

ANNEX 2

BIESSE S.p.A.

Pesaro office — Via Della Meccanica 16

Share capital € 27,393,042

Court of Pesaro — Tax Code 00113220412

Reasoned proposal by the Board of Statutory Auditors to the Shareholders' Meeting regarding the supplement to the fee due to the auditing firm Deloitte & Touche S.p.A. in relation to the audit engagement for the Company's financial statements and the consolidated financial statements of the entire BIESSE Group for the period 2019-2027, as set out in the engagement letter dated 15 June 2018; as well as for the supplement to the fee relating to the engagement to provide a limited assurance on the compliance of the BIESSE Group's sustainability reporting for the financial years 2025–2027, as set out in the engagement letter dated 26 March 2025

* * *

Dear Shareholders,

Whereas

- with resolution of 20 June 2018, the Shareholders' Meeting of Biesse S.p.A. (hereinafter also referred to as the “**Company**” or “**BIESSE**”), at the reasoned proposal of the Board of Statutory Auditors, resolved to award Deloitte & Touche S.p.A. (hereinafter also referred to as “**Deloitte**”) - with an effective start date from June 2019 - the engagement to audit the Company's annual financial statements and the consolidated financial statements of the entire BIESSE Group for the period 2019-2027, to verify the proper maintenance of the Company's accounts and the correct recording of management events in the accounting records, to carry out a limited audit of the condensed half-yearly financial statements, to audit the reporting package prepared by the investee companies for the purposes of the consolidated half-yearly and annual financial statements, to verify and sign the Company's tax returns in accordance with the law, to audit the non-financial information pursuant to Legislative Decree 254/2016, as well as assistance with the interpretation of IAS/IFRS accounting standards and verification of the consistency of the report on operations – and of certain specific information contained in the corporate governance report and on ownership aspects – with the annual financial

statements and the consolidated financial statements and their compliance with statutory requirements (hereinafter the “**Engagement**”);

- In accordance with the aforementioned shareholders’ resolution, BIESSE awarded Deloitte the Engagement;
- following the Engagement, significant organisational and regulatory changes have taken place, which have already led to an initial supplement of the fees, approved by the Shareholders’ Meeting on 28 April 2025;
- during the 2025 financial year, further circumstances arose which resulted in the audit and compliance certification work on the sustainability reporting being more extensive than Deloitte had originally anticipated;
- in light of these circumstances, Deloitte has made specific requests for adjustments and supplements to the fees for the 2025 financial year, as detailed below.

1. In a letter dated 19 December 2025, Deloitte requested an increase in fees for the 2025 financial year, distinguishing between:

- a one-off adjustment totalling **€35,000.00** for non-recurring activities, broken down as follows:
 - €20,000.00 for the audit of the accounting treatment of extraordinary corporate restructuring transactions;
 - €10,000.00 for the audit of the impairment test carried out for the purposes of the Consolidated Half-Yearly Financial Report as at 30 June 2025;
 - €5,000.00 for the audit of the accounting treatment of costs relating to the departure of senior executives;
- a definitive adjustment of fees, resulting in a net increase of **€12,900.00** for the 2025 financial year, arising from:
 - additional costs of €33,000.00 (of which €10,000.00 for the application of the new auditing standard ISA 600 Revised, €8,000.00 for the newly established Biesse Tooling S.r.l. and €15,000.00 for additional work on Biesse Deutschland GmbH);
 - lower expenses of €20,100.00 (of which €7,100.00 for the merger of Forvet S.p.A. and €13,000.00 for the Russian company being removed from the corporate scope).

2. In a letter dated 29 January 2026, Deloitte requested a one-off supplement of **€12,000.00** for the 2025 financial year, due to the greater use of resources compared to

that estimated in the engagement letter of 26 March 2025, as a result of organisational changes affecting the BIESSE Group, for the performance of the limited review of the sustainability reporting in accordance with Legislative Decree 125/2024.

Given that

- the resolution of the Biesse Shareholders' Meeting of 20 June 2018 conferring the engagement, as well as Deloitte's original proposal dated 15 June 2018 (the "**Original Proposal**"), expressly provide that the audit firm's fees may be revised, subject to the approval of the same Shareholders' Meeting and following consultation with the Board of Statutory Auditors, in relation to changes arising from alterations to the corporate scope, changes to the structure and size of the Group, or new regulatory developments;
- the engagement letter dated 26 March 2025 also contains similar "Fee Adjustment" clauses which allow for a change in fees should circumstances arise that result in an increase in the estimated time required;
- Furthermore, pursuant to Article 13(2-ter) of Legislative Decree No. 39 of 27 January 2010, as amended by Legislative Decree No. 125 of 6 September 2024, the Shareholders' Meeting appoints the auditor to certify the compliance of the sustainability reporting and determines the fee due to the sustainability auditor or the audit firm for the entire duration of the engagement, as well as any criteria for adjusting such fee during the engagement, at the proposal of the Board of Statutory Auditors.

