



PROCEDURE FOR RELATED PARTY TRANSACTIONS

Document approved by the Board of Directors of Technoprobe S.p.A.
on 3 February 2022 and amended on 21 June 2022

Introduction

This procedure for related party transactions (hereinafter, the “**Procedure**” or the “**RPT Procedure**”) aims to identify the procedure for the management of related party transactions carried out by Technoprobe S.p.A. (hereinafter, the “**Company**”) directly or through Subsidiaries (as defined below). The purpose is to ensure transparency and substantial and procedural fairness following the admission of the Company’s ordinary shares to trading on Euronext Growth Milan, a multilateral trading facility organised and managed by Borsa Italiana S.p.A.

In accordance with Article 13 of the Euronext Growth Milan Issuers’ Regulation, the Procedure has been prepared based on:

- Article 10 of the Regulation on related party transactions, adopted by Consob by Resolution No. 17221 of 12 March 2010, as subsequently amended (the “**CONSOB Regulation**”);
- the Provisions on related parties issued by Borsa Italiana S.p.A. applicable to companies issuing shares admitted to trading on Euronext Growth Milan (the “**Provisions**”).

The Procedure sets forth the rules applicable to two categories of related party transactions: (i) More Relevant Transactions with Related Parties (as defined below) and (ii) Less Relevant Transactions with Related Parties (as defined below). It sets forth specific provisions on their preparation and approval.

The Procedure does not apply to certain categories of related party transactions, including, *inter alia*, Low Value Transactions (as defined below) and resolutions on the remuneration of members of the Board of Directors and of the executive committee, where established.

This Procedure was approved by the Company’s Board of Directors on 3 February 2022 and subsequently amended on 21 June 2022, subject to the favourable opinion of the Related Party Transactions Committee (as defined below). The Procedure takes effect on 1 July 2022. Until that date, the Procedure approved by the Board of Directors on 3 February 2022 will continue to apply.

For matters not expressly governed by this Procedure, reference is made to the provisions of the CONSOB Regulation (as applicable to the Company in accordance with the provisions of the Euronext Growth Milan Issuers’ Regulation) and to the Provisions in force from time to time.

Any amendments to the CONSOB Regulation (as applicable to the Company in accordance with the provisions of the Euronext Growth Milan Issuers’ Regulation) - more specifically with reference to the definitions of “Related Party Transactions”, “More Relevant Transactions with Related Parties” and “Related Parties” - and to the Provisions shall be considered automatically incorporated into this Procedure, and the provisions referring to them shall be amended accordingly.

Without prejudice to the provisions of this RPT Procedure below, the main responsible for its proper and constant application is the Company’s Board of Directors, which, taking into account the reports and observations of the other corporate bodies, periodically assesses, at least every three years, the effectiveness of the Procedure and the need and/or advisability of revising it.

However, it is understood that, in accordance with Article 4, paragraph 6, of the CONSOB Regulation, the Board of Statutory Auditors is responsible for monitoring the compliance of this Procedure with the principles under the CONSOB Regulation, as well as the compliance with the Procedure itself, and of reporting to the Shareholders’ Meeting in accordance with Article 2429, paragraph 2, of the Italian Civil Code.

The RPT Procedure is published on the Company’s website www.technoprobe.com, in the “Governance” Section.

Article 1. Definitions

1.1. For purposes of this RPT Procedure, the following capitalised terms and expressions shall have the meanings set forth below unless otherwise specified. Terms and expressions defined in the masculine form shall include expressions defined in the feminine form and terms and expressions defined in the singular shall also apply to the plural. The definitions of Related Party and Related Party Transaction and the other definitions referenced shall be interpreted in accordance with the body of international accounting standards adopted pursuant to the procedure set forth in Article 6 of Regulation (EC) No. 1606/2002. If the definitions of Related Party and Related Party Transaction and the other definitions referred to in those definitions are revised by statute, the definition in effect when the negotiations of a particular transaction commence shall apply.

- **Independent Directors:** directors who satisfy the independence requirements under Article 148, paragraph 3 of the Italian Consolidated Finance Act and any additional requirements established by industry regulations that may be applicable due to the business engaged in by the Company.
- **Unrelated Directors:** directors of the Company other than the counterparty to a specific transaction and the counterparty's related parties.
- **Shareholders' Meeting:** the meeting of the Company's shareholders.
- **Board of Statutory Auditors:** the Company's Board of Statutory Auditors in office from time to time.
- **Committee on Related Party Transactions or Committee:** the committee composed of all the Independent Directors in office from time to time, it being understood that if only one Independent Director is present on the Board of Directors, the committee shall be considered validly established with the presence of that Independent Director alone. However, the Equivalent Controls under Article 4 of this Procedure shall remain applicable.
- **Market Equivalent or Standard Conditions:** conditions similar to those usually used in respect of persons not falling within the definition of Related Party, for transactions of an equivalent nature, size and risk. This category also includes conditions based on regulated tariffs or imposed prices or those applied to persons with whom the Company is legally bound to contract for a certain consideration.
- **Managing Director:** means the Chairman of the Board of Directors or each of the directors to whom the Board of Directors has delegated their powers.
- **Board of Directors:** the Company's board of directors in office from time to time.
- **Group:** the Company and the companies included in its group financial statements (i.e., the Subsidiaries).
- **Function In Charge:** the function responsible for the individual Related Party transaction in accordance with the Company's internal rules or, failing that, the delegated body or person if no internal structure is used. In case of transactions carried out through any Subsidiaries, the Function in Charge is that function of the company which is responsible for the prior examination or approval of the individual transaction which the subsidiary intends to carry out.
- **Significant Interests:** for the purposes of this Procedure, the assessment of the significance of a Related Party's interest in a transaction is made in consideration of its nature, amount and any other element considered useful for the purposes of the assessment. The assessment is carried out by the Managing Director who may rely on the opinion of the Committee or, if necessary, of independent experts appointed for that purpose. Interests resulting from the mere sharing of one or more directors or other executives with strategic responsibilities between the Company and the Subsidiaries or Associated Companies are not considered significant interests. There are Significant Interests (i) if one or more directors or executives with strategic responsibilities of the Company benefit from

incentive plans based on financial instruments or, in any case, on variable remuneration depending on the results achieved by the Subsidiaries or Associated Companies with which the Transaction is carried out; (ii) if the person that, even indirectly, controls the Company holds an interest in the Subsidiary or Associated Company with which the Transaction is carried out, the actual weight of which is greater than the actual weight of the interest held by the same person in the Company.

