

Informazione Regolamentata n. 20250-15-2025	Data/Ora Inizio Diffusione 28 Marzo 2025 10:00:34	Euronext Milan
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Societa' : TECHNOPROBE

Identificativo Informazione : 203139
Regolamentata

Utenza - Referente : TECHNOPROBEN04 - Di Terlizzi

Tipologia : REGEM

Data/Ora Ricezione : 28 Marzo 2025 10:00:34

Data/Ora Inizio Diffusione : 28 Marzo 2025 10:00:34

Oggetto : Notice of call for ordinary shareholders' meeting

Testo del comunicato

Vedi allegato



Technoprobe S.p.A.
Via Cavalieri di Vittorio Veneto, 2
23870, Cernusco Lombardone (LC) - Italy
www.technoprobe.com

Technoprobe S.p.A.

Registered Office Via Cavalieri di Vittorio Veneto no. 2 – 23870
Cernusco Lombardone (LC)
Share Capital Euro 6,532,608,70 fully paid-in
Fiscal Code and VAT Number no. 02272540135

NOTICE OF CALL FOR ORDINARY SHAREHOLDER MEETING

Shareholders entitled to attend and vote are called to an ordinary Shareholders' Meeting to be held at **5:00 p.m. on 29 April 2025**, in a single call, to discuss and resolve on the following

AGENDA

1. Financial statements at 31 December 2024:
 - 1.1. approval of the Financial Statements at 31 December 2024, accompanied by the Report of the Board of Directors, the Report of the Board of Statutory Auditors and the Report of the Independent Auditors. Presentation of the Consolidated Financial Statements at 31 December 2024;
 - 1.2. allocation of the operating surplus.
2. Report on remuneration policy and remuneration 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 related to the second section of the report pursuant to art. 123-ter, paragraph 6 of Legislative Decree no. 58 of 24 February 1998.
3. Increase in the remuneration of members of the Board of Directors. Related and consequent resolutions.
4. Appointment of a director following resignation. Related and consequent resolutions.
5. Approval pursuant to article 114-bis of Legislative Decree no. 58/1998 of the incentive plan called "*Performance Shares Plan 2025-2027*".
6. Authorization to purchase and dispose of treasury shares, pursuant to and for the purposes of Articles 2357 and following of the Italian Civil Code and pursuant to and for the purposes of art. 132 of the Legislative Decree 24 February 1998, n. 58 and of the art. 144-bis of the CONSOB Regulation adopted by Resolution No. 11971/1999 and subsequent amendments. Related and consequent resolutions.

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PROCEDURE FOR CONDUCTING THE SHAREHOLDERS' MEETING

In accordance with the provisions of art. 2370, paragraph 4, of the Civil Code and article 16, paragraph 3, of the Company's ByLaws, persons entitled under law to participate in the



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Shareholders' Meeting (e.g., the members of the corporate bodies, the designated representative, the representatives of the auditing company and the secretary of the meeting) may intervene exclusively by means of telecommunication that guarantee their identification; in any event, it is not necessary for the Chairman of the meeting and the person responsible for recording to be at the same place.

The instructions for participation in the Shareholders' Meeting will be made known by the Company to the aforementioned parties.

Moreover, pursuant to art. 135-*undecies*.1 of the Legislative Decree No. 58/1998 and in accordance with what is allowed by art. 16, last paragraph of the company's ByLaws, the intervention of those entitled to vote in the Shareholders' Meeting may be made exclusively through the representative designated pursuant to article 135-*undecies* of the Legislative Decree no. 58/98 and s.m.i. (the "Italian Consolidate Law on Finance"), that is to say through Monte Titoli S.p.A. with registered office in Milan, Piazza degli Affari 6 (the "**Designated Representative**"), in accordance with the legal provisions and current regulations, as further specified below.

Any changes and/or additions to the information in this notice of call will be made available in a timely manner through the Company's website and by the other means allowed by law.

