



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. 3 ON THE AGENDA

ORDINARY SHAREHOLDERS' MEETING

APRIL 29, 2025

3. *Increase in the compensation of the members of the Board of Directors.
Related and consequent resolutions.*

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 included in item 3 of the agenda of the ordinary Shareholders' Meeting called for 29 April 2025 at 5:00 p.m. in a single call.

Agenda item #3 –Increase in the compensation of the members of the Board of Directors. Related and consequent resolutions.

In relation to the third item on the agenda, you are called to the Meeting to examine and approve the proposal for the integration - for the current financial year and until the date of the Board of Directors' term of office, set at the date of the Meeting called to approve the financial statements at 31 December 2026 - of the compensation of the members of the Board of Directors resolved, pursuant to Article 2389 of the Civil Code, by the Shareholders' Meeting of 24 April 2024.

In this regard, it is recalled that on 24 April 2024 the Shareholders' Meeting determined the compensation due to the directors for the activities carried out by them within the Board of Directors at Euro 25,000 (twenty-five thousand) gross per year pro rata temporis for each director, in addition to the reimbursement of expenses incurred by reason of the office, without recognition of any amount as severance pay, it being understood that such compensation does not include the additional remuneration in favour of directors invested with particular roles pursuant to Article 2389, paragraph 3, of the Civil Code.

That said, taking into account (i) the assessments made regarding the significant growth in terms of organizational structure and complexity achieved by the Group and (ii) the comparison and benchmark analysis activities also aimed at developing the Group's remuneration policy, the Nomination and Remuneration Committee, which met on 24 January 2024, recommended that the Board of Directors evaluate an evolutionary scenario regarding the remuneration of the members of the Board of Directors that is better aligned with the Group's market positioning, including at an international level.

The Board of Directors – having taken note of the recommendations of the Nomination and Remuneration Committee – deems it appropriate to propose to the Shareholders an increase in the compensation due to the directors, for the 2025 financial year and until the date of the Board of Directors' term of office, set at the date of the Shareholders' Meeting called to approve the financial statements at 31 December 2026, from Euro 25,000 (twenty-five thousand) to Euro 40,000 (forty thousand) gross per year pro rata temporis for each director, in addition to reimbursement of expenses incurred by reason of the office, without recognition of any amount as severance pay, it being understood that such compensation does not include the remuneration in favour of directors invested with particular roles, pursuant to and for the purposes of art. 2389, paragraph 3, of the Civil Code.

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

“The ordinary shareholders' meeting of Technoprobe SpA, having examined the explanatory report of the Board of Directors

resolution

- *to increase the compensation due to the directors for the activities carried out by them within the Board of Directors attributed to the Board of Directors in the Meeting of 24 April 2024, for the 2025 financial year and until the date of the Board of Directors' term of office, set at the date of the Meeting*

called to approve the financial statements at 31 December 2026, from Euro 25,000 (twenty-five thousand) gross per year pro rata temporis for each director, to Euro 40,000 (forty thousand) gross per year pro rata temporis for each director, in addition to the reimbursement of expenses incurred by reason of the office, without recognition of any amount as severance pay, it being understood that the Board of Directors will determine the additional compensation for the directors invested with particular roles pursuant to Article 2389 of the Civil Code”