Biesse S.p.A.
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Notice of call of the Ordinary Shareholders' Meeting

Shareholders of Biesse S.p.A. ("**Biesse**" or the "**Company**") are hereby summoned to the Ordinary Shareholders' Meeting (the "**Shareholders' Meeting**"), on **October 12, 2026** at **10:00 a.m**. in a single call, to discuss and resolve on the following

Agenda

1. Appointment of a member of the Board of Directors following co-optation pursuant to Article 2396-*undecies* of the Italian Civil Code; related and consequent resolutions.
2. Amendment of the remuneration granted to the Board of Directors; related and consequent resolutions.
3. Update of the Report on the Remuneration Policy and Compensation Paid. Binding resolution on Section I of the report pursuant to Article 123-*ter*, paragraphs 3-*bis* and 3-*ter*, of Legislative Decree No. 58/1998.

Entitlement to attend and vote at the Meeting

Pursuant to art. 83-*sexies* of Legislative Decree No. 58 of February 24, 1998 ("**TUF**"), entitlement to attend the Shareholders' Meeting and exercise the right to vote -which may take place exclusively through a Designated Representative (as defined below)- is certified by a communication made to the Company by the intermediary, in compliance with its accounting records, in favor of the party entitled to vote; the intermediary's communication will be based on the accounting records at the end of the seventh trading day preceding the date set for the Shareholders' Meeting (i.e. by **Thursday, October 1, 2026** – *the record date*). The credit and debit entries made to the accounts after that date are not relevant for the purpose of entitlement to exercise the right to vote at the Shareholders' Meeting. No one who becomes an owner of shares after that date is entitled to attend and vote at the Shareholders' Meeting.

The notice from the intermediary must be received by the Company by the end of the third trading day prior to the date of the Shareholders' Meeting, i.e. by **Wednesday, October 7, 2026**. The legitimacy to attend and vote remains unchanged in case the communication is received by the Company after the above-mentioned deadline, provided that it is received before the beginning of the meeting's works.

The due constitution and validity of the resolutions on the items on the agenda are governed by the law and the Articles of Association. The conduct of the Shareholders' Meeting is also governed by the specific Regulations, which are published on the Company's website at www.biesse.com (*Governance and Investor/Corporate Governance/Governance documents* section).

Procedures for conducting the Shareholders' Meeting and granting proxy to the Designated Representative

In accordance with the provisions of Article 11, Paragraph 4, of the Company's Articles of Association, the regulations of the Board of Directors governing the procedures for conducting Shareholders' Meetings adopted pursuant to Article 125-*bis*.1, paragraph 3, of the TUF, published on the Company's website (the "**Meeting Procedures Regulations**"), as well as the resolution adopted by the Board of Directors on 9 September 2026 pursuant to Article 125-*bis*.1, paragraph 2, of the TUF, shareholders entitled to vote at the Shareholders' Meeting may attend **exclusively through the appointed representative designated** pursuant to Article 135-*undecies* of the TUF, in accordance with the provisions of the law and current legislation, as better specified below.

The Company appointed Computershare S.p.A. – with registered office in Milan, via Mascheroni No. 19 – to represent the shareholders pursuant to Article 135-*undecies* of the TUF (the "**Designated Representative**"). Shareholders authorized to vote who wish to attend the Shareholders' Meeting must therefore confer proxy/sub-proxy on the Designated Representative - together with voting instructions - on all or some motions pertaining to the items on the agenda, using the proxy/sub-proxy form prepared by the same Designated Representative in agreement with the Company, which is available on the Company's website www.biesse.com "*Governance and Investor/For the investors/Shareholders' meeting 12/10/2026*"section.

The proxy/sub-proxy form with the voting instructions must be sent by following the instructions on the form itself and on the Company's website by the end of the second trading day prior to the Shareholders' Meeting (i.e. by **Thursday, October 8, 2026**) and within the same deadline the proxy may be revoked.

The proxy/sub-proxy conferred in this way is only effective for the proposals concerning which voting instructions have been given.

The granting of the proxy/sub-proxy to the Designated Representative does not entail any expenses for Shareholders.

The Designated Representative will be available for clarifications or information at the number + 39 02 4677 6814 or at the e-mail address ufficiomi@computershare.it.

Pursuant to Article 15-*bis*, paragraph 2, of the Company's Articles of Association, attendance at the Shareholders' Meeting by the eligible persons (e.g., members of the corporate bodies, the appointed secretary and the Designated Representative) may take place **exclusively by telecommunication means** according to the modalities individually communicated to them, in compliance with the applicable regulatory provisions for such occurrence.

Pursuant to Article 125-*bis*.1, paragraph 5, of the TUF, shareholders representing, individually or jointly, at least one-twentieth of the share capital carrying voting rights in respect of the matters on the agenda may, in any event, request, within five days from the publication of this notice of call, namely by **Wednesday, September 16, 2026**, that the Shareholders' Meeting be held in physical form, without exclusive recourse to either the Designated Representative or telecommunication means. Notice of the exercise of such right by shareholders shall be given within three days, namely by **Saturday, September 19, 2026**, through a supplement to this notice of call.