SHARE CAPITAL INFORMATION AT THE DATE OF THE NOTICE OF CALL

The share capital subscribed and paid-in is equal to Euro 6,532,608.70 and it is divided into no. 653,260,870 ordinary shares without a nominal value, of which no. 231,907,609 with one vote right per each and no. 421,353,261 have obtained the increase of the voting rights pursuant to art. 7 of Company's ByLaws, and, therefore, with two vote rights per each. At the date of the present notice of call, the total number of voting rights is equal to no. 1,074,614,131. The Company holds no. 6,532,608 of treasury shares.

ENTITLEMENT TO INTERVENE AND EXERCISE OF VOTING RIGHTS

In accordance with Article 83-*sexies* of the Italian Consolidated Law on Finance and Article 16 of the Company's ByLaws, the right to attend the Shareholders' Meeting and to exercise the voting rights – which may be exercised exclusively through the Appointed Representative – is subject to the receipt by the Company, of the communication issued by an authorised intermediary under the law in force, to be requested by each person entitled, attesting the ownership of the Shares on the basis of the evidence of its accounting records relating to the end of the accounting day of the seventh open market day preceding the date of the Shareholders' Meeting (i.e. **April 16, 2025**, so called *record date*). The crediting and debiting records made on the accounts after that date are not relevant for the purposes of entitlement to vote in the Shareholders' Meeting. Therefore, those who will be holders of the shares only after the *record date* will not have the right to attend and vote in the Shareholders' Meeting.

The intermediary's statement must be received by the Company within the end of the third trading day prior to the date of the Shareholders' Meeting and, therefore, within April 25, 2025. However, shareholders will be entitled to attend and vote if the Company receives the statements after that date but before the meeting is called to order.



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There are no procedures for voting by post or by electronic means.

ATTENDANCE AT THE SHAREHOLDERS' MEETING BY GRANTING A PROXY TO THE APPOINTED REPRESENTATIVE

In accordance with art. 135-*undecies*.1 of the Italian Consolidate Law on Finance and art. 16, last paragraph, of the Company's Bylaws, the intervention in the Assembly of those who are entitled to vote is allowed exclusively through the Appointed Representative. The proxy can be conferred, at no cost to the delegate (except for any shipping costs), with voting instructions on all or some of the proposals on the agenda.

The proxy must be granted with using the specific proxy form available, and the instructions for completing and sending it, on the Company's website at the address <https://www.technoprobe.com/company/governance/shareholders-meetings>.

The proxy with the voting instructions must be received by the Appointed Representative, together with a copy of a currently valid identity document of the Delegating Shareholder or, if the Delegating Shareholder is a legal person, of the legal representative *pro tempore* or other person with appropriate powers, together with documentation attesting such person's title and powers, within the end of the second trading day prior to the date of the Shareholders' Meeting (i.e., within April 25, 2025), through one of the following methods: (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address RD@pec.euronext.com (subject "Proxy for Technoprobe April 2025 Shareholders' Meeting") from the person's own certified e-mail address (or, failing that, from the person's ordinary e-mail address, in which case the proxy with the voting instructions must be signed with a qualified electronic or digital signature); or (ii) transmission of the original, by courier or registered mail with acknowledgement of receipt, to the address Monte Titoli S.p.A. – c.a. Ufficio Register & AGM Services, Piazza degli Affari no. 6, 20123, Milan (Ref. "Proxy for Technoprobe April 2025 Shareholders' Meeting") and sending an electronically reproduced copy (PDF) in advance by ordinary e-mail to RD@pec.euronext.com (subject "Proxy for Technoprobe April 2025 Shareholders' Meeting"). The proxy and voting instructions may be revoked before the end of the second trading day preceding the date set for the Shareholders' Meeting (i.e., within **April 25, 2025**) in the manner set out above.

Shares for which a proxy has been given in whole or in part are calculated for the purposes of determining whether the Shareholders' Meeting was duly called and a meeting quorum is present. The proxy will have no effect for agenda items for which no voting instructions were given.

