



Technoprobe S.p.A.
Via Cavalieri di Vittorio Veneto, 2
23870, Cernusco Lombardone (Lecco) - Italy
www.technoprobe.com

Technoprobe S.p.A.

Head Office - Via Cavalieri di Vittorio Veneto 2 - 23870,
Cernusco Lombardone (Lecco)
Share Capital EUR 6,010,000 fully paid in
Tax Code and VAT no. 02272540135

EXPLANATORY REPORTS OF THE BOARD OF DIRECTORS ON THE PROPOSALS ON THE AGENDA FOR THE ORDINARY SHAREHOLDERS' MEETING OF 29 APRIL 2022

Dear Shareholders,

We are making available to you, at the Company's registered office and on the Company's website at www.technoprobe.com, a report on the proposals that the Board of Directors of Technoprobe S.p.A. ("**Technoprobe**" or the "**Company**") intends to submit for your approval at the Ordinary Shareholders' Meeting called at the Company's registered office at Via Cavalieri di Vittorio Veneto 2, Cernusco Lombardone (Lecco) – at 6:00 p.m. on **29 April 2022** in a single call.

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FIRST ITEM ON THE AGENDA

Financial statements of Technoprobe S.p.A. as at 31 December 2021. Reports by the Board of Directors, the Board of Statutory Auditors and the auditing firm. Presentation of the consolidated financial statements as at 31 December 2021. Related and consequent resolutions.

Dear Shareholders,

In relation to the first item on the agenda, you are called to an ordinary shareholders' meeting to approve the financial statements for the year ended 31 December 2021, the draft of which was approved by the Company's Board of Directors on 28 March 2022.

The Company's financial statements for the year ended 31 December 2021 closed with net income of EUR 85.010.323,83.

The Company's consolidated financial statements for the year ended 31 December 2021, which closed with net income of EUR 119.347.512,93, will also be presented at the meeting.

A copy of the documentation required by applicable laws and regulations, including a copy of the file with the separate and consolidated financial statements for the year ended 31 December 2021, together with the reports of the Board of Statutory Auditors and the Auditing Firm appointed to perform the audit (to which reference should be made for additional information), was filed at the Company's registered office and published on the Company's website by the dates imposed by laws and regulations, and are available to persons wishing to examine them.

Now, therefore, the Board of Directors submits the following proposal for your approval:

"The shareholders at the Ordinary Shareholders' Meeting of Technoprobe S.p.A.,

- *having examined the financial statements for the year ended 31 December 2021 and the related reports submitted by the Board of Directors, the Board of Statutory Auditors and the Auditing Firm;*
- *having acknowledged the consolidated financial statements for the year ended 31 December 2021 and the related reports submitted by the Board of Directors, the Board of Statutory Auditors and the Auditing Firm; and*
- *having acknowledged the Board of Directors' explanatory report;*

resolved

- *to approve, in their entirety and in terms of individual items, the Financial Statements for the year ended 31 December 2021, as presented by the Board of Directors, which show net income for the year of EUR 85.010.323,83."*

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SECOND ITEM ON THE AGENDA

Allocation of net income. Related and consequent resolutions.

Dear Shareholders,

In relation to the second item on the agenda, you are called to the shareholders' meeting to resolve on the allocation of the net income for the year. More specifically, the Company's financial statements for the year ended 31 December 2021 closed with net income of EUR 85.010.323,83.

In view of the results achieved, we propose to carry forward the net income of EUR 85.010.323,83 as follows:

- for EUR 1.237.683,11.= to the reserve for presumed income on foreign exchange;
- and carry over the remaining part entirely of EUR 83.772.640,72.= by registering to the appropriate balance sheet item "retained earnings".

Now, therefore, the Board of Directors submits the following proposal for your approval:

"The shareholders at the Ordinary Shareholders' Meeting of Technoprobe S.p.A.,

- *having examined the Financial Statements for the year ended 31 December 2021 in the draft version submitted by the Board of Directors and accompanied by the related reports submitted by the Board of Directors, the Board of Statutory Auditors and the Auditing Firm, which show a net income for the year of EUR 85.010.323,83; and*
- *having examined the Board of Directors' explanatory report;*

resolved

- *to allocate the net income for the year ended 31 December 2021 of EUR 85.010.323,83 as follows:*

(i) for EUR 1.237.683,11.= to the reserve for presumed income on foreign exchange;

(ii) - and carry over the remaining part entirely of EUR 83.772.640,72.= by registering to the appropriate balance sheet item "retained earnings".

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THIRD ITEM ON THE AGENDA

Appointment of a Director to fill a vacancy on the Board of Directors. Related and consequent resolutions.