Questions about the items on the agenda

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Pursuant to Articles 127-*ter*, paragraph 3-*bis*, of the TUF, as attendance at the Shareholders' Meeting and the exercise of voting rights take place exclusively through the Designated Representative pursuant to Article 125-*bis*.1 of the TUF, those who are entitled to vote at the Shareholders' Meeting, in favor of whom the Company has received a special notice pursuant to Article 83-*sexies*, paragraph 1, of the TUF made by an authorized intermediary in accordance with current regulations, may ask questions on the items on the agenda before the Shareholders' Meeting.

Questions must be filed up to the seventh open market day prior to the date set for the Shareholders' Meeting (i.e., by **Thursday, October 1, 2026**) accompanied by information regarding the identity of the shareholders who submitted them, by electronic communication to the following certified e-mail address biessespa@legalmail.it and, for information, to investor@biesse.com, from a certified mailbox.

For the purpose of submitting questions on items on the agenda, the ownership of voting rights can also be certified after the submission of the applications, provided that it is done within the third day following the seventh trading day preceding the Shareholders' Meeting (i.e., by **Sunday, October 4, 2026**).

Questions received by the above deadline will be answered no later than the third trading day prior to the date of the meeting (i.e. by **Wednesday, October 7, 2026**) by means of publication on the Company's website at www.biesse.com in the "*Governance and Investors/For the Investors/Shareholder's meeting 12/10/2026*" section. Questions with the same content will be answered as one.

Integration of the agenda pursuant to Article 126-*bis*, paragraph 1, of the TUF

Pursuant to art. 126-*bis* paragraph 1 of the TUF, the Shareholders who, also jointly, represent at least one fortieth of the share capital may request, within three days from the publication of this notice (**Monday, September 14, 2026**), the integration of the list of the items to be discussed, indicating in the request the additional items proposed.

The integration is not allowed for those issues on which the Shareholder's Meeting resolves, according to the law, upon proposal of the directors or on the basis of a project and a report prepared by them, different from those set out in art. 125-*ter*, paragraph 1, of TUF.

Requests for additions to the agenda must be submitted in writing by sending an appropriate registered letter with return receipt to the Company's registered office and/or transmitted to the following certified e-mail address biessespa@legalmail.it and, for information, to investor@biesse.com, from a certified e-mail box and accompanied by the information regarding the identity of the shareholders who submitted it, with an indication of the total percentage held and references of the notice sent by the intermediary to the Company pursuant to current regulations.

Shareholders requesting such integration shall prepare, pursuant to art. 126-*bis*, paragraph 4, of the TUF, a report stating the reasons for the proposed resolutions on the new matters they propose to deal with; this report shall be submitted in the same manner to the Board of Directors within the aforementioned three-day deadline (**Monday, September 14, 2026**).

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Requests for additions to the agenda received by the Company within the time limits and in accordance with the procedures described above shall be published, in the manner set out in art. 125-*ter*, paragraph 1, of the TUF, on the Company's website at www.biesse.com under the section *" Governance and Investors/For the Investors/Shareholder's meeting 12/10/2026*", as well as through the authorized storage mechanism 1Info at www.1info.it, without delay and, in any event, no later than eight days from the date of this notice of call (i.e., by **Saturday, September 19, 2026**).

At the same time as the publication of the notice concerning the additions to the agenda, the Board of Directors shall make available to the public, in the manner set out in Article 125-*ter*, paragraph 1, of the TUF, the report prepared pursuant to Article 126-*bis*, paragraph 4, of the TUF, together with its observations, if any.

Submission of new resolution proposals pursuant to Article 126-*bis*, paragraph 2 of the TUF

Pursuant to Article 126-*bis*, paragraph 2, of the TUF, Shareholders representing, individually or jointly, at least one-fortieth of the share capital may submit proposed resolutions on items already included in the agenda, as supplemented, where applicable, pursuant to Article 126-*bis*, paragraph 1, of the TUF, within ten days of the publication of this notice (that is, no later than **Monday, September 21, 2026**).

The submission of new resolution proposals on the items on the agenda, as may be supplemented pursuant to Article 126-*bis*, paragraph 1, of the TUF must be submitted in writing, by sending a special registered letter with return receipt to the Company's registered office and/or to the following certified email address biessespa@legalmail.it and, for information, to investor@biesse.com from a certified mailbox. Such proposals must be accompanied by information identifying the shareholders submitting them, including the aggregate percentage of share capital held and the details of the notice transmitted by the intermediary to the Company pursuant to the applicable regulations. The above proposals, drafted in a clear and complete manner, must indicate the item on the agenda of the Shareholders' Meeting to which they relate and the text of the proposed resolution.

Pursuant to Article 126-*bis*, paragraph 4, of the TUF, the proposing Shareholders must prepare a report setting out the rationale for the additional proposed resolutions submitted on matters already included in the agenda, as may be supplemented from time to time. Such report must be submitted to the Board of Directors using the same procedures and within the time limits specified above.

