



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. 2 ON THE AGENDA

ORDINARY SHAREHOLDERS' MEETING

APRIL 29, 2025

2. Report on the remuneration policy and compensation paid:

2.1 approval of the first section of the report pursuant to art. 123-ter, paragraphs 3-bis and 3-ter of Legislative Decree 24 February 1998, n. 58;

2.2 resolutions relating to the second section of the report pursuant to art. 123-ter, paragraph 6 of Legislative Decree 24 February 1998, n. 58.

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, as amended (the “TUF”) and Article 84-ter of Consob Regulation no. 11971 of 14 May 1999, as amended (the “Issuers Regulation”), an explanatory report on the matter included in item 2 on the agenda of the ordinary Shareholders' Meeting called for 5:00 p.m. on 29 April 2025 in a single call.

Agenda item 2 –Report on remuneration policy and compensation paid:

2.1 approval of the first section of the report pursuant to art. 123-ter, paragraphs 3-bis and 3-ter of Legislative Decree 24 February 1998, n. 58;

2.2 resolutions relating to the second section of the report pursuant to art. 123-ter, paragraph 6 of Legislative Decree 24 February 1998, n. 58.

In relation to the second item on the agenda, the Board of Directors presents the report on the remuneration policy and compensation paid (the “Remuneration Report”) drawn up in accordance with the provisions of art. 123-ter of the TUF, art. 84-quater and Annex 3A, Scheme 7-bis of the Issuers' Regulation and art. 5 of the Corporate Governance Code adopted by the Corporate Governance Committee of Borsa Italiana SpA (the “Corporate Governance Code”), which the Company adheres to, and approved, within its scope of competence, by the Board of Directors on 24 March 2025.

The Assembly convened to approve the financial statements is required to approve, with a binding vote, the first section of the Remuneration Report (“Remuneration Policy for the 2025 financial year”) and to deliberate in favor or against the second section of the same (“Report on compensation paid in the 2024 financial year”). This latter resolution is not binding.

The Remuneration Report will be made available to the public, within the terms of the law, at the registered office and on the Company's website at www.technoprobe.com section “Governance/Shareholder Meetings” and at the authorized storage mechanism called “eMarketStorage” (www.emarketstorage.it). Therefore, reference is made to the same.

2.1 Approval of the first section of the report pursuant to art. 123-ter, paragraphs 3-bis and 3-ter of Legislative Decree 24 February 1998, n. 58.

The first section of the Remuneration Report illustrates the Company's policy regarding the remuneration of members of the administrative bodies, general managers, managers with strategic responsibilities and - without prejudice to the provisions of art. 2402 of the Italian Civil Code - members of the supervisory body - with reference to the 2025 financial year, as well as the procedures used for the adoption and implementation of this policy.

In light of the above, we therefore submit the following proposed resolutions for your approval:

“The Ordinary Shareholders' Meeting of Technoprobe SpA,

- > having examined the first section of the report on the remuneration policy and compensation paid approved, within its scope of competence, by the Board of Directors of the Company on 24 March 2025, upon proposal of the Nominations and Remuneration Committee which met on 14 March 2025, pursuant to art. 123-ter of the TUF and art. 84-quater and Annex 3A, Scheme 7-bis of the Issuers' Regulation;*
- > whereas, pursuant to art. 123-ter, paragraphs 3-bis and 3-ter of Legislative Decree 24 February 1998, n. 58, as subsequently amended and integrated, the Assembly is called to express a binding vote on the first section of the report on the remuneration policy and the compensation paid*

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- to approve the first section of the report on the remuneration policy and compensation paid containing the Company's policy on the remuneration of members of the administrative bodies, managers with strategic responsibilities and members of the control bodies with reference to the 2025 financial year.”*

2.2 Resolutions relating to the second section of the report pursuant to art. 123-ter, paragraph 6 of Legislative Decree 24 February 1998, n. 58.

The second section of the Remuneration Report provides the following information for directors, auditors and in aggregate form for other managers with strategic responsibilities (“DiRS”):

- (i) an adequate representation of each of the items that make up the remuneration, including the treatments envisaged in the event of cessation of office or termination of the employment relationship; and
- (ii) an analytical indication of the compensation paid in the 2024 financial year for any reason and in any form by the Company and its subsidiaries or affiliates, indicating any components of the compensation that are attributable to activities carried out in financial years prior to 2024 (and also highlighting the compensation to be paid in one or more subsequent financial years in relation to the activity carried out in the 2024 financial year, possibly indicating an estimated value for the components that cannot be objectively quantified in the 2024 financial year).

In light of the above, we therefore submit the following proposed resolutions for your approval:

“The Ordinary Shareholders' Meeting of Technoprobe SpA,

- > having examined the second section of the report on the remuneration policy and compensation paid approved, within its scope of competence, by the Board of Directors of the Company on 24 March 2025, upon proposal of the Nominations and Remuneration Committee which met on 14 March 2025, pursuant to art. 123-ter of the TUF and art. 84-quater and Annex 3A, Scheme 7-bis of the Issuers' Regulation;*
- > whereas, pursuant to art. 123-ter, paragraph 6 of Legislative Decree 24 February 1998, n. 58, as subsequently amended and integrated, the Assembly is called to express a non-binding vote on the second section of the report on the remuneration policy and the compensation paid*

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- *in a favorable sense on the second section of the aforementioned report on the remuneration policy and the compensation paid which illustrates the compensation paid in the 2024 financial year to the directors, auditors and, in aggregate form, to the other managers with strategic responsibilities.*