





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-Leccon Company Register. 02272540135 - REA
LC-283619

REPORT ON REMUNERATION POLICY AND COMPENSATION PAID

Pursuant to art. 123-ter of Legislative Decree no. 58 of 24 February 1998 and subsequent amendments

Technoprobe SpA www.technoprobe.com

Approved by the Board of Directors on March 24, 2025

Courtesy translation This document has the 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.





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Report on remuneration Policy and compensation paid



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GLOSSARY

DEFINITION	MEANING
EXECUTIVE DIRECTORS	indicates (i) directors of the Company or of a controlled company having strategic relevance who are granted powers in the management or development of corporate strategies; (ii) directors who are recipients of management delegations and/or hold management positions in the Company or in a controlled company having strategic relevance, or in the parent company when the position also concerns the Company.
INDEPENDENT DIRECTORS	indicates non-executive directors who do not have, nor have recently had, even indirectly, relationships with the Company or the Group that could influence their current autonomy of judgment.
ADMINISTRATORSOrADVISORS	indicates the members of the Board of Directors of the Company, whether executive, non-executive, independent or non-independent.
ASSEMBLYOrSHAREHOLDERS' MEETINGOrSHAREHOLDERS' MEETING	indicates the Shareholders' Meeting of the Company.
ACTIONS	means the ordinary shares of the Company without par value.
Shareholders	indicates the shareholders of the Company.
CCorCivil CodeorCivil Code	indicates the Italian Civil Code approved with Royal Decree 16 March 1942 n. 262.
CHIEF COMMERCIAL OFFICER	indicates the commercial director of the Company.
CHIEF EXECUTIVE OFFICERORCEO	indicates the CEO of the Company, who is primarily responsible for the management of the company.
CHIEF FINANCIAL OFFICER	indicates the financial director of the Company.
CHIEF TECHNICAL OFFICER	indicates the technical director of the Company.
CORPORATE GOVERNANCE CODE	indicates the Corporate Governance Code approved by the Corporate Governance Committee of Borsa Italiana SpA in January 2020, to which the Company adheres by virtue of the Board Resolution effective from 2 May 2023.
COLLEGEOR BOARD OF AUDITORS	indicates the Board of Statutory Auditors of the Company.
ADVISORY COMMITTEESOrCOMMITTEESOrINTERNAL COUNCIL COMMITTEES	jointly indicates the Control, Risk and Sustainability committees, the Nomination and Remuneration Committee and the Committee for Related Party Transactions established by the Company.
CONTROL AND RISK COMMITTEEOTCRS COMMITTEE	indicates the Control, Risk and Sustainability Committee established by the Company.
NOMINATIONS AND REMUNERATION COMMITTEEORNR COMMITTEE	indicates the Nominations and Remuneration Committee established by the Company.
CORPORATE GOVERNANCE COMMITTEE	indicates the Italian Committee for the Corporate Governance of listed companies, promoted not only by Borsa Italiana SpA, but also by ABI, Ania, Assogestioni, Assonime and Confindustria.

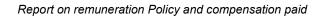






COMMITTEE FOR TRANSACTIONS WITH RELATED PARTIES OF COMMITTEE COMMITTEE	indicates the Committee for Related Party Transactions established by the Company.
BOARD OF DIRECTORSOrADVISEOrBOARD OF DIRECTORS	indicates the Board of Directors of the Company.
HUMAN RESOURCES DEPARTMENT OF HR MANAGEMENT	indicates the person responsible for the Human Resources function of the Company.
LEGAL DIRECTION	indicates the legal and corporate affairs function of the Company.
MANAGER IN CHARGE	indicates the manager responsible for preparing the company's accounting documents pursuant to Law 262/2005 and art. 154-bis TUF.
DIRS	indicates the Managers with Strategic Responsibilities of the Company, meaning those individuals who have the power and responsibility, directly or indirectly, for planning, directing and controlling the activities of the Company, including the directors (executive or otherwise) of the Company itself ¹ .
ESG	the acronym ESG (which stands for Environmental-Social-Governance) refers to the three key factors for measuring the sustainability and ethical impact of the Company's activity.
EURONEXT MILANOrEXM	Regulated market, organized and managed by Borsa Italiana SpA
GROUPOrTECHNOPROBE GROUP	collectively indicates the Company and the Italian and foreign companies controlled by it pursuant to Article 2359 of the Civil Code and Article 93 of the TUF
INVESTOR RELATIONS	indicates the Company's Investor Relations corporate function.
LTIOrLONG TERM INCENTIVE	indicates the medium-long term component of remuneration.
MBOOrMANAGEMENT BY OBJECTIVES	indicates the incentive system on which the STI component of the remuneration is based and consists of a personnel management method that is based on the results achieved in relation to pre-established objectives.
ODVorSupervisory Body	indicates the Technoprobe Supervisory Body adopted by the Company pursuant to Legislative Decree no. 231/2001.
POLITICS 2025 or POLITICS	means Section I of this Report relating to the Company's remuneration policy for the 2025 financial year.
PRESIDENT	indicates the Chairman of the Board of Directors of the Company.