Dear Shareholders,

In relation to the third item on the agenda, you are called to the Shareholders' Meeting to resolve about filling a vacancy on the Board of Directors. Pursuant to Article 23 of the Articles of Association, the Board of Directors must consist of a minimum of 3 (three) and a maximum of 9 (nine) members. At the Shareholders' Meeting on 14 December 2021, the shareholders set the number of members of the Board of Directors at 5 (five).

On 28 March 2022, the Director Monica Crippa resigned from office with immediate effect.

Article 23 of the Articles of Association provides that if one or more directors leave office for any reason during the financial year, provided that the majority is still made up of directors appointed by shareholders, the Board of Directors shall replace them pursuant to Article 2386 of the Italian Civil Code by co-opting candidates with the same qualifications. Given the timing of the resignation, the Board of Directors decided to submit the appropriate resolutions to the shareholders.

If the Board of Directors was elected through slate voting, the first unelected candidate on the slate from which the departing directors were taken shall be co-opted, provided that such candidates are still eligible and willing to serve. If for any reason (including because no slates were submitted or in the case of an addition to the number of directors following their replacement or leaving office) the directors cannot be appointed as provided for above, the shareholders shall appoint them with the majorities required by law. The obligation remains to maintain the minimum number of directors who meet the independence requirements set forth in these Articles of Association, who must be identified based on the criteria set forth in the Euronext Growth Milan Issuers' Regulations.

Ms Monica Crippa was appointed on 14 December 2021, prior to the Company's admission to trading on Euronext Growth Milan and, therefore, without using the slate mechanism.

Moreover, when the directors were appointed, the shareholders had determined to pay a fixed remuneration to each director of EUR 25,000 gross per annum, pro-rated based on the time in office, plus reimbursement of expenses incurred by reason of the office without payment of severance pay, with the understanding that the Board of Directors will set the additional remuneration for directors holding particular responsibilities pursuant to Article 2389 of the Italian Civil Code.

In view of the above, for the purposes of the shareholders' appointment of a director to fill the vacancy on the Board, the slate voting mechanism does not apply and the shareholders shall resolve with the majorities required by law.

Based on the foregoing, those entitled to do so are asked to submit nominations of candidates to serve as director.. In order to facilitate the running of the meeting and the exercise of voting by proxy through the Appointed Representative as described in more detail in the notice of call, the nominations must be sent to the Company sufficiently in advance but no later than 1:00 p.m. on the seventh day before the Shareholders' Meeting (i.e., by **22 April 2022**) so that the Company can publish them.

Nominations by shareholders must be sent: (i) by registered letter with acknowledgement of receipt or registered letter by hand addressed to the Company's main office at Via Cavalieri di Vittorio Veneto 2, Cernusco Lombardone (Lecco), or (ii) by e-mail to the certified e-mail address technoprobepa@promopec.it

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together with information identifying the person making the proposal, also including a telephone number.

The proposals must be accompanied by: (i) the candidate's professional curriculum vitae; (ii) a statement in which each candidate accepts his/her candidacy and states, under his/her own responsibility, that he/she is not ineligible or barred under law and satisfies the legal requirements to hold the office of director and any indication of his/her eligibility to qualify as an independent director pursuant to Article 148, paragraph 3 of the Italian Consolidated Law on Finance; and (iii) any additional or different statement, information and/or document provided for by laws and regulations.

The Director thus appointed will remain in office until the expiry of the term of office of the entire Board of Directors (i.e., until the date the financial statements for the year ending 31 December 2023 are approved), like the other directors in office as at the date hereof. In the light of the above, we therefore submit the following proposed resolution for your approval:

"The shareholders at the Ordinary Shareholders' Meeting of Technoprobe S.p.A.,

- *having acknowledged the resignation of Ms Monica Crippa; and*
- *having examined the Board of Directors' Report;*

resolved

- *to appoint [●] as independent director of the Company, born in [●] on [●], Tax Code [●], with address for the office at the Company's office at Via Cavalieri di Vittorio Veneto 2, Cernusco Lombardone (Lecco), who shall remain in office until the expiry of the term of office of the entire Board of Directors (i.e., until the date the financial statements for the year ending 31 December 2023 are approved), like the other directors in office as at the date of this action; and*
- *to confirm that the director's remuneration will be that determined by the Company's shareholders at the Shareholders' Meeting on 14 December 2021, namely, EUR 25,000 gross per annum, pro-rated based on the time in office, plus reimbursement of expenses incurred by reason of the office without payment of severance pay, with the understanding that the Board of Directors will set the additional compensation for directors holding particular responsibilities pursuant to Article 2389 of the Italian Civil Code".*

Cernusco Lombardone (Lecco), 14 April 2022

The Chairman of the Board of Directors
Cristiano Alessandro Crippa