

Registration and publication of the minutes of the Extraordinary Shareholders' Meeting concerning the introduction of the enhanced increased vote.

Procedures and time limits for exercising the right of withdrawal

Pesaro, 6 May 2025

Biesse S.p.A. ("**Biesse**" or the "**Company**") announces that, on 2 May 2025, the minutes of the Extraordinary Shareholders' Meeting held on 28 April 2025, which approved the introduction of the so-called 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**"), as set forth in Article 6 of the Company's Articles of Association (the "**Resolution**"), were filed with the Pesaro-Urbino Companies Register.

Entitled shareholders

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**") are entitled to exercise, as of today, 6 May 2025, and until 21 May 2025 (inclusive), their right of withdrawal pursuant to Article 2437, paragraph 1, letter g of the Italian Civil Code (the "**Right of Withdrawal**").

Liquidation value

As already communicated on 28 March 2025, the unit liquidation value of the Biesse shares for which the right of withdrawal will be exercised has been determined at €7.77, in accordance with the provisions of Article 2437-*ter* of the Italian Civil Code, i.e. making exclusive reference to the arithmetic average of the closing prices of Biesse shares recorded on Euronext Milan, the market organised and managed by Borsa Italiana S.p.A., in the six months preceding the date of publication of the notice of convocation of the Extraordinary Shareholders' Meeting.

Procedure for exercising the Right of Withdrawal

In order to exercise the Right of Withdrawal, the shareholder must: (a) have held the shares in respect of which they intend to exercise the Right of Withdrawal at the time of the opening of the Shareholders' Meeting; (b) not have participated in the Shareholders' Meeting in approving the Resolution (i.e., not have participated in the Shareholders' Meeting or have voted against the proposed Resolution or have abstained from voting on the proposed Resolution); and (c) have held such shares continuously from the time of the opening of the Shareholders' Meeting to the date on which they exercise their Right of Withdrawal.

It should be noted that, pursuant to Article 127-*bis* of the Consolidated Law on Finance, any person in whose favour the registration on account of the shares has been carried out after the record date (i.e., after 15 April 2025) and before the opening of the Shareholders' Meeting, is deemed not to have taken part in the approval of the Resolution and is, therefore, entitled to exercise the Right of Withdrawal.

Pursuant to Article 2437-*bis* of the Italian Civil Code, the Right of Withdrawal may be exercised by holders of Biesse shares who are entitled to do so, for all or part of the shares held, by sending a specific declaration (the "**Declaration of Withdrawal**") - which may be made using the form made available on the Biesse website www.biesse.com (Section "Governance and Investors/Investors/Shareholders' Meeting 28/04/2025") - which must be sent to Biesse no later than 21 May 2025 (the "**Deadline**"): (i) by registered letter with return receipt, addressed to Biesse at c/o Computershare S.p.A. via Lorenzo Mascheroni n. 19, 20145 Milan; (ii) by certified email from the Withdrawing Shareholder's PEC address to the PEC address operations@pecserviziolitoli.it; or (iii) by computer document signed with a digital signature pursuant to Legislative Decree No. 82 of 7 March 2005, or with another type of qualified electronic signature pursuant to Regulation (EU) 910/2014 of the European Parliament and of the Council of 23 July 2014, transmitted from the address also of ordinary electronic mail of the Withdrawing Shareholder to the PEC address operations@pecserviziolitoli.it.

The Declaration of Withdrawal shall be irrevocable and shall contain the information referred to in Article 2437-*bis*, paragraph 1 of the Italian Civil Code, i.e: (i) the particulars (name, surname, tax code,

place and date of birth in the case of a natural person, or company name and registered office in the case of a legal person), domicile, a telephone number and, where possible, an email address for communications concerning the Right of Withdrawal, of the Withdrawing Shareholder; *(ii)* the number of Biesse shares in respect of which the Right of Withdrawal is exercised; and *(iii)* the indication of the authorised intermediary with whom the securities account is opened, in which the Biesse shares for which the Withdrawing Shareholder intends to exercise the Right of Withdrawal are deposited (the "**Intermediary**"), with the details of the said account.

The Withdrawing Shareholder is also required, under penalty of inadmissibility of the Declaration of Withdrawal, to request that the Intermediary sends to the Company by the Deadline a suitable communication (the "**Communication**"), in accordance with the procedures set out in the applicable legal and regulatory provisions and according to the instructions issued by Biesse through Monte Titoli S.p.A, certifying *(a)* the uninterrupted ownership of the shares subject to the exercise of the Right of Withdrawal by the Withdrawing Shareholder from before the opening of the Extraordinary Shareholders' Meeting and up to the time of issue of the Communication, in accordance with Article 83-*quinquies*, paragraph 3, of the Consolidated Law on Finance; and *(b)* the absence of a pledge or other lien on the shares subject to the Right of Withdrawal.

If this is not the case, i.e. in the event that the shares subject to the Right of Withdrawal are encumbered by a pledge or other encumbrance, the Withdrawing Shareholder must send to Biesse within the Deadline, as a condition for the admissibility of the Declaration of Withdrawal, a declaration made by the pledgee or by the person in favour of whom there is another lien on the shares, in which such person gives their irrevocable and unconditional consent to the liquidation of the shares subject to the exercise of the Right of Withdrawal in accordance with the instructions of the Withdrawing Shareholder.

