

## Technoprobe S.p.A.

GRANTING OF PROXY/SUBDELEGATION TO THE Appointed Representative IN ACCORDANCE WITH ARTICLE **135-NOVIES** OF LEGISLATIVE DECREE NO. 58/1998 (Italian Consolidated Law on Finance)

As allowed by Article 106, paragraphs 4 and 5, of Decree-Law No. 18 of 17 March 2020, converted with amendments into Law No. 27 of 24 April 2020, and as last extended by virtue of Article 3, Decree-Law No. 228/2021, converted with amendments by Law No. 15/22, the participation in the Shareholders' Meeting of those with voting rights is allowed exclusively through the Appointed Representative in accordance with Article 135-undecies of Legislative Decree No. 58/98. In accordance with the aforementioned Decree, the Appointed Representative may also be granted proxies and/or sub-delegations in accordance with Article 135-novies of Legislative Decree No. 58/1998 (Italian Consolidated Law on Finance), as an exception to Article 135-undecies, paragraph 4, of the Italian Consolidated Law on Finance, by signing this proxy form

**Declarations of the Appointed Representative:** Spafid declares that it has no interest of its own in the proposed resolutions submitted to the vote. However, taking into account the (i) contractual relationships existing between Spafid and the Company relating, more specifically, to technical assistance in the scope of the shareholders' meetings and ancillary services, as well as (ii) the existence of current trustee offices by virtue of which Spafid may hold, on behalf of its clients, as a trustee, shareholdings in the Company, in relation to which it will exercise the right to vote in the Shareholders' Meeting on the basis of specific instructions issued by the trustors, in order to avoid any subsequent disputes connected to the supposed presence of circumstances capable of determining the existence of a conflict of interest in accordance with Article 135-decies, paragraph 2, letter f) of the Italian Consolidated Law on Finance, SPAFID expressly declares that, should circumstances occur that were unknown at the time of issuance of the proxy, which cannot be communicated to the grantor, or in the event of amendment or supplement of the proposals submitted to the Shareholders' Meeting, it does not intend to express a vote other than that indicated in the instructions. If the delegator does not provide specific instructions for these cases by means of an indication in the boxes provided, the instructions provided in the main shall be deemed to be confirmed as far as possible. If it is not possible to vote in accordance with the instructions given, Spafid will abstain on these matters. In any case, in the absence of voting instructions on some of the items on the agenda, Spafid will not cast any vote on such items.

**N.B. This form may be subject to changes as a result of the possible submission of proposed resolutions, in accordance with the terms and procedures indicated in the Notice of call.**

With reference to the Ordinary Shareholders' Meeting of **Technoprobe S.p.A** (hereinafter the "**Company**" or "**Technoprobe**"), **called for 29 April 2022, at 6:00 p.m., in a single call, at the Company's registered office located at Via Cavalieri di Vittorio Veneto, 2, Cernusco Lombardone (LC)** in accordance with the procedures and terms reported in the notice of call published on the website of the company at [www.technoprobe.com](http://www.technoprobe.com), Governance Section and, in excerpt, in the daily newspaper Milano Finanza on 14 April 2022 and having read the documentation made available by the Company (§) with this

### PROXY FORM (Part 1 of 2)

Complete with the information requested on the basis of the warnings at the bottom of the form) (§)

<b>The undersigned signatory of the proxy</b>	(Name and Surname) (*)	
Born in (*)	on (*)	<b>Tax code_*</b>
Resident in (*)	Street (*)	
Telephone No. (**)	Email (**)	
Valid identity document - type (*) (copy to be attached)	Issued by (*)	Number (*)

(§) The Company shall process personal data in accordance with the provisions of the attached information notice.

(\*) Mandatory; (\*\*) Filling is recommended.

Società per Amministrazioni Fiduciarie SPAFID S.p.A.

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acting in the capacity of (please tick the appropriate box) (\*)

- shareholder with voting rights** *OR IF DIFFERENT FROM THE HOLDER OF THE SHARES*
- legal representative or attorney with power of sub-delegation (attach copy of documentation proving powers of representation)
- distraining creditor  taker in -  usufructuary  custodian  manager  other (specify) .....