¹This definition is contained in the international accounting standard IAS 24, paragraph 9 and is referred to in Article 2 (Definitions functional to those of "related parties" and "transactions with related parties" according to international accounting standards) of the Appendix of the Regulation on Transactions with Related Parties adopted with Consob Resolution no. 17221 of 12 March 2010 (as updated with the amendments pursuant to Consob Resolution no. 22144 of 22 December 2021) as well as, with indirect reference, to Article 65, paragraph 1-quater of the Issuers Regulation.







OPC PROCEDUREORRELATED PARTY TRANSACTIONS PROCEDURE Consob Issuers Regulationorissuers REGULATIONORKING	indicates the Procedure on Related Party Transactions adopted by Technoprobe SpA pursuant to the Consob Regulation adopted with resolution no. 17221 of 12 March 2010 and amended with resolution no. 17389 of 23 June 2010; available on the Technoprobe website (www.technoprobe.com – Governance / Corporate documentations section). indicates the Regulation issued by Consob with resolution no. 11971 of 14 May 1999 and subsequent amendments, concerning the regulation of issuers, implementing the	
REGULATION ON RELATED PARTY TRANSACTIONSOFRELATED PARTIES	Consolidated Law on Financial Intermediation (TUF). indicates the Regulation issued by Consob with resolution no. 17221 of 12 March 2010 (as subsequently amended) regarding	
REGULATION OF CREGULATION	transactions with related parties.	
CORPORATE GOVERNANCE REPORT	indicates the report on corporate governance and ownership structures drawn up and published by the Company pursuant to art. 123-bis of the TUF.	
COMPENSATION REPORT 2024orCOMPENSATION REPORT	indicates Section II of this Report relating to compensation paid in the 2024 financial year.	
REMUNERATION REPORTOR RELATION	indicates the report on the Company's remuneration policy and compensation paid, drawn up and published pursuant to art. 123-ter of the TUF and 84-quater of the Consob Issuers' Regulation.	
AUDITING COMPANY	indicates the company responsible for the legal audit of Technoprobe.	
SOCIETYORISSUERORTECHNOPROBE	indicates the company Technoprobe SpA, a joint stock company duly incorporated and existing under Italian law, whose shares are admitted to trading on the Euronext Milan market, organised and managed by Borsa Italiana SpA, as of 2 May 2023, with registered office in Cernusco Lombardone (LC) Via Cavalieri di Vittorio Veneto n. 2, CF and registration number in the Company Register at the Como-Lecco Chamber of Commerce at n. 02272540135, VAT number 02272540135, REA n. LC 283619.	
STATUTE	indicates the Company's articles of association in its updated version available on the Technoprobe website (www.technoprobe.com – Governance / Corporate documentations section).	
STIOrSHORT TERM INCENTIVE	indicates the short-term variable component of remuneration.	
SUSTAINABLE SUCCESS	objective that guides the actions of the administrative body and which is embodied in the creation of long-term value for the benefit of shareholders, taking into account the interests of other stakeholders relevant to the Company.	
CONSOLIDATED FINANCE ACT OR TUF	indicates Legislative Decree 24 February 1998 n. 58 and subsequent amendments.	





