

Notice of call of the Ordinary Shareholders' Meeting

Shareholders are hereby summoned to the Ordinary Shareholders' Meeting, which will be held at the registered office of Biesse S.p.A. (“**Biesse**” or the “**Company**”) Pesaro (PU), Via della Meccanica, 16 on April **29, 2024 at 9:30 a.m.** in first call and in second call on **April 30, 2024**, same place and time to discuss and resolve on the following

Agenda

1. Financial Statements as at 31 December 2023; Directors' report on operations; reports of the Board of Statutory Auditors and of the Independent Auditors on the Financial Statements to 31 December 2023; inherent and consequent resolutions. Presentation of the Consolidated Financial Statements as of 31 December 2023. Presentation of the non-financial statement pursuant to Legislative Decree 254/2016 ("NFS") - Sustainability Report to December 31, 2023;
2. Resolution on the allocation of the profits of Biesse S.p.A. for the 2023 financial year and proposal for the distribution of the dividend;
3. Report on the Remuneration Policy and Compensation paid. Vote on the Section One of the Report pursuant to art. 123-ter, paragraph 3-bis and 3-ter of Legislative Decree no. 58/1998;
4. Report on the Remuneration Policy and Compensation paid. Consultative vote on the Section Two of the Report pursuant to art. 123-ter, paragraph 6 of Legislative Decree no. 58/1998;
5. Determination of the number of members of the Board of Directors;
6. Appointment of members of the Board of Directors;
7. Determination of the remuneration of the members of the Board of Directors;
8. Appointment of the Board of Statutory Auditors;
9. Appointment of the Chairmain of the Board of Statutory Auditors;
10. Determination of the remuneration of the members of the Board of Statutory Auditors.

Entitlement to attend and vote at the Meeting

Pursuant to art. 83-sexies of Legislative Decree no. 58/98, 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 **Thursday 18 April 2024** – 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 24 April 2024**. 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.biessegroupp.com (*Investor Relations/Corporate Governance/Governance Documents section*).

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

In accordance with what is allowed by Art. 106, paragraph 4 of Decree-Law of 17 March 2020 No. 18 of the so-called "Cura Italia" Decree ("Decree"), as converted with amendments and whose application was most recently extended to 30 April 2024 by Art. 3, paragraph 12-duodecies, of Decree-Law No. 215 of 30 December 2023, as converted with amendments by Law No. 18 of 23 February 2024, the Company has made use of the right to provide that the participation of the subjects holding the right to vote in the Shareholders' Meeting **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.

Consequently, the Company appointed Computershare S.p.A. – with registered office in Milan, via Mascheroni No. 19 – to represent the shareholders pursuant to Art. 135-undecies of the TUF and of the aforementioned Law Decree (the "**Designated Representative**"). Shareholders authorized to vote who wish to attend the Shareholders' Meeting must therefore confer a proxy on the Designated Representative - together with voting instructions - on all or some motions pertaining to the items on the agenda, using the proxy form prepared by the same Designated Representative in agreement with the Company, which is available on the Company's website at www.biessegroupp.com, (in the section *Investor Relations/Servizi per gli investitori/Assemblea 29/04/2024*).

The 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, 25 April 2024** for the first call and by **Friday, 26 April 2024** in the case of a second call) and within the same deadline the proxy may be revoked.

The proxy conferred in this way is only effective for the proposals concerning which voting instructions have been given.

It should be noted that, as permitted by the Cura Italia Decree, in derogation from Art. 135-undecies, paragraph 4, of the Legislative Decree No. 58/1998, those who do not intend to make use of the method of participation provided for by Art. 135-undecies of the TUF, may, as an alternative, participate by conferring a proxy or sub-proxy to the Designated Representative pursuant to Art. 135-novies of the Legislative Decree No. 58/1998, following the instructions indicated in the form available on the Company's website at www.biessegroup.com in the “*Investor Relations/Servizi per gli investitori/Assemblea 29/04/2024*” section. These proxies and sub-proxy may be granted within one trading day prior to the Shareholders' Meeting (i.e. by **Friday, 26 April 2024** for the first call and by **Monday, 29 April 2024** in the case of a second call). In the same way, those entitled may revoke, within the same deadline, the proxy or sub-proxy and the voting instructions given.

