse - i.e. the reduction of share capital, the fulfilment of obligations arising from debt instruments convertible into share instruments or from share option programmes or other allocations of shares to employees or members of the management and control bodies of the Company or its affiliated companies or any other purpose that may be contemplated by said regulation in the version in force pro tempore - and/or for the purposes contemplated by the Market Practices, under the terms and in the manner that may be decided by the Board of Directors,

The Board of Directors also considers it appropriate for the Company to proceed with any disposal of treasury shares purchased, including in order to take advantage of opportunities to maximise the value offered by market trends and, therefore, also for trading activities, without prejudice to compliance with the relevant regulations on market abuse.

Finally, the authorisation request also includes the power of the Board of Directors to carry out repeated and successive purchases and sales (or other acts of disposal) of treasury shares, including on a revolving basis, even for fractions of the maximum authorised quantity, so that, at any time, the total number of shares subject to the proposed purchase and owned by the Company and, where applicable, by its subsidiaries, does not exceed the limits set by the Shareholders' Meeting authorisation.

2. Maximum number, category and nominal value of the shares to which the authorisation relates

At the date of this Report, Biesse's share capital amounts to €27,402,593.00, divided into 27,402,593 ordinary shares with a par value of €1 each and 41,373,093 voting rights.

At the date of this Report, it should be noted that: (i) the Company holds 822,448 treasury shares, corresponding to a total of 1.99% of the total number of voting rights; and (ii) the subsidiaries do not hold any shares in the Company.

The Board of Directors requests authorisation to purchase treasury shares in compliance with the limit set forth in Article 2357, paragraph 3, of the Italian Civil Code, whereby the Company shall never hold more than 5,480,519 treasury shares or a different number of ordinary shares whose implicit nominal value represents a portion not exceeding one fifth of the share capital, also taking into account the treasury shares already held by the Company by virtue of purchases made on the basis of previous authorisations by the Shareholders' Meeting and any shares held by its subsidiaries. In respect of such purchases, the maximum total disbursement by the Company may under no circumstances exceed €5,000,000.

It is also proposed to authorise the Board of Directors to dispose of the treasury shares from time to time in portfolio, even before the purchases for the purposes set forth in Paragraph 1 above have finished.

If treasury shares are held in the portfolio, further purchase transactions may be carried out until the expiry of the authorisation by the Shareholders' Meeting, subject to the legal quantitative limits mentioned above, as well as the conditions established by the Shareholders' Meeting.

3. Useful information for assessing compliance with the provisions of Article 2357, paragraphs 1 and 3, of the Italian Civil Code.

The purchase of treasury shares may be carried out in accordance with Article 2357, paragraph 1, of the Italian Civil Code and therefore through the use of (i) retained earnings, distributable by the Company, resulting from the

last duly approved financial statements, net of the allocation to the legal reserve, as well as (ii) available reserves. To this end, reference is made to the draft financial statements for the financial year ending 31 December 2025, assuming its approval by the Shareholders' Meeting in accordance with the terms proposed by the Board of Directors.

The purchase of treasury shares will also be carried out in accordance with Article 2357, paragraph 3, of the Italian Civil Code, whereby the implicit nominal value of the treasury shares held by the Company may never exceed one fifth of the share capital, also taking into account the treasury shares already held by the Company by virtue of purchases made on the basis of previous authorisations by the Shareholders' Meeting and any shares held by its subsidiaries. In respect of such purchases, the maximum total disbursement by the Company may under no circumstances exceed €5,000,000.

The Board of Directors is required to verify compliance with the conditions set forth in Article 2357, paragraphs 1 and 3, of the Italian Civil Code for the purchase of treasury shares when executing each authorised purchase. Specific instructions will be given to subsidiaries to promptly report any acquisition of shares carried out pursuant to Article 2359-*bis* of the Italian Civil Code.

Furthermore, pursuant to Article 2357-*ter*, paragraph 3, of the Italian Civil Code, the purchase of treasury shares will result in a reduction in shareholders' equity of an equal amount, through the recording of a specific item with a negative sign in the liabilities section of the financial statements.

4. Requested duration of the authorisation

The authorisation to purchase treasury shares, which is the subject of the proposal to the Shareholders' Meeting, is requested for the maximum duration permitted by Article 2357, paragraph 2, of the Italian Civil Code and, therefore, for a period of 18 months from the date of any authorisation by the Shareholders' Meeting.

