

Convocation of the Ordinary and Extraordinary Shareholders' Meeting

Pesaro, 10 October 2024 – Today, Biesse S.p.A. Board of Directors has deliberated, *inter alia*, (i) to convene the Ordinary and Extraordinary Shareholders' Meeting of Biesse S.p.A. in unique session for 18 November 2024 at 11 a.m., and (ii) to update the “*Internal Dealing* regulation”.

i) Convocation of the Shareholders' Meeting

The Shareholders' Meeting will be convened to discuss and resolve on the following agenda:

Ordinary part

1. Authorization to purchase and dispose of treasury shares pursuant to articles 2357 et seq. of the Italian Civil Code, as well as article 132 of Legislative Decree no. 58 of 24 February 1998 and article 144-bis of the Consob Regulation adopted by resolution no. 11971/1999 and subsequent amendments. Related and consequent resolutions.

Extraordinary part

1. Amendment to the Article of Association: integration of the art. 6 to precise the cases of maintaining the increased voting rights provided by the legislation and to delete legislative references no longer applicable. Related and consequent resolutions.
2. Amendment to the Article of Association: amendment to the art. 11 to introduce the possibility to hold the Shareholders' Meetings by exclusive participation through the so-called Designated Representative. Related and consequent resolutions.
3. Amendment to the Article of Association: amendment to the art. 16 and to the art. 19-bis on the appointment of corporate bodies. Related and consequent resolutions.
4. Amendment to the Article of Association: amendment to the art. 19-ter to introduce the mechanism provided by the art. 8, *comma 2*, of the Consob Regulation adopted by resolution no. 17221/2010 (so-called *white-wash*). Related and consequent resolutions.

The Notice of Call of the Ordinary and Extraordinary Shareholders' Meeting will indicate also the procedures that Shareholders must comply with in order to attend and vote at the Meeting, according to the current legislation.

Documentation relating to the items on the agenda of the Shareholders' Meeting will be made available to the public according to the procedures and within the terms provided by the law.

Ordinary Shareholders' Meeting Proposal of purchase of treasury shares

With particular reference to the first point on the agenda of the Ordinary Shareholders' Meeting, the Board of Directors resolved to submit to the approval of the Shareholders' Meeting the authorization to purchase and to dispose of treasury shares for a maximum number that, taking into account the number of ordinary shares of the Company from time to time held by the Company itself and by the controlled companies, does not exceed the 10% of the share capital of the Company, according to the article 2357, *comma* 3, of the Italian Civil Code. For these purchases, the total outlay of the Company will not be able to exceed, in every case, 15.000.000 euros. Purchases of treasury shares will be carried out at a price not lower than 15% and not higher than 15% than the reference price recorded on the Italian Stock Exchange, organized and operated by Borsa Italiana S.p.A., at the day prior every single transaction.

The authorization for the purchases of Treasury shares is requested for a maximum period of 18 months. As of today, the Company does not have treasury shares.

The authorization for the purchases of treasury shares has been requested to allow the Company to put in place, *inter alia*, (i) operations of disposal and/or utilization of treasury shares, coherently with the strategic guidelines of the company, (ii) to consider the purchases of treasury shares for potential medium-long term investments, (iii) to service share incentive plans that may be approved by the Company in the future, (iv) to support the

liquidity on the market, if necessary and according to the current regulations, as well as (v) start program of treasury shares' purchases for the purposes provided by the art . 5 of UE Regulation no. 596 dated 16 April 2014 related to market abuses and/or for the purposes contemplated by the market practices according to the art. 13 of the same Regulation.

ii) **Update of the *Internal Dealing* regulation**

The Board of Directors has deliberated to update the *Internal Dealing* Regulation to recognize the abrogation of *comma 7* of the article 114 of TUF – “*Testo Unico della Finanza*” - and the modifications made on the related practice as defined in the Consob Regulation adopted with decision no. 11971 of 14 May 1999. *Internal Dealing* Regulation can be consulted on the web site of the Company [Biesse - Governance and Investors / Corporate Governance](#).

BIESSE - We are an international company that manufactures integrated lines and machines to process wood, glass, stone, plastic and composite materials. Founded in Italy in 1969 and listed in the Euronext STAR segment of the Italian Stock Exchange, we support the business evolution of our customers in the furniture & construction, automotive and aerospace sectors. Today, about 80% of our consolidated turnover is achieved abroad by an ever-growing global network with 3 manufacturing areas and showrooms in 22 countries. Thanks to our rooted competence embodied by more than 4.000 employees, we empower the imagination of industry leading companies and prestigious names in Italian and international design to make the potential of any material shine.

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