

## **BIESSE S.p.A.**

Share capital Euro 27,393,042 fully paid up  
Registered office in Pesaro – Via Della Meccanica 16  
Tax code/VAT no. and Pesaro-Urbino Company Register number  
no. 00113220412

# **Notice of convocation of an Ordinary Meeting of Shareholders**

The shareholders are invited to attend the Ordinary Meeting to be held in Pesaro, Via della Meccanica 16, at the registered office of **Biesse S.p.A.**, on **21 April 2020**, at 09.00 am in first convocation and in second convocation on **8 May 2020** at the same time and in the same place, in order to discuss and approve the following

## ***Agenda***

1. Financial statements as at 31 December 2019; Directors' report on operations, including the non-financial report prepared in accordance with Legislative Decree 254/2016; Report of the Board of Statutory Auditors and of the auditing firm, on the financial statements for the year ending 31 December 2019; Related and consequential resolutions. Presentation of the Consolidated Financial Statements as at 31 December 2019.
2. Allocation of the profit for the year 2019 of Biesse S.p.A.;
3. Approval of the Biesse Group's remuneration policy.
4. Presentation of the Remuneration Report and decisions on the second section of that report.
5. Replacement of members of the Board of Statutory Auditors; Related and consequential resolutions.
6. Authorisation to purchase and dispose of treasury shares; Related and consequential resolutions.

### **ALLOCATION OF THE RESULTS FOR THE YEAR**

The Board of Directors, in light of both the continuous evolution of the most recent events and the strong acceleration of the negative repercussions that impact all international markets, has proposed not to proceed with the distribution of dividends from net profit and, consequently, to resolve upon the allocation of the profit for the year of Euro 4,062,882.80 to the Extraordinary Reserve.

### **PROCEDURE TO BE FOLLOWED BY SHAREHOLDERS TO ATTEND AND VOTE IN THE SHAREHOLDERS' MEETING**

#### **Questions regarding the items on the Agenda**

Shareholders who are entitled to attend the meeting may submit questions regarding the items on the Agenda prior to the Meeting and until the third day preceding the Meeting, by sending their questions by registered letter with return receipt to the Company's registered office and/or by sending an electronic communication to the

following certified e-mail address, [investor@biesse.it](mailto:investor@biesse.it), from a certified e-mail address. Questions submitted in this way will be raised and answered during the Shareholders' Meeting. A single response will be given to questions that have the same content.

### **Legitimate attendance and exercise of the right to vote at the Shareholders' Meeting**

Under article 83 *sexies* of Legislative Decree 58/98, legitimate attendance and exercise of the right to vote at the Shareholders' Meeting must be proved by a communication sent to the Company from an intermediary confirming share ownership in accordance with the accounting records on behalf of the person having the right to vote; this communication is made by the intermediary on the basis of evidence of possession of the shares at the end of the accounting day on the seventh trading day prior to the date set for the first convocation of the Shareholders' Meeting. Those who appear as shareholders of the Company after this date are not permitted to attend or vote in the Shareholders' Meeting.

### **Granting of proxy to the Designated Shareholders' Representative**

Pursuant to Art. 106 of Decree Law no. 18 of 17 March 2020 (the so-called "Cura Italia" Decree), participation in the Shareholders' Meeting by those who have the right to vote is allowed exclusively through the Designated Shareholders' Representative.

Consequently, the Company has appointed **Computershare S.p.A.** - with registered office in Milan, via Mascheroni no. 19, 20145 - to represent the shareholders pursuant to art. 135-*undecies* of Legislative Decree No. 58/98 and the aforementioned Decree Law (the "**Designated Shareholders' Representative**"). Shareholders which have the right to attend the Shareholders' Meeting shall therefore grant the Appointed Representative a proxy - with voting instructions - on all or some of the proposed resolutions concerning the items on the agenda filled the specific proxy form, also electronic, prepared by the Designated Shareholders' Representative agreed with the Company, available on the Company's website at [www.biessegroupp.com](http://www.biessegroupp.com) (section "*Investor Relations*" - "*Information for investors*" - "MEETING 21/04/2020"), where a link which shows the procedure for the electronic submission of the proxy is provided.

The proxy form with voting instructions must be submitted following the instructions on the form itself and on the Company's website by the second trading day prior to the Shareholders' Meeting (**by 17 April 2020**, with reference to the first call, and by **6 May 2020**, with reference to the second call) and may be revoked by the same deadline.

The proxy, thus conferred, is effective only for those proposals in relation to which voting instructions have been given.

It should be noted that the shares for which the proxy has been conferred, even partially, are counted for the purposes of the regular constitution of the Shareholders' Meeting. In relation to proposals for which no voting instructions have been given, the shares are not counted for the purposes of calculating the majority and the amount of capital required for the approval of resolutions.

It should also be noted that the Designated Shareholders' Representative may also be granted with proxies or sub-delegations pursuant to Article 135-*novies* of the Italian Consolidated Law on Finance ("TUF"), as an exception to Article 135-*undecies*, paragraph 4, of the TUF, under the terms and conditions indicated on the Company's website.

The Designated Representative will be available for clarification or information at 02-46776814, or at the e-mail address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

The Company reserves the right to communicate any change to the information contained in this notice in the event of new indications occur in the interest of the Company and the shareholders.

#### **Inclusion of items to the agenda**

In accordance with article 126-*bis* of Legislative Decree 58/98 shareholders who, jointly or separately, represent at least one-fortieth of the share capital may request, within ten days of publication of the present notice, the addition of items to the Agenda, indicating in their request the matters they wish to include. Requests must be submitted in writing by registered mail with proof of receipt to the registered office of the Company and/or by e-mail to the following registered e-mail address [investor@biesse.com](mailto:investor@biesse.com) from a registered e-mail address. Shareholders who request additions of items must, in accordance with the law, make available a report on the matters they wish to be discussed; this report must be sent to the administrative body within the aforementioned period of ten days. At least fifteen days prior to the date set for the Shareholders' Meeting, the Company must give notice, in the same form of publication used for the present notice, of any proposed additions or inclusions submitted, at the same time making available to the public the report, accompanied by any relevant evaluations.

#### **Method and terms of accessing the documentation regarding the items on the agenda**

The following documents and information are available on the website [www.biessegroup.com](http://www.biessegroup.com), in the Investor Relations section, at the same time as publication of the present notice or in accordance with legal requirements if different:

- the reports required under articles 125-*ter* of the Legislative Decree No. 58/98 and article 84-*ter* of Issuer's Regulations No. 11971/99, with the full text of the proposals for approval;
- the forms that Shareholders may use for granting the proxy to the Designated Shareholders' Representative;
- information regarding the share capital, its amount, and the total number of shares and categories of shares into which it is subdivided. It should be noted that at the time of publication of the present notice: (i) the share capital is Euro 27,393,042 composed of 27,393,042 ordinary shares each of nominal value Euro 1; (ii) each share carries the right to one vote in the ordinary shareholders' meeting;

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As required by enacted law, the documentation regarding the items on the agenda will be deposited at the Registered Office of the Company and Borsa Italiana S.p.A. and, in accordance with law, Shareholders will be able to obtain copies. The documentation will also be available in the Investor Relations section of the website [www.biessegroupp.com](http://www.biessegroupp.com), together with the present notice of convocation of the Shareholders' Meeting.

Shareholders are requested to arrive at least one hour before the Shareholders' Meeting commences in order to facilitate registration.

**For the Board of Directors  
The Chairman**