It is the responsibility of the Withdrawing Shareholders to: *(i)* ensure the completeness and correctness of the information contained in the Declaration of Withdrawal; and *(ii)* send the Declaration of Withdrawal no later than the Deadline, Biesse assumes no liability in this respect. Declarations of Withdrawal sent after the Deadline or lacking the necessary information or not accompanied in due time by the above-mentioned declarations shall not be taken into

consideration and, therefore, the Right of Withdrawal shall not be deemed validly exercised.

Biesse, having received the Declarations of Withdrawals and having received adequate confirmation from the Intermediaries as to the entitlement to exercise the Right of Withdrawal by the Withdrawing Shareholders, will promptly inform the public of the number of shares for which the Right of Withdrawal will have been validly exercised.

Liquidation of shares for which the Right of Withdrawal has been exercised

With reference to the procedure for the liquidation of the shares for which the Right of Withdrawal has been exercised, the main steps, as governed by Article 2437-*quater* of the Italian Civil Code, are outlined below, without prejudice to the provision of further details as each step approaches:

- (i) firstly, the shares for which the Right of Withdrawal has been exercised shall be offered in option to the other Biesse shareholders who have not exercised, in whole or in part, the Right of Withdrawal, in proportion to the shares held by each of them (the "**Option Offer**"). The offer period shall last at least 30 (thirty) days from the filing of the offer with the Pesaro-Urbino Register of Companies. Concurrently with the exercise of the option, Biesse shareholders will also be entitled to exercise their pre-emption right to purchase any shares that may remain unexercised (the "**Pre-emption Offer**"). If the number of shares for which the pre-emption right is requested is greater than the number of shares remaining unexercised at the end of the Option Offer period, an allocation will be made among all applicants in proportion to the number of Biesse shares held by each of them on the starting date of the Option Offer period;
- (ii) secondly, if at the end of the Option Offer (and of the simultaneous Pre-emption Offer) there are any Biesse shares remaining unexercised and for which the right of pre-emption has not been exercised by the non-exercising shareholders, Biesse - on the basis of the outcome of the aforementioned offers - will consider the advisability of placing these shares on the market to third parties (the "**Third Party Placement**");

- (iii) in the event that the Biesse shares for which the Right of Withdrawal has been exercised as a result of the Option Offer, the Pre-emption Offer and any Third Party Placement are not fully placed, the remaining shares will be directly purchased by Biesse using the available reserves. In this regard, it is recalled that, in consideration of Article 2437-*quater*, paragraph 5 of the Italian Civil Code, the purchase by Biesse 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.

Unavailability of Withdrawal Shares

Pursuant to Article 2437-*bis*, paragraph 2 of the Italian Civil Code, the shares for which the Right of Withdrawal will be exercised will become unavailable until the outcome of the liquidation proceedings; Therefore, from the date of exercise of the Right of Withdrawal until the end of the liquidation procedure, the aforesaid shares may not be traded and/or transferred by their respective holders.

Condition Precedent

It should be recalled that if the condition precedent referred to in the Resolution - and, specifically, that the amount in cash to be paid by Biesse to the Withdrawing Shareholders in accordance with articles 2437 et seq. of the Italian Civil Code, net of the amounts due by shareholders exercising their option and pre-emption rights in accordance with Article 2437-*quater*, paragraphs 1 and 3 of the Italian Civil Code, or (if applicable) by third parties who purchase the Withdrawal shares in accordance with Article 2437-*quater*, paragraph 4 of the Italian Civil Code as part of the Third Party Placement, exceeds in the aggregate the amount of Euro 15,000,000.00 - is fulfilled (and is not waived by the Company), the effectiveness of the Resolution shall cease and the liquidation procedure of the shares subject to the exercise of the Right of Withdrawal shall be interrupted (and, consequently, the same shares shall be released from the aforesaid restriction).

The Company will announce the non-fulfilment (or waiver, as the case may be) of the above condition precedent by means of a press release which will be published, inter alia, on the Company's website (www.biesse.com) in accordance with the legal requirements.

The terms and conditions of the liquidation procedure (including, inter alia, the number of shares in respect of which the Right of Withdrawal has been exercised, the details of the Option Offer and the Pre-emption Offer as well as the Third-Party Placement, if any) will be communicated in accordance with the procedures and timeframes provided for by the applicable laws and regulations and published on the Company's website at www.biesse.com.

The Shareholders' Meeting minutes will also be made available on Biesse's website www.biesse.com, as well as at the authorised 1info distribution and storage system at www.1info.it.

BIESSE - We are an international company that manufactures integrated lines and machines for the processing of wood, glass, stone, plastic and composite materials.

Founded in Italy in 1969 and listed on the Euronext STAR segment of the Italian Stock Exchange, we support the business evolution of our clients operating in the furniture, housing & construction, automotive and aerospace sectors. Today, around 80% of our consolidated turnover is realised abroad thanks to an ever-growing global network with 3 production areas and sales showrooms in 19 countries. Thanks to the expertise of our more than 3.900 employees, we stimulate the imagination of leading companies in their sectors and prestigious names in Italian and international design, to bring out the potential in every material.

Nicola Sautto
Chief Financial Officer and Investor Relator
T +39 0721 439439
M +39 334 640 5271
nicola.sautto@biesse.com