



## Report on Remuneration Policy and Remuneration Paid





Technoprobe SpA  
Registered office: Via Cavalieri di Vittorio Veneto, 2, 23870, Cernusco Lombardone  
(LC)  
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Tax Code and Company Registration Number in the Como-Leccon Register:  
02272540135 - REA LC-283619

## **REPORT ON REMUNERATION POLICY AND REMUNERATION PAID**

Pursuant to art. 123-ter of Legislative Decree no. 58 of 24 February 1998 and  
subsequent amendments

Technoprobe SpA  
[www.technoprobe.com](http://www.technoprobe.com)

Approved by the Board of Directors on March 18, 2026

*Courtesy translation This document has been translated into English from the Italian original solely for the convenience of international readers. In case of discrepancy between the Italian language original text and the English language translation, the Italian version shall prevail.*

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## GLOSSARY

DEFINITION	MEANING
<b>EXECUTIVE DIRECTORS</b>	means (i) directors of the Company or of a subsidiary company having strategic importance who are granted powers in the management or development of corporate strategies; (ii) directors who are recipients of management delegations and/or hold management positions in the Company or in a subsidiary company having strategic importance, or in the parent company when the position also concerns the Company.
<b>INDEPENDENT DIRECTORS</b>	means non-executive directors who do not have, nor have recently had, even indirectly, relationships with the Company or the Group that could affect their current independence of judgment.
<b>ADMINISTRATORS OR DIRECTORS</b>	means the members of the Board of Directors of the Company, whether executive, non-executive, independent or non-independent.
<b>ASSEMBLY or SHAREHOLDERS' MEETING or SHAREHOLDERS' MEETING</b>	means the Shareholders' Meeting of the Company.
<b>SHARES</b>	means the ordinary shares of the Company without par value.
<b>SHAREHOLDERS</b>	means the shareholders of the Company.
<b>CC or CIVIL CODE or CIVIL CODE</b>	means the Italian Civil Code approved by Royal Decree no. 262 of 16 March 1942.
<b>CHIEF COMMERCIAL OFFICER</b>	means the commercial director of the Company.
<b>CHIEF EXECUTIVE OFFICER or CHIEF EXECUTIVE OFFICER</b>	means the CEO of the Company, the person primarily responsible for managing the business.
<b>CHIEF FINANCIAL OFFICER</b>	means the financial director of the Company.
<b>CHIEF TECHNICAL OFFICER</b>	means the technical director of the Company.
<b>CORPORATE GOVERNANCE CODE</b>	means the Corporate Governance Code approved by the Corporate Governance Committee of Borsa Italiana SpA in January 2020, to which the Company adheres by virtue of the Board Resolution effective from 2 May 2023.
<b>BOARD or BOARD OF AUDITORS</b>	means the Board of Statutory Auditors of the Company.
<b>COUNCIL COMMITTEES or COMMITTEES or INTERNAL COUNCIL COMMITTEES</b>	jointly means the Control, Risk and Sustainability Committees, the Nomination and Remunerations Committee and the Committee for Related Party Transactions established by the Company.
<b>CONTROL AND RISK COMMITTEE or CRS COMMITTEE</b>	means the Control, Risk and Sustainability Committee established by the Company.
<b>NOMINATIONS AND REMUNERATIONS COMMITTEE or NR COMMITTEE</b>	means the Nominations and Remunerations Committee established by the Company.

<b>CORPORATE GOVERNANCE COMMITTEE</b>	means the Italian Committee for the Corporate Governance of listed companies, promoted by Borsa Italiana SpA, as well as by ABI, Ania, Assogestioni, Assonime and Confindustria.
<b>COMMITTEE FOR RELATED PARTY TRANSACTIONS or RELATED PARTIES COMMITTEE or OPC COMMITTEE</b>	means the Committee for Related Party Transactions established by the Company.
<b>BOARD OF DIRECTORS or BOARD or BoD</b>	means the Board of Directors of the Company.
<b>HUMAN RESOURCES DEPARTMENT or HR MANAGEMENT</b>	means the person responsible for the Human Resources function of the Company.
<b>LEGAL DEPARTMENT</b>	means the legal and corporate affairs function of the Company.
<b>MANAGER IN CHARGE</b>	means the manager responsible for preparing the company's accounting documents pursuant to Law 262/2005 and art. 154-bis of the TUF.
<b>DIRS</b>	means the Managers with Strategic Responsibilities of the Company, meaning those individuals who have the power and responsibility, directly or indirectly, for planning, directing and controlling the Company's activities, including the directors (executive or otherwise) of the Company itself <sup>1</sup> .
<b>ESG</b>	the acronym ESG (which stands for Environmental-Social-Governance) refers to the three key factors for measuring the sustainability and ethical impact of a Company's activities.
<b>EURONEXT MILAN or EXM</b>	Regulated market, organized and managed by Borsa Italiana SpA
<b>GROUP or TECHNOPROBE GROUP</b>	collectively means the Company and the Italian and foreign companies controlled by it pursuant to Article 2359 of the Civil Code and Article 93 of the TUF
<b>INVESTOR RELATIONS</b>	means the Company's Investor Relations corporate function.
<b>LTI or LONG TERM INCENTIVE</b>	means the medium-long term component of remuneration.
<b>MBO or MANAGEMENT BY OBJECTIVES</b>	means the incentive system on which the STI component of remuneration is based and consists of a personnel management method that is based on the results achieved in relation to pre-established objectives.
<b>POLICY 2026 or POLICY</b>	means Section I of this Report relating to the Company's remuneration policy for the 2026 financial year.
<b>CHAIRMAN</b>	means the Chairman of the Board of Directors of the Company.

<sup>1</sup>This definition is contained in IAS 24, paragraph 9 and is referred to in Article 2 (Definitions functional to those of "related parties" and "related party transactions" according to international accounting standards) of the Appendix of the Regulation on Related Party Transactions adopted with Consob Resolution no. 17221 of 12 March 2010 (as updated with the amendments pursuant to Consob Resolution no. 22144 of 22 December 2021) as well as, with indirect reference, in Article 65, paragraph 1-quater of the Issuers' Regulation.

<b>OPC PROCEDURE or RELATED PARTY TRANSACTIONS PROCEDURE</b>	means the Procedure for Related Party Transactions adopted by Technoprobe SpA pursuant to Consob Regulation adopted with resolution no. 17221 of 12 March 2010 and amended with resolution no. 17389 of 23 June 2010; available on the Technoprobe website ( <a href="http://www.technoprobe.com">www.technoprobe.com</a> – Governance / Corporate documentations section).
<b>CONSOB ISSUERS REGULATION or ISSUERS REGULATION or IR</b>	means the Regulation issued by Consob with resolution no. 11971 of 14 May 1999 and subsequent amendments, concerning the regulation of issuers, implementing the Consolidated Law on Financial Intermediation (TUF).
<b>REGULATION ON RELATED PARTY TRANSACTIONS or RELATED PARTIES REGULATION or OPC REGULATION</b>	means the Regulation issued by Consob with resolution no. 17221 of 12 March 2010 (as subsequently amended) regarding transactions with related parties.
<b>CORPORATE GOVERNANCE REPORT</b>	means the report on corporate governance and ownership structures prepared and published by the Company pursuant to Article 123-bis of the TUF.
<b>COMPENSATION REPORT 2025 or COMPENSATION REPORT</b>	means Section II of this Report relating to the compensation paid in the 2025 financial year.
<b>REMUNERATION REPORT or RELATION</b>	means the report on the Company's remuneration policy and compensation paid, drawn up and published pursuant to art. 123-ter of the TUF and 84-quater of the Consob Issuers' Regulation.
<b>AUDITING FIRM</b>	means the company responsible for the legal audit of Technoprobe.
<b>COMPANY or ISSUER or TECHNOPROBE</b>	means the company Technoprobe SpA, a joint-stock company duly incorporated and existing under Italian law, whose shares are admitted to trading on the Euronext Milan market, organized and managed by Borsa Italiana SpA, as of May 2, 2023, with registered office in Cernusco Lombardone (LC) Via Cavalieri di Vittorio Veneto no. 2, Tax code and registration number in the Company Register at the Como-Lecco Chamber of Commerce under no. 02272540135, VAT number 02272540135, Economic and Administrative Index no. LC 283619.
<b>ARTICLE OF ASSOCIATION</b>	means the Company's articles of association in its updated version available on the Technoprobe website ( <a href="http://www.technoprobe.com">www.technoprobe.com</a> – Governance / Corporate documentations section).
<b>STI or SHORT-TERM INCENTIVE</b>	means the short-term variable component of remuneration.
<b>SUSTAINABLE SUCCESS</b>	objective that guides the actions of the administrative body and which is embodied in the creation of long-term value for the benefit of shareholders, taking into account the interests of other stakeholders relevant to the Company.
<b>CONSOLIDATED LAW ON FINANCE OR TUF</b>	means Legislative Decree 24 February 1998 n. 58 and subsequent amendments.

## 1. GENERAL INFORMATION

### 1.1. Premise

This Report on the remuneration policy and compensation paid (the “Report” or “Remuneration Report”) of Technoprobe SpA, approved by the Board of Directors on 18 March 2026, upon proposal of the Nominations and Remuneration Committee, following the opinion of the Board of Statutory Auditors, is divided into two sections:

- \* Section I: “Remuneration Policy” for the 2026 financial year (“2026 Policy” or “Policy”);
- \* Section II: “Report on compensation paid” in the 2025 financial year (“2025 Compensation Report” or “Compensation Report”), together with the tables indicated in Schedule 7-bis of Annex 3A of the RE;

all this is preceded by a brief introduction to personnel management policies, remuneration policies aimed at the entire company population, and their connection with sustainability principles and criteria.

### 1.2. Regulatory framework

The Report is drawn up in accordance with:

- (i) of Article 123-ter of the Consolidated Law on Finance (“TUF”), as amended and supplemented by Article 3 of Legislative Decree No. 49 of 10 May 2019;
- (ii) of art. 84-quater and of Schedule 7-bis and 7-ter of Annex 3A of the Consob regulation (no. 11971 of 14 May 1999 on issuers), as also amended by Consob Resolution no. 21623 of 10 December 2020 (the “Issuers Regulation”).

For the purposes of the Report, the following were also taken into account:

- (i) European Commission recommendations on the remuneration of directors of listed companies (specifically Commission Recommendation No. 2009/385/EC of 30 April 2009 supplementing Recommendations 2004/913/EC and 2005/162/EC as regards the regime for the remuneration of directors of listed companies and Recommendation No. 2004/913/EC of 14 December 2004 on the promotion of an appropriate regime for the remuneration of directors of listed companies);
- (ii) remuneration recommendations adopted by the Corporate Governance Code, approved by the Corporate Governance Committee of Borsa Italiana in January 2020, which Technoprobe has adhered to with a resolution of the Board of Directors effective May 2, 2023.

The Policy is subject to a binding vote at the Shareholders' Meeting, which will be convened to approve the financial statements for the year ended December 31, 2025, pursuant to Article 123-ter of the TUF, paragraphs 3-bis and 3-ter. It defines the principles and guidelines for the 2026 financial year and for determining the remuneration of the Company's Directors, particularly Directors with special responsibilities and Directors of the Supervisory Board (DIR), as well as, without prejudice to Article 2402 of the Italian Civil Code, for determining the remuneration of the members of the Supervisory Body.

The 2025 Compensation Report, submitted to the Shareholders' Meeting for a consultative and non-binding vote pursuant to Article 123-ter, paragraph 6, of the TUF, provides the following information for Directors and Auditors, and in aggregate form for DiRS:

- > an adequate representation of each of the items that make up the remuneration, including the benefits envisaged in the event of cessation of office or termination of the employment relationship;
- > an analytical indication of the compensation paid in the 2025 financial year for any reason and in any form by the Company and its subsidiaries or affiliates.

The Report is made available to the public at the registered office, at the authorised storage mechanism ([www.emarketstorage.com](http://www.emarketstorage.com)) and on the Technoprobe website at [www.technoprobe.com](http://www.technoprobe.com) in the Corporate Governance/Shareholder Meetings section.

### **1.3. Human resources**

Technoprobe's focus on people is an integral part of its corporate DNA: they are, in fact, the company's core asset, thanks to their portfolio of skills, creativity, and aptitudes that can be applied across various operational areas.

Developing these skills, including through adequate compensation, means adding value to the company by establishing long-lasting and transparent relationships with its employees.

Principles such as staff development, with attention to each individual's specific skills, personal well-being and dignity, and the protection of underrepresented genders are cornerstones of Technoprobe's human resources management policies.

These principles, duly translated into writing in the corporate code of conduct as well as in the *Policy on diversity of management and control bodies*<sup>2</sup>, are reflected, on the one hand, in adequate remuneration, on the other, in important corporate welfare goals, in smart-working incentive policies, in hours of (non-mandatory) training provided, and on the other, in the development of material issues, such as diversity, inclusion and employee well-being, internal talent development and the promotion of health and safety at work.

Founded in 1996, Technoprobe has experienced a notable increase in its workforce over the years, and especially since 2010 (as highlighted in the following graph) and has developed a strong capacity for *attracting* and *retaining* staff.

As of December 31, 2025, Technoprobe SpA's workforce consisted of 1,752 workers (97 of whom were temporary workers). Women accounted for approximately 36% of the company's total workforce.

Furthermore, Technoprobe controls, directly or indirectly, 18 companies with registered offices and operations located in foreign countries across Europe (France and Germany), Asia (Taiwan, South Korea, Japan, Malaysia, the Philippines, China, and Singapore), and the United States. The total number of personnel employed in foreign offices as of December 31, 2025, is 2,122, bringing the total company workforce (including temporary staff) to 3,382.

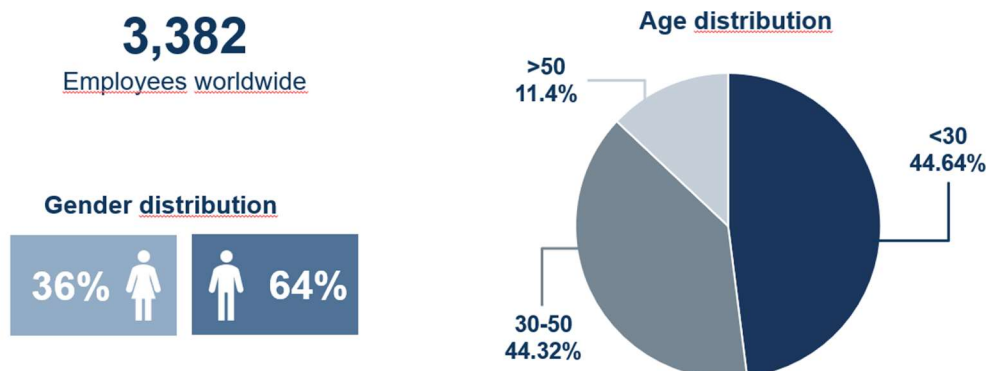
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<sup>2</sup>Approved by the Board of Directors on February 26, 2024, following a favorable opinion from the Nomination and Remuneration Committee on February 20, 2024, and following verification by the Control and Risk Committee on February 19, 2024.

## Building a strong workforce with a people-centered strategy

Technoprobe's people are the main asset for the Group's growth. With their expertise and experience, they have contributed to the company's international development.

### Composition



### 1.4. Overview of personnel management policies and coordination with sustainability policies

Technoprobe promotes people-focused initiatives to best meet company needs and contribute to the Group's development, productivity, and a better organizational environment with a high level of workplace well-being.