1. GENERAL INFORMATION

1.1. Premise

This Report on the remuneration policy and compensation paid ("Report" or "Remuneration Report"), approved by the Board of Directors on 24 March 2025, upon proposal of the Nomination and Remuneration Committee, following the opinion of the Board of Statutory Auditors, is divided into two sections:

- * Section I: "Remuneration Policy" for the 2025 financial year ("2025 Policy" or "Policy");
- * <u>Section II</u>: "Report on compensation paid" in the 2024 financial year ("2024 Compensation Report" or "Compensation Report"), together with the tables indicated in Schedule 7-bis of Annex 3A of the RE;

all preceded by a brief introduction on personnel management policies, on remuneration policies aimed at the entire company population and on their connection with the principles and criteria of sustainability.

1.2. Regulatory framework of reference

The Report is drawn up in accordance with:

- (i) of art.123-ter of the Consolidated Law on Finance ("TUF"), as amended and integrated by art. 3 of Legislative Decree no. 49 of 10 May 2019;
- (ii) of art. 84-quater and of Scheme 7-bis and 7-ter of Annex 3A of the Consob regulation (no. 11971 of 14 May 1999 on issuers), as also amended by Consob Resolution no. 21623 of 10 December 2020 (the "Issuers Regulation").

For the purposes of the Report, the following were also taken into account:

- (i) European Commission recommendations on the remuneration of directors of listed companies (specifically Commission Recommendation No. 2009/385/EC of 30 April 2009 supplementing Recommendations 2004/913/EC and 2005/162/EC as regards the regime for the remuneration of directors of listed companies and Recommendation No. 2004/913/EC of 14 December 2004 on the promotion of an appropriate regime for the remuneration of directors of listed companies);
- (ii) remuneration recommendations adopted by the Corporate Governance Code, approved by the Corporate Governance Committee of Borsa Italiana in January 2020, which Technoprobe has adhered to with a resolution of the Board of Directors effective from 2 May 2023.

The Policy is subject to the binding vote of the Shareholders' Meeting that will be convened to approve the financial statements for the year ended 31 December 2024 pursuant to art. 123-ter TUF, paragraphs 3-bis and 3-ter, and defines the principles and guidelines for the 2025 financial year and for the definition of the remuneration of the Company's Directors, in particular of the Directors with special roles and of the DiRS, as well as, without prejudice to the provisions of art. 2402 of the Civil Code, for the determination of the compensation of the members of the supervisory body.

The 2024 Compensation Report, submitted to the advisory and non-binding vote of the Shareholders' Meeting pursuant to art. 123-ter, paragraph 6, TUF, provides the names of the Directors, the Auditors and in aggregate form for the DiRS:





- > 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;
- > an analytical indication of the compensation paid in the 2024 financial year for any reason and in any form by the Company and its controlled or associated companies.

The Report is made available to the public at the registered office, at the authorised storage mechanism (www.emarketstorage.com) and on the Technoprobe website atwww.technoprobe.comin the Corporate Governance/Shareholders' Meetings section.

1.3. Human resources

Technoprobe's attention to people is an integral part of the company's DNA: in fact, they represent the core asset of the Company, thanks to the portfolio of skills, creativity and attitudes that can be applied in the various operational areas.

Enhancing these skills, also through adequate remuneration, means bringing added value to the company, establishing long-lasting and transparent relationships with its collaborators.

Principles such as the valorization of personnel, with attention to the specific skills of each individual, the well-being and dignity of the person as well as the protection of the less represented genders are the cornerstones of Technoprobe's human resources management policies.

These principles, duly translated into writing in the corporate code of conduct as well as in the Policy on diversity of management and control bodies², are reflected, on the one hand, in adequate remuneration treatments, on the other, in important corporate welfare goals, in smart-working incentive policies, in hours of training (not mandatory) provided, on the other hand, in the development of material issues, such as diversity, inclusion and employee well-being, internal talent development and the promotion of health and safety at work.

Founded in 1996, Technoprobe has experienced over the years, and especially since 2010, a notable increase in its corporate population (as highlighted in the following graph) and has developed a strong capacity for attracting and retaining staff.

The company population of Technoprobe SpA as of December 31, 2024 is made up of 1,724 workers (of which 58 with temporary contracts). Women in the company are approximately 32% of the total workforce.

Furthermore, Technoprobe controls, directly or indirectly, 19 companies with registered and operational headquarters located in foreign countries (from the United States to China, from Taiwan to Germany); the total number of personnel employed in foreign offices as of December 31, 2024 is equal to 1,631 and so the overall company population is equal to 3,355 (including temporary employment contracts).

