

Biesse S.p.A.: Ordinary Shareholders' Meeting approves the 2025 Financial Statements and further resolutions on the items of the agenda

Pesaro, 28th April 2026 - The Ordinary Shareholders' Meeting of Biesse S.p.A. ("**Biesse**" or the "**Company**") was held today in Pesaro on first call.

At the opening of the Meeting, 64.54% of the share capital was represented, corresponding to 76.52% of the exercisable voting rights.

Approval of the Financial Statements of the merged company Bavelloni S.p.A.

In line with the corporate integration process, the Ordinary Shareholders' Meeting approved the Financial Statements as of 31 December 2025 of Bavelloni S.p.A., a wholly-owned subsidiary merged by incorporation into Biesse (as per the merger deed dated 26 February 2026).

Taking into account that the legal effects of the merger take effect as of 1 April 2026, the approval of the financial statements of the merged company for the financial year ended 31 December 2025 was submitted to the Shareholders' Meeting of Biesse, as the surviving Company, in accordance with the applicable regulations and the documentation made available to the Shareholders. The main approved figures highlight:

- a loss for the year amounting to Euro 8,701,574;
- the full coverage of the loss through the utilization of the merged company's own reserves.

Approval of Biesse Financial Statements as of 31 December 2025

The Shareholders' Meeting approved the Biesse Financial Statements as of 31 December 2025 without amendments to the draft financial statements approved by the Board of Directors on 13 March 2026. The main indicators are reported below. In accordance with the Board of Directors' proposal, the Shareholders' Meeting resolved not to distribute any dividend for the 2025 financial year.

- **Net Revenues:** Euro 385.6 million (-9.5% compared to 2024);
- **EBITDA *adjusted*:** Euro 4.6 million, incidence on net sales 1.2% (2.5% in 2024);
- **EBIT *adjusted*:** Euro -8.6 million, with a margin of -2.2% on net revenue (-1.8% in 2024);
- **EBIT:** Euro -11.5 million, incidence on net sales -3.0 (-2.2% in 2024);
- **Net Result:** Euro -15.2 million (Euro 6.6 million in 2024), incidence on net sales -3.9%.

Presentation of the Biesse Group Consolidated Financial Statements as of 31 December 2025

During the Meeting, the Consolidated Financial Statements as of 31 December 2025 were also presented. Main indicators are as follows:

- **Consolidated Net Revenues:** Euro 662.5 million (-12.2% compared to 2024);
- **EBITDA *adjusted*:** Euro 38.6 million, 5.8% of net consolidated revenues (7.8% in 2024);
- **EBIT *adjusted*:** Euro 2.1 million, 0.3% of net consolidated revenues (2.5% in 2024);
- **EBIT:** Euro -16.5 million (compared to Euro 14.9 million in 2024);
- **Net Result:** Euro -19.6 million (compared to Euro 3.8 million in 2024).

Furthermore, the Shareholders' Meeting has acknowledged the Biesse Group Sustainability Report, prepared pursuant to Legislative Decree 125/2024 and included in the 2025 Annual Financial Report.

Resolutions on the Result for the Year

The Shareholders' Meeting resolved to cover the Company's loss for the year (amounting to Euro 15,206,361.27) through the use of the extraordinary reserve. Furthermore, it resolved to withdraw Euro 673,808.74 from the same reserve to be allocated to the creation of the non-distributable reserve for net exchange rate gains, where and to the extent required by the applicable civil law regulations.

Remuneration Report

The Meeting, having examined the Report on the Remuneration Policy and compensation paid, prepared in compliance with current legal and regulatory provisions, has (i) approved the Company's remuneration policy for the 2026 financial year contained in the first section of the Report, pursuant to Art. 123-*ter*, paragraphs 3-*bis* and 3-*ter* of Legislative Decree 58/1998 ("TUF") and (ii) resolved in favor of the second section of said Report, pursuant to Art. 123-*ter*, paragraph 6, of the TUF.

Supplement to the Independent Auditors' Fees

The Ordinary Shareholders' Meeting also resolved, based on a reasoned proposal by the Board of Statutory Auditors and pursuant to Legislative Decree no. 39/2010, to approve the supplement to the fees payable to the auditing firm Deloitte & Touche S.p.A. in connection with the statutory audit engagement for the 2025 Financial Year, as well as the related adjustments necessitated by non-recurring activities and operational and regulatory contingencies. Furthermore, the Shareholders' Meeting resolved to approve the supplement to the fees for additional activities related to sustainability reporting, in accordance with the applicable regulatory framework.

