

# The Board of Directors attributes proxies and powers, verifies the independence requirements, nominates internal committees and supervisory body (D. Lgs. 231/2001) for the period 2024-2026

Pesaro, 29<sup>th</sup> April 2024

The Board of Directors of Biesse S.p.A., appointed today by the Shareholders' Meeting, met in full following the Meeting itself to deliberate on the verification of the independence, requirements of the newly independent directors as well as to attribute the proxies for the powers to the executive directors and the composition of the relative committees and of the supervisory body (D. Lgs. 231/2001).

Furthermore, the Board of Directors of Biesse S.p.A. has attributed the proxies as follows:

- Roberto Selci – President
- Massimo Potenza – Chief Executive Officer
- Alessandra Baronciani - Director
- Massimiliano Bruni – Independent director
- Federica Ricceri – Independent director
- Rossella Schiavini – Independent director
- Cristina Sgubin – Independent director

Having regard to the information provided by individual Directors, the Board of Directors verified that all of its members met the requirements of honorability pursuant to Articles 147-quinquies, paragraph 1, and 148, paragraph 4, T.U.F.

On the basis of the information provided by the individual Directors and the additional verifications carried out by the Company in response to the statements made by them, carried out on the basis of information already available at the Company and/or acquired ad hoc, the Board of Directors also proceeded to verify the existence of the independence requirements provided for by current regulations with regard to its members, having heard the opinion of the Board of Statutory Auditors.

The Directors Massimiliano Bruni, Federica Ricceri, Rossella Schiavini and Cristina Sgubin, were found to meet the independence requirements provided for in articles 147 ter, paragraph 4, and 148, paragraph 3, of the T.U.F as well as the independence requirements provided for in Recommendation no. 7 of the Corporate Governance Code, to which Biesse S.p.A. has declared to adhere.

With reference to the independence requirements set forth in Recommendation No. 7, letter c) of the Code, the Board of Directors considered significant commercial, financial or professional relationship to be one whose total value exceeds: (i) 5% of the annual turnover of the Company or entity of which the Director has control or of which they are an executive director, or of the professional firm or consulting Company of which they are a partner; and/or (ii) 5% of the annual costs incurred by the Group that are attributable to the same type of contractual relationships or assignments of a similar nature. In the case of a Director who is also a partner of a professional firm or of a consulting company, the Board of Directors shall assess the significance of the professional relationships that may influence their position and role within the firm or the consulting Company or that otherwise relate to significant transactions of the Company and the Group, even independently of quantitative parameters.

With reference to the independence requirements set forth in Recommendation No. 7, letter d) of the Code, the Board of Directors considered that significant additional remuneration with respect to the fixed remuneration for the office and the remuneration for participation in the Board committees should be understood as remuneration for professional or consulting services in excess of Euro 150,000 per annum, without prejudice, however, to the discretion of the Board of Directors in assessing the specific situation, taking into account the best interests of the Company, the significance of the relationship and the likelihood of it affecting the independence of the Director holding the relationship.

Considering these verifications, the Board of Directors of Biesse S.p.A. has appointed the internal committees:

Control, Risk and Sustainability Committee:

- Rossella Schiavini - President
- Federica Ricceri
- Massimiliano Bruni

Remunerations committee:

- Federica Ricceri - President
- Rossella Schiavini

Operations with related parties committee:

- Rossella Schiavini - President
- Cristina Sgubin

The Board of Directors has, finally, appointed the components of Supervisory body, constituted according to D. Lgs 231/2001, as follows:

- Francesco Palanza – President
- Elena Grassetti
- Domenico Ciccopiedi

**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, housing & construction, automotive and aerospace sectors. Today, about 80% of our consolidated turnover is achieved abroad by an ever-growing global network with 12 manufacturing campuses and 20+ showrooms all over the world. Thanks to our rooted competence embodied by 4.400 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.

**Nicola Sautto**  
Chief Financial Officer and Investor Relator

T +39 0721 439439  
M +39 334 640 5271  
[nicola.sautto@biesse.com](mailto:nicola.sautto@biesse.com)