- **Related Party Transaction or Transaction:** a transaction defined as such by the international accounting standards adopted pursuant to the procedure set forth in Article 6 of Regulation (EC) No. 1606/2002, subject to any specific exemptions set forth in this Procedure.
- **Related Party Transactions carried out through Subsidiaries:** Related Party Transactions carried out by Subsidiaries of the Company with Related Parties of the Company that are subject to its prior review or approval in accordance with guidelines provided by the Company in conjunction with its exercise of management and coordination, internal decision-making processes or powers given to representatives of the Company.
- **Transactions of Immaterial Amount:** Related Party Transactions with a value, cumulated on an annual basis, not exceeding EUR 100,000 (one hundred thousand/00) if the Related Party is, directly or indirectly, a natural person (e.g., consultancy or other transactions with directors, professional associations they are members of or companies referable to them) or a value, cumulated on an annual basis, not exceeding EUR 250,000 (two hundred and fifty thousand/00) if the Related Party is not a natural person.
- **More Relevant Transactions:** means “*more relevant transactions*” as defined based on the criteria under Annex 1 to the Provisions.
- **Less Relevant Transactions:** all Related Party Transactions other than More Relevant Transactions and Low Value Transactions.
- **Ordinary Transactions:** a Transaction that is part of the ordinary business activities of the Company or its subsidiaries or that is part of the related financial activities and that has been concluded at market or equivalent conditions.
- **Related Party:** a person or entity defined as such by the international accounting standards adopted pursuant to the procedure set forth in Article 6 of Regulation (EC) No. 1606/2002 as referred to in the Regulation. The Appendix to this RPT Procedure contains an excerpt of the definitions of Related Parties and Related Party Transactions in IAS 24 as well as a reference to the additional definitions associated with them in international accounting standards.
- **Equivalent Controls:** the controls under Article 4 below of this RPT Procedure to be adopted to protect the material fairness of the Transaction if, in relation to a given Transaction, it is not possible to establish the Committee according to the specific composition rules.
- **International Accounting Standards or IAS or IFRS:** International Accounting Standards adopted pursuant to the procedure set forth in Article 6 of Regulation (EC) No. 1606/2002.
- **Unrelated Shareholders:** persons entitled to vote other than the counterparty to a given transaction and persons related to both the counterparty of a given transaction and the Company.
- **Subsidiary:** an entity, even without legal status, as in the case of a partnership, controlled by another entity.
- **Associated Company:** is an entity, even without legal status, as in the case of a partnership, on which a shareholder exercises significant influence but not control or joint control.
- **TUF (Italian Consolidated Law on Finance):** Legislative Decree No. 58 of 24 February 1998, as amended.

1.2. All capitalised terms not specifically defined in this Procedure shall have the meaning given to them in the CONSOB Regulation.

Article 2. Identification of Related Parties

2.1. For the purposes of determining the persons and entities covered by this Procedure, the definition of Related Party in this Procedure shall be applied by evaluating the specific circumstances of the actual cases while having regard to the entire body of International Accounting Standards and interpretations adopted by the competent bodies, as applicable.

2.2. The Company shall, based on information received or otherwise already available, identify the Company's Related Parties and make a list of them. In order to facilitate monitoring and control by the Company, the Company's Related Parties who have control or joint control of the Company, are key management personnel of the Company or its parent company or have significant influence over the Company ("**Direct Related Parties**") are required, for themselves and for the Related Parties referable to them, to provide in writing to the Managing Director all information needed to timely identify all existing Related Parties and shall promptly update from time to time information previously provided (see Annex 2 to the Procedure).

2.3. The Managing Director keeps, also through a specific corporate function, an updated list of Related Parties and refers, in case of doubts and/or disputes, to the Board of Statutory Auditors when a Related Party is identified. For the purposes of verifying the existence or otherwise of a Related Party, the aforementioned list is made available to the delegated bodies and any relevant corporate functions of the Subsidiaries.

2.4. Each Direct Related Party is required to provide prior notice to the Managing Director if it, or its Related Parties, intend to carry out, even indirectly, Non-Low Value Transactions of any kind with the Company or its Subsidiaries.

2.5. In carrying out the provisions under this Procedure, the Managing Director may avail himself of appropriate support.

Article 3. Committee on Related Party Transactions

3.1. The Committee meets at the request of the Chairman of the Board of Directors or the Managing Director in the cases under Article 5 of this RPT Procedure. The request shall indicate: (i) the members of the Committee in compliance with the rules of composition set forth under this Procedure; (ii) the name of the person called upon to act as Chairman of the Committee and (iii) the deadline, if any, within which the Committee must issue its opinion in accordance with Article 6 below.

3.2. The persons identified as members of the Committee must promptly disclose the existence of any correlation with regard to the specific Transaction for which the Committee is called to meet, so to allow the possible application of the Equivalent Controls under Article 4 below of this Procedure.

3.3. Meetings of the Committee may also be held by teleconference/audio-conference or by written consultation procedure, provided that each member is kept adequately informed and given the opportunity to actively participate in the decision-making process. The decision is adopted in writing by a majority of the Committee members present.

