

BIESSE S.p.A.

Share Capital Euro 27,393,042 fully paid up

Registered Office Pesaro – Via Della Meccanica 16

Tax Code/VAT no. and registration no. in the Pesaro-Urbino Companies Register
No. 00113220412

Notice of the Ordinary Shareholders' Meeting

The shareholders are invited to attend the Ordinary Shareholders' Meeting in Pesaro, Via della Meccanica 16, at the registered office of **Biesse S.p.A.**, on **29 April 2014**, at 09.30, in first convocation and in second convocation on **30 April 2014** at the same time and in the same place, in order to approve the following

Agenda

1. The Financial Statements for the financial year to 31 December 2013, the Directors' Report on Operations, the Reports of the Board of Statutory Auditors and of the independent auditors; all related matters and resolutions arising therefrom. Presentation of the Consolidated Financial Statements to 31 December 2013. Allocation of the profit for the year and distribution of a dividend;
2. Approval of the Remuneration Report in accordance with article 123-ter of Legislative Decree no. 58 of 1998.

Procedure to be followed by shareholders to attend and vote in the Shareholders' Meeting

Under article 126 *bis* of Legislative Decree no. 58/98 shareholders who singly or jointly represent at least one-fortieth of the share capital of the Company may request, within ten days of publication of the present notice (i.e. by 7 April 2014), additions to the list of items to be discussed, indicating in their request the subject or subjects they wish to raise. Requests must be made in writing and sent 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.it from a registered e-mail address. In accordance with the law, shareholders who request additions to the agenda must provide a report on the issue or issues they wish to raise; this report must reach the Board of Directors in the aforementioned way within the aforementioned period of ten days. At least fifteen days prior to the date of the Shareholders' Meeting, the Company will give notice, in the same way as the present notice is published, of any eventual additions to the agenda received and at the same time make public the report and any evaluations it may have made of this report.

Shareholders may table questions on matters included on the agenda also before the Shareholders' Meeting by sending any questions 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.it from a registered e-mail address. Answers will be provided to these questions at the latest during the Shareholders' Meeting. One single answer will be provided for all questions of the same content.

Any person who may legitimately attend the Shareholders' Meeting may be represented by a written proxy according to the provisions of enacted law, also by signing the proxy included at the foot of the page of the communication from

authorised intermediaries; alternatively, they can use the proxy form available in the Investor Relations section of the website www.biesse.com.

The Company has not designated any person to whom Shareholders may give their proxy with instructions on how to vote.

There are no means of voting by post or by electronic means.

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

Under article 83 *sexies* of the Consolidated Finance Act (TUF), 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, in accordance with the latter's 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 market trading day on the seventh trading day prior to the date set for the first convocation of the Shareholders' Meeting (and therefore by 16 April 2014). Those who appear as shareholders of the Company after this date are not permitted to attend or vote in the Shareholders' Meeting.

The aforementioned communication by the intermediary must be received by the Company by the end of the third open market trading day preceding the date fixed for the first convocation of the shareholders meeting (and therefore by 24 April 2014). However, the legitimacy to attend and vote in the Shareholders' Meeting remains valid if the communication is received by the Company after the said date but before the beginning of the Shareholders' Meeting.

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

The following documents and information have been made available in the Investor Relations section of the website www.biesse.com, at the same time as publication of the present notice:

- the documents submitted to the Shareholders' Meeting, including the reports required under article 125 ter of the Consolidated Finance Act, with the text of the proposals for approval;
- the forms that Shareholders may use for proxy votes;
- 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 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; (iii) the Company holds 486,359 of its own shares as treasury stock

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

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

For and on behalf of the Board of Directors
Roberto Selci, Chairman