As provided for by art. 135-*undecies*.1 of the Italian Consolidate Law on Finance, as an exception to art. 135-*undecies*, paragraph 4, of the Italian Consolidate Law on Finance, those who do not intend to use the procedure provided for in art. 135-*undecies* of the Italian Consolidate Law on Finance, may, alternatively, attending granting to the same Designated Representative with a proxy or sub-proxy pursuant to Article 135-*novies* of the Italian Consolidated Law on Finance, which must contain voting instructions on all or some of the proposals on the agenda, by using the proxy/sub-proxy form available on the Company's website at www.technoprobe.com.

Those proxies and sub-proxies must be sent in the manner indicated above and on the proxy form. The proxy must be received by 6:00 p.m. on the day before the Shareholders' Meeting (and in any



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case before the meeting is called to order). The proxy and voting instructions may be revoked in the manner indicated above before that deadline.

For clarifications on granting the proxy to the Appointed Representative (and specifically on completing the proxy form and the voting instructions and their transmission), Monte Titoli may be contacted by e-mail at RegisterServices@euronext.com or at the following telephone numbers (+39) 02.33635810 (9:00 a.m. to 5:00 p.m. on business days).

ADDITION OF THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR RESOLUTIONS PURSUANT TO ART. 126BIS, PARAGRAPH 1, FIRST SENTENCE, OF THE ITALIAN CONSOLIDATED LAW ON FINANCE

Pursuant to Article 126-*bis* of the Italian Consolidated Law on Finance and to Article 12 of the Articles of Association, shareholders who individually or jointly hold at least 2.5% of the share capital may, within ten days of the publication of this notice of call (i.e., within **April 8, 2025**), requests that items be added to the agenda, submitting in the application the new proposed items, or submit proposals for deliberations on the matter already provided in the agenda by this notice of call.

The shareholders, in favour of which the Company has received a specific communication made, pursuant to Article 83-*sexies*, paragraph 1, of Italian Consolidated Law on Finance by an authorized intermediary in accordance with current legislation, are entitled to request the addition of the agenda.

Within the aforementioned ten-day period, the proposing shareholders must submit a report setting out the reasons for the proposed deliberations on the new subjects which they propose to deal with or the reasons for the further proposals for deliberations on the matter already on the agenda. The addition of the agenda is not allowed for matters on which the Shareholders' Meeting deliberates, in accordance with law, on a proposal from the directors or on the basis of a draft or report prepared by them, other than those indicated in Article 125-*ter*, paragraph 1, of Italian Consolidated Law on Finance.

Requests for additional items or further proposal for new resolutions on the items of the agenda must be sent to the Company in writing, accompanied by information that identifies the shareholders submitting the request, indicating the total percentage of shares held and a reference to the statement that the intermediary sent to the Company in accordance with law, by registered letter to the Company's registered office, Via Cavalieri di Vittorio Veneto 2 – 23870 Cernusco Lombardone (Lecco), to the attention of Chairman of the Board of Directors, or electronically by sending it to the following certified e-mail address: technoprobespa@promopec.it.

Any additions to the agenda or the possible submission of further proposals for resolutions will be announces by the Company, in the same manner as this notice, at least fifteen days before the Shareholders' Meeting (i.e. **April 14, 2025**). At the same time, the reports of the requesting or proposing shareholders, accompanied by any evaluations of the Board of Directors, will also be made available to the public at the registered office and on the Company's website <https://www.technoprobe.com/company/governance/shareholders-meetings> and at the storage mechanism called "eMarketSTORAGE" (www.emarketstorage.com).



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PRESENTATION OF NEW PROPOSALS FOR RESOLUTIONS PURSUANT TO ART. 126-BIS, PARAGRAPH 1, PENULTIMATE SENTENCE, AND ARTICLE 135-UNDECIES.1 OF THE ITALIAN CONSOLIDATED LAW ON FINANCE

Since the participation of the Shareholders in the Shareholders' Meeting takes place exclusively through the Representative Designated pursuant to article 135-*undecies* of the Italian Consolidate Law on Finance and article 16 of the Company's ByLaws and, therefore, without physical participation by the shareholders, those entitled to vote may submit proposals for resolutions to the Company on matters on the agenda of the Shareholders' Meeting - pursuant to art. 126-*bis*, paragraph 1, penultimate period, of the Italian Consolidate Law on Finance and art. 135-*undecies*.1, paragraph 2 of the Italian Consolidate Law on Finance - by the fifteenth day prior to the Assembly and then by **April 14, 2025**.