Article 4. Equivalent Controls

4.1. If it is not possible to establish a Committee as a board ("*in composizione collegiale*"), the opinion shall be issued by the only Independent Director who is also a Non-related Director, if any, or, in his or her absence: (i) by the Chairman of the Board of Statutory Auditors provided that he or she is not, with respect to the specific Transaction, a Related Party; or (ii) by an independent expert identified by the Board of Directors among persons who have a high level of professionalism and competence on the relevant matters, whose independence and absence of conflicts of interest are assessed.

4.2. If one of the Equivalent Controls under this Article 4 is used, the provisions on the procedure to be followed by the Committee on Related Party Transactions shall apply *mutatis mutandis*.

Article 5. Preparation and approval of Related Party Transactions

5.1. In accordance with the combined provisions of Article 13 of the Euronext Growth Milan Issuers' Regulation and Article 10 of the CONSOB (Italian Companies and Stock Exchange Commission) Regulation, the Company has elected to apply the procedure used for Less Significant Related Party Transactions also to More Significant Related Party Transactions. Accordingly, the rules under this Article 5 shall apply to both More Significant Transactions and Less Significant Transactions, unless specified otherwise below.

5.2. Before carrying out any Transaction, the Function in Charge verifies if the counterparty is a Related Party. If it considers that the Transaction is a Related Party Transaction, the Function in Charge shall inform the Managing Director of the details of the Transaction for the latter to verify:

- (a) whether the Transaction falls within the exemption cases;
- (b) whether the Transaction is in implementation of a framework resolution; and
- (c) whether the Transaction falls under More Relevant Transactions or Less Relevant Transactions.

5.3. If the Transaction falls within one of the cases under Article 5.2, letters (a) and (b) above, the Managing Director shall inform the Function in Charge. The Function in Charge shall notify the Managing Director of the Transaction as soon as it has been concluded.

5.4. If the Transaction does not fall within one of the cases under Article 5.2, letters (a) and (b) above, the Managing Director shall promptly bring the Transaction to the attention of the Committee, providing it with the information in his or her possession and indicating - if necessary - the deadline within which the Committee must express its opinion. The Committee shall be established and then assess the Transaction, in accordance with this Procedure.

5.5. In case of doubt as to whether the Transaction can be attributed to one of the cases under Article 5.2, letters (a) and (b) above, the Managing Director shall submit the assessment to the Committee, providing it with the information in his or her possession.

5.6. Without prejudice to what is described below, the approval of Related Party Transactions shall in any case be subject to a reasoned non-binding opinion issued by the Committee on the Company's interest in carrying out the Related Party Transaction, as well as on the appropriateness and substantive fairness of the relevant conditions.

5.7. To allow the Committee issuing its reasoned opinion: (a) the Managing Director, supported by the Function in Charge, shall provide the Committee with complete and appropriate information on the specific Related Party Transaction well in advance. More specifically, that information shall pertain at least to the name of the Related Party, the nature of the relationship, the scope, the consideration envisaged and the other main terms and conditions of the Transaction, the expected timing, the reasons underlying the Transaction as well as any risks for the Company and, if applicable, its subsidiaries; (b) if the conditions of the Transaction are considered to reflect Market Equivalent or Standard Conditions, the Managing Director, supported by the Function in Charge, shall provide objective feedback elements.

5.8. Once the Managing Director has received the information, the Committee, sufficiently in advance for approval of the Transaction but in any case no later than the deadline indicated by the Managing Director under Article 5.4 above, shall promptly provide the body responsible for deciding whether to approve the Transaction with adequate information for the investigation of the Transaction to be approved and provide a reasoned opinion concerning the Company's interest in carrying out the Transaction, as well as the advisability and the substantive fairness of the terms and conditions. This opinion will be annexed to the minutes of the Committee meeting.

5.9. If the Related Party Transactions Committee deems it necessary or appropriate, it may obtain the advice of one or more independent experts of its choice, at the Company's expense, within a spending limit of (i) EUR 10,000 per Transaction with a value less than or equal to EUR 1,000,000; or (ii) 1% of the value of each Transaction, if it exceeds EUR 1,000,000. Experts shall be selected based on their recognised professionalism and expertise in the relevant fields, their independence and the absence of conflicts of interest. The RPT Committee shall verify the experts' independence in advance, taking into account the reports indicated in paragraph 2.4 of Annex 2 to the measures.

5.10. Related Party Transactions shall be approved by the Managing Director in accordance with the powers delegated to him or her, or the Board of Directors or shareholders if those transactions are a type of transaction that, pursuant to law, the Articles of Association or board resolution, must be approved by them. More Significant Transactions must always be approved by the Board of Directors. The governing body shall approve the Transactions if the Managing Director does not have the power to do so. The Managing Director may always submit for the governing body's approval any Related Party Transactions that he or she would have the power to approve.

5.11. If the Transaction falls within the competence of the Board of Directors, full and adequate information on the Transaction to be carried out shall be sent to the Board of Directors in time to allow it to thoroughly assess the proposed Transaction and in any case at least 3 (three) days before the date of the board meeting, together with, if the conditions of the Transaction are Market Equivalent or Standard Conditions, feedback elements in this respect. In any case, the information provided to the Board of Directors shall indicate:

- (a) the general characteristics of the Transaction (more specifically its scope, reasons, consideration, timing and nature of the correlation);
- (b) the manner in which the consideration is determined and/or the main terms and conditions likely to give rise to obligations on the part of the Company;
- (c) any interests (on their own behalf or on behalf of third parties) that the members of the corporate bodies have in relation to the Transaction.

5.12. The minutes of the Board of Directors' meeting approving a Related Party Transaction shall indicate the reasons for the Company's interest in carrying out the Transaction as well as the convenience and substantive fairness of the conditions of the Transaction. If the Board of Directors considers that it does not share the opinion of the Committee, it shall duly specify the reasons for such disagreement.

