

Ordinary and Extraordinary Shareholders' Meeting approves all the resolutions proposed on the agenda

Pesaro, 28th April 2025

The Ordinary and Extraordinary Shareholders' Meeting of Biesse S.p.A. (“**Biesse**” or the “**Company**”), a company listed on the Euronext STAR Milan segment, was held today in first convocation.

Ordinary part

Approved the Financial Statements of the parent company Biesse S.p.A. at 31 December 2024

The Shareholders' Meeting has approved the Financial Statements of Biesse S.p.A. at 31 December 2024 without any modification compared to the draft approved by the Board of Directors on 14 March 2025 of which the main indicators are the following:

- Net revenues 425.9 million euros (-20.8% compared to 2023);
- EBITDA *adjusted* 10.6 million euros, incidence on net sales 2.5% (5.7% in 2023);
- EBIT *adjusted* -7.6 million euros, incidence on net sales -1.8%. (1.8% in 2023);
- EBIT -9.4 million euros, incidence on net sales -2.2% (-0.2% in 2023);
- Net Result (profit) 6.6 million euros (18.5 million euros in 2023) incidence on net sales 1.6%.

The Consolidated Financial Statements of the Group at 31 December 2024 were presented and examined

During the Shareholders' Meeting the Consolidated Financial Statements of the Group were presented and examined. Main indicators are the following:

- Consolidated net revenues of 754.7 million euros (-3.9% compared to 2023);

- EBITDA *adjusted* of 58.9 million euros, 7.8% of net consolidated revenues (9.8% in 2023);
- EBIT *adjusted* of 18.7 million euros, 2.5% of net consolidated revenues (5.1% in 2023);
- EBIT of 14.9 million euros, 2.0% of net consolidated revenues (3.1% in 2023);
- Net profit of 3.8 million euros, 0.5% of net consolidated revenues - EPS (net profit per share) 0.14 euros.

Furthermore, the Shareholders' Meeting has acknowledged the non-financial declaration prepared according to D. Lgs. 254/2016 – Consolidated Sustainability Report at 31 December 2024.

Allocation of net profit

The Ordinary Shareholders' Meeting approved the payment to the entitled shareholders of a total gross dividend of EUR 0.04 per share. The dividend is to be paid entirely from the profit for the year shown in the financial statements of the parent company Biesse S.p.A. The total disbursement related to the dividend will therefore be EUR 1,096,103.72. The remaining part of the net profit for the year, equal to EUR 5,534,056.62, has been allocated to extraordinary reserves.

The payment of the total dividend of EUR 0.04 will have coupon no. 19, detachment date 5 May 2025, record date 6 May 2025, value date 7 May 2025.

Policy on the remuneration

The Shareholders' Meeting, examined the Report on remuneration policy and paid rewards prepared according to the applicable laws and regulations, has (i) approved the remuneration policy of the Company for the financial year 2025 included in the first section, according to art. 123-*ter*, *commas* 3-*bis* and 3-*ter*, of D. Lgs. N. 58/1998 and (ii) resolved in favor of the Second Section of the Report, according to art. 123-*ter*, *comma* 6, of D. Lgs. 58/1998.

Assignment for the independent auditors to certify the compliance of consolidated sustainability reporting

The Shareholders' Meeting, having noted the legal obligations and examined the proposal formulated by the Board of Statutory Auditors, has resolved to appoint Deloitte & Touche S.p.A. to provide limited attestation of the compliance of the consolidated sustainability reporting of Biesse S.p.A. for the financial years 2025-2027.

Extraordinary part

**Introduction of the voting surcharge pursuant to Art. 127-*quinquies*, paragraph 2, of Legislative Decree No. 58 of 24 February 1998 (TUF).
Amendment of Art. 6 of the Articles of Association.**

The Shareholders' Meeting has resolved to amend the Articles of Association (“**Amendment of the Articles of Association**”) by providing, pursuant to Article 127-*quinquies*, paragraph 2, of Legislative Decree No. 58 of 24 February 1998 (TUF), for the possibility of a so-called "enhanced" increased vote with the attribution - following the maturity of the first 24-month period of the ordinary increase which attributes 2 votes per share - of an additional vote at the end of each 12-month period of further uninterrupted holding of the shares, up to a total maximum of ten votes per share.

Pursuant to Article 127-*quinquies*, paragraph 8, of the TUF, Biesse shareholders who do not take part in the adoption of the resolution on the Articles of Association Amendment will be entitled to exercise their right of withdrawal pursuant to Article 2437 et seq. of the Italian Civil Code (the “**Withdrawing Shareholders**”), within 15 days from the date of registration at the competent Company Registry of the resolution of the Extraordinary Shareholders' Meeting approving the Articles of Association Amendment.

The Articles of Association Amendment shall be effective as of the date of registration of the resolution of the Extraordinary Shareholders' Meeting with the competent Company Registry. Notice

of the registration will be given by means of a notice published on the Company's website www.biesse.com, on the '1info' storage mechanism at www.1info.it as well as in a national daily newspaper.

However, the effectiveness of the Articles of Association Amendment shall be terminated if the amount of money to be paid, if any, by Biesse to the Withdrawing Shareholders (the "**Withdrawal Amount**"), exceeds in the aggregate the amount of Euro 15.000.000,00 (the "**Resolutive Condition**"). The Withdrawal Amount shall be calculated net of the amounts due by 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 purchasing the withdrawal shares pursuant to Article 2437-*quater*, paragraph 4, of the Italian Civil Code.

Biesse will notify the market of the fulfilment or non-fulfilment - or waiver - of the Resolutive Condition.

Further details related to the right of withdrawal of the Biesse shareholders who do not take part in the adoption of the resolution on the Articles of Association Amendment will be made available according to the existing law and regulations.

Other information

Minutes of the Ordinary and Extraordinary Shareholders' Meeting will be made available at Biesse S.p.A. headquarter and published on the company website www.biesse.com, *Governance and Investor area / For the investors / Shareholders' Meeting 28/04/2025*, as well as on the authorized website used for storage 1info (www.1info.it) in the terms provided by law and regulations.

The summary reports of votes will be made available on the company website www.biesse.com within five days from the date of the Shareholders' Meeting pursuant to art. 125-*quarter* of the TUF.

The manager responsible for preparing the company's financial reports, Nicola Sautto, declares, pursuant to paragraph 2 of Article 154 bis of the D. Lgs. 58/1998 (TUF), that the accounting information contained in this press release corresponds to the document results, books and accounting records.

BIESSE - We are an international company that manufactures integrated lines, machines and components to process wood, glass, stone, plastic and composite materials. Founded in Italy in 1969 and listed in the Euronext STAR segment of the Italian Stock Exchange, we support the business evolution of our customers in the furniture & construction, automotive and aerospace sectors. Today, about 80% of our consolidated turnover is achieved abroad by an ever-growing global network with 3 manufacturing areas and showrooms in 19 countries. Thanks to our rooted competence embodied by over 3.900 employees, we empower the imagination of industry leading companies and prestigious names in Italian and international design to make the potential of any material shine.

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