The submission of new proposals for resolutions on matters on the agenda, together with the appropriate documentation to prove ownership of the participation, must be submitted in writing, indicating as a reference "*Proposals for resolutions pursuant to art. 126-bis, paragraph 1, penultimate period, and to art. 135-undecies.1 comma 2 of the ITALIAN CONSOLIDATE LAW ON FINANCE*", by registered letter at the registered office of the Company, Via Cavalieri di Vittorio Veneto n. 2 – 23870 Cernusco Lombardone (Lecco), to the attention of the Chairman of the Board of Directors, or electronically, by sending to the following certified e-mail address technoprobepa@promopec.it.

The aforesaid proposals, formulated in a clear and complete manner, must indicate the item on the agenda of the Shareholders' Meeting to which they relate and the text of the proposed resolution. The proposal for resolutions received by the Company within the terms and conditions described above will be published on the Company's website at www.technoprobe.com within **April 16, 2025** so that the holders of the right to vote can view them at the purpose of delegation and/or sub-delegation, with related voting instructions, to the Appointed Representative.

For the purposes of the foregoing, and in relation to the course of the Shareholders' Meeting, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness and their compliance with the applicable legislation, and the legitimisation of applicants.

In the case of proposals for resolutions on items on the agenda other than those proposed by the Board of Directors, the Board of Directors' proposal will be put to the vote first (unless it is withdrawn) and, only if the proposal is rejected, the shareholders' proposals will be put to the vote. These proposals, even in the absence of a Board of Directors proposal, will be submitted to the Shareholders' Meeting starting from the proposal submitted by the shareholders representing the highest percentage of the share capital. Only if the proposal put to the vote is rejected, will the next proposal be put to the vote in the order of the capital represented.

RIGHT TO ASK QUESTION

Pursuant to art. 135-*undecies*.1, paragraph 3, of the Italian Consolidate Law on Finance, those to whom the right to vote belongs, in favor of which has been received by the Company appropriate communication ex art. 83-*sexies*, paragraph 1, of the Italian Consolidate Law on Finance carried out by an authorised intermediary under the current legislation, pursuant to art. 127-*ter*, of the Italian Consolidate Law on Finance, may ask questions on matters on the agenda before the Shareholders' Meeting.



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Applications must be submitted to the Company in writing, no later than the seventh open market day preceding the date fixed for the Shareholders' Meeting (i.e. within **April 16, 2025**) together with information relating to the identity of the members who submitted them, by registered letter to the Company's registered office, via Cavalieri di Vittorio Veneto n. 2 – 23870 Cernusco Lombardone (LC), to the attention of the Chairman of the Board of Directors, or electronically, by sending to the following certified e-mail address technoprobepa@promopec.it. Entitlement to vote may also be certified after the applications have been submitted, but providing that within the third day following the seventh open market day preceding the Shareholders' Meeting (i.e. within **April 19, 2025**).

The Company may give a single response to questions on the same topic.

Questions received before the Shareholders' Meeting within the above mentioned deadline, after having verified their relevance and the legitimacy of the applicant, will be answered at least three days before the Shareholders' Meeting, that is by **April 25, 2025**, by publication on the Company's website at the address <https://www.technoprobe.com/investors/governance/shareholders-meetings>.

DOCUMENTATION

The documentation relating to the Shareholders' Meeting, including the illustrative reports on the topics on the agenda with the full text of the draft resolutions and the proxy forms, will be made available to the public in the manner and within the terms of the law, with the right of members and those entitled to vote to obtain a copy.

This documentation will be available at the Company's registered office, Via Cavalieri di Vittorio Veneto n. 2 - 23870 Cernusco Lombardone (LC), as well as on the Company's website at <https://www.technoprobe.com/company/governance/shareholders-meetings> and the authorised storage mechanism called "eMarketSTORAGE" (www.emarketstorage.com).

Cernusco Lombardone (LC), 28 March 2025

For the Board of Directors

The Chairman

Cristiano Alessandro Crippa

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