(complete only if the holder of the voting right is different from the signatory of the proxy)

Surname and First Name/ Entity Name (*)		
Born in (*)	on (*)	Tax Code (*)
Registered office/Resident in (*)		

**in relation to**

**No. (\*)** \_\_\_\_\_ **ordinary shares Technoprobe ISIN IT0005482333** Recorded on the securities account (1) No. \_\_\_\_\_ with the intermediary \_\_\_\_\_ ABI  
 [Italian Bank Association Number] \_\_\_\_\_ CAB \_\_\_\_\_

**No. (\*)** \_\_\_\_\_ **multi-voting shares Technoprobe ISIN IT0005482358**

**referred to in the communication (in accordance with Article 83-sexies of Legislative Decree No. 58/1998) (2) No.** \_\_\_\_\_ **made by the intermediary:**

\_\_\_\_\_

(to be filled in with information on any further communications relating to deposits)

**DELEGATES/SUBDELEGATES Società per Amministrazioni Fiduciarie SPAFID S.P.A. ("SPAFID") with registered office in Milan, Tax Code No. 00717010151, to attend and vote at the above-indicated shareholders' meeting as per the instructions provided to it below.**

**DECLARES**

- that the voting right will be exercised by the proxy/sub-delegate in accordance with specific voting instructions given by the undersigned delegator;
- to have requested to the depositary intermediary the communication for participation in the Shareholders' Meeting as indicated above;
- that there are no grounds for incompatibility or suspension of the exercise of voting rights.
- (in the case of sub-delegation) to be in possession of the originals of the proxies conferred on him/her and to keep them for one year available for possible verification.

**AUTHORISES** Spafid and the Company to process their personal data for the purposes, under the conditions and terms indicated in the attached information notice.



\_\_\_\_\_ (Place and Date)

\_\_\_\_\_ (Signatory of the proxy)

**Technoprobe S.p.A.**

GRANTING OF PROXY/SUBDELEGATION TO THE Appointed Representative IN ACCORDANCE WITH ARTICLE **135-NOVIES** OF LEGISLATIVE DECREE NO. 58/1998 (Italian Consolidated Law on Finance)

**VOTING INSTRUCTIONS (Part 2 of 2)**

Section containing information for the Appointed Representative only - Tick the chosen boxes

**The undersigned (3) signatory of the proxy** *(Name and Surname)* \_\_\_\_\_

*(indicate the holder of the voting right only if different)  
name and surname/entity name)* \_\_\_\_\_

delegates Spafid to vote in accordance with the following voting instructions at the Ordinary Shareholders' Meeting of Technoprobe S.p.A., convened at the company's registered office located in Via Cavalieri di Vittorio Veneto 2, Cernusco Lombardone (LC) on 29 April 2022, at 6:00 p.m., in a single call.

**RESOLUTIONS PUT TO THE VOTE****1. Financial statements of Technoprobe S.p.A. as at 31 December 2021. Reports by the Board of Directors, of the Board of Statutory Auditors and of the external auditors. Presentation of the consolidated financial statements as at 31 December 2021. Inherent and consequent resolutions.**

Vote on the Board of Directors' proposal

*Tick only one  
box*

**Favourable**

**Contrary**

**Abstained**

In the event of circumstances unknown at the time of issue of the proxy or in the event of amendments or supplements to the proposed resolutions submitted to the Shareholders' Meeting, the undersigned

*Tick only one box*

**Amend the instructions** *(express the preference)*

**confirm the instructions**

**revoke the instructions**

**Favourable:** \_\_\_\_\_

**Contrary**

**Abstained**

**2. Allocation of the operating profits for the year. Inherent and consequent resolutions.**

**Technoprobe S.p.A.**

GRANTING OF PROXY/SUBDELEGATION TO THE Appointed Representative IN ACCORDANCE WITH ARTICLE **135-NOVIES** OF LEGISLATIVE DECREE NO. 58/1998 (Italian Consolidated Law on Finance)

Vote on the Board of Directors' proposal

*Tick only one box*

**Favourable**     **Contrary**     **Abstained**

In the event of circumstances unknown at the time of issue of the proxy or in the event of amendments or supplements to the proposed resolutions submitted to the Shareholders' Meeting, the undersigned

*Tick only one box*

**Amend the instructions** *(express the preference)*

**confirm the instructions**     **revoke the instructions**     **Favourable:** \_\_\_\_\_     **Contrary**     **Abstained**

