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Testo del comunicato

Vedi allegato



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PRESS RELEASE

The Technoprobe Shareholders' Meeting approves the 2023 Financial Statements, the Remuneration Report, the Restricted Shares Plan, the authorization to purchase treasury shares and appoints the new Board of Directors and Board of Statutory Auditors

The Technoprobe Shareholders' Meeting resolved:

In ordinary session

- the approval of the financial statements as of 31 December 2023, closed with a profit amounting to Euro 120,254,821
- the approval of the First Section of the Report on the Remuneration Policy and the remuneration paid and a favorable resolution on the Second Section
- the appointment of the Board of Directors and the Board of Statutory Auditors for the three-year period 2024-2026
- the approval of the 2024-2026 Restricted Shares Plan
- the authorization to purchase and dispose of treasury shares
- the approval of the Assembly Regulations

In extraordinary session

- the attribution of the delegation to the Board of Directors pursuant to articles. 2443 and 2420-ter of the Civil Code, subject to revocation of the previous delegation for the unexecuted part
- the approval of the proposed modification of the articles. 16 (assemblies by means of telecommunications and designated representative) and art. 19 (Board of Directors) of the Company articles of association

Cernusco Lombardone (LC), 24 April 2024– The ordinary and extraordinary shareholders' meeting (the "Meeting") of Technoprobe S.p.A., a company listed on Euronext Milan and leader in the design and production of Probe Cards (the "Company" or "Technoprobe"), meeting today, approved the financial statements as at 31 December 2023 as per the draft budget approved by the Board of Directors in the meeting of 14 March 2024, which closed with a profit for the year equal to €120,254,821. It also approved the allocation of the profit as follows:

- €120,072,349 in the appropriate balance sheet item "Retained earnings"
- €182,472 to the Reserve for presumed profits on exchange rate.

The consolidated financial statements and the consolidated non-financial statement were also presented, the latter document prepared in compliance with Legislative Decree 254/2016.

Remuneration report

The Ordinary Shareholders' Meeting, having examined the Report on the remuneration policy and compensation paid drawn up in accordance with the current legal and regulatory provisions:



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* approved the Company's remuneration policy for the 2024 financial year contained in Section One, drawn up pursuant to art. 123-ter, paragraph 3-bis and 3-ter, of the TUF and art. 84-ter of the Issuers' Regulations;

* resolved favorably on the Second Section of the Report with reference to the remuneration paid in the 2023 financial year, pursuant to art. 123-ter, paragraph 6 of the TUF.

Appointment of the Board of Directors

The ordinary Shareholders' Meeting appointed, with the list voting mechanism, the new Board of Directors of Technoprobe S.p.A., determining the number of members at 9 and establishing their term of office at 3 financial years, therefore expiring on the date of Assembly to approve the budget as of 31 December 2026.

The new Board of Directors is composed of the following members: Cristiano Alessandro Crippa, Roberto Alessandro Crippa, Stefano Felici, Nicola Dell'Oro, Giulio Sirtori, Paolo Enrico Dellachà, Susanna Pedretti, Elisabetta Cugnasca, taken from List no. 1 presented by the majority shareholder T-Plus S.p.A., owner of a shareholding representing 67.90% (408,050,000 shares) of the Company's share capital, and Antonio Sanna taken from list no. 2 presented by a group of institutional investors who together hold a shareholding representing 1.16825% (7,021,182 shares) of the Company's share capital.

It should be noted that the list presented by the majority shareholder obtained the 97,274% of the represented votes, while that represented by the group of Shareholders obtained the 4,560% of the represented votes.

The directors Giulio Sirtori, Paolo Enrico Dellachà, Susanna Pedretti, Elisabetta Cugnasca and Antonio Sanna have declared that they meet the independence requirements established by the articles. 147-ter, paragraph 4, and 148, paragraph 3, of the TUF, as well as by the Corporate Governance Code and by the "Rules on the criteria and procedure for assessing the independence of independent directors and statutory auditors and on the limits to the accumulation of offices held by directors" approved by Board of Directors on 26th February, 2024.

The curricula vitae of the members of the Board of Directors are available on the Company's website www.technoprobe.com in the Governance/Shareholders' Meetings section.

