

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.

Entitlement to attend and vote at the Meeting

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 -which may take place exclusively through a Designated Representative (as defined below)- 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.

The notice from the intermediary must be received by the Company by the end of the third trading day prior to the date of the Shareholders' Meeting, i.e. by **Wednesday April 23, 2025**. The legitimacy to attend and vote remains unchanged in case the communication is received by the Company after the above-mentioned deadline, provided that it is received before the beginning of the meeting's works.

The due constitution and validity of the resolutions on the items on the agenda are governed by the law and the Articles of Association. The conduct of the Shareholders' Meeting is also governed by the specific Regulations, which are published on the Company's website at www.biesse.com (*Governance and Investor/Corporate Governance/Governance documents* section).

Procedures for conducting the Shareholders' Meeting and granting proxy to the Designated Representative

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 **takes 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.

The Company appointed Computershare S.p.A. – with registered office in Milan, via Mascheroni No. 19 – to represent the shareholders pursuant to Article 135-*undecies*.1 of the TUF (the "**Designated Representative**"). Shareholders authorized to vote who wish to attend the Shareholders' Meeting must therefore confer 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 www.biesse.com "*Governance and Investor/For the investors/Shareholders' meeting 28/04/2025*" section.

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, April 24, 2025** for the first call and by **Friday, April 25, 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 the proxy/sub-proxy to the Designated Representative does not entail any expenses for Shareholders.

The Designated Representative will be available for clarifications or information at the number + 39 02 4677 6814 or at the e-mail address ufficiomi@computershare.it.

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.

Questions about the items on the agenda

Pursuant to Articles 127-*ter* of the TUF, those who are entitled to vote at the Shareholders' Meeting, in favor of whom the Company has received a special notice pursuant to Article 83-*sexies*, paragraph 1, of the TUF made by an authorized intermediary in accordance with current regulations, may ask questions on the items on the agenda before the Shareholders' Meeting.

Questions must be filed up to the seventh open market day prior to the date set for the Shareholders' Meeting on first call (i.e., by **Tuesday, April 15, 2025**) accompanied by information regarding the identity of the shareholders who submitted them, by electronic communication to the following certified e-mail address biessespa@legalmail.it and, for information, to investor@biesse.com, from a certified mailbox.

For the purpose of submitting questions on items on the agenda, the ownership of voting rights can also be certified after the submission of the applications, provided that it is done within the third day following the seventh trading day preceding the Shareholders' Meeting (i.e., by **Friday, April 18, 2025**).

Questions received by the above deadline will be answered no later than the third trading day prior to the date of the meeting (i.e. by **Wednesday, April 23, 2025**) by means of publication on the Company's website at www.biesse.com in the “*Governance and Investors/For the Investors/Shareholder’s meeting 28/04/2025*” section. Questions with the same content will be answered as one.

Integration of the agenda and presentation of new resolution proposals pursuant to Article 126-*bis*, paragraph 1, first sentence of the TUF

Pursuant to art. 126-*bis* paragraph 1 of the TUF, the Shareholders who, also jointly, represent at least one fortieth of the share capital may request, within ten days from the publication of this notice (**Monday, April 7, 2025**), the integration of the list of the items to be discussed, indicating in the request the additional items proposed or submit proposals for resolutions on items already on the agenda.

The integration is not allowed for those issues on which the Shareholder’s Meeting resolves, according to the law, upon proposal of the directors or on the basis of a project and a report prepared by them, different from those set out in art. 125-*ter*, paragraph 1, of TUF.

Requests for additions to the agenda or the submission of proposals for resolutions on the new matters they propose to deal with or the submission of additional proposals for resolutions on the matters already on the agenda must be submitted in writing by sending an appropriate registered letter with return receipt to the Company's registered office and/or transmitted to the following certified e-mail address

biessespa@legalmail.it and, for information, to investor@biesse.com, from a certified e-mail box and accompanied by the information regarding the identity of the shareholders who submitted it, with an indication of the total percentage held and references of the notice sent by the intermediary to the Company pursuant to current regulations.

Shareholders requesting or proposing such integration shall prepare, in compliance with the law, a report stating the reasons for the proposed resolutions on the new matters they propose to deal with, or the reasons for the additional proposed resolutions on matters already on the agenda; this report shall be submitted in the same manner to the Board of Directors within the aforementioned ten-day deadline (**Monday, April 7, 2025**).