5.13. More Significant Related Party Transactions are always within the purview of the Board of Directors and may be approved by the Board even if the Committee issued a contrary opinion, or without considering the Committee's findings, provided that the Transaction is submitted for authorisation at an ordinary Shareholders' Meeting of the Company. Shareholders shall take action on the Transaction with the majorities required by law, but the Transaction may not proceed if a majority of the voting Unrelated Shareholders votes against the Transaction, provided that the Unrelated Shareholders present at the Shareholders' Meeting represent at least 10% (ten per cent) of the share capital with voting rights.

5.14. The Board of Directors has authority to adopt not only resolutions approving More Significant Related Party Transactions, but also resolutions relating to Transactions with Related Parties of the Company and its Subsidiaries in which one or more directors, including those with delegated powers, have an interest for themselves or for third parties under Article 2391 of the Italian Civil Code.

5.15. The same procedure under this Article 5 applies to the approval by the Board of Directors of proposals for resolutions on Related Party Transactions to be submitted to the Shareholders' Meeting when those Transactions fall within the competence of the Shareholders' Meeting or must be authorised by it.

5.16. The minutes of the shareholders' meeting resolution approving each Related Party Transaction shall contain adequate reasoning as to the Company's interest in carrying out the Transaction as well as the appropriateness and substantive fairness of the relevant conditions.

5.17. More Relevant Transactions with Related Parties falling within the competence of the Shareholders' Meeting, or that must be authorised by it or submitted to it, are resolved with the majorities required by law, it being understood that the Transaction cannot be carried out if the majority of the voting Unrelated Shareholders votes against the Transaction provided, however, that the Unrelated Shareholders present at the Shareholders' Meeting represent at least 10% (ten per cent) of the share capital with voting rights.

5.18. After the competent body has made a decision on the Transaction, it shall promptly notify the Managing Director and the Function in Charge of the outcome of that decision.

5.19. If the Company is subject to management and coordination, in Related Party Transactions influenced by that activity, the opinion under this Article 5 shall specifically indicate the reasons and convenience of the Transaction, if necessary also in the light of the overall results of the management and coordination activity or of transactions aimed at fully eliminating the damage deriving from the individual Related Party Transaction.

Article 6. Approval of Framework Resolutions

6.1. The Board of Directors may adopt framework resolutions providing for the performance - by the Company directly or through Subsidiaries - of a series of homogeneous Transactions with certain categories of Related Parties identified from time to time by the Board of Directors (the "**Framework Resolutions**").

6.2. Framework Resolutions shall be approved in accordance with the procedure established for the approval of a single Related Party Transaction depending on the overall maximum amount envisaged, and shall refer to sufficiently determined transactions, indicating at least:

- (a) the term of the Framework Resolution, which in any case shall not exceed one year;
- (b) the maximum amount in Euro of all the Transactions covered by the Framework Resolution;
- (c) the planned maximum number of Transactions to be carried out in the reference period and the reasons for the conditions envisaged;
- (d) a commitment to provide the Board of Directors with full information on the implementation of the Framework Resolutions on at least a quarterly basis;
- (e) the reasons for the envisaged conditions.

6.3. If it is foreseeable that the maximum amount of the Transactions exceeds the threshold for the determination of More Relevant Transactions as set forth under Annex 1 to the Provisions, the Company shall, at the time of the approval of the Framework Resolution, publish an Information Document in accordance with Article 10 of this Procedure.

6.4. Individual Transactions entered into in implementation of a Framework Resolution are not subject to the provisions relating to the preliminary investigation, assessment and approval procedure set out above.

6.5. The Managing Director reports to the Board of Directors, at least every 3 (three) months, on the implementation of the Framework Resolutions during the relevant quarter.

6.6. More specifically, the Managing Director shall inform the Board of Directors of the Transactions entered into implementing the Framework Resolutions, indicating for each one:

- (a) the counterparty with which the Transaction has been carried out;
- (b) a summary description of the characteristics, methods, terms and conditions of the Transaction;

- (c) the reasons for and interests of the Transaction as well as the effects of the Transaction from an equity, economic and financial point of view;
- (d) the way in which the economic conditions applied are established and (where relevant) the possibility for them to be referred to market standards.

Article 7. Approval by the Shareholders' Meeting of the Related Party Transactions in case of urgency

7.1. Where expressly permitted under the Articles of Association, in case of urgency pertaining to corporate crisis situations, the provisions of Article 5 above do not apply to Related Party Transactions falling within the competence of the Shareholders' Meeting or that need to be authorised by it.

7.2. In the case under Article 7.1. above, the body convening the Shareholders' Meeting shall prepare a report adequately detailing the reasons for the urgency and the Board of Statutory Auditors shall report to the Shareholders' Meeting on its assessment of the existence of the reasons for urgency. The report of the body convening the Shareholders' Meeting and the assessment of the Board of Statutory Auditors are made available to the public at least 21 (twenty-one) days before the date set for the Shareholders' Meeting at the Company's registered office and in the manner indicated in Article 17 of the Euronext Growth Milan Issuers' Regulation. Those documents may be contained in the Information Document.

7.3. If the assessment of the Board of Statutory Auditors is negative, the Related Party Transaction may not be carried out if the majority of the voting Unrelated Shareholders votes against the Transaction provided that the Unrelated Shareholders present at the Shareholders' Meeting represent at least 10% (ten per cent) of the share capital with voting rights.

7.4. Otherwise, within one day of the shareholders' meeting, information on the outcome of the vote, with specific focus on the overall number of votes cast by Unrelated Shareholders, shall be made available to the public in the manner indicated under Article 17 of the Euronext Growth Milan Issuers' Regulation.

Article 8. Related Party Transactions through Subsidiaries

8.1. This Procedure also applies, *mutatis mutandis*, to Transactions carried out through Subsidiaries, trustees or intermediaries.

8.2. Before carrying out a Transaction, the Subsidiary, by virtue of its internal organisation, verifies whether the counterparty is one of the persons defined as Related Parties.