OVERVIEW	
> <b>Youth policies and internal talent development</b>	<p>Talent development is the best way to grow and generate long-term value, crucial to a company's future. The constant search for new staff has led Technoprobe to prioritize hiring policies geared toward young people: young resources meet the growing need for technical skills, tend to be more flexible and innovative, and eager to learn, update, and embrace digital transformation.</p> <p>It should also be emphasized that, with a view to contributing to collective social change, hiring young talent and providing appropriate remuneration brackets helps reduce the gap in access to employment equity and fair pay. Technoprobe confirms the positive trend of an increasingly younger company. The average age of its workforce as of December 31, 2025, is 35.4 years old; furthermore, 44.64% of the company's workforce is under 30. Employees between the ages of 30 and 50 account for 44.32%.</p>
> <b>Training</b>	<p>For a company operating in cutting-edge technology, the continuous growth, learning, and development of its employees is vital to maintaining a very high standard of skills. This applies to research and development, the entire technology department, and all manufacturing and production operators.</p> <p>Training is also a motivational tool to ensure everyone at Technoprobe is always engaged in the challenges that the market and technology pose every day; for this reason, staff training has been divided into different phases and areas:</p> <ul style="list-style-type: none"> <li>• first induction phase for new hires;</li> <li>• specific training plan for each individual job, broken down for the various functions;</li> <li>• methodological training for more efficient process control;</li> <li>• cross-functional knowledge training, to encourage the sharing of skills between the various functions.</li> </ul>
> <b>Health and safety</b>	<p>The culture of health and safety is shared at all levels and requires full involvement of the company organization, from top management to employees.</p>

	<p>All activities related to corporate health and safety management are supported by ongoing training, information, and education, which has resulted in a steadily increasing number of hours of training provided over the years.</p> <p>Furthermore, among the most significant indicators in the health and safety field, Technoprobe monitors the progress of events (accidents, dressings, <i>near miss</i>), with the aim of analyzing the causes that led to them and introducing continuous improvement actions to prevent their recurrence.</p> <p>The measures introduced by Technoprobe to ensure the health and safety of its workers in the workplace have led to a progressive reduction in the rate of employee injuries despite the constant increase in staff numbers.</p>
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### 1.5. Overview of the remuneration policies for the entire company population and coordination with ESG policies

OVERVIEW	
<p>&gt; <b>Components of remuneration</b></p>	<p>The company's workforce benefits from both a fixed and short-term variable component of remuneration. Variable compensation and the annual fixed component are structured differently based on the role, assigned responsibilities, and skills.</p> <p>Specifically, the remuneration criteria applied to fixed-term personnel are based on proportional tools and principles of fairness, equal opportunities, meritocracy, and competitiveness.</p> <p>Instead, with regard to the recognition of the short-term variable component, the Company examines, with maximum objectivity, the organizational and professional behavior of each individual in light of their role and assigned responsibilities. The purposes of this component are to (i) direct performance toward company objectives and professional behavior toward a corporate culture based on results and merit, (ii) consolidate strengths and address areas for improvement, (iii) develop a sense of belonging and identification with the company mission, and gather feedback.</p>
<p>&gt; <b>ESG objectives</b></p>	<p>Starting with the 2024 financial year, Technoprobe introduced ESG targets for the recognition of a portion of the short-term variable component of compensation. The evolution of this process, with the 2025 Policy and the current 2026 Policy, has led to the inclusion of these objectives in the long-term variable component of compensation as well.</p> <p>The goal of respecting people and the environment and integrating sustainability factors into every corporate decision has underpinned the Company's strategic vision and commitment since its inception.</p> <p>The Company's primary goal is to permanently and systematically integrate sustainability into business decisions and, in this context, to enhance the ESG target indicators to which the short- and long-term variable remuneration of company management is linked, thus increasing engagement with sustainability issues.</p>
<p>&gt; <b>Corporate welfare</b></p>	<p>With unique features deriving from the different geographical location, each Technoprobe employee can benefit from structured corporate welfare elements.</p>

## SECTION I

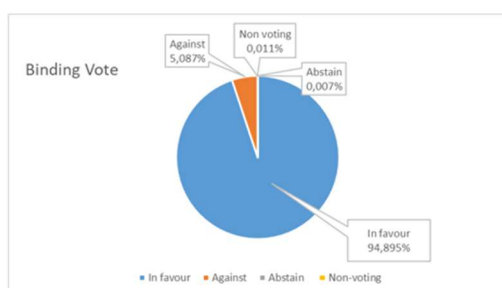
### REMUNERATION POLICY FOR THE 2026 FINANCIAL YEAR

#### 1. RESULTS OF THE SHAREHOLDERS' MEETING VOTES SECTION I – REPORT ON REMUNERATION POLICY

The report on the 2025 Remuneration Policy and the compensation paid for 2024 was approved by the Shareholders' Meeting on 29 April 2025, with a percentage of votes in favour equal to 96.824% of the total voters.

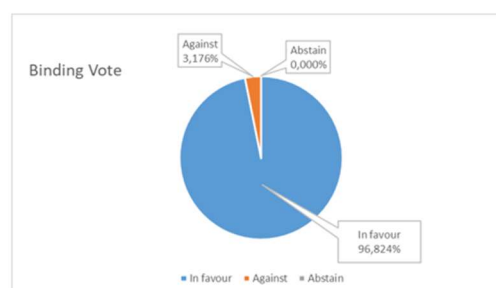
Below is a summary of the votes cast by shareholders on the First Section of the report pursuant to Article 123-ter, paragraphs 3-bis and 3-ter of Legislative Decree no. 58 of February 24, 1998, with binding votes cast. The results are compared with those of the previous Shareholders' Meeting of April 24, 2024.

Shareholders' Meeting – 24th April 2024



	no. votes	% of voting participants
In Favour	970,445,791	94.895%
Against	52,036,106	5.087%
Abstain	72,335	0.007%
Non Voting	108,450	0.011%
Total	1,022,882,882	100.000%

Shareholders' Meeting – 29th April 2025



	no. votes	% of voting participants
In Favour	918,760,406	96.824%
Against	30,135,164	3.176%
Abstain	0	0.000%
Total	948,895,570	100.000%

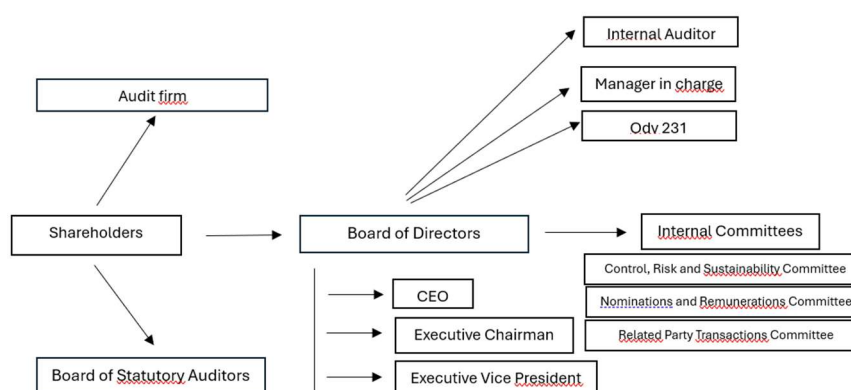
The considerations that emerged during the Shareholders' Meeting were taken into account in order to identify potential areas for improvement in the 2026 Remuneration Policy.

#### 2. BODIES AND SUBJECTS INVOLVED

##### 2.1 Corporate governance

Technoprobe has adopted a *corporate governance* model inspired by the principles of fairness and transparency in company management, the centrality of the board of directors, and the management of information flows between the board of directors and the supervisory body.

Technoprobe's corporate governance structure is represented in the following graph.



For any further information on the governance of the Company, please refer to the Corporate Governance Report for the 2025 financial year, published on the website [www.technoprobe.com](http://www.technoprobe.com) in the “Governance/Shareholder Meetings” section.

## **2.2 Definition, adoption and implementation of the Policy**

The definition of the remuneration policy and any changes thereto are the result of a clear and transparent process, in which the Nominations and Remuneration Committee and the Board of Directors play a central role.

It is, in fact, defined and approved annually (or for a different time frame identified) - upon proposal of the Nominations and Remuneration Committee - by the Board of Directors, which then submits it to the vote of the Shareholders' Meeting.

The Board of Statutory Auditors expresses its opinion on the policy in relation to the remuneration of Directors holding specific positions, also pursuant to art. 2389 paragraph III of the Civil Code.

The Nominations and Remuneration Committee, the Board of Statutory Auditors and the Board of Directors oversee its application.

To this end, the head of the Company's Human Resources Department reports annually on the application of the remuneration policy and the compensation paid to the Nominations and Remuneration Committee, whose chairman, in turn, reports to the Board of Directors.

Furthermore, the Board of Directors, with the support and investigative activities of the Nominations and Remuneration Committee, is responsible for proposing to the Shareholders' Meeting the adoption of long-term incentive mechanisms for members of the Board of Directors, employees, or collaborators through the allocation of financial instruments or options on financial instruments. If approved, these mechanisms are made public within the legal timeframe (without prejudice to any additional transparency obligations required by applicable law).

The executive directors propose these incentive mechanisms to the Nominations and Remuneration Committee.

The General Counsel provides support to the Nominations and Compensation Committee and the Board of Directors, both in a preventive and supervisory capacity. The Investor Relator provides feedback to the Nominations and Compensation Committee and, through the latter, to the Board of Directors, reporting semi-annually on the outcomes of engagements with investors, shareholders, and proxy advisors.

## 2.3 Bodies and roles

Below is a summary of the activities carried out by the parties involved in the process of preparing, adopting, and implementing the policy.

BODY	ROLE AND ACTIVITIES OF COMPETENCE
<b>SHAREHOLDERS' MEETING</b>	<ul style="list-style-type: none"> <li>&gt; determines, at the time of appointment, the gross annual compensation due to the members of the Board of Directors, excluding the remuneration to be attributed, by the Board, to Directors holding specific roles;</li> <li>&gt; determines, at the time of appointment, the gross annual compensation due to the members of the Board of Statutory Auditors;</li> <li>&gt; approves the first section of the report on remuneration;</li> <li>&gt; expresses its opinion in an advisory capacity on the second section of the report on remuneration and the compensation paid;</li> <li>&gt; resolves, upon proposal of the Board of Directors, on any incentive mechanisms based on the allocation of shares.</li> </ul>
<b>BOARD OF DIRECTORS</b>	<ul style="list-style-type: none"> <li>&gt; defines the remuneration policy for members of the Board of Directors and of DiRS and, without prejudice to the provisions of Article 2402 of the Civil Code, for members of the Board of Statutory Auditors;</li> <li>&gt; approves the "Report on Remuneration Policy and Compensation Paid" to be presented to the Shareholders' Meeting called to approve the financial statements;</li> <li>&gt; defines the compensation of Executive Directors pursuant to art. 2389, paragraph 3, of the Civil Code, as well as that of DiRS;</li> <li>&gt; establishes the performance objectives related to the variable component of the remuneration of Executive Directors and DiRS;</li> <li>&gt; defines the remuneration of the head of the Internal Audit function on the proposal of the Control, Risk and Sustainability Committee;</li> <li>&gt; monitors the correct execution and compliance with the remuneration policy, taking care - in particular - that the remuneration paid and accrued is consistent with the principles and criteria defined in the policy, in light of the results achieved and other circumstances relevant to its implementation;</li> <li>&gt; develops, approves, and presents to the Shareholders' Meeting remuneration plans based on financial or monetary instruments, long- or short-term, for the benefit of Directors, the General Manager, Managers with Strategic Responsibilities, and other employees of the Company and the Group;</li> <li>&gt; implements the compensation plans based on shares or financial instruments approved by the Assembly;</li> <li>&gt; upon termination of office and/or termination of the relationship with the Chief Executive Officer or a General Manager, or DiRS, following the internal processes that lead to the attribution or recognition of any indemnities and/or other benefits, approves the press release to be released to the market containing the information required by the Corporate Governance Code and/or any applicable regulations.</li> </ul>
<b>EXECUTIVE DIRECTORS</b>	<ul style="list-style-type: none"> <li>&gt; submit to the Nominations and Remuneration Committee and to the Board of Directors the drafts of any compensation</li> </ul>

BODY	ROLE AND ACTIVITIES OF COMPETENCE
	<p>plans based on shares or other financial instruments or, if necessary, assist the Remuneration and Nominations Committee in developing them;</p> <ul style="list-style-type: none"> <li>&gt; they provide the Nominations and Remuneration Committee and the Board of Directors with all useful information so that the latter can evaluate the adequacy and effective application of the general remuneration policy, with particular regard to the remuneration of Managers with Strategic Responsibilities.</li> </ul>
<b>BOARD OF AUDITORS</b>	<ul style="list-style-type: none"> <li>&gt; it plays an advisory role, formulating the opinions required by applicable law and, in particular, expressing its opinion regarding the remuneration proposals for Executive Directors. In expressing this opinion, it verifies the consistency of the proposals with the remuneration policy.</li> </ul>
<b>AUDITING FIRM</b>	<ul style="list-style-type: none"> <li>&gt; verifies that the directors have prepared the second section of the Report, as required by paragraph 8-bis of article 123-ter of the TUF</li> </ul>
<b>NOMINATIONS AND REMUNERATION COMMITTEE</b>	<ul style="list-style-type: none"> <li>&gt; in accordance with the recommendations of Article 5 of the Corporate Governance Code, it is responsible for assisting the Board of Directors, through consultative and advisory functions, in assessments and decisions relating, among other things, to the remuneration of Directors and DiRS.</li> </ul>
<b>HR MANAGEMENT</b>	<ul style="list-style-type: none"> <li>&gt; supports top management in defining the Policy and oversees its application, in conjunction with the Nominations and Remuneration Committee, the other Company Functions involved, and top management itself, in line with the need to attract and retain the professionalism required to achieve long-term objectives and, at the same time, ensure sound and prudent risk management.</li> </ul> <p>In this context, the Human Resources Department:</p> <ul style="list-style-type: none"> <li>&gt; develops and submits to the Nominations and Remuneration Committee the revision of the Company's remuneration policy, both in general and with reference to specific issues and needs;</li> <li>&gt; ensures, with the help of the Corporate Functions, compliance with the applicable regulations of these Policies and their correct application;</li> <li>&gt; proposes the performance evaluation system, remuneration criteria, and career paths consistent with the Remuneration Policy; in this regard, it also coordinates the definition and assignment of performance objectives within the incentive systems;</li> <li>&gt; verifies, with the help of the Company Functions, the achievement of objectives and the existence of the conditions for access to the forms of variable remuneration;</li> <li>&gt; It monitors trends and practices in the relevant labor market in order to formulate proposals for revising the Policy and propose solutions for revising the remuneration and incentive system in terms of the tools, methods, operating mechanisms, and parameters adopted by the Group.</li> </ul>
<b>GENERAL COUNSEL</b>	<ul style="list-style-type: none"> <li>&gt; it carries out preventive control and monitoring of the Policy to ensure its compliance with the regulatory framework;</li> </ul>

BODY	ROLE AND ACTIVITIES OF COMPETENCE
	furthermore, it verifies the consistency between this Policy and internal regulations and procedures.
INVESTOR RELATIONS	> reports semi-annually to the Board of Directors regarding meetings with investors, shareholders and proxy advisors.

### 3. NOMINATIONS AND REMUNERATION COMMITTEE

#### 3.1 Composition

The Nominations and Remuneration Committee is appointed by the Board of Directors (which also appoints its chairman) and remains in office for the entire term of the Board of Directors.

As of the date of this Report, the Committee, in line with the recommendations of the Corporate Governance Code, is composed of three members, all non-executive and independent. The Chairman of the Committee is an independent director.

As of the date of this Report, the Nominations and Remuneration Committee is composed as follows:

NAME AND SURNAME	LOAD	ROLE IN THE COMMITTEE
Giulio Sirtori	Independent Director	President
Susanna Pedretti	Independent Director	Member
Elisabetta Beatrice Cugnasca	Independent Director	Member

All Committee members meet the professional qualifications required by current legislative and regulatory provisions. Some members have specific technical expertise and experience in finance and compensation policies.

The entire Board of Statutory Auditors is invited to participate in the activities of the Nominations and Remuneration Committee.

#### 3.2 Skills

The Committee has investigative, advisory, and proactive functions with respect to the Board of Directors regarding appointments, remuneration, and incentives. Its primary task, regarding appointments, is to identify the optimal size and composition of the Board of Directors, identifying the professional figures whose presence can facilitate its proper and effective functioning, and, regarding remuneration, to formulate proposals to the Board of Directors for defining the remuneration policy for directors and executives with strategic responsibilities.

In particular, the Nominations and Remuneration Committee is responsible for assisting the Board of Directors in the following activities regarding nominations:

- > self-assessment of the administrative body and its committees, supporting the Prime Minister in ensuring the adequacy and transparency of the self-assessment process;
- > definition of the optimal composition of the administrative body and its committees;
- > identification of candidates for the position of Director in the event of co-option;
- > possible submission of a list by the outgoing administrative body to be implemented in a manner that ensures its transparent formation and presentation;

- > preparation, updating and implementation of any succession plan for the Chief Executive Officer and other Executive Directors.

The Nominations and Remuneration Committee is also entrusted with the following tasks regarding remuneration:

- > assist the Board of Directors in developing the remuneration policy;
- > submit proposals or express opinions on the remuneration of Executive Directors and other Directors holding specific positions, as well as on the setting of performance objectives related to the variable component of such remuneration;
- > monitor the concrete application of the remuneration policy and verify, in particular, the actual achievement of performance objectives;
- > periodically evaluate the adequacy and overall consistency of the remuneration policy for directors and top management.

### **3.3 Works for Politics 2026**

During 2025 the Committee held 7 meetings.

The following is a list of meetings summarizing the main activities carried out by the Nominations and Remuneration Committee during 2025 and the first few months of 2026 up to the date of this Report, for the purpose of defining the Company's remuneration policy, drafting this Report, and carrying out other investigative activities related to remuneration.