The ordinary Shareholders' Meeting also appointed Cristiano Alessandro Crippa as Chairman of the Board of Directors and determined the remuneration due to each director for the activities carried out by them within the Board of Directors at Euro 25,000 gross per year pro rata temporis, plus reimbursement of expenses incurred in connection with the office, without recognition of any amount by way of severance pay, without prejudice to the fact that the Board of Directors will determine the additional compensation for directors invested with particular roles pursuant to article 2389 of the civil code .

As of today, to the best of the Company's knowledge, the following Board Members hold shares in Technoprobe S.p.A.:

- Cristiano Alessandro Crippa directly holds n. 15,286,050 shares;
- Roberto Alessandro Crippa directly holds n. 15,286,050 shares;
- Cristiano Alessandro Crippa, Roberto Alessandro Crippa and Stefano Felici indirectly through T-Plus S.p.A. hold n. 408,050,000 shares;
- Nicola Dell'Oro directly holds n. 1,400 shares.

Appointment of the Board of Statutory Auditors



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The ordinary Shareholders' Meeting appointed, with the list voting mechanism, the new Board of Statutory Auditors of Technoprobe whose mandate will expire on the date of the Shareholders' Meeting to approve the financial statements as of 31 December 2026.

The new Board of Statutory Auditors is composed of the following members: Nadia Fontana (Chairman), taken from list no. 2 presented by a group of institutional investors who together hold a shareholding representing 1.16825% (7,021,182 shares) of the Company's share capital and by Diana Rizzo (Statutory Auditor) and Edoardo Colombo (Statutory Auditor) both drawn from list no. 1 presented by the majority shareholder T-Plus S.p.A., owner of a shareholding representing 67.90% (408,050,000 shares) of the Company's share capital. The Alternate Auditor Roberta Provasi was taken from the majority list, while the Alternate Auditor Marco Pedretti was taken from the minority list.

It should be noted that the list presented by the majority shareholder obtained the 95,330% of the represented votes, while that represented by the group of Shareholders obtained the 4,432% of the represented votes.

The curricula vitae of the members of the Board of Statutory Auditors are available on the Company's website www.technoprobe.com in the Governance/Shareholders' Meetings section.

As of today, as far as the Company is aware, none of the Auditors appear to hold shares in Technoprobe S.p.A..

Restricted Shares Plan 2024-2026

The Assembly approved, pursuant to art. 114-bis, paragraph 1, of the TUF, the suction-based incentive plan called "Restricted Shares Plan 2024-2026", aimed at the subjects identified by the Board of Directors of Technoprobe, among the Directors with delegated powers, the Managers with Strategic Responsibilities, as well as other workers with strategic roles of the Company or its subsidiaries.

The characteristics of the "Restricted Shares Plan 2024-2026" are illustrated in the Information Document prepared by the Company pursuant to art. 114-bis of Legislative Decree 24 February 1998 n. 58, of the art. 84-bis, paragraph 1, of Consob Regulation no. 11971 of 14 May 1999 and according to Scheme no. 7 of Annex 3A to the Issuers' Regulation, made available to the public at the registered office, on the Company's website www.technoprobe.com section Governance/Shareholders' Meetings and at the authorized storage mechanism "eMarket Storage" which can be consulted at www.emarketstorage.com

Approval of the proposal to authorize the purchase and disposal of treasury shares

The Assembly approved, pursuant to articles 2357 and 2357-ter of the Civil Code and 132 of the TUF, the proposal to purchase, on one or more occasions, within 18 months from the date of the resolution, of Technoprobe S.p.A. ordinary shares, up to a maximum number which, taking into account the ordinary shares held from time to time in the portfolio by the Company and its subsidiaries, does not overall exceed 1% (one percent) of the share capital of the Company on the date on which the purchase takes place - for a maximum overall value of the purchase deeds equal to Euro 50,000,000, within the limits of the distributable profits and available reserves resulting from the latest financial statements approved at the time of the purchase carrying out each operation, as well as in compliance with the provisions of article 2357, paragraph 3, of the Civil Code.

The authorization proposal is requested, in general, to provide the Company with a tool of strategic flexibility to be used for one or more of the following purposes:

- (i) support the liquidity of the Company's stock, as well as regularize the performance of negotiations and prices, also pursuant to and for the effects of the relevant market practice permitted by Consob;
- (ii) operate with a medium and long-term investment perspective;



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(iii) establish a so-called "securities stock" to dispose of, dispose of and/or use shares as part of extraordinary corporate/financial operations; as well as

(iv) fulfill obligations deriving from any stock option plans, stock grants, performance shares and in general share-based incentive plans;

it being understood that, if the reasons that led to the purchase cease to exist, the treasury shares purchased in execution of this authorization may be allocated to one of the other purposes indicated above and/or sold.

