



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 TOPIC NO. 5 ON THE AGENDA

ORDINARY SHAREHOLDERS' MEETING APRIL 29, 2025

5. *Approval pursuant to Article 114-bis of Legislative Decree 58/1998 of the incentive plan called "Performance Shares Plan 2025-2027".*

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

Agenda item 5 –Approval pursuant to Article 114-bis of Legislative Decree 58/1998 of the incentive plan called “Performance Shares Plan 2025-2027”.

In relation to the fifth item on the agenda, the Board of Directors, with the support and opinion of the Nomination and Remuneration Committee, resolved to submit to the Ordinary Shareholders' Meeting for approval, pursuant to art. 114-bis, paragraph 1, of the TUF, an incentive plan called “Performance Share Plan 2025-2027”, aimed at individuals identified by the Board of Directors of Technoprobe, after hearing the opinion of the Nomination and Remuneration Committee, among the Directors with delegated powers, the Managers with Strategic Responsibilities, as well as other employees with strategic roles in the Company or in subsidiaries, to be submitted, pursuant to art. 114-bis of the TUF, for approval by the shareholders' meeting of Technoprobe, which will be convened for 29 April 2025 (in a single call).

For a description of the Incentive Plan, please refer to the information document prepared pursuant to art. 114-bis, paragraph 1, of the TUF, art. 84-bis and Annex 3A, scheme 7 of the Issuers' Regulation. The information document relating to the Incentive Plan is included in its entirety in the attachment.

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

“The Ordinary Shareholders' Meeting of Technoprobe SpA,

- having taken note of the explanatory report of the Board of Directors;*
- having examined the information document prepared pursuant to art. 114-bis of the TUF and art. 84-bis of the Issuers Regulation (the “Information Document”)*

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- 1) to approve the 2025-2027 Performance Shares Plan, as described in the Information Document;*
- 2) to confer on the Chairman of the Board of Directors, the Vice Chairman and the Chief Executive Officer, even severally, and with the power to sub-delegate, all the powers necessary to implement this resolution and file it for registration in the Company Register, accepting and introducing therein any formal and non-substantial modifications, additions or deletions, possibly requested by the competent Authorities.”*