QUARTER	TOPICS COVERED
<b>JANUARY – MARCH 2025</b>	<ul style="list-style-type: none"> <li>• Approval of the Report to the Board of Directors on the Committee's activities for the second half of 2024</li> <li>• Review of the Report on the results of the self-assessment of the Board of Directors (Article 4 of Recommendations 21 and 22 of the Corporate Governance Code) in view of the renewal and opinion on the evaluation of the functioning of the Board of Directors and its internal committees</li> <li>• Presentation of the letter from the Chairman of the Corporate Governance Committee of Borsa Italiana SpA and examination of the recommendations for 2025. Meeting calendar for the 2025 financial year</li> <li>• Approval of the meeting calendar for the 2025 financial year</li> <li>• Update on the integrative analysis activities carried out by the consulting firm Mercer Italia Srl for the definition of peer groups and remuneration benchmarks.</li> <li>• Verification of achievement of KPIs for the variable component of CEO and Managerial Remuneration for the 2024 financial year and related reporting.</li> <li>• Definition of the MBO system and related KPIs for the recognition of the annual variable component of remuneration (short-term incentive) for the 2025 financial year.</li> <li>• Examination of beneficiary proposals for the second cycle of the 2024/2026 Restricted Share Plan.</li> <li>• Review and approval of the new 2025-2027 long-term remuneration plan (Performance Share Plan) based on shares for executive directors and MSRs and related Regulations and Information Document</li> <li>• Review and approval of the 2025 Remuneration Policy and the compensation paid pursuant to Article 123-ter of the TUF</li> </ul>
<b>APRIL – JUNE 2025</b>	<ul style="list-style-type: none"> <li>• Review the results of the shareholders' meeting resolutions regarding the Remuneration Policy for the 2025 financial year.</li> <li>• Proposal for the implementation of the second cycle of the 2024/2026 Restricted Shares Plan.</li> <li>• Presentation of proposed beneficiaries of the 2025/2027 Performance Shares Plan and information on ongoing initiatives to implement the Plan.</li> </ul>
<b>JULY – SEPTEMBER 2025</b>	<ul style="list-style-type: none"> <li>• Update on ongoing initiatives for the 2025/2027 Performance Share Plan. Meeting with representatives from Mercer Italia Srl.</li> </ul>

	<ul style="list-style-type: none"> <li>• Review of the adequacy of the Nomination and Remuneration Committee Regulations.</li> <li>• Review of the structure and content of the Committee's half-yearly report for the first half of 2025 on its activities.</li> </ul>
<b>OCTOBER – DECEMBER 2025</b>	<ul style="list-style-type: none"> <li>• Update on ongoing initiatives for the 2025/2027 Performance Share Plan. Meeting with representatives from Mercer Italia Srl.</li> <li>• Questionnaire review for the launch of the Board Evaluation process for the 2025 financial year</li> </ul>
<b>JANUARY – MARCH 2026</b>	<ul style="list-style-type: none"> <li>• Update on ongoing initiatives to develop the 2026 Remuneration Policy pursuant to Article 123-ter of the TUF.</li> <li>• Presentation of the letter from the Chairman of the Corporate Governance Committee of Borsa Italiana SpA and review of the recommendations for 2026.</li> <li>• Calendar of meetings of the Nominations and Compensation Committee for the 2026 financial year.</li> <li>• Update by the Company's internal functions regarding the preparatory activities for the drafting of the Report on the Remuneration Policy and the compensation paid and the construction of Long Term Incentive Plans</li> <li>• Examination of the proposal to award a one-time bonus to the CCO</li> <li>• Report on the results of the self-assessment of the Board of Directors (Article 4 of Recommendations 21 and 22 of the Corporate Governance Code)</li> <li>• Verification of achievement of KPIs for the variable component of the CEO and DIRS remuneration for the 2025 financial year and related financial statement</li> <li>• Review and definition of the MBO system and related KPIs for awarding the annual variable component of remuneration (short-term incentive) for the 2026 financial year.</li> <li>• Review and approval of new proposals for the 2026-2027 Restricted Share Plan and the Special Award Shares Plan based on shares for executive directors and Directors of the Board of Directors and related Regulations and Information Document</li> <li>• Review and approval of the Remuneration Policy and the compensation paid pursuant to Article 123-ter of the TUF</li> <li>• Approval of the Report to the Board of Directors on the Committee's activities for the second half of 2025</li> </ul>

Among the measures aimed at avoiding or managing conflicts of interest, it is specified that, in accordance with the recommendations of the Corporate Governance Code, no member of the Board of Directors and no DiRS has participated or is participating in the meetings of the Nomination and Remuneration Committee in which proposals are formulated to the Board of Directors regarding their remuneration.

With regard to the operating methods of the Nominations and Remuneration Committee, an extract from its operating regulations is provided below (Operating Regulations of the Nominations and Remuneration Committee approved by the Board of Directors on 11 April 2023). In any case, reference is made to the Corporate Governance Report.

**“ARTICLE 6 – OPERATING MODES**

*The Committee meets with frequency adequate for the proper performance of its functions, generally on the dates set out in the annual meeting calendar approved by the Committee itself and communicated to the Board of Directors.*

*The Committee is convened by the President whenever he deems it appropriate or upon joint request by the other members or by the Chairman of the Board of Directors and/or the Chief Executive Officer.*

*The Committee is convened by means of a specific email notice, specifying the date, location, and agenda, sent to all its members at least three days before the scheduled meeting. In urgent cases, the deadline may be shortened, provided the notice is sent by email or another suitable means to ensure reliable and immediate communication.*

*The Committee Chairman may invite the Chairman of the Board of Directors, the Chief Executive Officer, the other directors, and, after informing the Chief Executive Officer, representatives of the relevant corporate functions to individual meetings. The members of the Board of Statutory Auditors may attend Committee meetings. In such cases, notice of the meeting is also sent to the aforementioned individuals.*

*The Committee Secretary's duties are performed by the individual indicated in the Company's organizational provisions, who may also be chosen from among the Committee members. No director participates in the Compensation and Nominations Committee meetings in which recommendations regarding their remuneration are made to the Board.*

*The Committee meets with frequency adequate to properly perform its functions. The Committee is validly constituted when at least a majority of its members in office are present, and decisions are taken by an absolute majority of those present. In the event of a tie, the chairperson's vote will prevail. Committee meetings will be deemed validly constituted, even in the absence of a formal call, when all Committee members are present and all those entitled to attend have been informed of the meeting in advance, even without the specific formalities normally required for the call.*

*Minutes of each meeting are drawn up and signed by the meeting chair and the secretary. The minutes, signed by the chair and the secretary, are transcribed into a special book established for this purpose and are sent to the Committee members and the secretary of the Board of Directors.*

*Meetings may be held via teleconference or videoconference, provided that all participants can be identified by the chairman and that those present are able to follow the discussion and participate in real time in the discussion of the items being discussed.*

*The President, through the Committee Secretary, shall make the documentation relating to the items on the agenda available to the Committee members, as far in advance as possible before the meeting date.*

*Directors abstain from participating in meetings of the Nominations and Remuneration Committee in which proposals regarding their remuneration are formulated.”.*

#### **4. INDEPENDENT EXPERTS**

The 2026 Policy was drafted by internal company functions.

In preparing the Policy (for the purpose of assisting and verifying the correctness and soundness of the company's choices), the Company availed itself of the company Mercer Italia S.r.l. for support in developing the 2026-2029 long-term share-based incentive plan (“2026 – 2029 Restricted Share Plan”) and the Special Award long-term incentive plan (“Special Award Plan”).

#### **5. REMUNERATION POLICY**

##### **5.1 Purposes and guiding principles of the 2026 Policy**

The 2026 Policy represents the fundamental tool supporting medium and long-term strategies and was inspired by the goal of creating value over time, attracting, motivating, and retaining people, creating a sense of identity and developing a culture linked to merit and *performance*.

The remuneration policy described here represents a fundamental tool for promoting, on the one hand, the integrity of corporate governance mechanisms and, on the other, the

creation of sustainable value for shareholders and, more generally, for all relevant *stakeholders* of the Technoprobe Group.

Technoprobe's remuneration policy, therefore, has the primary objective of attracting to the leadership of its company—and, consequently, retaining and motivating—people with the personal and professional qualities considered essential to successful business management, promoting the alignment of management's interests with the expectations of the Company's shareholders in the medium to long term.

In summary, Technoprobe's remuneration policy has the following objectives:

- > attract, motivate and retain the best professional skills to fill the most strategic managerial roles;
- > align the interests of shareholders and *management*;
- > promote compliance with the law and regulations and discourage any conduct that does not comply with the criteria of correctness in working relationships or that may lead to conflicts of interest or exposure to reputational risks;
- > base your remuneration system on the principles of prudent risk management;
- > orient the remuneration policy towards company results, even in the medium to long term;
- > align remuneration policies with current market *best practices*;
- > ensure gender neutrality among staff and, therefore, ensure that, for equal work, staff receive equal remuneration, including the conditions for their recognition and payment;
- > increase the level of transparency towards shareholders, customers, employees and Supervisory Authorities.

With regard to the guiding principles, the Policy aims to strengthen the "*pay for performance*" link, measuring the variable component of remuneration according to the achievement of specific objectives, better specified and described below.

## **5.2 Duration and revision**

The Policy has a duration of one year and in any case until the approval of a new remuneration policy by the Shareholders' Meeting.

## **5.3 Recipients of the 2026 Remuneration Policy**

Pursuant to Article 123-ter of the TUF, the first section of this Report must clearly and comprehensively illustrate the remuneration policy for members of the administrative bodies, general managers, and managers with strategic responsibilities, with reference at least to the following financial year, and, without prejudice to the provisions of Article 2402 of the Civil Code, for members of the supervisory bodies.

The Company has not appointed any general managers. However, the Company has the following DiRS:

- (i) *Chief Executive Officer*(CEO) -DiRS by right;
- (ii) *Chief Financial Officer*(CFO) – DiRS by right;
- (iii) *Chief Commercial Officer*(CCO) – DiRS appointed by the Board of Directors;
- (iv) *Chief Technology Officer*(CTO) – DiRS appointed by the Board of Directors.

This Policy, therefore, concerns the following subjects:

ROLE	ROLE FOR POLICY
<b><u>Chairman of the Board of Directors</u></b>	Executive Director
<b><u>Vice President of the Board of Directors</u></b>	Executive Director

<b><u>Chief Executive Officer</u></b>	Executive Director
<b><u>Independent Directors</u></b>	Director
<b><u>Committee Chair</u></b>	Director with Committee Roles
<b><u>Committee Members</u></b>	Director with Committee Roles
<b><u>Lead Independent Director</u></b>	Director with Committee Roles
<b><u>Chair of the Board of Statutory Auditors</u></b>	Statutory Auditor
<b><u>Statutory Auditor</u></b>	Statutory Auditor
<b><u>Chief Technology Officer (CTO)</u></b>	DiRS
<b><u>Chief Financial Officer (CFO)</u></b>	DiRS
<b><u>Chief Commercial Officer (CCO)</u></b>	DiRS

#### **5.4 Elements of the 2026 Remuneration Policy**

The 2026 Remuneration Policy includes the following elements that apply to both the CEO and DiRS' remuneration, as further detailed below:

<b>REMUNERATION COMPONENTS</b>		
<b>ELEMENT</b>	<b>PURPOSE</b>	<b>OPERATING MODE</b>
<b>FIXED ANNUAL COMPONENT OR ANNUAL BASE SALARY (RBA)</b>	Value the skills, experience, and contribution required for the assigned role.	<ul style="list-style-type: none"> <li>&gt; The fixed component is determined based on the complexity of the position, professional seniority, the skills required of the individual to perform in the role, performance achieved over time, and the performance of the comparative salary market for the position held by the individual. A portion of the annual fixed component (15-20%) is attributable to specific non-competition agreements, stipulated only with the DiRS, with the aim of protecting the company's technological know-how and intellectual property. In the Policy, the amount relating to the non-competition agreement is considered together with the fixed component of remuneration.</li> <li>&gt; Fixed compensation is defined to be consistent with the characteristics, responsibilities, and any associated delegations. The company monitors leading market practices for comparable positions annually to ensure the consistency and competitiveness of the compensation offered to its senior management roles.</li> </ul>
<b>ANNUAL OR SHORT-TERM VARIABLE COMPONENT ("SHORT TERM INCENTIVE" OR "STP"),</b>	Promotes the achievement of annual goals.	<p>The payment of the annual variable component is directly linked to the achievement of:</p> <ul style="list-style-type: none"> <li>&gt; of the Company's economic performance objectives;</li> <li>&gt; of ESG parameters.</li> </ul>
<b>LONG-TERM COMPONENT ("LONG TERM INCENTIVE" OR "LTP")</b>	Ensure alignment of interests between management and shareholders as well as pursue retention and attraction of key roles for the implementation of the strategic plan.	<p>This component is divided into 4 Levels:</p> <ul style="list-style-type: none"> <li>&gt; <b>Restricted Shares Plan 2024/2026:</b> launched in fiscal 2024, the plan provides for the awarding of three restricted share cycles. Each cycle has a three-year vesting period, at the end of which the restricted shares are</li> </ul>

		<p>awarded, provided the beneficiary's relationship with the company is still in place. Once allocated, 50% of the restricted shares will be subject to a 24-month lock-up, net of the shares required to cover tax charges. The plan includes a claw-back clause.</p> <p>&gt; <b>Performance Shares Plan 2025/2027:</b> launched in 2025, the plan provides for the awarding of three performance share cycles subject to the achievement of predetermined performance conditions. Each cycle has a three-year vesting period, at the end of which the level of achievement of the performance conditions is verified and the performance shares are subsequently awarded. Once awarded, 50% of the performance shares will be subject to a 24-month lockup, net of the shares required to cover tax charges. The plan includes a clawback clause.</p> <p>&gt; <b>Restricted Shares Plan 2026/2029:</b> the Plan is subject to approval by the 2026 Shareholders' Meeting. The plan provides for the allocation of three restricted share cycles. Each cycle has a two-year vesting period, at the end of which the <i>restricted shares</i> are allocated, provided the beneficiary's relationship with the company is still in effect. Once allocated, the 25% restricted shares will be subject to a 24-month lock-up period, net of the shares required to cover tax charges. The plan includes a claw-back clause.</p> <p>&gt; <b>Piano Special Award:</b> the Plan is subject to approval by the 2026 Shareholders' Meeting. The plan has a multi-year duration and provides for a single award: the vesting of the Rights and the subsequent allocation of the Shares to the Beneficiaries are subject to the occurrence of a Trigger Event and, following the verification of the Trigger Event, the achievement of a Performance Condition. The plan includes a clawback clause.</p>
<p><b>NON-MONETARY BENEFITS</b></p>	<p>Promotes the loyalty of managerial resources.</p>	<p>They consist of the following fringe benefits:</p> <ul style="list-style-type: none"> <li>&gt; limited to DiRS, the assignment of telephone, computer and company vehicle;</li> <li>&gt; membership of pension and insurance plans that reflect: (i) for Directors, ordinary social security and welfare coverage (as provided for by the applicable National Collective Bargaining Agreement) and accident insurance coverage against the risk of death, permanent disability and temporary incapacity; (ii) for Directors, insurance coverage in relation to the office held on the Board of Directors ("D&amp;O Insurance").</li> </ul> <p>There are no agreements regarding the termination of employment with any members of</p>

		the Board of Directors or the Board of Statutory Auditors, nor with DiRS.
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This 2026 Policy also takes into account the 2026/2029 Restricted Shares Plan and the Special Award Plan in its remuneration description, even though they have not yet been approved by the Shareholders' Meeting at the date of approval of this Report by the Board of Directors.

With regard to monitoring objectives, the Human Resources department, with the assistance of the CFO, proceeds, at the end of the financial year and on the basis of actual performance, to verify the level of achievement of objectives and reports the final report annually to the Nominations and Remuneration Committee.

### **5.5 Market Benchmark**

The performance objectives for the recognition of the STI have been modulated in such a way as to result, upon achievement of the objectives themselves, and together with the LTI component, in remuneration in line with the relevant market *benchmarks*.

Specifically, the analysis of the positioning, composition, and, more generally, the competitiveness of the CEO's and DiRS' remuneration is conducted by the Nominations and Remuneration Committee and the Board of Directors with the assistance of a firm specializing in executive compensation. This analysis uses methodological approaches that allow for a thorough assessment, albeit within the limitations of typical benchmark analyses, of the organizational complexity of the roles, of any specific delegated responsibilities, and of the impact of each individual on the final business results.

In relation to the comparison market, when defining the panel of reference companies, various factors were taken into account, such as sector, geography, business specifics and company size.

The sample of reference companies used for the competitiveness analysis and for any remuneration review of the CEO and DiRS was defined with the assistance of Mercer Italia S.r.l., also taking into account the main recommendations regarding pay for performance.

### **5.6 Proportions between remuneration components**

The remuneration policy for the CEO and the DiRS is appropriately balanced to ensure consistency between short-term development objectives and the sustainability of value creation in the medium to long term.