Noting that

- the circumstances cited by Deloitte in its letters of 19 December 2025 and 29 January 2026 did in fact occur and are sufficient to justify an increase in the workload required of the audit firm. Specifically:
 - the "One Company" strategic transformation process involved corporate restructuring measures that required specific and complex accounting audits which could not have been foreseen in advance;
 - the withdrawal of the operating and financial targets set out in the 2024–2026 Three-Year Business Plan made it necessary to carry out an interim impairment test as at 30 June 2025, in accordance with IAS 36, resulting in additional verification work by the auditor;

- the entry into force of the new International Standard on Auditing ISA 600 (Revised) necessitated more extensive supervision and oversight of the work carried out by the auditors of Biesse S.p.A.'s subsidiaries, particularly those not belonging to the Deloitte network, thereby increasing the coordination burden on the consolidated auditor;
 - changes to the scope of consolidation (the incorporation of Biesse Tooling S.r.l., the merger of Forvet S.p.A., and the removal of the Russian subsidiary from the scope of consolidation) and the in-house handling of audit activities at Biesse Deutschland GmbH altered the Group's structure and, consequently, the scope of the audit activities;
 - The conduct of assurance work on the sustainability reporting, particularly in light of the first year of implementation of the CSRD regulations referred to in Legislative Decree 125/2024, required a greater commitment than Deloitte had initially estimated.
- These circumstances resulted in a greater use of time and resources than originally anticipated, as was confirmed to the Board of Statutory Auditors during discussions on the matter with the Company's management, in particular with the CFO, Mr Pierre La Tour, and the CSRD Manager, Ms Sofia Provenzano; as well as with the Deloitte Partner in charge of the engagement, Mr Giovanni Fruci.
 - The Board of Statutory Auditors also verified that the requested increase in fees is consistent with the actual additional workload required and does not affect the overall financial equilibrium of the engagement or its proper performance.
 - The Board of Statutory Auditors carried out its qualitative and quantitative assessments of the proposals for adjusting the fee submitted by Deloitte, taking due account of the scope, nature and manner of performance of the activities described, the estimated number of hours and resources to be allocated, and the technical expertise of the team.
 - The Board also verified, including by comparing the requests made against market benchmarks and similar engagements for groups of comparable size, that the financial requests made were reasonable, and that any additional work was not attributable to organisational inefficiencies on the part of the auditor.
 - The independence of the audit firm was also assessed in accordance with Regulation (EU) No 537/2014 and Legislative Decree 39/2010, and no circumstances were identified that could compromise it.

- In light of the detailed analyses and assessments carried out, the quantification of the increased fees set out in Deloitte's letters of 19 December 2025 and 29 January 2026 is considered appropriate from both a technical and financial perspective.

The Board of Statutory Auditors, on the basis of the reasons illustrated

Proposes

to the Shareholders' Meeting of BIESSE S.p.A. to approve the supplement to the fees due to Deloitte & Touche S.p.A. for the performance of the engagement with sole reference to the 2025 financial year only, for a total additional amount of **€59,900.00**, plus expenses, supervisory fee and VAT as required by law, broken down as follows:

1. a one-off payment of **€47,000.00**, of which €35,000.00 for non-recurring activities relating to the audit of the separate and consolidated financial statements of Biesse S.p.A. for the nine-year period from 2019 – 2027 and €12,000.00 for additional work relating to the limited assurance engagement of the BIESSE Group's sustainability reporting;
2. a total amount of **€12,900.00**, representing the adjustment of audit fees for the 2025 financial year, in light of the organisational and regulatory changes that took place during that financial year.

The approval will be granted in accordance with the terms and conditions, including the financial terms, set out in the adjustment proposals submitted by Deloitte & Touche S.p.A. itself and in the records of the Board of Statutory Auditors and the Company, with the other terms and conditions of the Engagement remaining unchanged.

Pesaro, 27 March 2026

For the Board of Statutory Auditors

The Chairman, Mr Paolo De Mitri