Authorisation to dispose of treasury shares already in the portfolio, and those that may be purchased in the future, is requested without time limits, given the absence of regulatory restrictions in this regard and the desire to have maximum flexibility, including in terms of time frame, for the possible disposal of such shares.

5. Minimum and maximum consideration for purchased treasury shares

The Board of Directors proposes to establish that, in any case, purchases shall be made:

- (i) at a price per share that may not deviate downward or upward by more than 15% from the reference price recorded by the share on the stock exchange trading session prior to each individual transaction or in the trading session of the stock exchange prior to the date of announcement of the transaction, depending on the technical procedures identified by the Board of Directors; and
- (ii) at a price not exceeding the higher of the price of the last independent transaction and the price of the highest current bid on the trading venue where the purchase is made.

In the event of the programme being executed pursuant to Article 5 of MAR and Delegated Regulation (EU) 2016/1052, the relevant price and volume limits shall apply as a matter of priority; any additional restrictions shall apply to the extent that they do not conflict with the aforementioned parameters.

Disposals and any other act of disposition or use of treasury shares will take place:

- (i) if executed in cash, at a price per share to be established on the basis of the criteria set forth in the applicable regulations and/or the market practices in force from time to time or, in any case, at a price not 15% lower than the reference price recorded by the share during the trading session of the stock exchange prior to each individual transaction, it being understood that this price limit may be waived

in the case of the transfer of shares in execution of incentive programmes and in any case of plans pursuant to Article 114-*bis* of the Consolidated Law on Finance or within the framework of extraordinary transactions;

- (ii) if the share sale or disposal takes place in the context of an extraordinary operation including but not limited to an exchange, swap or contribution, or in order to service an equity transaction or other corporate or financial operation or any other extraordinary operation or any other non-cash act of disposition, it will take place according to the terms and conditions determined by the Board of Directors based on the nature and characteristics of the operation, also taking into account the trend in the market for Biesse shares;
- (iii) with regard to shares serving the share incentive plans, under the terms and conditions set forth in the regulations of the plans;

and, in any event, in compliance with the terms, conditions and requirements set forth in applicable law and, where applicable, in the market practices permitted from time to time in force. In the event of conflict, the requirements set out in Article 5 of the MAR and Delegated Regulation (EU) 2016/1052 shall prevail.

6. Procedure for purchases and disposals

Pursuant to Article 132 of the Consolidated Law on Finance, share buybacks shall be carried out in such a way as to ensure equal treatment of shareholders, in accordance with Consob regulations. Specifically, the Board of Directors is seeking authorisation from the Shareholders' Meeting to purchase treasury shares, on one or more occasions, directly on the market, in accordance with the procedures set out in Article 144-*bis*, paragraph 1, of the Issuers' Regulations, and, in view of the purposes of the requested authorisation, by any other means permitted by the relevant laws and regulations in force at the time.

It should be noted that, pursuant to the exemption referred to in Article 132, paragraph 3, of the Consolidated Law on Finance, the aforementioned operating procedures do not apply in the event of the purchase of treasury shares held by employees of the Company or its subsidiaries and assigned or subscribed pursuant to Articles 2349 and 2441, paragraph 8, of the Italian Civil Code, or resulting from plans approved pursuant to Article 114-*bis* of the Consolidated Law on Finance.

Therefore, the Board of Directors proposes that authorisation be granted for purchases to be made, including but not limited to:

- (i) by means of a takeover or exchange offer;
- (ii) with purchases made on regulated markets, or on multilateral trading systems, in accordance with the procedures established by applicable legislative and regulatory sources, which do not allow the direct matching of buy trading proposals with predetermined sell trading proposals;
- (iii) through the purchase and sale of derivative instruments traded on regulated markets or multilateral trading systems, which provide for the physical delivery of the underlying shares and under the conditions established by applicable legislative and regulatory sources;
- (iv) through the proportional allocation to the shareholders of put options to be exercised within the term of the authorisation;
- (v) in accordance with the procedures established by Market Practices.

The Board of Directors also requests authorisation to carry out subsequent purchase transactions as part of trading activities.

With regard to disposal transactions, the Board of Directors proposes that the authorisation allow such transactions to be carried out (i) through sale on the market, including for trading purposes, or outside the market; (ii) through transfer to directors, employees, and/or collaborators of the Company and/or its subsidiaries in implementation of incentive plans; (iii) in the event of transactions in relation to which it is appropriate to exchange or transfer shareholdings, including through exchange or contribution; (iv) in the event of capital transactions or other financial transactions involving the use, allocation, disposal or cancellation of treasury shares, such as, for example, mergers, demergers, the issue of convertible bonds or warrants backed by treasury shares, transfer as collateral or the establishment of restrictions for financial transactions, or in the event of the distribution of dividends.

