



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. 4 ON THE AGENDA

ORDINARY SHAREHOLDERS' MEETING

APRIL 29, 2025

4. *Appointment of a director following resignation. 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 4 of the agenda of the ordinary Shareholders' Meeting called for 5:00 p.m. on 29 April 2025 in a single call.

Agenda item 4 –Appointment of a director following resignation. Related and consequent resolutions.

In relation to the fourth item on the agenda, you are called to the Meeting to deliberate on the integration of the Board of Directors following the resignation of Paolo Enrico Dellachà, independent director pursuant to art. 148, paragraph 3, of the TUF and art. 2 of the Corporate Governance Code adopted by the Corporate Governance Committee of Borsa Italiana SpA (the “Corporate Governance Code”) to which the Company adheres, as well as member of the Nomination and Remuneration Committee. Director Paolo Enrico Dellachà was elected from the majority list presented by the shareholder T-PLUS SpA

We remind you that, (i) pursuant to art. 19 of the Articles of Association, the Company is managed by a Board of Directors composed of a minimum of 3 (three) and a maximum of 11 (eleven) members and that the Shareholders' Meeting of 24 April 2024 determined the number of members of the Board of Directors at 9 (nine); and (ii) the Board of Directors currently in office was appointed by the Ordinary Shareholders' Meeting of 24 April 2024 and will remain in office until the date of the Shareholders' Meeting called to approve the financial statements for the year ended 31 December 2026.

Pursuant to art. 19 of the Articles of Association, since the entire Board of Directors does not have to be elected, the Assembly is required to deliberate with the majorities required by law to appoint the director, and the list voting mechanism does not apply.

Pursuant to art. 2386 of the Civil Code, the director thus appointed will expire together with those currently in office and, therefore, until the approval of the financial statements for the year ended 31 December 2026 and, for the duration of the office, the same will be entitled to the compensation due to the other members of the Board of Directors, as may be modified by the meeting with a resolution relating to point [•] on the agenda.

Please remember that the integration of the Board of Directors must take place by ensuring (i) the presence of the necessary number of directors in possession of the independence requirements established by law and the Articles of Association and (ii) compliance with the regulations in force at the time regarding gender balance.

In light of the above, we invite you to proceed with the integration of the Board of Directors by appointing a director.

The candidacy proposal may be presented, in the manner indicated in the notice of call for resolution proposals on matters already on the agenda, by the entitled shareholders and must be accompanied by the documentation and information required by the Articles of Association and by the applicable legislation.

In particular, such proposal must be accompanied by the declarations with which the individual candidate accepts his/her candidacy and certifies, under his/her own responsibility, the non-existence of causes of ineligibility and incompatibility, as well as the existence of the requirements prescribed for the respective positions; (ii) a curriculum vitae regarding the personal and professional characteristics of the candidate with the possible indication of the suitability of the same to be qualified as independent and of the administrative

and control positions held in other companies; (iii) the additional information, required by the provisions of law and regulations applicable from time to time, indicated in the notice of the meeting.