As better specified below, the remuneration structure of the CEO and the DiRS is composed, in particular, of the following components:

- (i) fixed annual remuneration;
- (ii) short-term annual variable remuneration (STI) paid with the MBO system;
- (iii) long-term remuneration (LTI) paid through the 2024/2026 Restricted Shares Plan and through the 2025/2027 Performance Shares Plan and – if approved by the Shareholders' Meeting – through the 2026/2029 Restricted Shares Plan and through the Special Award Plan;
- (iv) in addition to non-monetary benefits, which are only available to DiRS.

The variable remuneration and the annual fixed component are modulated differently in relation to the characteristics of the role held in the company and the responsibilities assigned, as well as taking into account the characteristics of the Company and the market in which it operates. It is understood that the fixed component always maintains

a significant proportion, in order to ensure in any case the dignity and proportionality of the remuneration.

And in any case, if we consider the overall impact of the variable part (both short-term and long-term) on the fixed remuneration, we believe it is appropriate to highlight that the Company's remuneration policy is aimed at incentivising the CEO and the DiRS to achieve increasingly challenging results, through an incentive mechanism which provides, in the STI component, significant growth for results above the pre-established target.

The variable part of the remuneration is, therefore, determined in such a way as to:

- (i) take into account the requirement that a significant portion of the remuneration of the Chief Executive Officer and the DiRS must be linked to the economic and sustainability results achieved by the Issuer;
- (ii) ensure that the interests of the CEO and the DiRS are aligned with the pursuit of the primary objective of creating value for the Company and its shareholders, while also taking into account the interests of other key stakeholders over the medium to long term;
- (iii) retain and motivate people with the qualities required to successfully manage the Company, including by providing retention conditions.

As indicated above, the variable remuneration component includes a short-term ("STI") component and a long-term ("LTI") component. Below is a detailed description of how each incentive system works.

### **5.7 Short Term Incentive - Management By Objectives ("MBO")**

As anticipated, the annual variable component of the remuneration of the CEO and the DiRS is monetary in nature and linked to the achievement of performance objectives defined for each financial year, according to the *Management by Objectives* (MBO) system.

Below is a summary of how the annual variable component, consisting of economic-financial and ESG objectives, works.

OBJECTIVES	WEIGHT	DESCRIPTION	PAY OUT
Economic and financial objectives	90%	✓ Revenues and EBITDA Margin	80% 100% 130%
Sustainability Objective (ESG)	10%	✓ Definition of a Group Policy on Human Resources Management ✓ Extension of the Anti-Corruption Policy to all Group companies	On/Off

Performance targets are defined in line with the objectives of the budget and the Industrial Plan.

With reference to the economic-financial objectives, in the event of performance results that are intermediate between the minimum and target and target and maximum, the payout is calculated according to the linear interpolation method.

Finally, it is specified that in the event of extraordinary transactions affecting the Group and/or profound changes in the macroeconomic and geopolitical scenario, the Nominations and Remuneration Committee evaluates any adjustments to the targets

covered by the STI. This is to protect the value and purpose of the variable remuneration components and thus ensure ongoing alignment between company objectives and the objectives underlying management incentive systems, as well as the possible early termination of short- and long-term incentives.

### **5.8 Long Term Incentive - Restricted Shares Plan 2024/2026**

The Shareholders' Meeting of April 24, 2024, approved an incentive plan called the "2024/2026 Restricted Shares Plan" (so-called Restricted Shares Plan).

The Plan is aimed at the Chief Executive Officer, Executives with Strategic Responsibilities, and any other beneficiaries identified by the Board of Directors based on the criticality of their roles in relation to the implementation of the strategic plan.

Specifically, the Restricted Shares Plan consists of assigning the right to receive a predetermined number of company shares, conditional on the continuation of the management and/or employment relationship with the company. This is intended to ensure the alignment of interests between management and shareholders, as well as to pursue retention and attraction of key roles for the implementation of the strategic plan.

The plan is structured into three annual grant cycles, each of which is structured with a three-year *vesting* period and an additional two-year lock-up period for a quota of shares equal to 50% of those vested, net of the shares required to cover tax charges (so-called *sell-to-cover*).



For each plan cycle, beneficiaries are assigned a number of rights to receive shares proportional to the Fixed Remuneration according to the following scheme:

- \* Chief Executive Officer: 35.29% (thirty-five point thirty percent) of the Fixed Remuneration for the position without considering any other remuneration, including fixed remuneration, recognized for positions other than that of Chief Executive Officer, nor any variable components;
- \* Managers with Strategic Responsibilities: up to 49.45% (sixty-eight point twenty percent) of the Fixed Remuneration without considering variable components.

The plan includes a *claw-back* clause for all beneficiaries.

For further details and any other information, please refer to the Information Document published on the Company's website [www.technoprobe.com](http://www.technoprobe.com) in the "Governance/Shareholder Meetings" section.

### **5.9 Long Term Incentive - Performance Shares Plan 2025/2027**

The Shareholders' Meeting of April 29, 2025 approved an incentive plan called "Performance Shares Plan 2025/2027" (so-called Performance Share Plan).

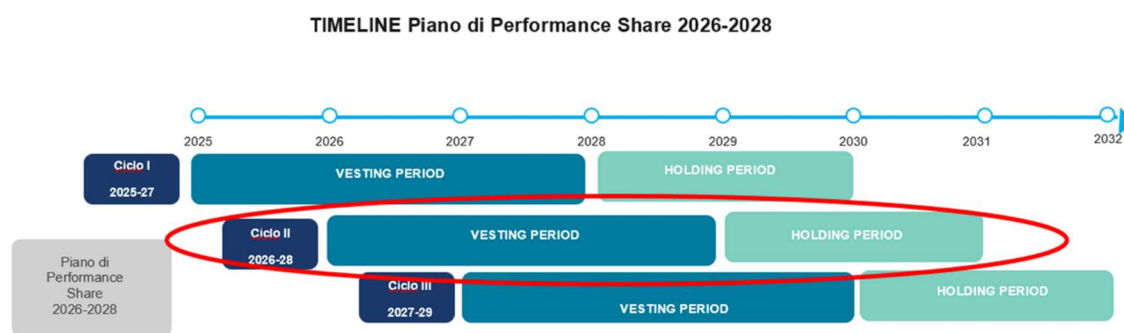
In order to make the incentive system variable over the long term and ensure the alignment of interests between shareholders and management, the company deemed it

appropriate to define a long-term share-based incentive plan linked to the most significant objectives of the Industrial Plan.

The Performance Share Plan includes an ESG objective, demonstrating Technoprobe's growing commitment to achieving excellent economic and financial performance without compromising the company's core values, such as respect and protection of the environment, human capital, ethics, and transparency. The beneficiaries include the CEO and DiRS, as well as the company's top management, reflecting the Group's commitment to focusing on key personnel and their engagement. Consequently, the first cycle of the Plan has benefited a total of approximately 40 people.

The 2025/2027 Performance Shares Plan is a *rolling* plan based on three three-year cycles and a further two-year lock-up period for a portion of shares equal to 50% of those accrued, net of the shares required to cover tax charges (so-called *sell to cover*).

The Plan provides, at the end of the three-year reference period, the allocation of company shares upon the achievement of predetermined objectives.



The objectives of the second cycle of the 2025/2027 Performance Shares Plan are listed below:

OBJECTIVE TYPE	OBJECTIVES	WEIGHT	PAY OUT
Economic and financial objectives	Revenues	45%	50% 100% 150%
Economic and financial objectives	TSR-related	45%	50% 100% 150%
Sustainability Objective	Environmental Policy	10%	50% 100% 150%

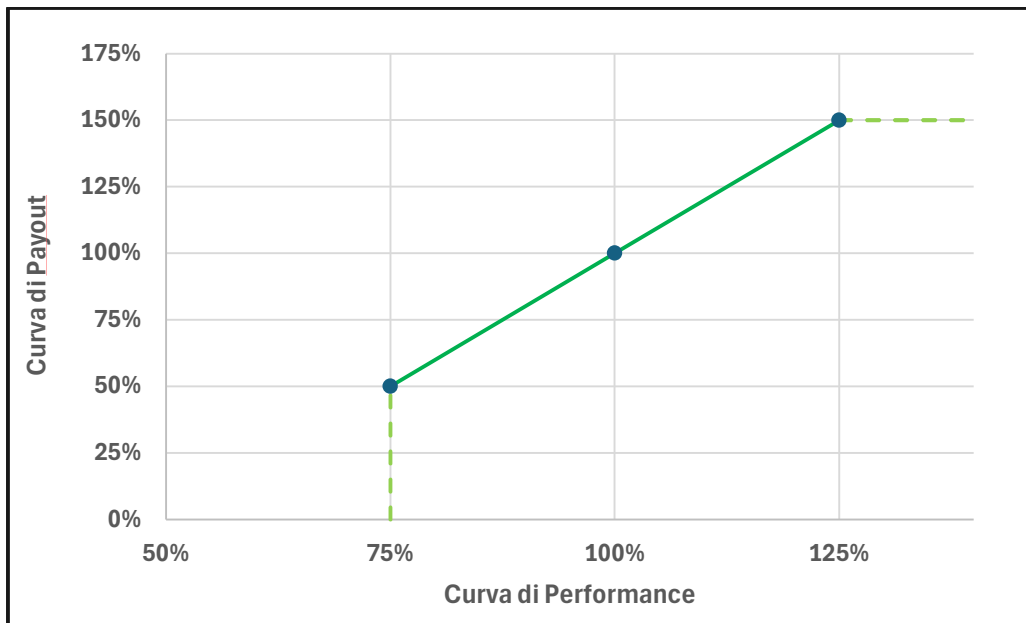
The system's structure is represented by minimum, target, and maximum thresholds for each objective. The following details the mechanism for measuring performance in relation to overall objective achievement, therefore:

- below the minimum value there is no *payout*;

- the overall achievement of the objectives at the minimum value will give access to 50% of the target;
- the overall achievement of the objectives at the target value will give access to 100% of the target;
- the overall achievement of the objectives at the maximum value will give access to 150% of the target.

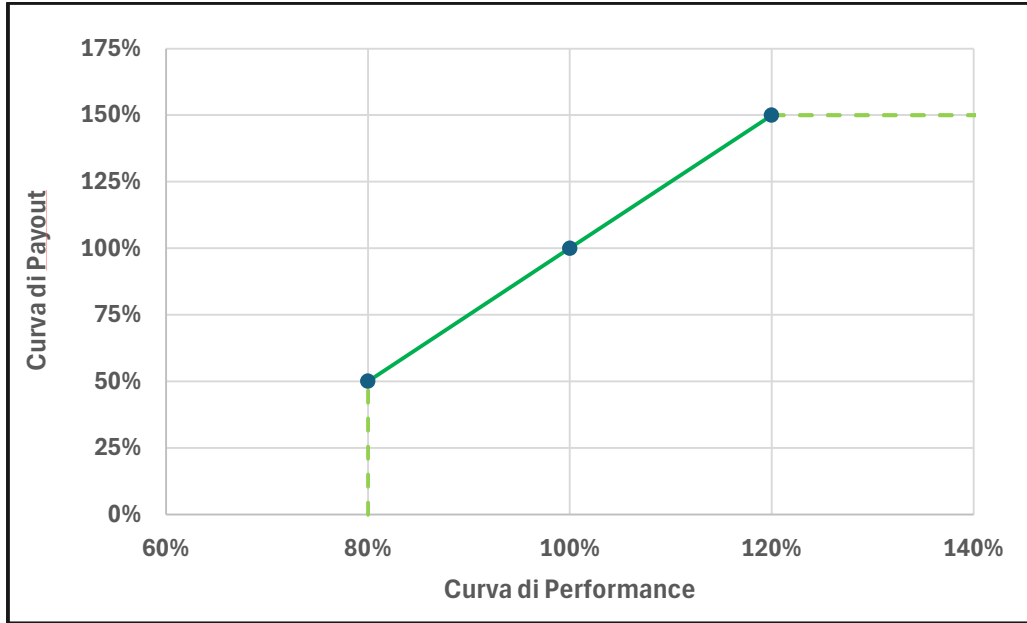
The Performance Share Plan has a payout cap equal to 150% of the target bonus.

Regarding the revenue performance objective, Technoprobe has chosen to orient the objective towards the desired growth over the three-year period, therefore measuring revenue at the end of the vesting period, in line with the Business Plan. The performance and payout curves for this objective are shown below:



The Peer Group connected to the relative Total Shareholders Return (TSR) is composed of Italian industrial companies belonging to the FTSE Mid Cap index.

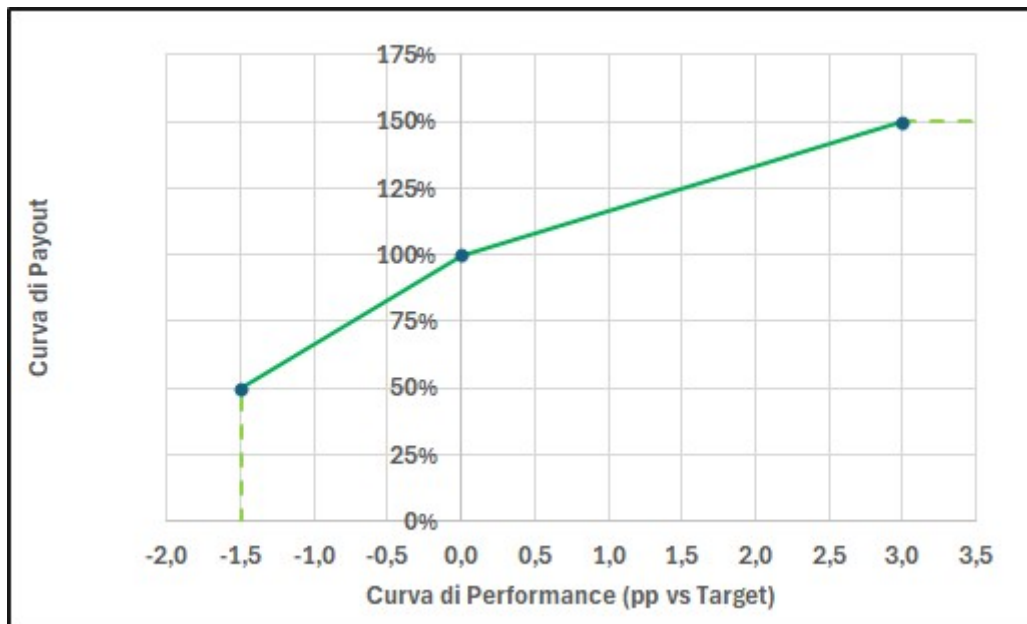
The TSR-related objective will be measured according to the performance scale below:



With regard to the ESG objective, a target has been defined linked to the development of an Environmental Policy.

The Environmental Policy will define the Group's guidelines and commitments for managing and improving its environmental performance. It will include the relevant environmental areas for improvement (energy consumption, waste production, and land redevelopment initiatives in the communities where we operate), improvement targets and a list of actions required to achieve them (with a budget to support the planned initiatives), and the formalization of roles and responsibilities within the organization to ensure effective management of environmental aspects and monitoring of the activities undertaken.

The performance and payout curves for this objective are shown below:



For each plan cycle, beneficiaries are assigned a target number of rights to receive shares proportional to the Fixed Remuneration according to the following scheme:

- \* Chief Executive Officer: 135% of the Fixed Remuneration for the position without considering any other remuneration, including fixed remuneration, recognized for positions other than that of Chief Executive Officer, or variable components;
- \* Executives with Strategic Responsibilities: up to 100% of Fixed Remuneration without considering variable components.

The plan includes a claw-back clause for all beneficiaries.

For further details and any other information, please refer to the Information Document published on the Company's website [www.technoprobe.com](http://www.technoprobe.com) in the "Governance/Shareholder Meetings" section.

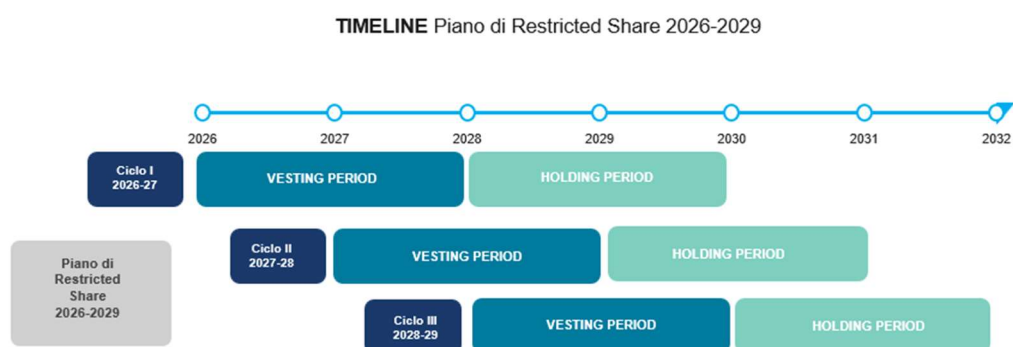
### **5.10 Long Term Incentive - Restricted Shares Plan 2026/2029**

The Board of Directors on March 18, 2026, approved an incentive plan called the "2026/2029 Restricted Shares Plan" (so-called "2026/2029 Restricted Shares Plan").