**3. Appointment of a Director to supplement the Board of Directors. Inherent and consequent resolutions.**

Proposed resolution submitted by T-Plus SpA (Proposta n. 1)

*Tick only one box*

**Favourable**     **Contrary**     **Abstained**

Proposed resolution submitted by Mr. Massimiliano Cucchi (Proposta n. 2)

*Tick only one box*

**Favourable**     **Contrary**     **Abstained**

In the event of circumstances unknown at the time of issue of the proxy or in the event of amendments or supplements to the proposed resolutions submitted to the Shareholders' Meeting **(5)**, the undersigned

*Tick only one box*

**Amend the instructions** *(express the preference)*

**confirm the instructions**     **revoke the instructions**     **Favourable:** \_\_\_\_\_     **Contrary**     **Abstained**



\_\_\_\_\_  
*(Place and Date)*

\_\_\_\_\_  
*(Signatory of the proxy)*

**Technoprobe S.p.A.**

GRANTING OF PROXY/SUBDELEGATION TO THE Appointed Representative IN ACCORDANCE WITH ARTICLE **135-NOVIES** OF LEGISLATIVE DECREE NO. 58/1998 (Italian Consolidated Law on Finance)

**Liability action**

In the event of voting on the liability action proposed in accordance with Article 2393, paragraph 2, of the Italian Civil Code by shareholders on the occasion of the approval of the financial statements, the undersigned delegates the Appointed Representative to vote as follows:

*Tick only one box*

**Favourable**

**Contrary**

**Abstained**



\_\_\_\_\_  
*(Place and Date)*

\_\_\_\_\_  
*(Signatory of the proxy)*

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GRANTING OF PROXY/SUBDELEGATION TO THE Appointed Representative IN ACCORDANCE WITH ARTICLE **135-NOVIES** OF LEGISLATIVE DECREE NO. 58/1998 (Italian Consolidated Law on Finance)

### WARNINGS FOR FILLING AND TRANSMISSION

#### **The entitled person must request the intermediary to issue the communication for participation in the shareholders' meeting referred to in Article 83-sexies, Legislative Decree No. 58/1998)**

- The proxy must be dated and signed by the delegator.
  - The representation power may only be granted for individual shareholders' meetings, with effect also for subsequent calls.
  - In the case of joint ownership of shares, the proxy must always be signed by all joint owners.
1. Enter the number of the securities depository account and the entity name of the depository intermediary of the shares. The information can be deduced from the account statement provided by the intermediary.
  2. Enter the number of the Communication to attend the Shareholders' Meeting issued by the intermediary, at the request of the person entitled to vote.
  3. Enter the name and surname/entity name of the holder of voting rights (and the signatory of the proxy Form and voting instructions, if different).

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The proxy, together with the relevant voting instructions, must be received together with:

- copy of a currently valid identity document of the delegator or
- if the grantor is a legal person, a copy of a currently valid identity document of the pro tempore legal representative or of another person with appropriate powers, together with appropriate documentation certifying their status and powers,

(in the event of a sub-delegation, the following must be sent to the Appointed Representative as an annex to the sub-delegation: i) the documentation indicated in the preceding paragraph, referring to both the holder of the voting right and his/her proxy; ii) a copy of the proxy issued by the holder of the voting right to his/her proxy)

by one of the following alternative methods:

- i) transmission of an electronically reproduced copy (PDF) to the certified email address [assemblee2022@pec.spafid.it](mailto:assemblee2022@pec.spafid.it) (subject "Proxy for Technoprobe 2022 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own email address of the electronic document signed with a qualified electronic or digital signature);
- ii) transmission in original, by courier or registered letter with return receipt to Spafid S.p.A., Foro Buonaparte 10, 20121 Milan (Ref. "Proxy for Technoprobe 2022 Shareholders' Meeting") **sending an electronically reproduced copy (PDF) in advance** by ordinary email to [assemblee2022@pec.spafid.it](mailto:assemblee2022@pec.spafid.it) (subject "Proxy for Technoprobe 2022 Shareholders' Meeting").