Purchases and sales shall, in any case, be carried out in compliance with current legislation, including that relating to market abuse, it being understood that the Board of Directors shall have the right, where it deems appropriate, to carry out purchases:

- (i) in accordance with the procedures established by Market Practices; or
- (ii) under the conditions set out in Article 5 of the MAR Regulation.

Transactions for the purchase and sale of treasury shares carried out will be disclosed to the market within the terms and in the manner set forth in the applicable regulations.

Please note that as long as treasury shares remain owned by the Company, they enjoy neither the right to profits nor the right of pre-emption, which are allocated proportionally to the other shares, and are suspended from voting rights.

7. Additional information, if the purchase transaction is instrumental to the reduction of the share capital by cancellation of the treasury shares purchased

The purchase of treasury shares is not instrumental to the reduction of the share capital, without prejudice to the Company's right, should a reduction of the share capital be approved by the Shareholders' Meeting in the future, to execute it also by cancelling any treasury shares held in the portfolio.

8. Exemption from the obligation of a public tender offer deriving from the approval of the resolution authorising the purchase of treasury shares in accordance with Article 44-*bis* of the Issuers' Regulation

It is generally recalled that the treasury shares held by the Company, even indirectly, are excluded from the share capital on which the relevant shareholding is calculated for the purposes of Article 106, paragraphs 1, 1-*bis* and 1-*ter*, to the extent applicable, and 3, letter b), of the Consolidated Law on Finance for the purposes of the takeover bid regulations.

Nevertheless, pursuant to Article 44-*bis*, paragraph 2 of the Issuers' Regulations, the aforementioned provision does not apply in the event that the thresholds indicated in Article 106, paragraphs 1, 1-*bis* and 1-*ter*, to the extent applicable, and 3, letter b), of the Consolidated Law on Finance are exceeded as a result of purchases of treasury shares made, even indirectly, by the Company in execution of a resolution that without prejudice to the provisions of articles 2368 and 2369 of the Italian Civil Code, was also approved with the favourable vote of the majority of the shareholders of the Company, present at the shareholders' meeting, other than the shareholder or shareholders holding, even jointly, the majority shareholding, even relative, provided that it exceeds 10% (so-called "whitewash").

Therefore, Shareholders are hereby informed that, pursuant to Article 44-*bis* of the Issuers' Regulations, if they - called upon to express their opinion on the authorisation to purchase and dispose of treasury shares - approve the related proposal with the majorities set forth by the aforementioned Article 44-*bis*, paragraph 2 of the Issuers'

Regulations, the treasury shares purchased by the Company pursuant to said authorisation resolution will not be excluded from the share capital (and therefore will be counted in the same) if, as a result of the purchases of treasury shares, the thresholds relevant for the purposes of Article 106 of the Consolidated Law on Finance are exceeded by a shareholder.

However, the provisions of Article 44-*bis*, paragraph 4 of the Issuers' Regulation remain unaffected, pursuant to which treasury shares acquired as a result of transactions carried out to fulfil obligations arising from compensation plans approved by the Shareholders' Meeting pursuant to Article 114-*bis* of the Consolidated Law on Finance are not excluded from the share capital on which the relevant shareholding is calculated for the purposes of Article 106 of the Consolidated Law on Finance.

* * * *

The Board of Directors thus proposes the following motion to the convened Shareholders' Meeting in relation to the **eighth item** on the agenda:

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

- *having examined the Report of the Board of Directors prepared pursuant to Article 125-ter of the Consolidated Law on Finance, as well as Article 73 of the Issuers' Regulation and in accordance with Annex 3A - Schedule 4 of the Issuers' Regulation;*
- *having noted that, as of today's date, the Company directly holds a total of 822,448 treasury shares, corresponding to a total of 1.99% of the total number of voting rights, while it does not hold any treasury shares through subsidiaries;*
- *having noted the financial statements for the year ended 31 December 2025 approved by the Shareholders' Meeting on today's date;*