At least fifteen days before the date set for the Shareholders' Meeting (i.e. **by Sunday, April 13, 2025**), the Company will give notice, in the same publication forms followed for this notice, of any additions submitted, at the same time making the reports, accompanied by its assessments, if any, available to the public at the Company's registered office and on the Company's website www.biesse.com, as well as at the authorized storage mechanism linfo at www.linfo.it.

Submission of new resolution proposals pursuant to Article 135-undecies.1, paragraph 2 of the TUF

Since the Company, pursuant to Article 11, Paragraph 4, of the Articles of Association, provides that shareholders' attendance at the Shareholders' Meeting may take place exclusively through the Designated Representative, pursuant to Article 135-undecies of the TUF, without physical participation by shareholders and eligible persons, for the purpose of this Shareholders' Meeting, it is provided that those entitled to vote may individually submit resolution proposals on the items on the agenda pursuant to Article 135-undecies.1, paragraph 2, of the TUF within the period of 15 (fifteen) days prior to the date of the Shareholders' Meeting, i.e. **by Sunday, April 13, 2025**.

The submission of new resolution proposals on the items on the agenda must be submitted in writing, by sending a special registered letter with return receipt to the Company's registered office and/or to the following certified email address biessespa@legalmail.it and, for information, to investor@biesse.com from a certified mailbox.

The resolution proposals, formulated clearly and completely, must indicate the item on the agenda of the Meeting to which they refer and the text of the resolution proposed. The resolution proposals received by the Company by the deadline and in the manner outlined above will be posted on the Company's *website* at www.biesse.com, "*Governance and Investors/For the Investors/Shareholder's meeting/28/04/2025*" section, as well as at the authorized storage mechanism linfo at www.linfo.it, without delay and in any case by **Tuesday, April 15, 2025**, in order to allow those entitled to vote to make an informed decision, also taking into account these new proposals, and for the Designated Representative to collect any voting instructions on them as well.

The resolution proposals must be accompanied by a certification of share ownership on the *record date* issued pursuant to Article 83-sexies of the TUF.

For the purposes of the foregoing, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness and compliance with applicable regulations, and the legitimacy of the proponents.

Methods and terms of availability of the documentation relating to the items on the agenda

On the website www.biesse.com, “*Governance and Investors/For the Investors/Shareholder’s meeting/28/04/2025*” section, the following documents or information are made available at the same time as the publication of this notice or within the different terms provided for by law:

- the form that Shareholders are required to use to grant proxy to the Designated Representative;
- information on the amount of the share capital with an indication of the number and categories of shares into which it is divided. It should be noted that the subscribed and paid-up share capital of the Company amounts to €27,402,593 and is divided into 27,402,593 ordinary shares with a nominal value of €1 each, of which 13.432.093 have the right to one vote and 13,970,500 have been granted the increased voting rights in accordance with Article 6 of the Articles of Association, and, therefore, have the right to two votes each. As of the date of publication of this notice, the total number of voting rights is 41.373.093. As of the date of publication of this notice, the Company holds No. 17.500 treasury shares.

Documents relating to the Shareholders' Meeting, including the Directors' Explanatory reports on the items on the agenda (ordinary and extraordinary session), including the proposed resolutions on the items on the agenda, will be made available to the public within the terms and in the manner prescribed by current regulations, with Shareholders and those entitled to vote having the right to obtain copies.

In particular:

- the Annual Financial report and the integrated management report of sustainability reporting, together with the reports of the Board of Statutory Auditors and the Independent Auditors, as well as the Report on Corporate Governance and Ownership Structure, will be available at the Company's registered office and published on the Company's website www.biesse.com, respectively, “*Governance and Investor/Financial Documents/Budgets, reports and sustainability reporting*” section and “*Governance and Investor/Corporate Governance/Corporate Governance Reports*” section, as well as at the authorized storage mechanism IInfo, at www.1info.it, from March 31, 2025
- 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, from March 31, 2025
- the First and Second Section of the Report on the Remuneration Policy and Compensation paid will be available on the website www.biesse.com, “*Governance and Investor/Corporate Governance/Relations/Remuneration policies*” section and at the authorized storage mechanism IInfo, at www.1info.it, from March 31, 2025.

- the Director's Explanatory reports on the items of the ordinary agenda, as well as the reasoned opinion of the Board of Statutory Auditors on integration of the remuneration for the independent auditors, at the same time as the publication of this notice;
- the Director's Explanatory report on the items of the extraordinary agenda, at the same time as the publication of this notice.

Pesaro, 28 March 2025

For the Board of Directors

The Chairman