

Notice of option and pre-emption offer pursuant to Article 2437-*quater*, paragraphs 1 and 2 of the Italian Civil Code

Pesaro, 3 June 2025

Biesse S.p.A. ("**Biesse**" or the "**Company**") announces that:

- On 2 May 2025 (the "**Registration Date**"), the resolution (the "**Resolution**") of the Extraordinary Shareholders' Meeting of Biesse, held on 28 April 2025, was registered with the Pesaro-Urbino Companies Register, approving the amendment to 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 No. 58 of 24 February 1998, as amended (the "**Consolidated Law on Finance**");
- the holders of Biesse shares who did not participate in the approval of the Shareholders' Meeting's Resolution, i.e. shareholders who did not attend the Shareholders' Meeting or who voted against the proposed Resolution or who abstained from voting on the proposed Resolution (the "**Withdrawing Shareholders**") had the right to withdraw in accordance with Article 2437, paragraph 1, letter g) of the Italian Civil Code (the "**Right of Withdrawal**") by sending a specific notice no later than 21 May 2025 (the "**Deadline**"), in accordance with the terms and procedures indicated in a specific notice made available to the public by Biesse on 6 May 2025;
- the unit liquidation value of each of the Biesse shares for which the Right of Withdrawal could be exercised was determined as Euro 7.77 (the "**Unit Liquidation Value**") in accordance with Article 2437-*ter*, paragraph 3, of the Italian Civil Code, i.e. making exclusive reference to the arithmetic average of the closing prices of Biesse shares on Euronext Milan, the market organised and managed by Borsa Italiana S.p.A, in the 6 (six) months preceding the date of publication of the notice of convocation of the Shareholders' Meeting called to deliberate on the proposed Resolution;

- as communicated to the public by the Company today, the Right of Withdrawal has been legitimately exercised within the Time Limit in respect of a total of 489.664 Biesse shares (the "**Withdrawal Shares**"), representing 1,7869% of the share capital of Biesse, for a total liquidation value of all the Withdrawal Shares - calculated on the basis of the Unit Liquidation Value - equal to Euro 3.804.689,28.
- It should be recalled that, as resolved by the Shareholders' Meeting, 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;
- pursuant to Article 2437-*quater*, paragraphs 1-3 of the Italian Civil Code, the Withdrawal Shares must be offered under option to the shareholders of the Company other than the Withdrawing Shareholders in proportion to the shares held by each of them, with the possibility for the non-withdrawing shareholders to also exercise their right of pre-emption on the Withdrawal Shares remaining unexercised, through the procedure indicated below (the "**Option Offer**" or the "**Offer**");
- the Option Offer for the Withdrawal Shares referred to in this notice was filed today, 3 June 2025 with the Pesaro-Urbino Companies Register and published on the Biesse website at www.biesse.com, Section "*Governance and Investor – For the investor – Shareholders' Meeting – Shareholders' Meeting 28/04/2025*" and will be published in the newspaper "*Il Sole 24 Ore*" on 4 June 2025.

1. Terms and Conditions of the Option Offer

Pursuant to Article 2347-*quater*, paragraphs 1 and 2 of the Italian Civil Code, the Withdrawal Shares must be offered in option, on equal terms, to the holders of Biesse shares (the “**Entitled Persons**”) in proportion to the number of Biesse shares held by each of them at the close of the record date of 5 June.

The option ratio is equal to one Withdrawal Share for every 55 option rights (the “**Option Rights**”) exercised.

An Option Right is credited for each Biesse share (excluding the Withdrawal Shares and treasury shares held by the Company). The option ratio may change as a result of declarations of exercise of the Right of Withdrawal sent by the Deadline and not yet received by the Company, of which timely notice will be given by means of a notice published on the Company's website at www.biesse.com.

The Option Rights (ISIN code: IT0005652141) are not tradable on any market and can be exercised only for a whole number of Withdrawal Shares. The number of Withdrawal Shares that may be acquired by the same Entitled Person upon exercise of the Rights shall be determined by rounding down to the nearest whole number. If necessary, the Company reserves the right to further rounding for the purpose of squaring the transaction.

The Withdrawal Shares subject to the Option Offer and the Option Rights are not, nor may they be, offered or sold in those countries in which the Offer is not permitted in the absence of a specific authorisation in accordance with, or as an exception to, the applicable regulations.

2. Characteristics of the Offer Shares

All the Withdrawal Shares object of this Option Offer are ordinary shares of Biesse listed on Euronext Milan, Euronext STAR Milan segment, organised and managed by Borsa Italiana S.p.A.. (ISIN: IT0003097257).

