

**BIESSE S.p.A.**  
Share capital € 27,393,042 fully paid-up  
Registered office in Pesaro – Via Della Meccanica 16  
Tax code/VAT number and Registration in the Register of Companies  
of Pesaro-Urbino no. 00113220412

## **Notice of Call of Ordinary and Extraordinary Shareholders' Meeting**

Shareholders are called to the Ordinary and Extraordinary General Meeting in Pesaro, Via della Meccanica 16, at the registered office of **Biesse S.p.A.**, on **28 April 2021**, at 9.00 a.m. in first call and in second call on **29 April 2021**, same place and time, to discuss and deliberate on the following

### ***Agenda***

#### Ordinary Part

1. Approval of the Financial Statements as at 31 December 2020; Directors' Report on Operations; reports of the Board of Statutory Auditors and of the Independent Auditors on the financial statements as at 31 December 2020; Inherent and consequential resolutions. Presentation of the consolidated financial statements as at 31 December 2020. Presentation of the non-financial statement pursuant to Legislative Decree 254/2016 ("NFS") – Sustainability Report as at 31 December 2020.
2. Allocation of the 2020 profit/loss of Biesse S.p.A..
3. Appointment of the Board of Directors
  - 3.1. determination of the number of members of the Board of Directors;
  - 3.2. appointment of the Board of Directors;
  - 3.3. determination of total fees of Board members.
4. Appointment of the Board of Statutory Auditors
  - 4.1. appointment of the Board of Statutory Auditors;
  - 4.2. appointment of the Chairman of the Board of Statutory Auditors;
  - 4.3. determination of the remuneration of members of the Board of Statutory Auditors.
5. Consultative vote on the "Remuneration paid in FY 2020" contained in the second section of the Remuneration Report, pursuant to Art. 123-ter(6) of Legislative Decree 58/1998.

#### Extraordinary Part

1. Alignment of the Articles of Association with the regulatory provisions on gender balance.

#### **ALLOCATION OF OPERATING PROFIT**

As no dividend will be paid, the net profit for the year will be allocated to the Extraordinary Reserve.

#### **PROCEDURES THAT SHAREHOLDERS MUST FOLLOW IN ORDER TO ATTEND AND VOTE AT THE MEETING**

##### **Questions on items on the agenda**

The Shareholders entitled to participate in the Meeting may ask questions on the items included in the agenda also before the Meeting, by sending them within the seventh market day before the Meeting and up to the third day prior to it, by registered letter with return receipt to the registered office of the Company and/or by electronic communication to the following certified e-mail address [investor@biesse.com](mailto:investor@biesse.com) from a certified e-mail box. The questions will be answered at the latest during the Meeting itself. Questions with the same content will be answered as a whole by the third trading day before the date of the meeting by means of publication on the website.

##### **Entitlement to attend and vote at the Shareholders' Meeting**

Pursuant to Art. 83-sexies of Legislative Decree no. 58/98, 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 favour of the party entitled to vote; this communication is made by the intermediary on the basis of the records relating to the end of the accounting day of the seventh open market day preceding the date set for the Shareholders' Meeting in first call (i.e. by Monday **19 April 2021**). Those who hold shares only after that date are not entitled to attend and vote at the Shareholders' Meeting.

##### **Granting a proxy to the Designated Representative**

Pursuant to Art. 106 of Decree Law No. 18 of 17 March 2020 (the so-called "Cure Italy" Decree), as amended by Law No. 21 of 26 February 2021, upon conversion of Decree Law No. 183 of 31 December 2020, which extended its application also to shareholders' meetings convened by 31 July 2021, **attendance at Shareholders' Meetings by those with voting rights is permitted only via the Designated Representative.**

Consequently, the Company has appointed **Computershare S.p.A.** – with registered office in Milan, Via Mascheroni 19, 20145 – to represent shareholders pursuant to Art. 135-undecies of Legislative Decree no. 58/98 and the Decree Law mentioned (the "**Designated Representative**"). Shareholders wishing to attend the Shareholders' Meeting must therefore grant the Designated Representative a proxy – with voting instructions – on all or some of the resolution proposals on the items on the agenda, using the specific proxy form, also in electronic format, prepared by the Designated Representative in agreement with the Company, which is available on the Company's website [www.biessegroupp.com](http://www.biessegroupp.com) ("*Investor Relations*" – "*Investor Services*" – "**SHAREHOLDERS' MEETING 28/04/2021**" section) where there is a link to a procedure for the electronic forwarding of such proxy.

The proxy form with voting instructions must be sent following the instructions provided on the form and on the Company's website by the second trading day prior to the Shareholders' Meeting (by **26 April 2021** with regard to the first call and by **27 April 2021** with regard to the second call).

