

The resolution of the Extraordinary Shareholders' Meeting on the introduction of the enhanced increased vote is effective. Withdrawal Shares Option Offer

Pesaro, 3 June 2025

Biesse S.p.A. ("**Biesse**" or the "**Company**") announces that, with reference to the resolution (the "**Resolution**") to amend Article 6 of the Company's Articles of Association, relating to the introduction of the enhanced increased voting rights pursuant to Article 127-*quinquies*, paragraph 2 of Legislative Decree 24 February 1998, No. 58 of 24 February 1998, as amended (the "**Consolidated Law on Finance**"), approved by the Extraordinary Shareholders' Meeting held on 28 April 2025 and filed with the Pesaro-Urbino Companies Register on 2 May 2025, the period for exercising the right of withdrawal ended on 21 May 2025.

Withdrawal Shares

On the basis of the declarations received by Biesse, the Company announces that the right of withdrawal has been validly exercised for No. 489.664 Biesse shares, representing 1,7869% of the share capital of the Company (the "**Withdrawal Shares**"). Based on the unit liquidation value of the Biesse shares for the exercise of the withdrawal right previously communicated, determined to be Euro 7.77 in accordance with the provisions of Article 2437-*ter* of the Italian Civil Code, the total value of the Withdrawal Shares is equal to Euro 3.804.689,28.

Condition Precedent

As already announced on 28 March 2025 and on 7 May 2025, please note that the effectiveness of the Resolution would be terminated if the cash amount to be paid by Biesse to the shareholders exercising their right of withdrawal for the redemption of the Withdrawal Shares, net of the amounts due by the shareholders exercising their option and pre-emption rights pursuant to Article 2437-*quater* paragraphs 1 and 3 of the Italian Civil Code, or (if any) by third parties who had purchased the Withdrawal Shares pursuant to Article 2437-*quater*, paragraph 4 of the Italian Civil Code in connection with the placement of the Withdrawal Shares on the market, had exceeded a total amount of Euro 15,000,000.00.

Since the condition precedent of the Resolution has not been fulfilled, the Resolution is fully effective and the enhanced increased voting rights approved by the Shareholders' Meeting can therefore be considered fully implemented.

Option Offer

In accordance with the provisions of Article 2437-*quater*, paragraphs 1, 2 and 3, the Withdrawal Shares will be offered under option (the "**Option Offer**") to Biesse shareholders who have not exercised, in whole or in part, their right of withdrawal, in proportion to the number of shares held, according to terms and procedures that will be announced by means of a specific notice published on the Biesse website at www.biesse.com and in the newspaper "*Il Sole 24 Ore*" on 4 June 2025.

Biesse filed today the Option Offer with the Pesaro-Urbino Companies Register. The option offer period shall run from 4 June 2025 to 3 July 2025 inclusive.

Right of pre-emption

It should be noted that Biesse shareholders who exercise their right of pre-emption in the context of the Option Offer will also have the right of pre-emption to purchase Withdrawal Shares that may remain unexercised in the context of the Option Offer, provided that they make a request at the same time as exercising their right of pre-emption (the "**Pre-emption Offer**"). If the number of Withdrawal Shares for which the right of pre-emption is requested is higher than the number of Withdrawal Shares remaining unexercised at the end of the Option Offer, an allocation will be made to the applicants on the basis of an allocation mechanism in proportion to the number of option rights held by each of them.

In the event that at the end of the Option Offer and the simultaneous Pre-emption Offer there are any Withdrawal Shares remaining unexercised and for which the right of pre-emption has not been exercised, Biesse, on the basis of the outcome of the aforementioned offers, will assess the advisability of placing such Withdrawal Shares on the market to third parties at a price equal to the liquidation value, i.e. equal to Euro 7.77 per share.

Further information on the terms and conditions of the Option Offer and the Pre-emption Offer will be specified in the Option Offer Notice.

BIESSE - We are an international manufacturer of integrated lines, machines and components for the processing of wood, glass, stone, plastics and composites.

Founded in Italy in 1969 and listed on the Euronext STAR segment of the Italian Borsa Italiana stock exchange, we support the business development of our customers in the furniture, supply & construction, automotive and aerospace sectors. Today, about 80% of our consolidated revenues are made abroad thanks to an ever-growing global network with 3 production areas and sales showrooms in 19 countries. Thanks to the expertise of our over 3,800 employees, we inspire leading companies in their sectors and the most respected names in Italian and international design to unlock the potential of every material.

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