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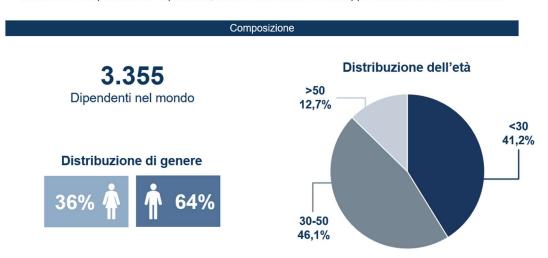
²Approved by the Board of Directors on 26 February 2024 following a favourable opinion from the Nomination and Remuneration Committee on 20 February 2024 and following verification by the Control and Risk Committee on 19 February 2024.





Costruire una forza lavoro solida con una strategia incentrata sulle persone

Le persone di Technoprobe sono il principale asset per la crescita del Gruppo. Con la loro competenza ed esperienza, hanno contribuito allo sviluppo internazionale dell'azienda.



1.4. Overview of personnel management policies and coordination with sustainability policies

Technoprobe promotes People-oriented initiatives to best respond to business needs and contribute to the Group's development, productivity and a better organizational environment with a high level of work well-being.

	OVERVIEW				
>	Youth policies and internal talent development	Talent development is the best prospect for growth and long-term value generation, crucial for the future of a company. The constant search for personnel has led Technoprobe to favor hiring policies aimed at young people: young resources, in fact, satisfy the growing need for technical skills, tend to be more flexible and innovative, inclined to training, updating and digitalization. It should also be emphasized that, in the context of wanting to contribute to collective social change, hiring young talents and providing adequate remuneration brackets helps to reduce the gap in access to employment equity and a remuneration ratio. Technoprobe confirms the positive trend of an increasingly younger company. The average age of the staff in force as of December 31, 2024 is 34.35 years, furthermore, 48% of the company staff is made up of staff under 30. Employees in the age group			
>	Training	between 30 and 50 years are confirmed at 39% as for 2023. For a company that operates in frontier technology, the continuous growth, learning and updating of its workers are vital to maintain a very high standard of skills. This applies to the world of research and development, as well as in the entire Technology area, as well as for all Manufacturing and production operators. Training is also a motivational tool to make everyone in Technoprobe feel always engaged in the challenges that the market and technology pose every day; for this reason, staff training has been divided into different phases and areas: • first induction phase for new hires; • specific training plan for each individual job, broken down for the various functions; • methodological training for more efficient process control; • cross-functional knowledge training, to encourage the sharing of skills between the various functions.			







>	Hea	Ith a	ınd :	safety
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The culture of health and safety is shared at all levels and requires total involvement of the company organization, from top management to employees.

All activities related to the management of corporate health and safety are supported by constant training, information and education, which has led to a continuously increasing number of hours of training provided over the years.

Furthermore, among the most significant indicators in the field of health and safety, Technoprobe monitors the progress of events (injuries, dressings, near misses), with the aim of analyzing the causes that determined them and introducing continuous improvement actions to avoid their repetition.

The measures introduced by Technoprobe to ensure the health and safety of male and female workers in the workplace have led to a progressive decrease in the rate of employee injuries despite the constant increase in staff.

1.5. Overview of the remuneration policies of the entire company population and coordination with ESG policies

	OVERVIEW				
> Components remuneration	The company population benefits from both the fixed component and the short-term variable component of remuneration. The variable remuneration and the annual fixed component are modulated differently in relation to the role, the responsibilities assigned and the skills. In particular, the remuneration criteria applied to the fixed component of personnel are composed of proportional tools and logics and are based on the principles of fairness, equal opportunities, meritocracy and competitiveness. Instead, with regard to the recognition of the short-term variable component, the Company examines, with maximum objectivity, the organizational and professional behaviors of each individual in light of the role covered and the responsibilities assigned. The purposes of this component are to (i) direct performance towards company objectives and professional behaviors towards a corporate organizational culture based on results and merit, (ii) consolidate strengths and intervene in areas for improvement, (iii) develop a sense of belonging and identification with the company mission, and collect feedback.				
> ESG Goals	With the 2024 financial year, Technoprobe introduced ESG targets for the recognition of a part of the short-term variable component of remuneration. The evolution of this path, with this 2025-2026 Policy, has led to the inclusion of such objectives also in the long-term variable component of remuneration. The goal of respecting people and the environment and integrating sustainability factors into every corporate choice has underpinned the Company's strategic vision and commitment since its inception. The primary goal that the Company must strive for is to definitively and systematically integrate the issue of sustainability into business decisions and, as far as this venue is concerned, to enrich the ESG target indicators to which to connect the short- and long-term variable remuneration of company management in order to increase involvement in sustainability issues.				
> Corporate welfare	With peculiarities deriving from the different geographical positioning, each Technoprobe collaborator can benefit from structured elements of corporate welfare.				