3. Offer Price

The Withdrawal Shares are offered under option at a unit price of Euro 7.77 per Withdrawal Share (the “**Offer Price**”), which

corresponds to the Unit Liquidation Value established in accordance with Article 2437-*ter*, paragraph 3, of the Italian Civil Code.

4. Subscription Period

The subscription period of the Option Offer within which the Entitled Persons may exercise - under penalty of forfeiture - their Rights, as well as, under the conditions set forth below, their right of pre-emption pursuant to Article 2437-*quater*, paragraph 3 of the Italian Civil Code (the "**Right of Pre-emption**") runs from 4 June 2025 to 3 July 2025 (inclusive).

5. Subscription procedure

Subscription to the Offer by exercising the Option Rights and any exercise of the Right of Pre-emption must be made by the Entitled Persons holding ordinary Biesse shares through the financial intermediaries participating in the Monte Titoli S.p.A. centralised management system by signing a specific subscription form prepared by Biesse (the "**Subscription Form**"), made available on the Company's website at www.biesse.com, Section "*Governance and Investor – For the investor – Shareholders' Meeting – Shareholders' Meeting 28/04/2025*" and circulated by Biesse to intermediaries through Monte Titoli S.p.A., subject to verification by the intermediaries of the legitimacy of the subscriber to exercise the Option Right and any exercise of the Right of Pre-emption to purchase the Withdrawal Shares.

Subscription Forms, should be sent, through the financial intermediary, to the Pec address operations@pecserviziotitoli.it.

6. Right of Pre-emption

Pursuant to Article 2347-*quater*, paragraph 3 of the Italian Civil Code, the Entitled Persons who exercise their Option Rights on the Withdrawal Shares under the terms and conditions of this Offer, provided they make a simultaneous request in the Subscription Form, may also exercise their Right of Pre-emption to purchase at the Offer Price the Withdrawal Shares that remained unexercised at the end of the Option Offer (the "**Unexercised Shares**").

To this end, when accepting the Offer, the Entitled Persons shall indicate to the intermediaries, in the specific section of the

Subscription Form, the maximum number of Unexercised Shares for which they intend to exercise the Right of Pre-emption.

If the number of Withdrawal Shares for which the Right of Pre-emption has been exercised is higher than the number of Unexercised Shares, an allocation shall be made among all the requesting Entitled Persons in proportion to the number of Option Rights held by each of them, rounded down to the nearest whole number, and then proceeding to the allocation of the remaining Withdrawal Shares on the basis of the criterion of the largest remainder.

7. Results of the Option Offer and settlement of the Withdrawal Shares acquired as a result of the exercise of the Option Rights and Right of Pre-emption

Biesse will communicate the overall results of the Option Offer, including any exercise of the Right of Pre-emption, through publication of a specific notice in the newspaper *// Sole 24 Ore* and on the Company's website at www.biesse.com.

The number of Withdrawal Shares allocated to the Entitled Persons who have exercised their Option Rights and, if any, their Right of Pre-emption, will be communicated to the interested parties by the respective intermediaries, within the terms and according to the procedure applied by them.

The execution of the purchase and transfer of the Withdrawal Shares (and, therefore, the payment of the value of the Withdrawal Shares purchased following the exercise of the Option Rights and, if applicable, of the Right of Pre-emption and the crediting of the Withdrawal Shares to the accounts of the Entitled Persons) will take place through the intermediaries with whom the Subscription Form for the Offer has been submitted or the intermediaries with whom the purchasing Entitled Persons have their securities accounts.

If, at the end of the above procedure, including the Option Offer and any exercise of the Right of Pre-emption, there are any Withdrawal Shares not purchased by the Entitled Persons (the "**Remaining Shares**"), Biesse will consider whether to place the Remaining Shares on the market to third parties at the Offer Price (the "**Third Party Placement**") in accordance with Article 2437-*quater*, paragraph 4 of the Italian Civil Code.

As a last resort, the Remaining Shares that are not placed with third parties will be purchased directly by Biesse at the Offer Price using available profits and reserves within the term set forth in Article 2437-*quater*, paragraph 5 of the Italian Civil Code. Pursuant to the same provision, this purchase may also be made in derogation of Article 2357, paragraph 3 of the Italian Civil Code, thus exceeding the limit of one-fifth of the share capital.

The terms and conditions of the Third-Party Placement, if any, will be communicated in accordance with the procedures and timeframes provided for by applicable law and published on the Company's website at www.biesse.com as well as at the authorised distribution and storage system *Info* at www.info.it.

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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