RESOLVES

- a) *to revoke, for the part not executed, the previous authorisation to purchase and dispose of treasury shares granted to the Board of Directors by the Shareholders' Meeting of 18 November 2024;*
- b) *to authorise the Board of Directors, pursuant to and for the purposes of Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of the Consolidated Law on Finance and Article 144-bis of the Issuers' Regulations, as subsequently amended, to purchase, including in multiple tranches and on a revolving basis, for a period of 18 months from the date of authorisation, ordinary shares of the Company with a par value of €1 each, up to a maximum number which, taking into account the ordinary shares of the Company held from time to time in the portfolio of the Company and its subsidiaries, does not exceed a total of one-fifth of the Company's share capital pro tempore, pursuant to Article 2357, paragraph 3, of the Italian Civil Code, and, in any case, provides for a maximum total outlay by the Company not exceeding €5,000,000 for the pursuit of the purposes set out in the Report of the Board of Directors and under the following terms and conditions:*
 - i. *purchases shall be made in compliance with the laws and regulations, including European ones, in force from time to time, in accordance with the procedures set out in Article 144-bis, paragraph 1, of the Issuers' Regulations, without prejudice to application of the exemption provided for in Article 132, paragraph 3, of Legislative Decree No. 58 of 24 February 1998, and, in any case, in accordance with any other procedures permitted by the laws and regulations in force from time to time, as determined by the Board of Directors, including in the context of trading activities;*
 - ii. *In any case, purchases must be made:*
 - *at a price per share that may not deviate downward or upward by more than 15% from the reference price recorded by the stock on the stock exchange trading session prior to each*

individual transaction or on the trading session of Borsa Italiana S.p.A. prior to the date of announcement of the transaction, depending on the technical procedures identified by the Board of Directors;

- *at a price not exceeding the higher of the price of the last independent transaction and the price of the highest current independent bid on the trading venue where the purchase is made.*

The share purchase transactions must in any case be carried out in compliance with the conditions set out in Article 3 of Commission Delegated Regulation (EU) No. 2016/1052 in order to benefit, if the conditions are met, from the exemption set out in Article 5 of Regulation (EU) No. 596/2014 on market abuse.

- c) *to authorise the Board of Directors to dispose of, in whole or in part, on one or more occasions, without time limits and even before finishing the purchases pursuant to the purchase authorisation granted by this resolution, the treasury shares purchased and those already held in the portfolio, for the pursuit of the purposes set out in the Board of Directors' Report and under the following terms and conditions, always in accordance with the terms, conditions and requirements established by current legislation and, where applicable, with market practices permitted from time to time:*
- i. *the disposal of treasury shares may be carried out (i) through sale on the market, including for trading purposes, or outside the market; (ii) through transfer to directors, employees, and/or collaborators of the Company and/or its subsidiaries in implementation of incentive plans; (iii) in the event of transactions in relation to which it is appropriate to exchange or transfer shareholdings, including through exchange or contribution; (iv) in the event of capital transactions or other financial transactions involving the use, allocation, disposal or cancellation of treasury shares, such as, for example, mergers, demergers, the issue of convertible bonds or warrants backed by treasury shares, transfer as collateral or the establishment of restrictions for financial transactions, or in the event of the distribution of dividends;*
- ii. *acts of disposal, and in particular the sale of treasury shares:*
- *if made in cash, they must be made at a price per share to be established on the basis of the criteria set forth in the applicable regulations and/or the market practices in force from time to time or, in any case, at a price not 15% lower than the reference price recorded by the share during the trading session of Borsa Italiana S.p.A. prior to each individual transaction, it being understood that this price limit may be waived in the case of the transfer of shares in execution of incentive programmes and in any case of plans pursuant to Article 114-bis of the Consolidated Law on Finance or within the framework of extraordinary transactions;*
 - *if the share sale or disposal takes place in the context of an extraordinary operation including but not limited to an exchange, swap or contribution, or in order to service an equity transaction or other corporate or financial operation or any other extraordinary operation or any other non-cash act of disposition, it will take place according to the terms and conditions determined by the Board of Directors based on the nature and characteristics of the operation, also taking into account the trend in the market for Biese shares and the interests of the Company;*
 - *with regard to shares serving the share incentive plans, under the terms and conditions set forth in the regulations of the plans.*
- d) *to vest the Board of Directors and, on its behalf, to the Chairman, with the power to sub-delegate for single acts or categories of acts, all the widest powers necessary, none excluded or excepted, to carry out the purchases and sales/disposals of all or part of the treasury shares purchased and, in any case, to implement the above resolutions, also through proxies, complying with the applicable provisions in force from time to time and with any requests by the competent authorities'.*

* * * *

Pesaro, 27 March 2026

The Chairman of the Board of Directors