8.3. If one of the cases for exclusion does not apply, the Subsidiary shall promptly inform the Managing Director and provide him or her with the information and documents that are necessary to implement the provisions of this Procedure. Based on the information received, the Managing Director shall assess, if appropriate, whether to initiate the procedure under Article 5 above.

8.4. Following the approval of the Transaction or the performance of the same, the Subsidiary shall promptly provide the Managing Director with the information necessary for the Company to fulfil its information obligations under this Procedure and prepare a specific report for the first suitable Board of Directors of the Company.

Article 9. Periodic information

9.1. The Managing Director provides the Board of Directors and the Board of Statutory Auditors, at least quarterly, with exhaustive information on the Related Party Transactions carried out.

9.2. The details of individual Transactions must contain at least the following information:

- (a) the counterparty with which each Transaction has been carried out;
- (b) a summary description of the characteristics, methods, terms and conditions of each Transaction;

(c) the reasons for each Transaction and the interests connected with it, as well as the effects of the Transaction from a financial and economic point of view.

9.3. Without prejudice to the provisions of Article 17 of EU Regulation No. 596/2016 (the “**MAR**”), in case of Transactions carried out and/or approved in the presence of a negative opinion of the Committee, the Board of Directors - with the support of the Function in Charge and the persons involved in the Transactions - shall prepare and make available to the public at the registered office of the Company within 15 (fifteen) days of the end of each quarter of the financial year, a document indicating the counterparty, the scope, the consideration of the Transactions approved in the reference quarter in the presence of a negative opinion expressed by the Committee as well as the reasons it was decided not to agree on that opinion. Within the same date, the opinion shall be made available to the public as an annex to the document or on the Company’s website.

Article 10. Public disclosure of Related Party Transactions

10.1. During More Relevant Transactions, even if they are to be carried out by Italian or foreign Subsidiaries, the Board of Directors of the Company shall prepare an information document - in accordance with Article 13 of the Euronext Growth Milan Issuers’ Regulation - prepared in accordance with Article 2 and Annex 2 to the Provisions (the “**Information Document**”).

10.2. The Information Document shall also be prepared if, during the financial year, the Company enters into with the same Related Party or with parties related to the latter or to the Company, several Transactions that are homogeneous or carried out to implement a joint plan which, although not qualifying individually as More Relevant Transactions, exceed, when considered cumulatively, the thresholds of relevance indicated under Annex 1 to the Provisions and under the CONSOB Regulation (see Annex 1 to this procedure). For the purposes of this Article, Transactions carried out by Italian or foreign Subsidiaries are also relevant, while any Transactions excluded under this Procedure are not considered. Should the use of the indices under the CONSOB Regulation result in an outcome that is manifestly unjustified in view of the specific circumstances, the Chairman of the Board of Directors may request Borsa Italiana S.p.A. to indicate alternative methods to apply when calculating the cumulation.

10.3. The Company shall make the Information Document available to the public at the Company’s registered office and in the manner indicated in Article 26 of the Euronext Growth Milan Issuers’ Regulation, within 7 (seven) days from the approval of the Transaction by the competent body, or, if the competent body resolves to submit a contractual proposal, from the time when the contract, including a preliminary contract, is concluded according to the applicable rules.

10.4. By the deadline for the publication of the Information Document, the Company shall make available to the public, as an annex to the Information Document or on its website, any opinions of the Related Party Transactions Committee and/or qualified independent experts that were relied on by the governing body. For the aforementioned independent expert opinions, the Company may publish only the matters indicated in Annex 2 of the Measures, but must provide reasons for that election.

10.5. Where the Shareholders’ Meeting is competent or authorised to do so, the Information Document shall be made available within 7 (seven) days following the approval of the proposal to be submitted to the Shareholders’ Meeting. If there are significant updates to be made to the Information Document, the Company shall make a new version of the Information Document available to the public at the Company’s registered office and in accordance with the procedures and terms set forth under Article 26 of the Euronext Growth Milan Issuers’ Regulation, according to timeframes allowing shareholders to fully assess the More Relevant Transaction and in any case by the twenty-first day before the Shareholders’ Meeting.

10.6. If the thresholds of relevance are exceeded as a result of a cumulation of Related Party Transactions, the Information Document shall be made available to the public within 15 (fifteen) days of the approval of the Related Party Transaction or of the entering into the contract that causes the threshold of significance to be exceeded. That Information Document shall contain information, also on an aggregate basis for

homogeneous Transactions, on all individual Transactions considered for the purposes of cumulation. If the Transactions causing the exceeding of the threshold of relevance are carried out by Subsidiaries, the Information Document is made available to the public within 15 (fifteen) days from the moment in which the Company is informed of the approval of the Transaction or of the entering into of the contract causing the exceeding of the threshold.

Article 11. Related Party Transactions and public disclosures in accordance with Article 17 of the MAR

11.1. If a Related Party Transaction is disclosed with the dissemination of a notice under Article 17 of the MAR, and thus disclosed to the public in accordance with the Company's "Procedure for Disclosing Inside Information", in addition to the other information to be published under that Article, the press release to be issued to the public shall include the following information:

- (a) a description of the Transaction and a statement that the Transaction counterparty is a Related Party and a description of the nature of the relationship;
- (b) the name of the Related Party;
- (c) an indication of whether the thresholds of relevance set forth for More Relevant Transactions have been exceeded and an indication of whether a subsequent publication of an Information Document in accordance with Article 10 of this Procedure is required;
- (d) the procedure that has been or will be followed for the approval of the Transaction and, more specifically, whether the Company has applied a case of exclusion provided for under Article 12 of this Procedure;
- (e) any approval of the Transaction despite the contrary opinion of the Committee on Related Party Transactions.

