



Technoprobe SpA

Registered office Via Cavalieri di Vittorio Veneto, 2 23870, Cernusco Lombardone (LC)

Share capital Euro 6,532,608.70 fully paid

Tax Code and Registration Number in the Como-Lecco Company Register n. 02272540135 - REA LC-283619

EXPLANATORY REPORT OF THE BOARD OF DIRECTORS ON ITEM NO. 1 ON THE AGENDA

ORDINARY SHAREHOLDERS' MEETING

APRIL 29, 2025

1. *Financial Statements as of December 31, 2024:*

1.1 *approval of the financial statements for the year ended 31 December 2024, accompanied by the Board of Directors' Report on Management, the Board of Statutory Auditors' Report and the Auditing Firm's Report. Presentation of the Consolidated Financial Statements as of December 31, 2024;*

1.2 *destination of the operating result.*

Website

www.technoprobe.com- "Governance/Shareholders' Meetings" section

Approved by the Board of Directors on March 24, 2025

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.

REPORT OF THE BOARD OF DIRECTORS TO THE ORDINARY MEETING

Dear Shareholders,

we make available to you, at the registered office and on the website of Technoprobe SpA (“Technoprobe” or the “Company”) at the address www.technoprobe.com section “Governance/Shareholder Meetings” and at the authorized storage mechanism called “eMarketStorage” (www.emarketstorage.it), pursuant to Article 125-ter of Legislative Decree no. 58 of 24 February 1998 and subsequent amendments (the “TUF”) and Article 84-ter of Consob Regulation no. 11971 of 14 May 1999 (the “Issuers Regulation”), an explanatory report on the matter placed at item 1 on the agenda of the ordinary Shareholders' Meeting called for 5:00 p.m. on 29 April 2025 in a single call.

Agenda item 1 –Financial Statements as of December 31, 2024:

- 1.1 approval of the financial statements for the year ended 31 December 2024, accompanied by the Board of Directors' Report on Management, the Board of Statutory Auditors' Report and the Auditing Firm's Report. Presentation of the Consolidated Financial Statements as of December 31, 2024;**
- 1.2 destination of the operating result.**

In relation to the first item on the agenda in the ordinary part, you are called to the Meeting to approve the Financial Statements for the year ended 31 December 2024, the draft of which was approved by the Board of Directors of the Company on 24 March 2025. The Financial Statements include the Board of Directors' Report on the performance of operations, the Report of the Board of Statutory Auditors, the Report of the Independent Auditors and the Certification of the Manager Responsible for the Preparation of Corporate Accounting Documents pursuant to art. 154-bis, paragraph 5, of the TUF.

In this regard, it is reported to the Shareholders that the Financial Statements of Technoprobe as of December 31, 2024 have been prepared in accordance with the international accounting principles (IFRS) in force as of December 31, 2024, issued by the International Accounting Standard Board (IASB) and adopted pursuant to the provisions of Italian and European law, in force and applicable at the time.

The Company's financial statement as of December 31, 2024 closes with a positive net result of Euro 115,786,931.56.

The consolidated financial statements of the Company closed on 31 December 2024, also drawn up in accordance with the international accounting principles (IFRS) in force on 31 December 2024, which close with a positive net result of Euro 62,792,134, will also be illustrated at the meeting. The consolidated financial statements of the Technoprobe Group as of 31 December 2024 were examined and approved by the Board of Directors of the Company which met on 24 March 2025.

Furthermore, the Board of Directors draws to your attention the consolidated sustainability reporting, drawn up pursuant to Legislative Decree no. 125 of 6 September 2024, which, starting from this financial year, constitutes a specific section of the Board of Directors' Report on the performance of operations, which, as anticipated, is included in the draft financial statements - examined and approved by the Board of Directors of the Company meeting on 24 March 2025 - and therefore made available to the control bodies (i.e., the Board of Statutory Auditors and the Independent Auditors) for the activities of their respective competence.

A copy of the documentation required pursuant to the applicable laws and regulations and, in particular, a copy of the file relating to the financial statements and consolidated financial statements closed on 31 December 2024, together with the report of the Board of Statutory Auditors and the Auditing Company responsible for the legal audit of the accounts (to which reference is made for further information), [is/will be] filed at the registered office, on the Company's website at the address www.technoprobe.com in the

“Governance/Shareholder Meetings” section, as well as at the authorised storage mechanism, within the terms set by the current legislative and regulatory provisions, together with the annual report on corporate governance and ownership structures, available to anyone who wishes to view it.

In relation to the second topic of the first item on the agenda, you are called to the Assembly to deliberate the allocation of the operating result. In particular, the financial statement of Technoprobe at 31 December 2024 closes with a positive net result equal to Euro 115,786,932.

In relation to the results achieved, we propose to allocate the positive net result of Euro 115,786,931.56 as follows:

- for Euro 104,521.74 to legal reserve;
- for Euro 14,855,852.43 to the “Reserve for unrealised exchange gains;
- for Euro 100,826,557.39 to the specific budget reserve “Retained earnings.

In light of the above, the Board of Directors submits the following proposals for your approval:

1.1 approval of the financial statements for the year ended 31 December 2024, accompanied by the Board of Directors' Report on Management, the Board of Statutory Auditors' Report and the Auditing Firm's Report. Presentation of the Consolidated Financial Statements as of December 31, 2024;

“The ordinary meeting of the Shareholders of Technoprobe SpA,

- > having examined the financial statements for the financial year ended 31 December 2024 and the related reports presented by the Board of Directors, the Board of Statutory Auditors and the Auditing Company;*
- > having acknowledged the consolidated financial statements closed on 31 December 2024 and the related reports presented by the Board of Directors, the Board of Statutory Auditors and the Auditing Company;*
- > having taken note of the certification referred to in article 154-bis, paragraph 5, of Legislative Decree no. 58 of 24 February 1998;*

resolution

to approve, both as a whole and in the individual items, the financial statements for the year ended 31 December 2024, as presented by the Board of Directors, which show a positive net result of Euro 115,786,931.56.”

1.2 Destination of the operating result

“The ordinary meeting of the Shareholders of Technoprobe SpA,

- > having examined the financial statements for the year ended 31 December 2024, in the draft presented by the Board of Directors and accompanied by the relevant reports presented by the Board of Directors, the Board of Statutory Auditors and the Auditing Company, which shows a positive net result of Euro 115,786,932;*
- > having examined the explanatory report of the Board of Directors;*

resolution

to allocate the Company's positive net result of Euro 115,786,931.56 as follows:

- *for Euro 104,521.74 to the legal reserve;*
- *for Euro 14,855.852.43. to the "Reserve for unrealized exchange gains;*
- *for Euro 100,826,557.39 to the specific budget reserve "Profits carried forward".*