The participation in the meeting of the entitled parties (the members of the corporate Bodies, the appointed Secretary, the representatives of the auditing firm and the Designated Representative) may also take place by means of telecommunication, according to the modalities individually notified to them, in compliance with the applicable regulatory provisions for such eventuality.

The Designated Representative will be available for clarifications or information at the number + 39 02 4677 6809 - 02 4677 6814, or at the e-mail address ufficiomi@computershare.it.

Questions about the items on the agenda

Pursuant to Articles 127-ter of Legislative Decree No. 58/1998, 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 Legislative Decree No. 58/1998 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 **Thursday, April 18, 2024**) accompanied by information regarding the identity of the shareholders who submitted them, by electronic communication to the following certified e-mail address investor@biesse.com from a certified mailbox.

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 **Sunday, April 21, 2024**).

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 24, 2024**) by means of publication on the Company's website at www.biessegroup.com in the *Investor Relations/Investor Services/ Shareholders' Meeting 29/04/2024* section. Questions with the same content will be answered as one.

Appointment of the members of the Board of Directors

Pursuant to art. 16 of the Articles of Association, the Company is administered by a Board of Directors composed of 2 to 15 members, including nonshareholders, appointed by the Shareholders' Meeting on the basis of lists submitted by the Shareholders, in which the candidates must be indicated in a number not exceeding those to be appointed and listed by means of a sequential number.

Only Shareholders who, individually or together with other Shareholders, represent at least 2.5% of the share capital with voting rights at Ordinary Shareholders' Meeting shall be entitled to present lists. The ownership of the minimum shareholding required for the submission of the lists is determined by reference to the shares that are registered in the name of the shareholder on the day on which the lists are filed with the Company, by sending the communication required by the applicable regulations. Ownership of such shareholding may also be produced after the filing of the list, but no later than the deadline for the publication of the lists by the Company (i.e., by **Monday, April 8, 2024**).

Each Shareholder may submit or participate in the submission of only one list. Shareholders who are members of the same shareholders' agreement, as defined in Article 122 of Legislative Decree No. 58/98, as well as the controlling entity, subsidiaries, and jointly controlled companies, may not submit, or concur to submit, not even through a third party or trust company, more than one list, nor may they vote, not even through a third party or trust company, for different lists. Endorsements and votes cast in violation of the prohibition in this paragraph will not be attributed to any list. Each candidate may only appear on one list under penalty of ineligibility.

The lists presented by the Shareholders must be filed at the Company's registered office or by electronic communication to the following certified e-mail address investor@biesse.com from a certified e-mail address by the twenty-fifth day prior to the date of the Shareholders' Meeting (i.e. by **Thursday 4 April 2024**) called to resolve on the appointment of the members of the Board of Directors. The lists will be made available to the public at the registered office, on the Company's website at www.biessegroup.com in the *Investor Relations/Investor Services/Shareholders' Meeting 29/04/2024* section, as well as at the authorized storage mechanism Info, at www.linfo.it at least twenty-one days before the date of the meeting (i.e. by **Monday 8 April 2024**).

Together with each list, within the respective terms indicated above, the declarations must be filed with which the individual candidates accept their candidacy and certify, under their own responsibility, the non-existence of causes of ineligibility and incompatibility, as well as the existence of the regulatory and statutory requirements prescribed for the respective offices. Along with the declarations, *curriculum vitae* covering the personal and professional characteristics must be filed for each candidate -- with a list of positions held in other companies -- with a possible indication of suitability to qualify as independent.