**The proxy must be received no later than 6:00 p.m. on the day preceding the date of the shareholders' meeting (and in any case before the opening of the works of the shareholders' meeting). The proxy under Article 135-novies of Legislative Decree No. 58/1998 and the related voting instructions may always be revoked within the aforementioned term.**

N.B. For any clarifications regarding the granting of the proxy (and more specifically regarding the compilation of the proxy form and the Voting Instructions and their transmission) the persons entitled to participate in the Shareholders' Meeting may contact Spafid S.p.A. by email at [confidential@spafid.it](mailto:confidential@spafid.it) at the following telephone numbers (+39) 0280687.319 and (+39) 0280687.335 (on office days from 9:00 a.m. to 5:00 p.m.).

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GRANTING OF PROXY/SUBDELEGATION TO THE Appointed Representative IN ACCORDANCE WITH ARTICLE 135-NOVIES OF LEGISLATIVE DECREE NO. 58/1998 (Italian Consolidated Law on Finance)

### INFORMATION IN ACCORDANCE WITH ARTICLES 13 AND 14 OF EU REGULATION 2016/679 AND THE NATIONAL DATA PROTECTION LEGISLATION IN FORCE

In accordance with Regulation (EU) 2016/679 (hereinafter, the "GDPR Regulation" or the "GDPR") and to the national legislation in force on the protection of personal data (hereinafter, together with the GDPR, the "Privacy Regulations"), Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with registered office in Milan, Via Filodrammatici 10 (hereinafter, the "Company" or the "Controller"), as Controller, is required to provide the Information Notice on the use of personal data.

#### **a) Purposes of the processing and compulsory provision of data**

All personal data are processed, in compliance with the provisions of the law and confidentiality obligations, for purposes strictly connected and instrumental to the following purposes: (i) purposes strictly connected and instrumental to the performance of contractual obligations, deriving from the mandate conferred by the grantor (or his/her representative) to the Appointed Representative, concerning the representation in the shareholders' meeting and the expression of the vote; (ii) obligations provided for by the law, by regulations, as well as by provisions issued by the competent Authorities or Supervisory and control bodies. The provision of personal data for these purposes is mandatory. Failure to provide your data will make it impossible for the Company to allow the proxy to attend the Shareholders' Meeting.

#### **b) Legal basis**

The legal basis is given by the fulfilment of laws and the performance of contractual obligations.

#### **c) Means of processing**

Your personal data will be processed in compliance with the Data Protection Regulations, by means of paper, computer or telematic tools, with logic strictly related to the purposes indicated and, in any case, in such a way as to guarantee security and confidentiality in accordance with the Data Protection Regulations.

#### **d) Categories of data to be processed**

In relation to the purposes described above, the Company processes your personal data such as, but not limited to, personal data (such as, for example, name, surname, address, telephone number, email, date of birth, identity card, tax code, nationality).

#### **e) Communication and disclosure of data**

For the pursuit of the purposes described in point a) above, your personal data will be made known to employees of the Company who will act as authorised processors. In addition, your data may be communicated to: a) other companies belonging to the Group and to subjects that provide support services for the performance of the agreement; b) the Issuer of financial instruments in relation to which the proxy is granted, for the obligations inherent to representation in the shareholders' meeting and the expression of the vote, the minute-taking and the updating of the shareholders' register; c) other subjects, in fulfilment statutory obligation, regulation or community legislation, or on the basis of provisions given by Authorities legitimised by law or by supervisory and control bodies. The complete and updated list of Processors is available on the website [www.spafid.it](http://www.spafid.it) in the "Privacy" section.

Your personal data will only be transferred outside the European Union if an adequacy decision has been issued by the European Commission or other appropriate safeguards have been put in place by the Data Protection Regulations (including binding corporate rules and standard protection clauses). Personal data processed by the Company are not disclosed.

#### **f) Data retention**

In compliance with the principles of proportionality and necessity, personal data will be stored in a form which permits identification of data subjects for no longer than is necessary for the purposes for which the data are processed, i.e., taking into account:

- the need to continue to store the personal data collected in order to offer the services agreed with the user, as described in the above-mentioned purposes
- the existence of specific legal or contractual obligations requiring the processing and storage of data for certain periods of time.

The Company takes reasonable steps to ensure that inaccurate personal data are rectified or erased.

#### **g) Rights of the data subject**

The data subjects whose personal data have been processed shall have the right at any time to obtain confirmation of the existence or otherwise of such data and to know their content and origin, verify their accuracy or request their completion or updating, or rectification (Articles 15 and 16 of the GDPR).

