

Notice of call of the Ordinary and Extraordinary Shareholders' Meeting

Shareholders are hereby summoned to the Ordinary and Extraordinary 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 November **18, 2024 at 11.00 a.m.**, in a single call, to discuss and resolve on the following

Agenda

Ordinary Session

1. Authorisation for the purchase and disposal 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, as amended. Inherent and consequent resolutions

Extraordinary Session

2. Amendments to the Articles of Association: integration of Article 6 in order to clarify the cases in which the increased voting rights provided for in the regulations may be maintained and to remove references to regulations which are no longer applicable. Inherent and consequent resolutions.
3. Amendments to the Articles of Association: amendment to Article 11 by introducing the possibility of holding meetings through exclusive participation by the so-called designated representative. Inherent and consequent resolutions.
4. Amendments to the Articles of Association: amendment of Article 16 and Article 19-bis on the appointment of corporate bodies. Inherent and consequent resolutions.
5. Amendments to the Articles of Association: amendment of Article 19-ter in order to introduce the mechanism provided for in Article 8, paragraph 2, of the Consob Regulation adopted by Resolution No. 17221/2010 (so-called white-wash). Inherent and consequent resolutions.

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, November 7, 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, November 13, 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.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 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 31 December 2024 by Law No. 21 of 5 March 2024, published in the Official Gazette on March 12, 2024 ("Legge Capitali"), 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 Legislative Decree No. 58/1998, 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 Legislative Decree No. 58/1998 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.biesse.com, in the "*Governance and Investors/For the Investors/Shareholder's meeting/2024*" section.

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, November 14, 2024**) 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 Legislative Decree No. 58/1998, 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.biesse.com in the “Governance and Investors/For the Investors/Shareholder’s meeting/2024” section. These proxies and sub-proxy may be granted within one trading day prior to the Shareholders' Meeting (i.e. by **Friday, November 15, 2024**). 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, November 7, 2024**) accompanied by information regarding the identity of the shareholders who submitted them, by electronic communication to the following certified e-mail address biessspa@legalmail.it and, for information, to 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, November 10, 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, November 13, 2024**) by means of publication on the Company's website at www.biesse.com in the “*Governance and Investors/For the Investors/Shareholder’s meeting/2024*” 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, Legislative Decree No. 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 (**Monday, October 28, 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 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, October 28, 2024**).

At least fifteen days before the date set for the Shareholders' Meeting (**Sunday, November 3, 2024**), the Company will give notice, in the same publication forms followed for this notice, of any additions submitted or of the possible submission of further proposals for resolutions on matters already on the agenda, 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.

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, November 3, 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 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 at the Company's registered office, on the Company's website at www.biesse.com, "*Governance and Investors/For the Investors/Shareholder's meeting/2024*" section, as well as at the authorized storage mechanism [1info](http://www.1info.it) at www.1info.it, without delay and in any case by **Tuesday, November 5, 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 Legislative Decree No. 58/1998.

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/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 ordinary shares 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 reports, which include 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.

An extract of this notice of call will be published, pursuant to Article 125-*bis* of Legislative Decree No. 58/1998, in the newspaper *Il Sole 24 Ore* on Friday, October 18, 2024.

Pesaro, October 18, 2024

**For the Board of Directors
The Chairman**