Lists must contain a number of candidates - in accordance with applicable regulations - who meet the independence requirements prescribed by law, applicable regulatory provisions, and corporate governance codes of conduct.

The lists must contain a number of candidates belonging to the least represented gender equal to the number required by the regulations.

Lists for which the above provisions are not complied with are considered as not submitted.

Shareholders other than those who hold, even jointly, a controlling or relative majority shareholding must also submit a statement certifying the absence of connecting relationship provided for by law with the latter. Therefore, shareholders who intend to submit lists are invited to take into account the recommendations contained in Consob Communication DEM/9017893 of February 26, 2009.

Appointment of the Board of Statutory Auditors

Pursuant to Article 19-bis of the Articles of Association, the Board of Statutory comprises three Standing Auditors and two Alternate Auditors elected by the Shareholders' Meeting, which also sets the wages to be paid to said Statutory Auditors. The Board of Statutory Auditors is appointed based on lists presented by the Shareholders, in which the candidates must be listed in numerical order. The number of candidates cannot exceed the number of candidates to be elected.

Only those Shareholders who, either alone or together with other, are the owners of voting Shares representing at least 2% (two percent) of the share capital with voting rights in the Ordinary Shareholders' Meeting are entitled to present lists. Shareholders must send to the Company's registered office, together with the lists or even after the filing, provided that they are within the deadline for the publication of the lists (**Monday, April 8, 2024**), the appropriate certification proving their ownership of the shares.

Each Shareholder may submit or concur to submit only one list. Each Shareholder, as well as Shareholders belonging to the same group, may not submit, even through a third party or trust company, more than one list or vote for different lists. In case of violation of this rule, the Shareholder's vote with respect to each of the

submitted lists will not be taken into account. Each candidate may only appear on one list under penalty of ineligibility.

The lists submitted by Shareholders must be filed at the registered office of the Company or transmitted following certified e-mail address investor@biesse.com from a certified e-mail box by the twenty-fifth day prior to the date of the Shareholders' Meeting (i.e., by **Thursday, April 4, 2024**) called to resolve on the appointment of the Board of Statutory Auditors. The lists will be made available to the public at the registered office, on the Company's website at www.biessegroup.com in the *Investor Relations/Investor Services/Shareholders' Meeting 29/04/2024* section, and at the authorized storage mechanism Info, at www.info.it at least twenty-one days before the date of the meeting (i.e. by **Monday 8 April 2024**).

In the event that within the deadline for filing the aforementioned lists, only one list has been filed or only lists presented by shareholders who are connected to each other, notice will be given without delay and consequently lists may be presented up to the following third day (**Sunday 7 April 2024**) by Shareholders who, individually or together with other Shareholders, hold shares representing at least 1% of the share capital with voting rights at Ordinary Shareholders' Meeting. Each Shareholder has the right to vote for only one list.

The list consists of two sections: one for candidates for the office of Standing Auditor, the other for candidates for the office of Alternate Auditor. In order to ensure gender balance, the less represented gender must obtain a number of members equal to that established by the applicable legal and regulatory applicable. Therefore, both sections of the lists must contain a number of candidates belonging to the less represented gender equal to that stipulated by the aforementioned regulations.

The following persons may not be elected as Auditors, and if elected they shall be disqualified: those for whom, according to the law or regulations, there are grounds for ineligibility and disqualification or who do not possess the necessary requirements. With regard to professionalism requirements, it should be noted that at least one Standing Auditor and one Alternate Auditor must be enrolled in the Register of Statutory Auditors. The requirement set forth in Article 1, paragraph 2, letters b) and c), and paragraph 3 of the Decree of the Ministry of Justice 162/2000 is met if the professional experience gained relates respectively to: (i) the business sector of the Company; (ii) legal, economic, financial and technical-scientific matters, relating to the sectors referred to in letter (i) above.