The proposed resolutions received by the Company within the time limits and in accordance with the procedures described above shall be published, in the manner set out in Article 125-*ter*, paragraph 1, of the TUF, on the Company's website at www.biesse.com under the section "*Governance & Investors/For Investors/Shareholders' Meeting 12/10/2026*", as well as through the authorized storage mechanism 1Info at www.1info.it, without delay and, in any event, no later than the fifteenth day prior to the date of the Shareholders' Meeting (i.e., by **Sunday**, **September 27, 2026**).

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At the same time as the publication of the notice of the new proposed resolutions, the Board of Directors shall make available to the public, in the manner set out in Article 125-*ter*, paragraph 1, of the TUF, the report prepared pursuant to Article 126-*bis*, paragraph 4, of the TUF, together with its observations, if any.

For the purposes of the foregoing, the Company reserves the right to verify the relevance of the proposed resolutions to the items on the agenda, their completeness and compliance with applicable laws and regulations, as well as the entitlement of the proposing Shareholders to submit such proposals.

Appointment of a Director following resignation and subsequent co-optation pursuant to Art. 2396-*undecies* of the Italian Civil Code.

With reference to the co-optation of a member of the Board of Directors, it is hereby specified that the slate voting system does not apply to the replacement of directors who vacated their positions during their term of office. Therefore, for the election of the new director, the Shareholders' Meeting shall resolve by the majorities required by law, without prejudice to the obligation to comply with the minimum number of directors meeting the independence requirements, as well as the applicable regulations concerning gender balance.

Shareholders wishing to submit nominations must send them in writing, by registered mail with return receipt to the Company's registered office and/or to the following certified e-mail address biessespa@legalmail.it and, for information purposes, to investor@biesse.com, from a certified e-mail account, by **Monday, September 21, 2026**.

Nominations must be accompanied by:

- a declaration whereby the candidate accepts the nomination and certifies, under his/her own responsibility, the absence of any grounds for ineligibility or incompatibility provided for by law or the Articles of Association, as well as the fulfillment of the integrity requirements prescribed for Statutory Auditors of listed companies by art. 148, paragraph 3, of the TUF (as referred to for directors by art. 147-*quinquies*, paragraph 1, of the TUF), including a statement regarding the potential fulfillment of the independence requirements provided for by the combined provisions of art. 147-*ter*, paragraph 4, and art. 148, paragraph 2, of the TUF and/or by the Corporate Governance Code;
- a *curriculum vitae*, containing comprehensive information on the candidate's personal and professional characteristics, as well as a list of offices held in other companies;
- the identity of the shareholder submitting the nomination and the percentage of the shareholding held; and
- any other further or different declaration, information, and/or document required by law and applicable regulations.

Nominations received by the Company within the deadlines and in the manner described above will be published on the Company's website at www.biesse.com, under the section "*Governance and Investors/For investors/Shareholders' meeting 12/10/2026*", on the authorized storage mechanism 1info at www.1info.it, and filed at the registered office without delay and in any event by **Sunday, September 27, 2026**.

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Methods and terms of availability of the documentation relating to the items on the agenda

On the website www.biesse.com, "*Governance and Investors/For the Investors/Shareholder's meeting 12/10/2026*" section, the following documents or information are made available at the same time as the publication of this notice or within the different terms provided for by law:

- the form that Shareholders are required to use to grant proxy to the Designated Representative;
- information on the amount of the share capital with an indication of the number and categories of shares into which it is divided. It should be noted that the subscribed and paid-up share capital of the Company amounts to €27,402,593 and is divided into 27,402,593 ordinary shares with a nominal value of €1 each, of which 13.432.093 have the right to one vote and 13,970,500 have been granted enhanced voting rights pursuant to Article 127-*quinquies*, paragraph 2, of the TUF and Article 6 of the Company's Articles of Association and therefore carry three voting rights each. As of the date of publication of this notice, the total number of voting rights is 55,343,593. As of the date of publication of this notice, the Company holds No. 822,448 treasury shares.

Documents relating to the Shareholders' Meeting, including the Directors' Explanatory reports on the items on the agenda, including the proposed resolutions on the items on the agenda, will be made available to the public within the terms and in the manner prescribed by current regulations, with Shareholders and those entitled to vote having the right to obtain copies.

In particular, the following documents are made available at the same time as the publication of this notice:

- the First and Second Section of the Report on the Remuneration Policy and Compensation paid, available on the website www.biesse.com, "*Governance and Investor/ For investors/ Shareholders' meeting 12/10/2026"* section and at the authorized storage mechanism 1Info, at www.1info.it; and
- the Director's Explanatory reports on the items of the ordinary agenda, including the proposed resolutions, as well as the *curriculum vitae* and the declarations issued by the candidate for the office of director of Biesse S.p.A. concerning: (i) the willingness to accept the office; (ii) the absence of grounds for ineligibility or incompatibility; and (iii) the fulfillment of the requirements provided for by law and other applicable provisions.

Pesaro, 11 September 2026

For the Board of Directors

The Chairman