Article 12. Exclusions and exemptions

12.1. The provisions of this Procedure shall not apply:

- (a) to Shareholders' Meeting resolutions under Article 2389, paragraph 1, of the Italian Civil Code, on the remuneration due to the members of the Board of Directors and of the Executive Committee, nor to the resolutions concerning the remuneration of the directors vested with special offices included in the total amount previously determined by the Shareholders' Meeting under Article 2389, paragraph 3, of the Italian Civil Code;
- (b) to the resolutions of the Shareholders' Meeting under Article 2402 of the Italian Civil Code on the remuneration of the members of the Board of Statutory Auditors;
- (c) to Low Value Transactions;

12.2. Without prejudice to Article 11 of this Procedure, where applicable, the provisions of this Procedure shall not apply:

- (a) compensation plans based on financial instruments approved by the shareholders, provided that the disclosure regime provided for in Article 114-*bis* of the Italian Consolidated Finance Act has been voluntarily complied with;
- (b) resolutions, other than those indicated in Article 12.1, letter (a) above, on compensation of directors holding special offices and other key management personnel, provided that:
 - (i) the Company has adopted a compensation policy approved by the shareholders;
 - (ii) a committee consisting solely of non-executive directors, a majority of whom are independent, was involved in the creation of the compensation policy;

- (iii) the compensation awarded is determined in accordance with that policy and calculated on the basis of criteria that do not involve discretionary assessments;
- (c) Ordinary Transactions concluded at Arm's Length Equivalent or Standard Terms and Conditions. In the event of an exemption from the publication requirements for More Significant Transactions in Article 2, paragraphs 1 to 6 of the Measures, subject to Article 17 of the MAR, the Company must state in its interim and annual management reports the counterparty, subject matter and consideration for More Significant Transactions concluded during the financial year in reliance on the exclusion under this subparagraph, as well as the reasons why the transaction is deemed to be ordinary and concluded at Arm's Length Equivalent or Standard Terms and Conditions, providing objective supporting evidence. In the event that this exemption applies, the Managing Director shall inform the RPT Committee of the counterparty, subject matter and consideration for the Transactions that have benefited from the exemption, as well as the reasons why the Related Party Transaction is considered Ordinary and concluded at Arm's Length Equivalent or Standard Terms and Conditions, providing objective evidence, within seven days of the approval of the Transaction, conclusion of the contract (preliminary or final), or approval of the proposal to be submitted to the shareholders;
- (d) transactions approved by the Company and available to all shareholders on equal terms, including but not limited to:
 - (i) capital increases offered in option, including to service convertible bonds, and gratuitous capital increases pursuant to Article 2442 of the Italian Civil Code;
 - (ii) total or partial spinoffs with proportional share allocation;
 - (iii) reductions in share capital by means of reimbursement to shareholders pursuant to Article 2445 of the Italian Civil Code;
 - (iv) purchases of the Company's shares under Article 132 of the Italian Consolidated Finance Act.
- (e) to the Transactions with or between Subsidiaries, even jointly, as well as Transactions with Associated Companies, if the other Related Parties of the Company have no Significant Interests in the Subsidiaries or Associated Companies which are counterparties to the Transaction;
- (f) to further Transactions indicated under Article 7 of the Provisions, insofar as they are compatible with the rules applicable to the Company (including the transactions carried out based on instructions for stability purposes issued by the Supervisory Authorities, or on the basis of instructions issued by the parent company to carry out the instructions issued by the Supervisory Authorities in the interest of the Group's stability).

The provisions under Article 11 of this Procedure shall in any case apply.

12.3. The above exclusions are disclosed to the public in accordance with Article 5 of the CONSOB Regulation, as applicable in accordance with the combined provisions of Article 10 of the CONSOB Regulation and Article 13 of the Euronext Growth Milan Issuers' Regulation.

12.4. The cases of exclusion under this Article shall also apply to Related Party Transactions carried out through Subsidiaries under Article 8 of this Procedure.

12.5. Subject to Articles 7 and 10 of this Procedure and the reservation of authority to the Board of Directors applicable to More Significant Transactions, if there is an emergency and the Transaction does not fall within the shareholders' purview and does not have to be authorised by them, it may be approved as an exemption from of this Procedure, provided that:

- (a) if the transaction to be carried out is within the purview of a Managing Director or the Executive Committee, the Chairperson of the Board of Directors is timely informed of the reasons for the emergency before concluding the transaction;
- (b) such transactions, without affecting their validity, must be subsequently subject to a non-binding resolution at the first available ordinary Shareholders' Meeting;
- (c) the body convening the Shareholders' Meeting must prepare a report containing an adequate explanation of the reasons of urgency. The supervisory body provides to the shareholders' meeting its assessments in relation to the existence of the reasons of urgency;
- (d) the report and the assessments under letter c) are made available to the public at least twenty-one days before the date set for the Shareholders' Meeting at the Company's registered office and on the Company's website in the manner indicated under Article 17 of the Euronext Growth Milan Issuers' Regulation. Those documents may be contained in the Information Document;
- (e) within the day following the Shareholders' Meeting, the Company shall make available to the public, in the manner indicated in Article 17 of the Euronext Growth Milan Issuers' Regulation, the information on the results of the vote, with specific regard to the number of total votes cast by unrelated shareholders.

12.6 The Committee receives on an annual basis, by the date scheduled for the meeting of the Board of Directors to approve the draft separate and consolidated financial statements, information about More Significant Transactions deemed to be exempt from this Procedure. In particular, the Committee receives a report prepared by the Managing Director and the corporate departments containing a document describing the Transaction, the Managing Director's assessment as to the application of the exemption and the documents relating to the Significant Transaction. If, as a result of the periodic verification procedures referred to in this section, the Committee believes it is necessary to improve and/or modify the process and/or criteria for evaluating More Significant Related Party Transactions for the purpose of applying the exemptions, it shall provide its comments and suggestions to the Managing Director, who shall take them into account in subsequent evaluations of similar situations.

12.7 At its first available meeting following receipt of the information referred to in Article 12.2 (c) above, the Committee shall verify that Ordinary More Significant Related Party Transactions concluded on Equivalent Terms and Conditions were properly exempted.