The Plan is aimed to the subjects identified by the Board of Directors of Technoprobe, after hearing the opinion of the Nominations and Remuneration Committee, among the Chief Executive Officer, the Managers with Strategic Responsibilities as well as other employees with strategic roles in the Company or its subsidiaries (including staff, technical and commercial roles).

Specifically, the 2026/2029 Restricted Shares Plan consists of the assignment of the right to receive a predetermined number of company shares, conditional on the continuation of the management and/or employment relationship with the company. This is intended to ensure the alignment of interests between management and shareholders, as well as to pursue retention and attraction of key roles for the implementation of the strategic plan.

The plan is structured into three annual grant cycles, each of which is structured with a two-year vesting period and an additional two-year lock-up period for a quota of shares equal to 25% of those vested, net of the shares required to cover tax charges (so-called *sell-to-cover*).



For each plan cycle, beneficiaries are assigned a number of rights to receive shares proportional to the Fixed Remuneration according to the following scheme:

- \* Chief Executive Officer: 135% (one hundred and thirty-five percent) of the Fixed Remuneration for the position without considering any other remuneration, including fixed remuneration, recognized for positions other than that of Chief Executive Officer, nor any variable components;
- \* Executives with Strategic Responsibilities: 100% (one hundred percent) of the Fixed Remuneration without considering variable components.

The plan includes a *claw-back* clause for all beneficiaries.

For further details and any other information, please refer to the Information Document published on the Company's website [www.technoprobe.com](http://www.technoprobe.com) in the "Governance/Shareholder Meetings" section.

### **5.11 Long Term Incentive - Special Award Plan**

On March 18, 2026, the Board of Directors approved an incentive plan called the "*Special Award Plan*" (so-called "Special Award Plan").

The Plan is aimed at the subjects identified by the Board of Directors of Technoprobe, after hearing the opinion of the Nominations and Remuneration Committee, among the Chief Executive Officer, the Managers with Strategic Responsibilities and other employees with strategic roles in the Company or its subsidiaries.

Specifically, the Special Award Plan is aimed at incentivizing and retaining the strategic resources involved in the industrial and commercial development project of the subsidiary Device Interface Solutions Technology (Shanghai) Co. Ltd ("DIS China"), promoting the alignment of management's interests with those of shareholders in the medium to long term and supporting value creation.

The Plan is event-driven in nature and is subject to the simultaneous occurrence of both the Trigger Event and the Performance Condition, as set out below and further detailed in the Plan regulations.

The shares serving the Plan will be made available through the use of treasury shares held by the Company, within the limits of the shareholders' meeting authorizations in force from time to time.

#### **Trigger event**

The vesting of the Rights and the related attribution of the Shares to the Beneficiaries are primarily subject to the verification of the Trigger Event by the end of Performance Period 1.

In particular, the Trigger Event shall be deemed to have occurred if the admission to listing of DIS China — or one of its vehicles — on the Shanghai Stock Exchange or another regulated stock market of the People's Republic of China (PRC) takes place, with the consequent effective commencement of trading, by 31 December 2031.

The date of occurrence of the Trigger Event shall coincide with the date on which trading of the shares of DIS China — or one of its vehicles — commences on the Shanghai Stock Exchange or another regulated stock market of the People's Republic of China (PRC), as evidenced by the official documentation made public by the company and the competent authorities.

Alternatively, the Trigger Event may also consist of the transfer of all or more than 20% of the quotas of DIS Shanghai to a third party not belonging to the Technoprobe Group, through an arm's length transaction between independent parties, by 31 December 2031.

The verification of the occurrence of the Trigger Event shall be carried out by the Board of Directors on a semi-annual basis, starting from the Grant Date and until the end of Performance Period 1.

### **Performance Condition**

The vesting of the Rights and the consequent allocation of the Shares to the Beneficiaries shall be subject, as a second condition and following the verification of the Trigger Event, to DIS China — or one of its vehicles — achieving a market capitalization of no less than RMB 6.9 billion (approximately USD 1,000,000,000) within one year from the occurrence of the Trigger Event, as well as maintaining such market capitalization for a continuous period of at least 30 (thirty) days from the Trading Date and, in any event, by the end of Performance Period 2.

In the event of a transfer of all or more than 20% of the quotas of DIS Shanghai to a third party not belonging to the Technoprobe Group, the valuation of the entire company shall likewise not be less than RMB 6.9 billion (approximately USD 1,000,000,000), as determined through an arm's length transaction between independent parties, thereby establishing its Fair Market Value.

The achievement of the Performance Condition shall be verified by the Board of Directors on a quarterly basis, starting from the Trading Date and until the end of Performance Period 2. The Plan has a termination date of December 31, 2032. It also provides for a deadline of December 31, 2031 for the occurrence of the Trigger Event.

The Plan shall expire on 31 December 2032.

Beneficiaries will be assigned a target number of rights to receive shares proportional to the expected market cap, as indicated in the Performance Condition, according to the following scheme:

- CEO: 2% of market cap;
- Executives with strategic responsibilities: 0.5% of the market cap.

The plan includes a claw-back clause for all beneficiaries.

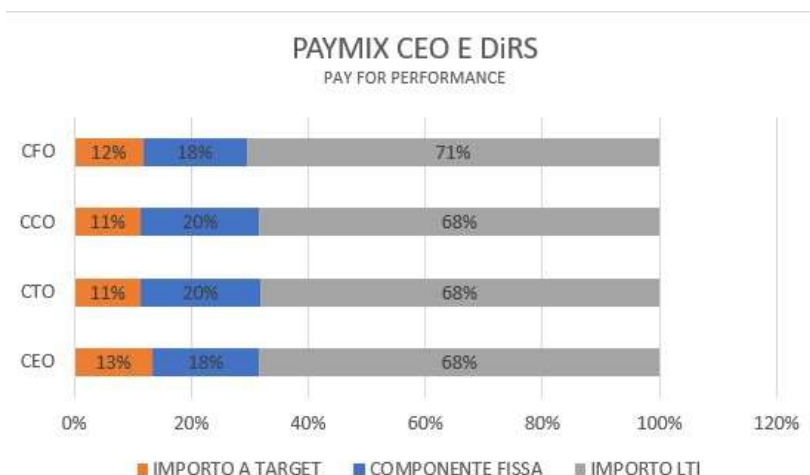
For further details and any other information, please refer to the Information Document published on the Company's website [www.technoprobe.com](http://www.technoprobe.com) in the "Governance/Shareholder Meetings" section.

### **5.12 Pay mix**

The pay mix is shown below, i.e., the current forecast of the percentage weight of the various components in relation to the overall remuneration recognized, excluding the non-monetary component.

In the graphs below, the values of the variable components have been calculated and indicated in percentage as follows:

- > TARGET AMOUNT STI – Short-term variable component (MBO): the value of the incentive obtainable upon reaching the target has been indicated;
- > LTI AMOUNT – Long-term variable component: the annual value of the incentive has been indicated by converting the value of the shares subject to the incentive itself into monetary terms based on the average value of the shares themselves in the three months preceding the date of approval of this Report;
- > FIXED COMPONENT – Fixed component: the various RBAs of the beneficiaries have been reported.



### 5.13 Connection between industrial plan and sustainability with the variable STI and LTI components of remuneration

CONNECTION OF POLITICS WITH THE INDUSTRIAL PLAN AND SUSTAINABILITY			
The policy supports the achievement of the objectives set in the Industrial Plan, promoting, through an appropriate balance of the performance parameters of the short- and long-term incentive systems, the alignment of management's interests with the priority objective of creating sustainable value for shareholders in a medium- to long-term perspective.			
	INDUSTRIAL PLAN	SUSTAINABILITY	PRODUCTION RESULT
<i>MBO SYSTEM – STI</i>			
SALES	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
EBITDA MARGIN	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
ESG OBJECTIVES	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<i>2024/2026 RESTRICTED SHARES PLAN – LTI</i>			
RESTRICTED SHARE PLAN 2024/2026	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<i>2025/2027 PERFORMANCE SHARE PLAN – LTI</i>			
2025/2027 PERFORMANCE SHARE PLAN	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<i>2026/2029 RESTRICTED SHARES PLAN – LTI</i>			
RESTRICTED SHARE PLAN 2026/2029	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<i>SPECIAL AWARD PLAN – LTI</i>			
PIANO SPECIAL AWARD	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

#### **5.14 Malus and clawback clauses**

Specific malus and clawback clauses are provided for both the short-term and long-term variable components, as recommended by the Corporate Governance Code (letter e) of Recommendation no. 27). In particular:

- > the malus clause allows for the variable component to be reduced or not paid if, between the date of accrual of the right to the variable compensation and the date of actual payment, the data or information on the basis of which the right was accrued and/or was determined proves to be manifestly incorrect or determined in the presence of fraudulent or grossly negligent conduct by the recipients;
- > the clawback clause allows the Company to request (i) the return, in whole or in part, of the shares, less a number of shares with a value corresponding to the tax, social security and welfare costs associated with the delivery of the shares; (ii) the return of the cash prize paid; or, (iii) if the shares have already been sold, assigned or otherwise transferred, the return of the sale value, less the amount corresponding to the tax, social security and welfare costs related to the delivery of the shares, possibly also through offsetting with the salaries and/or any severance pay of the Beneficiary; in the event that the allocation was determined on the basis of data or information that subsequently proves to be manifestly incorrect or determined in the presence of fraudulent or grossly negligent conduct by the recipients, within a period of 3 years from the disbursement of the incentive, or, with reference to the Restricted Share Plan and with reference to the Performance Shares Plan, in the event that the Beneficiary is found to be responsible, with intent or gross negligence, for violations of laws and/or regulations, of the Code of Ethics or of company rules that are relevant to or have an impact on the employment relationship, affecting the related fiduciary basis.

### **6. REMUNERATIONS**

As indicated above, within the Board of Directors of Technoprobe it is possible to distinguish between:

- > Executive Directors, such as the Chairman, the Vice President and the Chief Executive Officer;
- > Directors with roles in internal council committees;
- > Non-Executive Directors.

The attribution to Directors of powers for specific matters, which do not constitute delegated powers pursuant to art. 2381 of the Civil Code, does not, in itself, constitute them as Directors to whom specific powers have been delegated.

The following paragraphs provide information on the remuneration of directors, members of the supervisory body, and members of the supervisory body.

The remuneration of Executive Directors, as well as that of the DiRS, will be the subject of more detailed analysis in the following paragraphs 9, 10 and 11 of this Report.

In the event of the appointment/hiring of a new CEO, General Manager, or Director, Technoprobe may use leading firms specializing in executive compensation, with their respective methodological approaches and benchmarks, given the complexity and specificity of the role, after consulting with the Nominations and Remuneration Committee.

## 7. BOARD OF DIRECTORS

The following table shows the compensations established by the Assembly<sup>3</sup> or by the Board of Directors<sup>4</sup> for the office of Directors and for Directors with roles on Internal Council Committees.

DIRECTORS' COMPENSATION		
BODY	ROLE	COMPENSATION
Board of Directors	Director	Euro 40,000
Committee for Related Party Transactions	Chair	Euro 20,000
	Member	Euro 10,000
Nominations and Remuneration Committee	Chair	Euro 20,000
	Member	Euro 10,000
Control, Risk and Sustainability Committee	Chair	Euro 20,000
	Member	Euro 10,000
Lead Independent Director	-	Euro 10,000

In line with best practices, there is no variable compensation component for Directors other than the Chief Executive Officer and for Directors with Committee roles.

All Directors are entitled to reimbursement for expenses incurred in the performance of their duties, but no severance pay is paid.

In any case, the compensation paid to the Directors is determined in such a way as to ensure adequacy to the competence, professionalism, and commitment required by their role and taking into account the commitment required for the directors' participation in individual board committees.

Also in line with best practices, a Directors & Officers Liability ("D&O") insurance policy is provided to cover the third-party civil liability of corporate bodies and Directors of Directors in the performance of their duties. This policy, in compliance with the provisions established in the applicable national collective bargaining agreement and the regulations governing mandates, is designed to indemnify Technoprobe from the costs arising from related compensation, excluding cases of willful misconduct and gross negligence.

For Directors or Directors with Committee roles, no insurance, social security, or pension coverage other than mandatory coverage is provided.

## 8. BOARD OF AUDITORS

The remuneration of the members of the supervisory body is determined by the Shareholders' Meeting as a fixed annual amount, appropriate to the competence, professionalism, and commitment required by the importance of the role held and the size and sector characteristics of the company.

<sup>3</sup>The Shareholders' Meeting of April 29, 2025, resolved to increase the fixed compensation for each director from €25,000.00 gross per year pro rata temporis to €40,000.00 gross per year pro rata temporis.

<sup>4</sup>The Board of Directors' meeting of May 14, 2024, approved the compensation due to executive directors and directors serving on internal committees, subject to the favorable opinion of the Nominations and Remuneration Committee and the Board of Statutory Auditors.

The Shareholders' Meeting of April 24, 2024, convened to resolve on the appointment of the members of the Board of Statutory Auditors, determined the gross annual fixed compensation—pursuant to Article 2402 of the Italian Civil Code—as follows:

COMPENSATION OF THE BOARD OF AUDITORS	
Chair	Euro 45,000
Member	Euro 30,000

Furthermore, Mayors are entitled to reimbursement for expenses incurred in the performance of their duties.

In line with best practices, a D&O insurance policy is provided to cover the third-party civil liability of corporate bodies, including members of the supervisory body.

## 9. EXECUTIVE CHAIRMAN AND EXECUTIVE VICE PRESIDENT OF THE BOARD OF DIRECTORS

The Board of Directors, upon appointment and upon proposal from the Nominations and Remuneration Committee, determines the compensation for the Chairman and Vice Chairman of the Board of Directors.

On May 14, 2024, the Board of Directors of the Company resolved to award:

- > to the Executive Chairman Cristiano Alessandro Crippa a gross annual compensation for the position equal to 300,000 euros for the years 2024, 2025 and 2026;
- > Executive Vice President Roberto Alessandro Crippa will receive a gross annual compensation of €300,000 for the years 2024, 2025, and 2026.

During the intensive preliminary investigation conducted in the 2024 financial year, the Nominations and Remuneration Committee also conducted a specific analysis and/or market benchmark (with particular reference to the relevant remuneration targets/positionings) on the positions of the Executive Chairman and Executive Vice Chairman.

The results of the benchmarking activity on these remuneration positions confirmed a lower positioning of their remunerations compared to the identified market peers: in this regard, the President and Vice President, despite the importance of the powers attributed<sup>5</sup> as well as the relevance and quantity of the work performed, have expressly renounced participation in any form of short- or long-term incentives as well as any variable component of remuneration.

## 10. REMUNERATION OF THE CHIEF EXECUTIVE OFFICER

### 10.1 Components of remuneration

The CEO's remuneration is composed of the following elements:

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<sup>5</sup>For a description of the executive powers granted by the Board of Directors with resolution dated April 24, 2024, please refer to the Corporate Governance Report.

CEO COMPENSATION COMPONENTS	
Fixed annual compensation for the position of Chief Executive Officer	FIXED REMUNERATION
Annual or short-term variable component (Short Term Incentive - STI)	MBO
Long-term variable component (Long Term Incentive - LTI)	RESTRICTED SHARES PLAN 2024/2026
	PERFORMANCE SHARES PLAN 2025/2027
	RESTRICTED SHARES PLAN 2026/2029
	SPECIAL AWARD PLAN

It should be noted that the Chief Executive Officer (i) does not have an employment contract with the Company, (ii) there are no other remuneration components other than those indicated above (such as severance pay, non-competition agreements or other benefits connected to the position), (iii) no provision is made for the payment of any form of indemnity or compensation in the event of early termination of the mandate in any form and for any reason.

### **10.2 Annual fixed component**

The gross annual fixed component for the main role of the Chief Executive Officer is determined at the time of appointment in such a way as to ensure an adequate balance between the fixed component and the variable component (both STI and LTI) and consistent with the Company's strategic objectives and risk management policy, while still ensuring that the fixed component represents a significant portion of the overall remuneration.

The Company's Board of Directors, with a resolution dated May 14, 2024, awarded the Chief Executive Officer a gross fixed annual compensation of Euro 850,000.

With regard to other compensation paid for positions other than the principal one of Chief Executive Officer, the following is reported:

- \* the gross annual compensation of Euro 40,000 for the position of Director;
- \* the gross annual compensation of USD 240,000 for the position of President of the subsidiary Technoprobe America Inc.