The proxy granted in this way is effective only for the proposals for which voting instructions have been provided.

It should be noted that the shares for which the proxy has been granted, even partially, are counted for the purpose of making the Shareholders' Meeting quorate. In relation to proposals for which no voting instructions have been provided, the shares are not counted for the purposes of calculating the majority and the portion of share capital required for resolution approval.

Moreover, it should be noted that the Designated Representative may also be granted proxies or sub-proxies pursuant to Art. 135-novies of the Consolidated Law on Finance, as an exception to Art. 135-undecies, paragraph 4 of Legislative Decree no. 58/98, in the manner and within the time limits indicated on the Company's website mentioned above.

The Designated Representative will be available for clarification or information on 02-46776814 or at the following e-mail address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

The Company reserves the right to notify any changes in the information contained in this notice as a result of new information in the interest of the Company and its shareholders.

#### **List filing**

With regard to the third item on the Agenda (Appointment of the Board of Directors), it should be noted that Article 16 of the Articles of Association envisages that the Board of Directors is appointed on the basis of lists submitted by Shareholders, in which the candidates must be listed with a sequential number. The lists submitted by Shareholders must be filed at the Company's registered office (in Pesaro, Via della Meccanica 16) no later than the twenty-fifth day prior to the date of the meeting (i.e. by Saturday **3 April 2021**), which is called to deliberate on the appointment of the members of the Board of Directors; the lists will be made available to the public at the company's registered office, on its website and at the offices of the market management company at least twenty-one days prior the date of the Shareholders' Meeting (i.e. by Wednesday **7 April 2021**).

Filing of lists may be made by email to the following certified e-mail address [investor@biesse.com](mailto:investor@biesse.com) from a certified email address. Each Shareholder may submit or participate in the submission of only one list. Shareholders who are members of the same shareholders' agreement, as defined by Art. 122 of Legislative Decree no. 58/98, as amended, as well as the parent company, subsidiaries and companies subject to joint control, may only submit, or take part in submitting, one single list. Memberships and votes cast in violation of the prohibition in this paragraph will not be attributed to any list. Each candidate may only be on one list. Failure to comply will mean ineligibility. Only those Shareholders who, either alone or together with others, are the owners of shares representing at least 2.5% of the share capital with voting rights in the Ordinary Shareholders' Meeting are entitled to

submit lists. Shareholders must deliver to the Company's registered office, together with the lists or even after their filing, provided that this occurs by the list publication deadline (Wednesday **7 April 2021**), appropriate communication proving the shareholding. Together with each list, within the respective deadlines indicated above, declarations must be filed in which each candidate accepts his/her candidacy and certifies, under his/her own responsibility, that there are no causes of ineligibility and incompatibility and to possess any requirements for the respective offices. With the declarations, a curriculum vitae must be filed for each candidate regarding personal and professional characteristics with any indication of suitability to qualify as independent. Each person entitled to vote may vote for one list only.

It should also be noted that the Directors must meet the requirements provided for by law, also with regard to gender balance, and by the applicable regulatory provisions (and by the Corporate Governance Code drawn up by Borsa Italiana).

With regard to the fourth item on the agenda (Appointment of the Board of Statutory Auditors), it should be noted that for the purposes of the election of the Board of Statutory Auditors, as provided for in Article 19 of the Articles of Association, the lists submitted by Shareholders must be filed and published in accordance with the regulations issued by Consob and specifically they must be filed at the Company's registered office (in Pesaro, Via della Meccanica 16) within the twenty-fifth day prior to the date of the shareholders' meeting (i.e. by Saturday **3 April 2021**).

the lists will be made available to the public at the company's registered office, on its website and at the offices of the market management company at least twenty-one days prior the date of the Shareholders' Meeting (i.e. by Wednesday **7 April 2021**).

Filing of lists may be made by email to the following certified e-mail address [investor@biesse.com](mailto:investor@biesse.com) from a certified email address. Only those Shareholders who, either alone or together with others, are the owners of shares representing at least 2.0% of the share capital with voting rights in the Ordinary Shareholders' Meeting are entitled to submit lists. Shareholders must deliver to the Company's registered office, together with the lists or even after their filing, provided that this occurs by the list publication deadline (Wednesday **7 April 2021**), appropriate certification proving the shareholding.

If by the above-mentioned list filing deadline only one list has been submitted, or only lists submitted by shareholders who are associated with each other have been submitted, notice will be given without delay and lists may be submitted until the third following day (Tuesday **6 April 2021**) by Shareholders who, alone or together with other Shareholders, hold shares representing at least 1.0% of the share capital with voting rights in the ordinary Shareholders' Meeting. Each Shareholder is entitled to vote for one list only.