Article 13. Amendments

13.1. This Procedure may only be amended in writing and in accordance with Article 1, paragraph 3, of the Provisions.

Appendix

DEFINITIONS OF RELATED PARTIES AND RELATED PARTY TRANSACTIONS AND DEFINITIONS RELATING THERETO UNDER INTERNATIONAL ACCOUNTING STANDARDS

1. Definitions of related parties and related party transactions under international accounting standards.

For the purposes of Article 3(1)(a) of this regulation, the definitions set forth in the International Accounting Standards and referred to below shall apply:

Related parties

A related party is a person or entity that is related to the entity that is preparing its financial statements.

(a) A person or a close member of that person's family is related to a reporting entity if that person:

- (i) has control or joint control over the reporting entity;
- (ii) has significant influence over the reporting entity; or
- (iii) is a member of the key management personnel of the reporting entity or one of its parents.

(b) An entity is related to a reporting entity if any of the following conditions applies:

- (i) the entity and the reporting entity are members of the same group (which means that each parent, subsidiary and group member is related to the others);
- (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
- (iii) both entities are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity;
- (vi) the entity is controlled or jointly controlled by a person identified in subparagraph (a); or
- (vii) a person identified in subparagraph (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity) [IAS 24, paragraph 9].
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity [IAS 24, paragraph 9].

In the definition of a related party, an associate includes subsidiaries of the associate and a joint venture includes subsidiaries of the joint venture. Therefore, for example, an associate's subsidiary and an investor that has significant influence over the associate are related to each other [IAS 24, paragraph 12].

Related party transactions

A related party transaction is a transfer of resources, services or obligations between a company and a related party, regardless of whether a price is charged [IAS 24, paragraph 9].

2. Definitions associated with the definitions of "related parties" and "related party transactions" under international accounting standards

The terms "control", "joint control" and "significant influence" are defined in IFRS 10, IFRS 11 (Joint

Arrangements) and IAS 28 (Investments in Associates and Joint Ventures) and are used with the meanings given in those IFRSs [IAS 24, paragraph 9].

Key management personnel

Key management personnel are those persons having authority and responsibility, directly or indirectly, for planning, directing and controlling the activities of the company, including any director (whether executive or otherwise) of that company [IAS 24, paragraph 9].

Close family members

Close family members of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- a) that person's children and spouse or domestic partner;
- b) the children of that person's spouse or domestic partner; and
- c) dependants of that person or that person's spouse or domestic partner [IAS 24, paragraph 9].

3. Principles for interpreting the definitions

- 3.1 In examining each relationship with related parties, attention shall be paid to the substance of the relationship and not merely its legal form [IAS 24, paragraph 10].
- 3.2 The above definitions shall be interpreted in accordance with the body of international accounting standards adopted pursuant to the procedure set forth in Article 6 of Regulation (EC) No. 1606/2002.

ANNEX 1

IDENTIFICATION OF MORE RELEVANT TRANSACTIONS WITH RELATED PARTIES

1.1. More Relevant Transactions are considered to be the ones in which at least one of the following indices, applicable depending on the specific transaction, is higher than the 5% threshold:

a) Value relevance index: the ratio between the value of the transaction and the net assets taken from the most recent published balance sheet (consolidated, if any) by the company or, for listed companies, if greater, the capitalisation of the company recorded at the closing of the last open market day included in the reference period of the most recently published periodic accounting document (annual or semi-annual financial report or interim management report). For banks, it is the ratio between the value of the transaction and the regulatory capital taken from the most recent published balance sheet (consolidated, if any). If the economic conditions of the transaction are determined, the value of the transaction is:

- i) for cash components, the amount paid to/by the contractual counterparty;
- ii) for components consisting of financial instruments, the fair value determined, at the date of the transaction, in accordance with the international accounting standards adopted by Regulation (EC) No. 1606/2002;
- iii) for financing transactions or granting of guarantees, the maximum amount payable.

If the economic conditions of the transaction depend in whole or in part on amounts not yet known, the value of the transaction is the maximum amount receivable or payable under the agreement.

b) Asset relevance index: it is the ratio between the total assets of the entity involved in the transaction and the total assets of the company. The data to be used shall be taken from the most recently published balance sheet (consolidated, if any) by the company; where possible, similar data shall be used to determine the total assets of the entity involved in the transaction. For transactions involving the acquisition and sale of shareholdings in companies that have an effect on the consolidation area, the value of the numerator is the total assets of the investee, regardless of the percentage of capital involved. For transactions involving the acquisition and sale of shareholdings in companies that have no effect on the consolidation area, the value of the numerator is:

- i) in the case of acquisitions, the value of the transaction plus the liabilities of the acquired company that may have been assumed by the purchaser;
- ii) in the case of sales, the consideration for the asset sold. For transactions involving the acquisition and assignment of other assets (other than the acquisition of a shareholding), the value of the numerator is:
 - in the case of acquisitions, the greater of the consideration due under the transaction and the book value that will be attributed to the asset;
 - in the case of disposals, the book value of the asset in question.

c) Index of relevance of liabilities: it is the ratio between the total liabilities of the acquired entity and the total assets of the company. The data to be used shall be taken from the most recently published balance sheet (consolidated, if any) by the company; where possible, similar data shall be used to determine the total liabilities of the company or company branch acquired.

1.2. Transactions with the listed parent company or with related parties of the companies, if at least one of the relevance indices referred to in paragraph 1.1. is above the 2.5% threshold.

1.3. Companies evaluate whether to identify thresholds of relevance lower than those indicated in paragraphs 1.1 and 1.2 for transactions that may affect the issuer's management autonomy (for example, the sale of intangible assets such as trademarks or patents).

1.4. In the case of several transactions under Article 9, the companies first determine the relevance of each transaction on the basis of the index or indexes, provided for in paragraph 1.1, applicable to it. To verify that the thresholds provided for in paragraphs 1.1, 1.2 and 1.3 have been exceeded, the results for each index are then added together.