### **10.3 Annual or short-term variable component (Short Term Incentive)**

The short-term variable component of the Chief Executive Officer is to be calculated as described in the previous paragraph 5.7 of this Report.

### **10.4 Long-term variable component (Long Term Incentive)**

In order to contribute to the company's strategy, the pursuit of its long-term interests, and the sustainability of the Company, the CEO also benefits from the long-term variable component.

Technoprobe's long-term compensation system is based on:

- (i) a 2024/2026 Restricted Shares Plan, as described in the previous paragraph 5.8;

- (ii) and (ii) a 2025/2027 Performance Shares Plan, as described in the previous paragraph 5.9;
- (iii) a 2026/2029 Restricted Shares Plan, as described in the previous paragraph 5.10 in the event of approval of the relevant proposal by the Shareholders' Meeting called for 23 April 2026;
- (iv) a Special Award Plan, as described in the previous paragraph 5.11, in the event of approval of the relevant proposal by the Assembly convened for 23 April 2026.

### **10.5 Pay mix**

The following graph shows the components of remuneration, in the event that all on/off conditions are met, at the minimum, target and maximum levels, and the impact of the variable STI component.

In the graphs below, the values of the remuneration components have been calculated and indicated in percentages as follows:

- > STI – Short-term variable component (MBO): the annual value of the incentive obtainable has been indicated, in case of achieving the on/off conditions, upon reaching the target, in the worst case of underperformance and in the best case of overperformance;
- > LTI – Long-term variable component: the annual value of the incentive has been indicated by converting the value of the shares subject to the incentive itself into monetary terms based on the average value of the shares themselves in the three months preceding the date of approval of this Report;
- > RBA – Fixed Component: The CEO’s RBA has been indicated.



## **11. REMUNERATION OF THE MANAGERS**

### **11.1 Components of remuneration**

The remuneration of the DiRS is made up of the following elements:

<b>COMPENSATION COMPONENTS DIRS</b>	
<b>Fixed annual compensation</b>	<b>FIXED REMUNERATION</b>

<b>Annual or short-term variable component (Short Term Incentive - STI)</b>	MBO
<b>Long-term variable component (Long Term Incentive - LTI)</b>	RESTRICTED SHARES PLAN 2024/2026
	PERFORMANCE SHARES PLAN 2025/2027
	RESTRICTED SHARES PLAN 2026/2029
	SPECIAL AWARD PLAN
<b>Non-competition agreement</b> <b>Typical benefits recognized by contract/company practice</b>	OTHER COMPONENTS

### **11.2 Annual fixed component**

The gross annual fixed component of the DiRS is determined upon appointment, ensuring an adequate balance between the fixed and variable components (both STI and LTI) consistent with the Company's strategic objectives and risk management policy, while still ensuring that the fixed component represents a significant portion of the overall remuneration. The fixed component also includes the amount attributable to the non-competition agreement.

### **11.3 Annual or short-term variable component (STI)**

The DiRS are beneficiaries of the annual or short-term variable (STI).

The short-term variable component of the DiRS is to be calculated as described in the previous paragraph 5.7 of this Report.

### **11.4 Long-term variable component (LTI)**

Also in order to contribute to the company's strategy, the pursuit of long-term interests and the sustainability of the Company, the DiRS are beneficiaries of the long-term variable component.

Technoprobe's long-term compensation system is based on:

- (i) a 2024/2026 Restricted Shares Plan, as described in the previous paragraph 5.8;
- (ii) and (ii) a 2025/2027 Performance Shares Plan, as described in the previous paragraph 5.9;
- (iii) a 2026/2029 Restricted Shares Plan, as described in the previous paragraph 5.10 in the event of approval of the relevant proposal by the Shareholders' Meeting called for 23 April 2026;
- (iv) a Special Award Plan, as described in the previous paragraph 5.11, in the event of approval of the relevant proposal by the Assembly convened for 23 April 2026.

### **11.5 Non-monetary benefits**

The following constitute non-monetary elements of remuneration:

- > as regards fringe benefits, DiRS benefit from telephone, computer, and company vehicle, as well as membership in social security and insurance plans that reflect ordinary social security and welfare coverage (as provided for by the applicable National Collective Bargaining Agreement) and accident insurance coverage against the risk of death, permanent disability, and temporary incapacity;
- > Specific non-competition agreements are also stipulated with the Directors of the Departments, with the aim of protecting the company's technological know-how

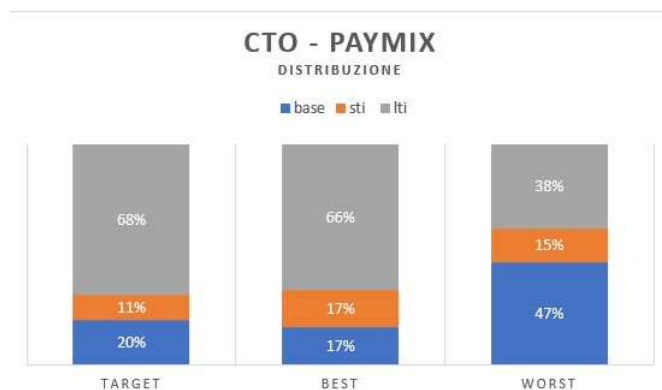
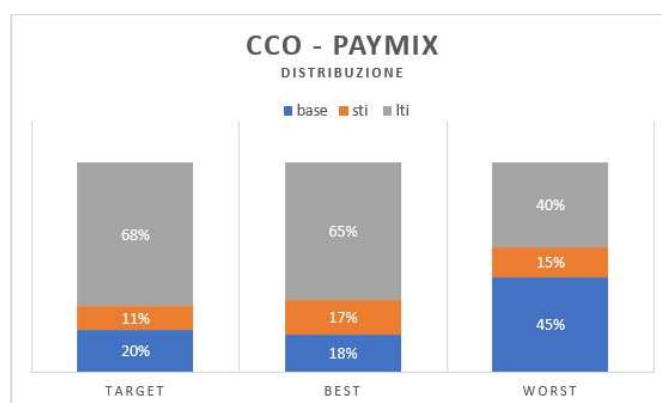
and intellectual property; the amount relating to the non-competition agreement is part of the fixed component of remuneration.

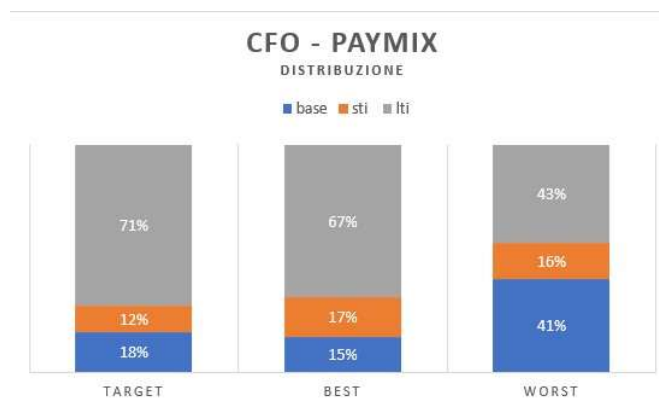
### 11.6 Pay mix

The following graph shows the remuneration components, in the event that all the on/off conditions are met, at the minimum, target and maximum levels, and the impact of the variable STI component, for each of the DiRS.

In the graphs below, the values of the remuneration components have been calculated and indicated in percentages as follows:

- > STI – Short-term variable component (MBO): the annual value of the incentive obtainable has been indicated, in case of achieving the on/off conditions, upon reaching the target, in the worst case of underperformance and in the best case of overperformance;
- > LTI – Long-term variable component: the annual value of the incentive has been indicated by converting the value of the shares subject to the incentive itself into monetary terms based on the average value of the shares themselves in the three months preceding the date of approval of this Report;
- > RBA – Fixed component: the beneficiaries' RBA has been indicated.





## 12. COMPENSATION IN THE EVENT OF RESIGNATION, DISMISSAL OR TERMINATION OF EMPLOYMENT

It is the Company's policy not to enter into agreements with Directors and DiRS that regulate ex ante the financial aspects relating to the possible early termination of the relationship at the initiative of the Company or the individual.

In fact, Technoprobe's orientation is to seek agreements for the consensual termination of the relationship only after the termination itself.

In any case, limited to the DiRS, each employee's severance pay (TFR) share is set aside annually, based on the provisions of the applicable national collective bargaining agreement.

All this without prejudice to the provisions of the 2024/2026 Restricted Share Plan, the 2025/2027 Performance Share Plan, the 2026/2029 Restricted Share Plan, and the Special Award Plan, which will be submitted to the forthcoming Shareholders' Meeting for the cases of early termination of participation in the plan itself. It is worth noting that, except for Good Leaver cases (as defined in the 2024/2026 Restricted Share Plan, the 2025/2027 Performance Share Plan, the 2026/2029 Restricted Share Plan, and the Special Award Plan, consisting of voluntary resignation for pension purposes, death, or permanent disability), any other cause for termination of the employment relationship results in the loss of all rights under the incentive plan in question.

For further details, please refer to the Information Document published on the Company's website [www.technoprobe.com](http://www.technoprobe.com) in the "Governance/Shareholder Meetings" section.

## 13. INSURANCE COVERAGE

Please note that, in line with best practices, a Directors & Officers Liability (D&O) insurance policy is in place to cover third-party liability for acts committed by corporate bodies and Directors in the performance of their duties. This policy is designed to indemnify the insured against any claims for damages made by injured third parties, excluding cases of willful misconduct and gross negligence.

## 14. EXCEPTIONS TO THE REMUNERATION POLICY

As provided for by Article 123-ter, paragraph 3-bis of the TUF and Article 84-quater of the Issuers' Regulation, the Company reserves the right to temporarily waive its Remuneration Policy, exclusively for Executives with Strategic Responsibilities (DiRS), through the awarding of discretionary bonuses of a non-recurring nature and in no case

exceeding a maximum amount equal to one year of fixed remuneration, in the following exceptional circumstances where the waiver of the Policy is necessary to pursue the long-term interests and sustainability of the Company as a whole or to ensure its ability to compete on the market.

Exceptional circumstances generally mean situations in which a departure from the Policy is necessary to pursue the long-term interests and sustainability of the Company as a whole or to ensure its ability to compete on the market, such as, for example:

- > the need to replace the DIRS due to unforeseen events and to quickly negotiate a remuneration package capable of attracting managers with the most suitable professional skills to manage the company and to guarantee at least the maintenance of the same levels of sustainable success and market positioning;
- > the need to reward the additional contribution made by Managers with Strategic Responsibilities compared to their ordinary work activities in the event of special projects/transactions of particular strategic importance for the Group, which arose during the year and were not already considered for the purposes of recognizing the short-term variable incentive;
- > significant changes in the scope of the company's business during the policy's validity, such as the sale of a business/branch of a business or the acquisition of a significant business;
- > the occurrence, at national or international level, of extraordinary and unforeseeable events, concerning the Group or the sectors and/or markets in which it operates, which may significantly impact the Group's results

These bonuses will be paid only in continuity of the existing relationship with the beneficiary.

Considering the exceptional nature of this form of remuneration, the Company foresees that, following the reasoned proposal received from the Chief Executive Officer, the same must be evaluated by the Remuneration and Appointments Committee, in order to support the

subsequent resolution of the Board of Directors.

The Company provides information on any exceptions to the Policy applied in exceptional circumstances in the manner and within the terms required by the laws and regulations in force at the time.

## **SECTION II**

# **REPORT ON REMUNERATION PAID IN 2025**

## **PART ONE**

### **1. INTRODUCTION**

Section II of the Compensation Report has been prepared in accordance with the following standards:

- > Article 123-ter of the Consolidated Law on Finance, "Report on remuneration policy and compensation paid";
- > Article 114-bis of the Consolidated Law on Finance, "Market information regarding the allocation of financial instruments to company representatives, employees or collaborators";
- > Consob Regulation no. 11971/1999 (the Issuers' Regulation, as amended in December 2020), with particular reference to Articles 84-quater "Report on the remuneration policy and compensation paid" and Article 84-bis "Information on the allocation of financial instruments to company officers, employees, or collaborators", as well as Annex 3A, Schedule no. 7-bis "Report on the remuneration policy and compensation paid" and no. 7-Ter "Schedule relating to information on the shareholdings of members of the administrative and control bodies, general managers, and other managers with strategic responsibilities", of the Issuers' Regulation and Schedule no. 7 "Information document forming the subject of the administrative body's explanatory report for the meeting convened to approve compensation plans based on financial instruments".

This section provides a concise and descriptive presentation, including in tabular form, of the compensation for recipients of the Remuneration Policy.

This Section is subject to a non-binding vote by the Shareholders' Meeting as provided for by Article 123-ter of the TUF (updated pursuant to Legislative Decree no. 49 of 10 May 2019), which states in paragraph 6: "Without prejudice to the provisions [...] the convened Meeting [...] shall resolve in favor or against the second section of the report provided for in paragraph 4. The resolution is not binding."

Furthermore, the person responsible for carrying out the statutory audit of the financial statements verifies that the Directors have prepared this Section, as required by Article 123-ter of the TUF.

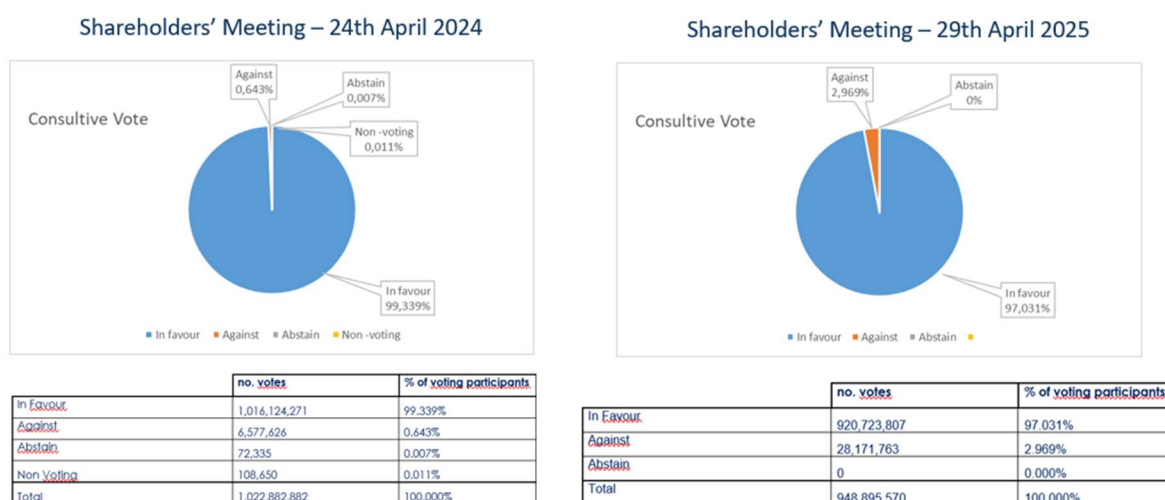
In light of the above and in compliance with regulatory provisions, information is provided relating to the following recipients of the Remuneration Policy:

- > the Chairman, the Vice-President and other members of the Board of Directors;
- > the Chief Executive Officer;
- > the Chair and other members of the Board of Auditors;
- > Managers with Strategic Responsibilities.

## 2. ASSEMBLY VOTING RESULTS SECTION II – COMPENSATION PAID 2024

As required by Article 123-ter of the Consolidated Law on Finance, the Shareholders' Meeting convened for April 29, 2025, expressed an advisory vote on the second section of the "Report on the 2025 Remuneration Policy and on the compensation paid in 2024 of Technoprobe SpA," demonstrating an overall favorable outcome.

The following is a summary of the votes cast by shareholders on the Second Section of the report pursuant to Article 123-ter, paragraphs 3-bis and 3-ter of Legislative Decree no. 58 of February 24, 1998, with an advisory vote. The results are compared with those of the previous Shareholders' Meeting of April 24, 2024.



The considerations that emerged during the Shareholders' Meeting were taken into account in order to identify potential areas for improvement in the 2026 Remuneration Policy.