It should be noted that the Board of Statutory Auditors consists of 3 Standing Auditors and 2 Substitute Auditors, who may be re-elected.. Attributions, duties and term of office of Standing Auditors are those established by law. Those who, pursuant to the law or regulations, are ineligible or disqualified, or who do not meet the necessary requirements, may not be elected Statutory Auditors and, if elected, will be disqualified. The requirement under Article 1, paragraph 2, points b) and c), and paragraph 3 of the Decree of the Ministry of Justice 162/2000 exists if the

professionalism acquired is related respectively to: (i) the industry in which the company operates; (ii) the legal, economic, financial and technical-scientific subjects relating to the industries referred to in point (i) above. In addition to the other cases provided for by law, those holding the position of Standing Auditor in more than five Italian companies listed on Italian regulated markets cannot be elected as Standing Auditors and, if elected, will be disqualified. The additional provisions on the limits to the accumulation of offices provided for by Art. 144-terdecies of the Issuers Regulation apply.

Lists consisting of two sections are submitted: one for the appointment of the Standing Auditors and the other for the appointment of the Substitute Auditors. The lists contain a number of candidates not exceeding the number of members to be elected, listed by a sequential number. Lists must comply with applicable gender balance legislation.

### **Agenda supplements**

Pursuant to Art. 126-bis of Legislative Decree 58/98, Shareholders which, also jointly, represent at least one fortieth of the share capital may, within ten days of the publication of this notice, request the list of the items to be discussed to be supplemented, indicating in the request the additional items proposed. Applications must be submitted in writing by sending a registered letter with return receipt to the Company's registered office and/or by email to the following certified e-mail address [investor@biesse.it](mailto:investor@biesse.it) from a certified email address. As required by law, Shareholders requesting such supplement must prepare a report on the issues they propose to be dealt with; this report must be sent by the same means to the Board of Directors within the above-mentioned ten-day period. At least fifteen days prior to the date set for the Shareholders' Meeting, the Company will give notice, in the same form of publication followed for this notice, of any supplements submitted, at the same time making the report available to the public, accompanied by its own assessments, if any.

### **Individual resolution proposals**

Pursuant to Consob Communication No. 3 of April 10, 2020 - paragraph 6, those entitled to vote may submit individual resolution proposals on the items on the agenda pursuant to Article 126-bis, paragraph 1, third sentence of Legislative Decree No. 58/1998 within the deadline of 15 (fifteen) days prior to the date of the Shareholders' Meeting, i.e. by April 13, 2021, at the Company's Registered Office and/or by means of electronic communication to the following certified e-mail address [investor@biesse.com](mailto:investor@biesse.com) from a certified e-mail box. The proposals will be published on the Company's website at [www.biessegroup.com](http://www.biessegroup.com), Investor Relations area, without delay and in any case no later than April 20, 2021, in order to allow those entitled to vote to express themselves in an informed manner, also taking into account such new proposals, and for the Designated Representative to collect any voting instructions also on the same. The resolution proposals shall be accompanied by a certification of share ownership as at the record date (April 19, 2021) issued pursuant to art. 83-sexies of the Consolidated Law on Finance.

For the purposes of the above, the Company reserves the right to verify the relevance of the proposals with regard to the items on the agenda, their completeness and their compliance with the applicable regulations, as well as the legitimacy of the proposers.

**Procedures and deadlines for availability of documentation relating to the items on the agenda**

On the website [www.biessegroun.com](http://www.biessegroun.com), Investor Relations area, the following documents or information are made available upon publication of this notice or within the different period prescribed by law:

- the documents submitted to the Shareholders' Meeting, including the reports pursuant to Articles 123-bis, 123-ter, 125-ter and 154-ter of Legislative Decree no. 58/98 and 84-ter and 84-quater of the Issuers' Regulations, with the full text of the proposed resolutions;
- the forms that Shareholders are required to use to grant proxy to the Designated Representative;
- the 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 upon publication of this notice: (i) the share capital amounts to 27,393,042 euros, divided into 27,393,042 ordinary shares with a par value of 1 euro each; (ii) each share entitles the holder to one vote at the Company's Ordinary and Extraordinary Shareholders' Meetings, with the exception of the 13,970,500 ordinary shares held by the shareholder Bi.Fin S.r.l., which, on 18 May 2020, obtained an increase in voting rights, in accordance with the provisions of the Articles of Association and applicable regulations.

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The documentation relating to the items on the agenda, as required by current legislation, will be filed at the Company's registered office in accordance with the legal deadlines, with Shareholders having the right to obtain a copy thereof. The documentation will also be available on the website [www.biessegroun.com](http://www.biessegroun.com) Investor Relations area, together with this call notice as well as the 1Info storage mechanism at [www.1info.it](http://www.1info.it).

Pesaro, 15 March 2021

**For the Board of Directors  
The Chairman**