2. If a transaction or multiple cumulated transactions are deemed to be "more significant" based on the indices in section 1 and this result appears to be manifestly unjustified due to specific circumstances, Borsa Italiana may, at the Company's request, provide alternative methods to be used in calculating those indexes. To this end, the Company shall provide Borsa Italiana with the essential characteristics of the transaction and the specific circumstances on which the request is based before negotiations are completed.

ANNEX 2

DECLARATION BY A RELATED PARTY OF TECHNOPROBE S.P.A.

[●], [●]

Technoprobe S.p.A.

Via Cavalieri di Vittorio Veneto No. 2

23870 Cernusco Lombardone (LC)

Attn: [●]

Re: Related Party Transactions

I, the undersigned (*insert full name/company name*) [●], born in [●], on [●], Tax Code/VAT no. [●], residing/registered office in [●], as _____ (*insert existing role/relationship with the Company/parent company – e.g., Related Parties of the Company with control or joint control over the Company, are key management personnel of the Company or its parent company, or have significant influence over the Company*)

Recitals

- Technoprobe S.p.A. (the “**Company**”) has adopted the “Procedure for Related Party Transactions” (the “**Procedure**”), to ensure the transparency and substantive and procedural appropriateness of transactions with related parties by establishing rules to identify the different categories of transactions with related parties and describe the relevant decision-making process, as well as adhere to any disclosure obligations (including accounting disclosure obligations) to the public;
- Article 1 of the Procedure defines “related party” as the parties defined as such by the international accounting standards adopted pursuant to the procedure set forth in Article 6 of Regulation (EC) No. 1606/2002 and, therefore, IAS 24 as in effect from time to time. Specifically, pursuant to the content of IAS 24 at the date of the Procedure – which shall be deemed amended from time to time in the event of any amendments to IAS 24 – a Related Party is a person or entity that is related to the entity that is preparing its financial statements.
 - (a) A person or a close member of that person’s family is related to a reporting entity if that person:
 - (i) has control or joint control¹ over the reporting entity;
 - (ii) has significant influence² over the reporting entity; or
 - (iii) is a member of the key management personnel of the reporting entity or one of its parents.
 - (b) An entity is related to a reporting entity if any of the following conditions applies:
 - (i) the entity and the reporting entity are members of the same group (which means that each parent, subsidiary and group member is related to the others);
 - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) both entities are joint ventures of the same third party;

¹ The terms “control”, “joint control” and “significant influence” are defined in IFRS 10, IFRS 11 (Joint Arrangements) and IAS 28 (Investments in Associates and Joint Ventures) and are used with the meanings specified in those IFRSs [IAS 24, paragraph 9].

² See note 1.

- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity;
- (vi) the entity is controlled or jointly controlled by a person identified in subparagraph (a); or
- (vii) a person identified in subparagraph (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity) [IAS 24, paragraph 9].
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity [IAS 24, paragraph 9].

In the definition of a related party, an associate includes subsidiaries of the associate and a joint venture includes subsidiaries of the joint venture. Therefore, for example, an associate's subsidiary and an investor that has significant influence over the associate are related to each other [IAS 24, paragraph 12].

“key management personnel” are those persons having authority and responsibility, directly or indirectly, for planning, directing and controlling the activities of the company, including any director (whether executive or otherwise) of that company and the statutory auditors.

- Accurate and timely identification of related parties is an essential prerequisite for properly applying the procedure set forth in the RPT Procedure, as well as for timely making the disclosures required thereunder,

REPRESENTS AND WARRANTIES

1. that I have taken note of the definitions in the recitals to this notice;
2. the following personal data and contact details for the purposes of the Procedure:

Full name	
Tax Code	
E-mail	
Telephone numbers	
Address for service	

3. the following names and details of close family members³ on the date of this communication:

Degree of relationship	Full name	Tax Code

4. the following entities in subparagraphs (b)(vi) and (b)(vii) of the second recital on the date of this notice:
 - 4.1 any company(ies) over which the undersigned exercises control or joint control:

Entity	Tax Code/VAT No.	Reason/Ownership Percentage	Direct/Indirect

³ Close family members of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the Company, including: (a) that person's children and spouse or domestic partner; (b) children of that person's spouse or domestic partner; and (c) dependants of that person or that person's spouse or domestic partner (IAS 24, paragraph 9).

4.2 any company(ies) over which a close family member of the undersigned exercises control or joint control:

Entity	Tax Code/VAT No.	Reason/Ownership Percentage	Direct/Indirect

4.3 any company(ies) over which the undersigned – who has control or joint control over the reporting entity – has significant influence or for which the undersigned is a member of key management personnel (IAS 24, paragraph 9):

Entity	Tax Code/VAT No.	Reason/Ownership Percentage	Direct/Indirect

4.4 any company(ies) over which a close family member of the undersigned – who has control or joint control over the reporting entity – has significant influence or for which such close family member is a member of key management personnel (IAS 24, paragraph 9).

Entity	Tax Code/VAT No.	Reason/Ownership Percentage	Direct/Indirect

5. based on the definition of a related party as set out in the recitals, additional related parties with a description of the relationship are listed below⁴:

The undersigned: (i) undertakes to promptly notify the Company of any future changes to the information provided herein; (ii) represents that he/she/it will undertake with the utmost diligence, to the extent of his/her/its sphere of influence including in relation to the position held within the Group, to comply with the aforementioned Procedure; (iii) represents that he/she/it has obtained the personal data relating to his/her/its close family in accordance with the privacy law in effect from time to time, and (iv) undertakes – where necessary – to have his/her/its related parties within the meaning of the Procedure provide an additional statement, independently of this communication.

This declaration is issued in order to obtain the information necessary to comply with the laws on related party transactions, is confidential, and will be processed in accordance with the privacy protection laws in effect from time to time.

In witness whereof,

⁴ E.g., joint venture, associate, etc.