## 3. COMPENSATION PAID IN 2025

### 3.1 Approved compensation for the Board of Directors

With reference to the 2025 financial year:

- > Pursuant to Article 2389, paragraph 1, of the Italian Civil Code, the Shareholders' Meeting held on **April 24, 2024**, upon the appointment of the new members of the Board of Directors, in addition to establishing the term of office for a period of 3 (three) financial years until the meeting for the approval of the Company's financial statements for the year ended December 31, 2026, resolved to award each director a fixed compensation of €25,000 gross per year pro-rata temporis in addition to the reimbursement of expenses incurred in connection with their office, without recognition of any amount as severance pay. The Shareholders' Meeting of **April 29, 2025**, accepting the proposal of the Board of Directors, which had followed the recommendations formulated by the Nominations and Remuneration Committee, resolved to increase the compensation due to the directors for the activities they carry out within the Board of Directors from €25,000 gross per year pro rata temporis for each director, to €40,000 gross per year pro rata temporis for each director, for the 2025 financial year and until the term of office of the Board of Directors, set at the date of the Shareholders'

Meeting convened to approve the financial statements for the year ending December 31, 2026;

- > Pursuant to Article 2389, paragraph III of the Civil Code, the Board of Directors, on May 14, 2024, with the favorable opinion of the Nominations and Remuneration Committee, resolved to award:
  - (i) to the Chairman of the Board of Directors Cristiano Alessandro Crippa and to the Vice Chairman of the Board of Directors Roberto Alessandro Crippa, a fixed compensation for the executive delegation attributed to them of €300,000 gross per year pro-rata temporis for the financial years 2024, 2025 and 2026. It is specified that the Chairman and the Vice President are not holders of any non-competition agreement;
  - (ii) an annual pro-rata temporis compensation of €20,000 for the Chairman and €10,000 for the members of the Control, Risk and Sustainability Committee, the Nominations and Remuneration Committee and the Committee for Related Party Transactions respectively;
  - (iii) an annual pro-rata temporis compensation of €10,000 for the Lead Independent Director.

The Directors were also reimbursed for expenses incurred in carrying out their duties.

The members of the Board of Directors, with the exception of the CEO, do not participate in the MBO system or in other forms of variable remuneration.

As part of the non-monetary benefits paid to members of the Company's Board of Directors, an insurance policy has been taken out to cover the civil liability of directors and officers, the so-called Directors and Officers Liability Insurance ("D&O").

### **3.2 Approved compensation for the Chief Executive Officer**

With regard to the Chief Executive Officer, pursuant to Article 2389, paragraph III, of the Italian Civil Code, the Board of Directors, supported by the Nominations and Remuneration Committee, has outlined the remuneration components for the 2025 financial year as follows:

<b>CEO compensation components</b>	<b>TYPE</b>	<b>Euro</b>
<b>Fixed annual compensation for the position of CEO at Technoprobe</b>	FIXED REMUNERATION	Euro 850,000
<b>Annual or short-term variable component (Short Term Incentive - STI)</b>	MBO	Predetermined target amount Euro 800,000
<b>Long-term variable component (Long Term Incentive - LTI)</b>	RESTRICTED SHARES PLAN 2024/2026	Total monetary amount of Euro 300,000 converted into equity instruments on an annual basis
	PERFORMANCE SHARES PLAN 2025/2027	Target number of rights to receive shares equal to 135% of the Fixed Remuneration for the office, excluding both any other remuneration,

		including fixed components, granted for positions other than that of Chief Executive Officer, and any variable components.
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In addition to the fixed compensation for the position of CEO, Mr. Stefano Felici is recognized:

- > a gross annual compensation of €40,000.00 for the position of Director of Technoprobe SpA;
- > a gross annual compensation of USD 240,000.00 for the position of President of the subsidiary Technoprobe America Inc.

With regard to the short-term variable component of remuneration (Short Term Incentive – STI), according to the Management by Objectives (MBO) system, for the 2025 financial year it has been linked to the achievement of performance objectives according to the following criteria:

- > company's economic performance - 85% weight;
- > ESG – 10% weight;
- > Innovation – weight 5%.

With regard to economic performance objectives, the targets were based on the Company's consolidated results as reported in the consolidated financial statements and consisted of revenue and EBITDA margin. These bonus components were differentiated based on the markets in which the Company operates (ProbeCard Market and Final Test Market), assigning different percentage weights. Specifically:

- > the Probe Card Market had a weight of 75%;
- > the Final Test Market had a weight of 25%;

All of this is based on the 85% share of the overall annual variable component reserved for financial objectives. The bonus actually due was calculated based on a linear progression system, taking into account actual performance achieved in the 2025 financial year compared to the target performance and with entry thresholds.

With reference to ESG objectives, the 2025 Policy highlights the improvement in environmental performance, measured through the reduction in waste intensity as a percentage of turnover, the reduction in overall energy intensity as a percentage of turnover, and the progressive increase in the share of energy from renewable sources.

Similarly, for the innovation objective, the use of GenAI tools has been strengthened in the 2025 Policy.

Lastly, the variable component relating to the Restricted Shares Plan 2024/2026 (LTI) is subject to the continuation of the employment relationship at the time of payout, in order to ensure maximum retention. The amount of the LTI component corresponds to 35.30% (thirty-five point thirty percent) of the Fixed Remuneration for the office, excluding both any other remuneration, including fixed components, granted for positions other than that of Chief Executive Officer, and any variable components.

For detailed information, reference should be made to the Information Document on the Restricted Shares Plan 2024/2026 available on the website [www.technoprobe.com](http://www.technoprobe.com) – section “Governance/Shareholders’ Meetings” and to paragraph 5.8, Section One, of this Report.

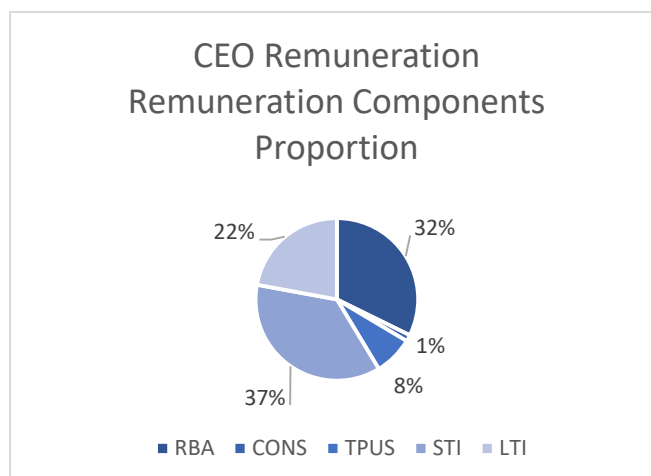
Also to be considered is the variable component relating to the Performance Shares Plan 2025/2027 (LTI). For detailed information, reference should be made to the Information Document on the Performance Shares Plan 2025/2027 available on the website [www.technoprobe.com](http://www.technoprobe.com) – section “Governance/Shareholders’ Meetings” and to paragraph 5.9, Section One, of this Report.

Therefore, with specific reference to the Chief Executive Officer, the 2025 remuneration was paid as follows:

REMUNERATION COMPONENT	AMOUNT PAID	FAIR VALUE OF EQUITY COMPENSATION (2025 FINANCIAL YEAR)	
Annual fixed component Technoprobe SpA -RBA	Euro 850,000.00	-	
Board of Directors Compensation Technoprobe SpA –CONS.	Euro 35,150.68	-	
Annual fixed component (USD 240,000) <sup>6</sup> Technoprobe America Inc. – TP US	Euro 204,255.32	-	
Annual variable component Technoprobe SpA -STI	Euro 963,200.00	-	
LTI Component		Euro 582,500.00	
<b>TOTAL</b>	<b>Euro 2,052,606.00</b>	<b>Euro 582,500.00</b>	<b>Euro 2,635,106.00</b>

Below is a graph showing the proportion of each component:

<sup>6</sup>The amount indicated is received in USD and the conversion into euros was indicated on the basis of the consolidated financial statements rules and therefore on the basis of the average exchange rate for the year 2025.



### **3.3 Approved compensation for the Board of Statutory Auditors**

On April 24, 2024, the Shareholders' Meeting resolved to appoint a Board of Statutory Auditors composed of three standing members and two alternates, for a term of three financial years (and therefore until the Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2026). Following this appointment, the Board of Statutory Auditors is composed of Nadia Fontana, as Chair, Diana Rizzo and Edoardo Colombo, as standing auditors, and Roberta Anna Provasi and Marco Pedretti, as alternate auditors.

The annual compensation recognized by the Assembly is distributed as follows:

- > for the Chairman of the Board of Auditors, an annual pro-rata temporis compensation of €45,000, in addition to reimbursement of expenses incurred in carrying out the assignment;
- > for each effective member of the Board of Auditors, an annual pro-rata temporis compensation of €30,000, in addition to reimbursement of expenses incurred in carrying out the assignment.

The members of the Board of Statutory Auditors do not receive any variable remuneration or non-monetary benefits.

### **3.4 Approved compensation for Managers with Strategic Responsibilities (DIRS)**

During the 2024 financial year, the Company identified 3 (three) Managers with Strategic Responsibilities as individuals who have the power and responsibility, directly or indirectly, for the planning, management and control of Technoprobe's activities, respectively (i) the *Chief Financial Officer*, (ii) the *Chief Technology Officer* and (iii) the *Chief Commercial Officer*.

The Managers with Strategic Responsibilities received the fixed portion of their remuneration determined by their respective employment contracts, including the emoluments due pursuant to the applicable legal and contractual provisions as well as the non-competition agreement.

Similarly to what is provided for the Chief Executive Officer, the overall remuneration of Managers with Strategic Responsibilities for the 2025 financial year is made up of the following components:

COMPENSATION COMPONENTS DIRS	TYPE	EURO
Base Annual Salary (RBA)	FIXED REMUNERATION	Differentiated for each DIRS based on the respective employment contract
Annual or short-term variable component (Short Term Incentive - STI)	MBO	Predetermined target amount Euro 150,000
Long-term variable component (Long Term Incentive - LTI)	RESTRICTED SHARES PLAN 2024/2026	up to 68.20% (sixty-eight point twenty percent) of the Fixed Remuneration without considering variable components
	2025/2027 PERFORMANCE SHARES PLAN	up to 100% of the Fixed Remuneration without considering variable components.

With regard to the short-term variable component of remuneration (Short Term Incentive – STI), according to the Management by Objectives (MBO) system, for the 2025 financial year it has been linked to the achievement of performance objectives according to the following criteria:

- > company's economic performance - 85% weight;
- > ESG – 10% weight;
- > Innovation – weight 5%.

With regard to economic performance objectives, the targets were based on the Company's consolidated results as reported in the consolidated financial statements and consisted of revenue and EBITDA margin. These bonus components were differentiated based on the markets in which the Company operates (ProbeCard Market and Final Test Market), assigning different percentage weights. Specifically:

- > the Probe Card Market had a weight of 75%;
- > the Final Test Market had a weight of 25%;

All of this is based on the 85% share of the overall annual variable component reserved for financial objectives. The bonus actually due was calculated based on a linear progression system, taking into account actual performance achieved in the 2025 financial year compared to the target performance and with entry thresholds.

With reference to ESG objectives, the 2025 Policy highlights the improvement in environmental performance, measured through the reduction in waste intensity as a percentage of turnover, the reduction in overall energy intensity as a percentage of turnover, and the progressive increase in the share of energy from renewable sources.

Similarly, for the innovation objective, the use of GenAI tools has been strengthened in the 2025 Policy.

Finally, the variable component relating to the 2024/2026 Restricted Shares Plan (LTI) is conditional on the continuation of the relationship at the time of disbursement, in order to achieve maximum retention. The amount of the LTI component for Executives with Strategic Responsibilities corresponds to a percentage of up to 68.20% (sixty-eight point twenty percent) of the Fixed Remuneration, excluding the variable components. For detailed information, please refer to the Information Document on the 2024/2026 Restricted Shares Plan, available on the website [www.technoprobe.com](http://www.technoprobe.com) - "Governance/Shareholder Meetings" section, and to Paragraph 5.8, Section One, of this Report.

So, with specific reference to the DIRS<sup>7</sup>, the 2025 remuneration was paid as follows:

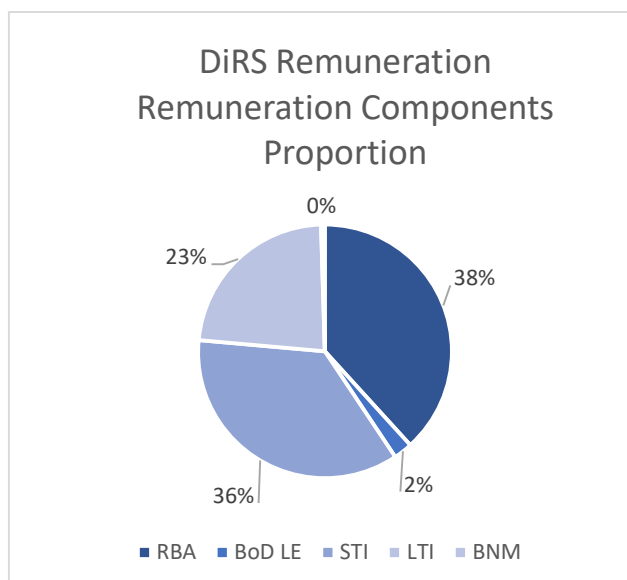
REMUNERATION COMPONENT	AMOUNT PAID	FAIR VALUE OF EQUITY COMPENSATION (2025 FINANCIAL YEAR)	
<b>Annual Fixed Component – RBA in Technoprobe</b>	Euro 867,651.16	-	
<b>Compensation in subsidiaries or affiliates of Technoprobe</b>	Euro 55,000.00	-	
<b>Annual variable component - STI</b>	Euro 812,073.19	-	
<b>Non-monetary benefits - BNM</b>	Euro 10,806.61	-	
<b>LTI Component</b>		Euro 524,129,000	
<b>TOTAL</b>	<i>Euro</i> 1,745,530.96	<i>Euro</i> 524,129,000	<b><i>Euro</i> 2,269,659.96</b>

Below is a graph showing the proportion of each component:

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<sup>7</sup>Notes

(\*) Please note that the total amount paid to the DIRS, as per the Press Release of January 14, 2025, includes the components relating to the changeover - effective April 1, 2025 - between Fabio Morgana and Joseph Worthy Parks Jr. in the role of Chief Technology Officer.



#### **4. ALLOWANCE IN THE EVENT OF TERMINATION OF OFFICE AND/OR TERMINATION OF EMPLOYMENT RELATIONSHIP DURING THE 2025 FINANCIAL YEAR**

During 2025, there were no cases of termination of office of directors or members of the Board of Statutory Auditors that resulted in the awarding of severance pay and/or other benefits. Please note the termination of employment of one of DiRS with payment of severance pay as per the attached table.

#### **5. EXCEPTIONS TO THE 2025 POLICY – CLAWBACK CLAUSES**

Please note that, with reference to the 2025 Policy, an exemption has been applied in relation to the operation represented by the recognition of an extraordinary one-off financial bonus ("*one-off bonus*") in favor of a DIRS.

In this regard, the Company, in the context of the temporary derogation procedure from the 2025 Policy, as approved by the Shareholders' Meeting of April 29, 2025, in the early months of the 2026 financial year involved the Nomination and Remuneration Committee in the investigation, also applying the "Procedure for transactions with related parties" approved by the Company's Board of Directors on March 21, 2023 (the "RPT Procedure") and, therefore, involving the RPT Committee, which was also asked to express a non-binding opinion on the recognition of the one-off bonus.

During 2025, no further derogations from the 2025 Remuneration Policy were reported, nor were any ex-post correction mechanisms applied to the variable component ("malus" or "clawback" restitution of variable compensation).

#### **6. COMPARISON INFORMATION**

The following information compares the annual change in total compensation for directors and statutory auditors since the Company's listing; the Group's results in terms

of Revenue, EBITDA Margin, Net Result (attributable to the Group), and the average gross annual remuneration, based on full-time employees.<sup>8</sup>.

Name and Surname	Position Held	Period for which the position was held	Total compensation 2025 (euro)	Total compensation 2024 (euro)	Total compensation 2023 (euro)
<b>Christian Alessandro CRIPPA</b>	Chairman	01/01/2025 31/12/2025	335,150.68	325,887.98	325,000
<b>Roberto Alessandro CRIPPA</b>	Vice-President	01/01/2025 31/12/2025	335,150.68	297,609.28	235,000
<b>Stefano FELICI</b>	CEO	01/01/2025 31/12/2025	2,635,106.00	1,624,089.76	1,847,455
<b>Giulio SIRTORI</b>	Director	01/01/2025 31/12/2025	75,150.69	62,035.52	51,685
<b>Susanna PEDRETTI</b>	Director	01/01/2025 31/12/2025	75,150.68	44,754.10	-
<b>Elizabetta Beatrice CUGNASCA</b>	Director	01/01/2025 31/12/2025	61,534.25	30,983.61	-
<b>Antonio SANNA</b>	Director	01/01/2025 31/12/2025	55,150.69	30,983.60	-
<b>Gregory SMITH</b>	Director	01/01/2025 31/12/2025	35,150.68	14,959.02	-
<b>Carlos ORTEGA ARIAS PAZ</b>	Director	01/01/2025 31/12/2025	27,068.49	-	-
<b>Chih-Kuang YANG</b>	Director	10/07/2025 31/12/2025	19,178.08	-	-
<b>Total compensation of directors in office as of December 31, 2025</b>			<b>3,653,790.92€</b>	<b>€2,431,302.87</b>	<b>€2,459,140.00</b>

<sup>8</sup>Notes

(\*) The Board of Directors was appointed by the Shareholders' Meeting on April 24, 2024, with the exception of Gregory Smith, who was co-opted on May 27, 2024 and confirmed by the Shareholders' Meeting on December 20, 2024.