In addition, data subjects have the right to request erasure, restriction of processing, withdrawal of consent, portability of data as well as to lodge a complaint with the supervisory authority and to object in any case, for legitimate reasons, to their processing (Article 17 et seq. of the GDPR). These rights may be exercised by means of a written communication accompanied by a valid identity document of the data subject to be sent to: [privacy\\_emittenti@spafid.it](mailto:privacy_emittenti@spafid.it). The Controller, also through the designated structures, shall take care of your request and provide you, without undue delay, with information on the action taken with regard to your request.

#### **h) Controller and Data Protection Officer**

The Controller is Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with registered office in Milan, Via Filodrammatici 10. Spafid has appointed as its Data Protection Officer the Group's Data Protection Officer. The Data Protection Officer can be contacted at the following addresses:

[DPO.mediobanca@mediobanca.com](mailto:DPO.mediobanca@mediobanca.com)

[dpomediobanca@pec.mediobanca.com](mailto:dpomediobanca@pec.mediobanca.com)

Società per Amministrazioni Fiduciarie  
"SPAFID" S.p.A.

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Dear Data Subject,

we wish to inform you that the "Regulation (EU) 2016/679 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data" (hereinafter "GDPR") provides for the protection of natural persons and other entities with regard to the processing of personal data. Technoprobe Spa, in accordance with Articles 13 and 14 of the GDPR, therefore, provides you with the following information:

A. DATA CATEGORIES: the subject of the processing may be your personal data such as identification data, personal data, contact data, as well as information relating to your position (shareholder, legal representative or attorney with power of sub-delegation, pledgee, taker in, usufructuary, custodian, manager, etc.).

B. CONTROLLER: The controller is Technoprobe Spa, Via Cavalieri di Vittorio Veneto, 2 - 23870 Cernusco Lombardone (LC), VAT No. 02272540135, who can be contacted by phone at 039.999251 or by e-mail at [privacy@technoprobe.com](mailto:privacy@technoprobe.com)

C. SOURCE OF PERSONAL DATA: The personal data held by the Controller are collected directly from the data subject.

D. PURPOSE OF DATA PROCESSING AND LEGAL BASIS: Personal data are processed by the Controller for the following purposes:  
Purposes connected with legal obligations related to the holding of the Shareholders General Meetings: implementation of Articles 135-*novies* and 135-*undecies* of Legislative Decree No. 58/1998 (Italian Consolidated Law on Finance) on the granting of proxy to the Appointed Representative of the company with listed shares.

E. DATA RECIPIENTS: within the limits relevant to the purposes, your data may be communicated to various recipients such as public and private entities as required by law or communicated to parties functional to the achievement of the purposes set out above, both internal and external to the Controller such as, but not limited to, contingent workers, professionals, technical partners .

F. TRANSFER OF DATA TO THIRD COUNTRIES: The data collected are not transferred to third countries outside Europe.

G. PERIOD OF STORAGE: The data collected will be stored for a period of time not exceeding the achievement of the purposes for which they are processed ("principle of storage limitation", Article 5, GDPR) or in accordance with the deadlines provided for by law. Verification of the obsolescence of stored data in relation to the purposes for which they were collected is carried out periodically.

H. RIGHTS OF THE DATA SUBJECT: the data subject always has the right to request from the Controller access to his/her data, the rectification or erasure of the same, the restriction of processing or the possibility to object to processing, to request data portability, to withdraw consent to processing by asserting these and the other rights provided for by the GDPR by simple communication to the Controller. The data subject may also lodge a complaint with a supervisory authority.

I. MANDATORY NATURE OF THE PROVISION: The provision of your data is mandatory. Failure to provide your data will make it impossible for the Controller to allow the proxy to attend the Shareholders' Meeting.

J. DATA PROCESSING METHODS: The personal data you provide will be processed in compliance with the above-mentioned legislation and with the confidentiality obligations that govern the Controller's activities. The data will be processed both with IT tools and on paper or on any other type of suitable support (e.g., cloud systems, digital archiving and storage systems, ...), in compliance with appropriate technical and organisational security measures provided for by the GDPR.

K. D.P.O. CONTACT DETAILS: the Controller has appointed a D.P.O. who can be contacted by email at [dpo@technoprobe.com](mailto:dpo@technoprobe.com).

L. AUTOMATED DECISION-MAKING PROCESSES: there are no automated decision making processes.

TECHNOPROBE S.p.A.