In addition to the other cases provided for by law, those who hold the office of Statutory Auditor in more than 5 (five) Italian companies listed on Italian regulated markets cannot be elected as Statutory Auditors and if elected, they lose their office. The additional provisions on the limits to the accumulation of positions set forth in Article 144-terdecies of the Issuers' Regulation shall apply.

Together with each lists, the professional curriculum vitae of each candidate must be deposited, as well as the declarations with which the candidates accept the candidacy and certifies, under their own responsibility, the absence of causes of ineligibility and incompatibility, as well as the existence of the regulatory and statutory requirements prescribed for the respective offices.

Lists for which the above statutes are not observed shall be considered as not submitted.

Shareholders other than those who hold, even jointly, a controlling or relative majority shareholding must also submit a statement certifying the absence of the connecting relationships provided for by the law with the latter. Shareholders who intend to submit lists are invited to take into account the recommendations contained in Consob Communication DEM/9017893 of February 26, 2009.

Integration of the agenda and presentation of new resolution proposals pursuant to Article 126-bis, paragraph 1, first sentence, Legislative Decree 58/1998

Pursuant to art. 126-bis of Legislative Decree no. 58/1998, 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 (**Saturday, March 30, 2024**), 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 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 Legislative Decree no. 58/1998.

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 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 (**Saturday, March 30, 2024**).

At least fifteen days before the date set for the Shareholders' Meeting (**Sunday, 14 April 2024**), 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.biessegroup.com, as well as at the authorized storage mechanism.

Submission of new resolution proposals pursuant to Article 126-bis, paragraph 1, penultimate sentence, Legislative Decree no. 58/1998

Since the Company has decided to avail itself of the option established in Article 106, paragraph 4, of the Decree and therefore to provide that the attendance of Shareholders at the Shareholders' Meeting takes place exclusively through the Designated Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998, without physical participation by the Shareholders, for the purposes of this Shareholders' Meeting it is provided that those entitled to vote may submit to the Company individual resolution proposals on the items on the agenda pursuant to Article 126-bis, penultimate sentence of Legislative Decree No. 58/1998 within the term of 15 (fifteen) days prior to the date of the Shareholders' Meeting, i.e. by **Sunday, April 14, 2024**.

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 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.biessegroup.com, "*Investor Relations/Investor Services/Assembly 29/04/2024*" section, as well as at the authorized storage mechanism Info at www.info.it, without delay and in any case by **Tuesday, April 16, 2024**, 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 <https://www.biessegroup.com>, *Investor Relations/Investor Services/ Shareholders' Meeting 29/04/2024* 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 forms 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 Biesse S.p.A. amounts to €27,402,593 and is divided into 27,402,593 ordinary shares with a nominal value of €1 each, of which 13,970,500 have the right to one vote and 27,941,000 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.

The Documents relating to the Shareholders' Meeting, including the Directors' Explanatory report items on the agenda Shareholders' Meeting, 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 Directors' Explanatory report items on the agenda, simultaneously with the publication of this notice;
- the Annual Financial Report and the Non-Financial Statement, as well as the Report on Corporate Governance and Ownership Structure, together with the reports of the Board of Statutory Auditors and the Independent Auditors will be available at the Company's registered office and published on the Company's website www.biessegroup.com, *Investor Relations/Corporate Governance* area as well as at the authorized storage mechanism IInfo, at www.linfo.it, from March 29, 2024;
- the summary of the main figures related to the financial statements of the subsidiaries of Biesse Group pursuant to Article 2429, Paragraph 4 of the Civil Code, will be made available to the public in the terms and manner prescribed by current regulations, as of March 29, 2024;
- the Section One and tTwo of the Report on the Remuneration Policy and Compensation paid will be available on the website www.biessegroup.com, *Investor Relations/Corporate Governance* area and at the authorized storage mechanism IInfo, at www.linfo.it, as of March 29, 2024.

Pesaro, 20 March 2024

**For the Board of Directors
The Chairman**