(\*\*) Councilor Carlos Ortega Arias Paz was appointed by the Assembly on April 29, 2025.

(\*\*\*) Councilor Chih-Kuang YANG was appointed by the Assembly on July 10, 2025.

(\*\*\*\*) The Board of Statutory Auditors was appointed by the Shareholders' Meeting on 24 April 2024.

<b>Paolo Enrico DELLACHÀ</b>	Director	01/01/2025 24/03/2025	7,958.90	35,095.63	23,297
<b>Total compensation of directors terminated as of December 31, 2025</b>			<b>€7,958.90</b>	<b>€35,095.63</b>	<b>€23,297.00</b>
<b>Total directors' compensation</b>			<b>€3,661,749.82</b>	<b>2,466,398.50</b>	<b>€2,482,437.00</b>
<b>Nadia FONTANA</b>		01/01/2025 31/12/2025	45,000.00	30,983.61	-
<b>Diana RIZZO</b>		01/01/2025 31/12/2025	30,000.00	20,655.74	-
<b>Edoardo COLOMBO</b>		01/01/2025 31/12/2025	30,000.00	20,655.74	-
<b>Total compensation of auditors in office as of December 31, 2025</b>			<b>€105,000.00</b>		-
<b>Total compensation of auditors</b>			<b>€105,000.00</b>		

<b>GROUP RESULTS</b>	<b>FY 2025</b>	<b>FY 2024</b>	<b>FY 2023</b>
<b>Sales</b>	628,380	543,153	409,274
<b>EBITDA margin</b>	201,438	136,524	122,737
<b>Net result attributable to the Group</b>	98,845	62,792	97,376
<b>AVERAGE GROSS ANNUAL SALARY OF GROUP EMPLOYEES (in euros)</b>	<b>FY 2025</b>	<b>FY 2024</b>	<b>FY 2023</b>
<b>Average FTE Remuneration</b>	<b>30,387.99</b>	<b>36,955</b>	<b>37,318</b>

## PART TWO

The following tables show the following in detail:

- > **Annex 1:** analytical information on the compensation paid in the financial year ended 31 December 2025 for any reason and in any form by the Company or by companies controlled by or associated with Technoprobe to the members of the administrative and control bodies and to other managers with strategic responsibilities (in aggregate form), through a table drawn up in accordance with Table 1 in Scheme 7-bis Annex 3A of the Issuers' Regulation;
- > **Annex 2:** analytical information on incentive plans based on financial instruments, other than stock options, for members of the administrative and control bodies and other managers with strategic responsibilities (in aggregate form), through a table drawn up in accordance with Table 3A in Scheme 7-bis Annex 3A of the Issuers' Regulation;
- > **Annex 3:** analytical information on any shareholdings held in Technoprobe and in its subsidiaries by those who, even for a fraction of a financial year, have held the position of member of the administrative and control bodies or as manager with strategic responsibilities (in aggregate form), through a table drawn up in accordance with Scheme 7-Ter of Annex 3A of the Issuers' Regulation.



## Annex 1

**Table 1:** Remuneration Paid to the Members of the Board of Directors and the Board of Statutory Auditors, to the General Manager and to the other Managers with Strategic Responsibilities

Name and Surname	Office	Period of post held	Post Term Expiry	Fixed Pay	Remuneration for taking part in Committees	Variable Non-equity Remuneration		NonFinancial Benefits	Other Remuneration	Total	Fair value of Equity Compensation	Indemnities for Termination of Post or Employment Relationship
						Bonuses or other Incentives	Profit-Share					
<b>BOARD OF DIRECTORS</b>												
Cristiano Alessandro CRIPPA	Director	01/01/2025 31/12/2025	Approval 2026 Accounts	35,150.68 €						35,150.68 €		
	Executive Chairman	01/01/2025 31/12/2025		300,000.00 €						300,000.00 €		
<i>Remuneration in Technoprobe S.p.A.</i>				335,150.68 €						335,150.68 €		
<i>Compensation from Subsidiaries and Associates</i>				-						-		
<b>TOTAL</b>				335,150.68 €						335,150.68 €		
Roberto Alessandro CRIPPA	Director	01/01/2025 31/12/2025	Approval 2026 Accounts	35,150.68 €						35,150.68 €		
	Executive Vice President	01/01/2025 31/12/2025		300,000.00 €						300,000.00 €		
<i>Remuneration in Technoprobe S.p.A.</i>				335,150.68 €						335,150.68 €		
<i>Compensation from Subsidiaries and Associates</i>				-						-		
<b>TOTAL</b>				335,150.68 €						335,150.68 €		



Name and Surname	Office	Period of post held	Post Term Expiry	Fixed Pay	Remuneration for taking part in Committees	Variable Non-equity Remuneration		NonFinancial Benefits	Other Remuneration	Total	Fair value of Equity Compensation	Indemnities for Termination of Post or Employment Relationship
						Bonuses or other Incentives	Profit-Share					
Stefano FELICI	Director	01/01/2025 31/12/2025	Approval 2026 Accounts	35,150.68 €						35,150.68 €		
	Chief Executive Officer	01/01/2025 31/12/2025		1,054,255.32 €		963,200.00 €				2,017,455.32 €	582,500.00€	
<i>Remuneration in Technoprobe S.p.A.</i>				885,150.68 €		963,200.00 €				1,848,350.68 €	582,500.00€	
<i>Compensation from Subsidiaries and Associates</i>				204,255.32 €		-				204,255.32 €		
<b>TOTAL</b>				1,089,406.00 €		963,200.00 €				2,052,606.00 €	582,500.00€	
Giulio SIRTORI	Director	01/01/2025 31/12/2025	Approval 2026 Accounts	35,150.68 €						35,150.68 €		
	Lead Independent Director	01/01/2025 31/12/2025		10,000.00 €						10,000.00 €		
	Chairman CNR	01/01/2025 31/12/2025		20,000.00 €						20,000.00 €		
	Member CCRS	01/01/2025 31/12/2025		10,000.00 €						10,000.00 €		
<i>Remuneration in Technoprobe S.p.A.</i>				75,150.68 €						75,150.68 €		
<i>Compensation from Subsidiaries and Associates</i>												
<b>TOTAL</b>				75,150.68 €						75,150.68 €		
Susanna PEDRETTI	Director	01/01/2025 31/12/2025	Approval 2026 Accounts	35,150.68 €						35,150.68 €		
	Chairman CCRS	01/01/2025 31/12/2025		20,000.00 €						20,000.00 €		
	Member CNR	01/01/2025 31/12/2025		10,000.00 €						10,000.00 €		
	Member OPC	01/01/2025 31/12/2025		10,000.00 €						10,000.00 €		



Name and Surname	Office	Period of post held	Post Term Expiry	Fixed Pay	Remuneration for taking part in Committees	Variable Non-equity Remuneration		NonFinancial Benefits	Other Remuneration	Total	Fair value of Equity Compensation	Indemnities for Termination of Post or Employment Relationship
						Bonuses or other Incentives	Profit-Share					
<i>OiRemuneration in Technoprobe S.p.A.</i>				75.150,68 €						75.150,68 €		
<i>Compensation from Subsidiaries and Associates</i>												
<b>TOTAL</b>				75.150,68 €						75.150,68 €		
<b>Elisabetta Beatrice CUGNASCA</b>	Director	01/01/2025	Approval 2026 Accounts	35,150.68 €						35,150.68 €		
		31/12/2025										
	Member COPC	01/01/2025		10,000.00 €						10,000.00 €		
		31/12/2025										
Member CCRS	01/01/2025	10,000.00 €						10,000.00 €				
Member CNR	13/05/2025	6,383.56 €						6,383.56 €				
<i>Remuneration in Technoprobe S.p.A.</i>				61,534.25 €						61,534.25 €		
<i>Compensation from Subsidiaries and Associates</i>												
<b>TOTAL</b>				61,534.25 €						61,534.25 €		
<b>Antonio SANNA</b>	Director	01/01/2025	Approval 2026 Accounts	35,150.68 €						35,150.68 €		
		31/12/2025										
Chairman COPC	01/01/2025	20,000.00 €						20,000.00 €				
31/12/2025												
<i>Remuneration in Technoprobe S.p.A.</i>				55,150.68 €						55,150.68 €		
<i>Compensation from Subsidiaries and Associates</i>												
<b>TOTALE</b>				55,150.68 €						55,150.68 €		



<b>Gregory SMITH</b>	Director	01/01/2025 31/12/2025	Approval 2026 Accounts	35,150.68 €						35,150.68 €		
<i>Remuneration in Technoprobe S.p.A.</i>				35,150.68 €						35,150.68 €		
<i>Compensation from Subsidiaries and Associates</i>												
<b>TOTAL</b>				35,150.68 €						35,150.68 €		
<b>Carlos ORTEGA ARIAS PAZ</b>	Director	29/04/2025 31/12/2025	Approval 2026 Accounts	27,068.49 €						27,068.49 €		
<i>Remuneration in Technoprobe S.p.A.</i>				27,068.49 €						27,068.49 €		
<i>Compensation from Subsidiaries and Associates</i>												
<b>TOTAL</b>				27,068.49 €						27,068.49 €		
<b>Chih-Kuang YANG</b>	Director	10/07/2025 31/12/2025	Approval 2026 Accounts	19,178.08 €						19,178.08 €		
<i>Remuneration in Technoprobe S.p.A.</i>												
<i>Compensation from Subsidiaries and Associates</i>				19,178.08 €						19,178.08 €		
<b>TOTAL</b>				19,178.08 €						19,178.08 €		



Name and Surname	Office	Period of post held	Post Term Expiry	Fixed Pay	Remuneration for taking part in Committees	Variable Non-equity Remuneration		NonFinancial Benefits	Other Remuneration	Total	Fair value of Equity Compensation	Indemnities for Termination of Post or Employment Relationship
						Bonuses or other Incentives	Profit-Share					
<b>FORMER DIRECTORS</b>												
Paolo Enrico DELLACHÀ	Director	01/01/2025 24/03/2025	Approval 2026 Accounts	5,684.93 €						5,684.93 €		
	Member CNR	01/01/2025 24/03/2025		2,273.97 €						2,273.97 €		
<i>Remuneration in Technoprobe S.p.A.</i>				7,958.90 €						7,958.90 €		
<i>Compensation from Subsidiaries and Associates</i>				-						-		
<b>TOTAL</b>				7,958.90 €						7,958.90 €		



Name and Surname	Office	Period of post held	Post Term Expiry	Fixed Pay	Remuneration for taking part in Committees	Variable Non-equity Remuneration		NonFinancial Benefits	Other Remuneration	Total	Fair value of Equity Compensation	Indemnities for Termination of Post or Employment Relationship
						Bonuses or other Incentives	Profit-Share					
<b>BOARD OF STATUTORY AUDITORS</b>												
<b>Nadia FONTANA</b>	Chairman	01/01/2025 31/12/2025	Approval 2026 Accounts	45,000.00 €						45,000.00 €		
<i>Remuneration in Technoprobe S.p.A.</i>				45,000.00 €						45,000.00 €		
<i>Compensation from Subsidiaries and Associates</i>												
<b>TOTAL</b>				45,000.00 €						45,000.00 €		
<b>Diana RIZZO</b>	Effective Auditor	01/01/2025 31/12/2025	Approval 2026 Accounts	30,000.00 €						30,000.00 €		
<i>Remuneration in Technoprobe S.p.A.</i>				30,000.00 €						30,000.00 €		
<i>Compensation from Subsidiaries and Associates</i>												
<b>TOTALE</b>				30,000.00 €						30,000.00 €		
<b>Edoardo COLOMBO</b>	Effective Auditor	01/01/2025 31/12/2025	Approval 2026 Accounts	30,000.00 €						30,000.00 €		
<i>Remuneration in Technoprobe S.p.A.</i>				30,000.00 €						30,000.00 €		
<i>Compensation from Subsidiaries and Associates</i>												
<b>TOTALE</b>				30,000.00 €						30,000.00 €		



Office	Fixed Pay	Remuneration for taking part in Committees	Variable Non-equity Remuneration		NonFinancial Benefits	Other Remuneration	Total	Fair value of Equity Compensation	Indemnities for Termination of Post or Employment Relationship
			Bonuses or other Incentives	Profit-Share					
<b>N. 3 DIRS</b>	867,651.16 €		812,073.19 €		10,806.61 €	55,000.00 €	1,745,530.96 €	524,129.00 €	62,500.00 €
<i>Remuneration in Technoprobe S.p.A.</i>	595,310.73 €		433,440.00 €		10,806.61 €	55,000.00 €	1,094,557.34 €	524,129.00 €	62,500.00 €
<i>Compensation from Subsidiaries and Associates</i>	272,340.43 €		378,633.19 €		0.00 €		650,973.62 €	0,00 €	
<b>TOTAL</b>	867,651.16 €		812,073.19 €		10,806.61 €		1,745,530.96 €	524,129.00 €	62,500.00 €



## Annex 2

**Table 2:** Incentive Plans Based on Financial Instruments, other than Stock Options, for Members of the Board of Directors, the General Manager and Managers with Strategic Responsibilities

			Financial instruments allocated during the year							Financial instruments entitled during the year and not allocated	Financial instruments entitled during the year and attributable	Financial instruments for the year	
A	B	-1	-2	-3	-4	-5	-6	-7	-8	-9	-10	-11	-12
Name and Surname	Office	Plan	Number and type of financial instruments	Entitlement period	Number and type of financial instruments	Fair value at grant date (thousands of Euro)	Entitlement period	Date of allocation	Market price at allocation	Number and type of financial instruments	Number and type of financial instruments	Value at maturity date	Fair value
												(thousand of Euro)	(thousand of Euro)
Stefano Felici	Chief Executive Officer	Restricted Shares Plan 1°cycle 2024/2026	n. 35.478 ordinary shares	01.01.2024-31.12.2026									
		Restricted Shares Plan 2°cycle 2025/2027			n. 49.985 ordinary shares	300	01.01.2025-31.12.2027	14.05.2025	6,00 €				
		Performance Shares Plan 2025/2027			n. 189.092 ordinary shares	1.147,5	01.01.2025-31.12.2027	14.05.2025	6,07 €				
N. 3 DIRS		Restricted Shares Plan 1°cycle 2024/2026	n. 35.478 ordinary shares	01.01.2024-31.12.2026									
		Restricted Shares Plan 2°cycle 2025/2027			n. 68.731 ordinary shares	412,5	01.01.2025-31.12.2027	14.05.2025	6,00 €				



	Performance Shares Plan 2025/2027		n. 141.716 ordinary shares	860	01.01.2025-31.12.2027	14.05.2025	6,07 €				
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### Annex 3

**TABLE 1:** Shareholdings by members of the Board of Directors, of the Board of Statutory Auditors and the General Manager

Name and Surname	Office	Company	Shares held at the end of the financial year 2024	Shares purchased in 2025	Shares sold in 2025	Shares held at the end of the financial year 2025
<b>Cristiano Alessandro CRIPPA</b>	Chair	Technoprobe SpA	15,286,050	0	0	15,286,050
<b>Roberto Alessandro CRIPPA</b>	Vice President	Technoprobe SpA	15,286,050	0	0	15,286,050
<b>Stefano FELICI</b>	CEO	Technoprobe SpA	-	-	-	-
<b>Giulio SIRTORI</b>	Director	Technoprobe SpA	-	-	-	-
<b>Susanna PEDRETTI</b>	Director	Technoprobe SpA	-	-	-	-
<b>Elisabetta Beatrice CUGNASCA</b>	Director	Technoprobe SpA	-	-	-	-
<b>Gregory SMITH</b>	Director	Technoprobe SpA	-	-	-	-
<b>Antonio SANNA</b>	Director	Technoprobe SpA	-	-	-	-
<b>Carlos Ortega Arias Paz</b>	Director	Technoprobe SpA	17,000	-	-	17,000
<b>Chih-Kuang Yang</b>	Director	Technoprobe SpA	-	790,157	-	790,157
<b>Nadia Fontana</b>						
<b>Nadia Fontana</b>	Chair Board of Auditors	Technoprobe SpA	-	600	-	600
<b>Diana Rizzo</b>	Effective Auditor	Technoprobe SpA	-	-	-	-
<b>Edoardo Colombo</b>	Effective Auditor	Technoprobe SpA	-	-	-	-



**TABLE 2:** Shareholdings of the other Managers with strategic responsibilities

Managers strategic responsibilities	Company	Shares held at the end of the financial year 2024	Shares purchased in 2025	Shares sold in 2025	Shares held at the end of the financial year 2025
N. 3 DIRS	Technoprobe SpA	-	-	-	-