As of today, the Company holds n. 1,500,000 treasury shares.

Assembly Regulations

The Assembly also approved the Assembly Regulations in the text proposed by the Board of Directors, which has the purpose of regulating, in compliance with the provisions of the Law and the Articles of Association, the conduct of the Assembly (ordinary and extraordinary) of the Shareholders of the Society. The text of the Assembly Regulations is available on Company website www.technoprobe.com Governance/Shareholders' Meetings section.

Delegation to the Board of Directors to increase the share capital pursuant to articles. 2443 and 2420-ter of the Civil Code

In extraordinary session and after revoking the delegation granted by the Assembly of 6 April 2023 for the part not executed, the Shareholders' Meeting approved the granting of the delegation to the Board of Directors to increase the share capital, to be exercised within a period of five years from the date of the meeting resolutions, for a maximum nominal amount of Euro 650,000 plus share premium, by issuing maximum no. 65,000,000 ordinary shares (i) to increase the paid share capital, also in divisible form, with or without warrants and also to service the exercise of warrants, pursuant to art. 2443 of the Civil Code, also with exclusion or limitation of the right of option pursuant to art. 2441, paragraphs 4, 5 and 8, of the Civil Code, and (ii) to issue bonds convertible into ordinary shares of the company, pursuant to art. 2420-ter of the Civil Code, for a maximum overall amount of Euro 585,000,000, together with the right to decide on the related capital increase to service the conversion for a maximum of no. 65,000,000 ordinary shares, also with exclusion or limitation of the option right pursuant to art. 2441, paragraph 5, of the Civil Code. As a result of the granting of the aforementioned delegation, article 6 of the Company's Articles of Association was amended.

Amendment of the articles 16 (assemblies by means of telecommunications and designated representative) and art. 19 (Board of Directors) of the Company Statute

Finally, in the extraordinary session, the Assembly resolved the following statutory amendments:

(A) Amendment of Article 16, in order to introduce into the bylaws itself:

(i) the possibility of holding ordinary and extraordinary meetings using telecommunications exclusively (even without indicating the physical location of the meeting);

(ii) the possibility of expressing the meeting vote electronically;

(iii) the possibility of holding ordinary and extraordinary meetings with the exclusive intervention of the designated representative referred to in the art. 135-undecies of Legislative Decree 58/1998 ("TUF"), where permitted by and in compliance with the legislation, including regulatory provisions, in force pro tempore;

(B) Amendment of Article 19, in order to modify the maximum number of members of the Board of Directors, increasing it from 9 (nine) to 11 (eleven).



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More information

The Consolidated financial statements as of 31 December 2023 are available at the registered office and on the website www.technoprobe.com, Investor Relations/Financial Statements Section. The minutes of the ordinary and extraordinary meeting of Technoprobe S.p.A. will be made available to the public at the registered office and published on the Company's website www.technoprobe.com, Governance/Shareholders' Meetings section, as well as on the authorized storage mechanism "eMarket STORAGE" which can be consulted at www.emarketstorage.it within the terms established by current legislation. The summary report of the votes will be made available on the Company's website pursuant to art. 125-quater of the TUF within five days of the date of the Meeting.

This press release is available on the Technoprobe website <https://www.technoprobe.com>, in the Investor Relations section and on the authorized storage mechanism "eMarket Storage" (www.emarketstorage.it).

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Technoprobe Group

Technoprobe is a leading company in the semiconductor and microelectronics industry. Established in 1996, Technoprobe specializes in the design and creation of electro-mechanical interfaces called Probe Cards for testing chip operation. Probe Cards are high-tech devices - tailor-made to the specific chip - that allow you to test the functioning of chips during their construction process. These are technological projects and solutions that guarantee the functioning and reliability of devices that play a decisive role in the Information Technology, 5G, Internet of Things, home automation, automotive and aerospace industries.

Technoprobe has its headquarters in Italy, in Cernusco Lombardone (LC). The Group has 21 offices worldwide, 4 research centers and more than 600 proprietary patents. Since 2 May 2023, Technoprobe has been listed on the Euronext Milan market. For more information: www.technoprobe.com

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