

**Biesse S.p.A.**

Via della Meccanica, 16  
61122 Pesaro (PU) Italy

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[www.biesse.com](http://www.biesse.com)

## 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")**, in 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voting rights provided for in the regulations may be maintained and to remove references to regulations which are no longer applicable.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.

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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; the intermediary's communication will be based on the accounting records at the end of the seventh trading day prior to the date of the Shareholders' Meeting (i.e. by **Thursday, November, 7, 2024 - record date**). Credit and debit entries made to the accounts after that date are not relevant for the purpose of entitlement to exercise the right to

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vote at the Shareholders' Meeting. Those who hold shares only after that date are not entitled to attend and vote at the Meeting.

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 subject 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 ("Designated Representative"), in accordance with the provisions of the law and current regulations, who may also be granted proxies and/or sub-delegations pursuant to art. 135-*novies* of Legislative Decree No. 58/1998.

The Company appointed Computershare S.p.A. - with registered office in Milan, via Mascheroni 19, 20145 - as Designated Representative.

Information on the amount of the share capital, the granting of the proxy to the Designated Representative, the right to ask questions, integrate the agenda, to submit resolution proposal pursuant to article 126-*bis*, paragraph 1, first sentence, of Legislative Decree No. 58/1998, the submission of individual resolution proposal by holders of voting rights provided for in article 126-*bis*, paragraph 1, penultimate sentence, of Legislative Decree No. 58/1998, as well as on the availability of the documentation relating to the items on the agenda, can be found in the full text of the notice of call published on the Company's website at [www.biesse.com](http://www.biesse.com) ("*Governance and Investors/For the Investor/Shareholder's meeting/2024*" section) and available at the authorized storage mechanism 1Info at [www.1info.it](http://www.1info.it).

**Pesaro, October 18, 2024**

**For the Board of Directors**

The Chairman