Appointment of two Directors to the Board of Directors

The Ordinary Shareholders' Meeting resolved to appoint two members of the Board of Directors following the resignations tendered during 2025 by CEO Massimo Potenza and Independent Director Massimiliano Bruni, as previously disclosed to the market on June 12, 2025, and July 8, 2025, respectively. The candidates were proposed by the Board of Directors and approved with 100% of favorable votes of the share capital represented at the Meeting.

Specifically, the Meeting confirmed the following as members of the Board:

- Salvatore Giordano, Esq., previously appointed by co-option by the Board of Directors on 1 August 2025. Mr. Giordano holds the position of Non-Executive and Non-Independent Director;
- Dr. Pier Giorgio Bedogni, previously appointed by co-option by the Board of Directors on 30 September 2025.

Dr. Bedogni holds the position of Non-Executive and Independent Director and has declared to meet the independence requirements established by Art. 148, paragraph 3, as referred to by Art. 147-*ter*, paragraph 4, of the TUF, as well as the Corporate Governance Code for listed companies to which the Company adheres. The Board of Directors positively assessed the existence of the aforementioned independence requirements, based on the statements made by the candidate and the information available to the Company.

The appointed directors will remain in office until the expiry of the mandate of the current Board of Directors, specifically until the shareholders' meeting called to approve the financial statements for the year ending 31 December 2026. As of the date of appointment, to the best of the Company's knowledge, Dr. Bedogni does not hold Biesse shares, while Mr. Giordano holds 1,300 Biesse shares.

The new directors will receive the same remuneration already provided for other members of the Board, in accordance with the approved Remuneration Policy.

The professional profiles of the confirmed directors are available on the Company's website in the Governance and investor / For investors / Shareholders' meeting 28/04/2026 section, at the following address:

https://assets.ctfassets.net/bdj0rksezwc/1eBM4hSjMnZ8zfvtibP9it/c3d5b588efe85c799e417839eea109e8/Annex_3.pdf

Purchase and Disposal of Own Shares

Lastly, the Ordinary Shareholders' Meeting approved a new program for the purchase and disposal of own shares, pursuant to Articles 2357 et seq. of the Italian Civil Code, Art. 132 of the TUF, and Art. 144-*bis* of Consob Regulation no. 11971/1999, following the revocation of the previous authorization granted on 18 November 2024.

The purposes of the authorization include maintaining a portfolio of own shares for potential extraordinary transactions, future incentive plans, or liquidity support activities. For further information regarding the purposes of the authorization, please refer to the explanatory report submitted by the Board of

Directors, which is available on the Company's website at www.biesse.com, under the Governance and investor section

The program provides for the purchase of a maximum quantity not exceeding one-fifth of the share capital *pro tempore*, for a maximum total outlay of Euro 5,000,000.

The authorization is valid for a period of 18 months from the date of the resolution. Purchases will be made at a price per share that (i) may not deviate downwards or upwards by more than 15% from the reference price recorded on the trading session prior to each transaction or the session prior to the announcement date, or (ii) is not higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue.

Purchase and disposal operations shall be carried out on regulated markets in accordance with the operating procedures established by the stock exchange regulations, in order to ensure the equal treatment of shareholders; furthermore, the Company shall be entitled to carry out transactions, where possible, according to the procedures established by market practices or under the conditions set forth in art. 5 of Regulation (EU) no. 596/2014 (MAR).

As of today, the Company holds **822,448 own shares**, equal to 1.99% of the total number of voting rights. Any potential disposal of the shares already held in the portfolio will serve the same purposes as described above.

Other Information

The minutes of the Ordinary Shareholders' Meeting will be made available to the public at the registered office and published on the Company's website (www.biesse.com), "Governance and Investor / For the investor / Shareholders' meeting 28/04/2026 section" section as well as on the authorized storage mechanism "1info" (www.1info.it) in the terms provided by law and regulations.

The summary report of the voting results will be made available on the Company's website within five days from the date of the Shareholders' Meeting, pursuant to Art. 125-*quater* of the TUF.

The Manager in charge of preparing the corporate accounting documents, Dr. Pierre La Tour, declares pursuant to Article 154-*bis*, paragraph 2, of the TUF that the accounting information contained in this press release corresponds to the documentary results, books, and accounting records.

BIESSE – We manufacture lines, machinery and components for making products, enhancing the potential of the wide range of materials processed by our customers. We simplify the production processes of customers working in the furniture, construction, automotive and aerospace sectors, courtesy of the skill of the people who work in our production sites around the world. Founded in Italy in 1969 and listed on the Italian Stock Exchange, we are driven by our international calling, which is manifested through a global network of showrooms, where customers can enjoy a multi-material experience

Pierre La Tour

Chief Financial Officer and Investor Relator

T +39 0721 439439

M +39 335 7491381

pierre.latour@biesse.com