SECTION I

REMUNERATION POLICY FOR THE 2025 FINANCIAL YEAR



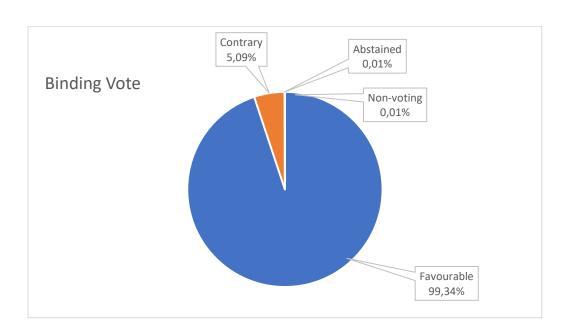


1. ASSEMBLY VOTING RESULTS SECTION I – REPORT ON REMUNERATION POLICY

Starting from the 2025 Policy, Technoprobe can evaluate the results of the votes expressed by the Shareholders' Meeting of the Company – held on 24 April 2024 – at which the first Remuneration Policy of the Company was presented.

As required by the provisions of Article 123-ter of the Consolidated Law on Finance, the Shareholders' Meeting expressed a binding vote on the first section of the "Report on the 2024 Remuneration Policy and on the compensation paid in 2023 of Technoprobe SpA", highlighting an overall favorable outcome.

The graph below illustrates the outcome of the binding vote.



The considerations that emerged in the context of the Meeting were taken into account in order to identify potential areas of improvement in the Remuneration Policy for 2025.

2. BODIES AND SUBJECTS INVOLVED

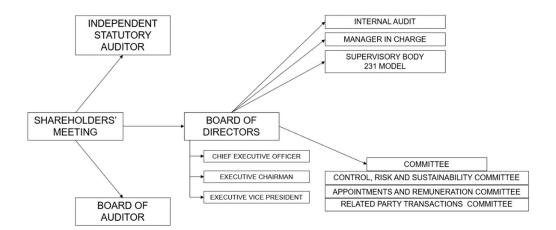
2.1 Corporate governance

Technoprobe has adopted a corporate governance model inspired by the principles of correctness and transparency in corporate management, the centrality of the administrative board and the management of information flows between the administrative body and the supervisory body.

Technoprobe's corporate governance structure is represented in the following graph.







For any other information on the governance of the Company, please refer to the Corporate Governance Report for the 2024 financial year, published on the websitewww.technoprobe.comin the "Governance/Shareholder Meetings" section.

2.2 Definition, adoption and implementation of the Policy

The definition of the remuneration policy and any changes to it are the result of a clear and transparent process, in which the Nomination and Remuneration Committee and the Board of Directors play a central role.

It is, in fact, defined and approved annually (or for a different time frame identified) - upon proposal of the Appointments and Remuneration Committee - by the Board of Directors which then submits it to the vote of the Shareholders' Meeting.

The Board of Auditors expresses its opinion on the policy, including the part regarding the remuneration of Directors invested with particular roles, also pursuant to art. 2389 paragraph III CC

The Nomination and Remuneration Committee, the Board of Auditors and the Board of Directors supervise its application.

To this end, on an annual basis, the head of the Company's Human Resources Department reports on the application of the remuneration policy and the compensation paid to the Nominations and Remuneration Committee, whose chairman reports, in turn, to the Board of Directors.

Furthermore, it is the responsibility of the Board of Directors, with the support and investigative activities of the Nomination and Remuneration Committee, to propose to the Shareholders' Meeting the adoption of incentive mechanisms in favor of members of the Board of Directors, employees or collaborators through the attribution of financial instruments or options on financial instruments which, if approved, are made public within the terms of the law (without prejudice to any further transparency obligations provided for by the applicable legislation).

The executive directors propose these incentive mechanisms to the Nomination and Remuneration Committee.

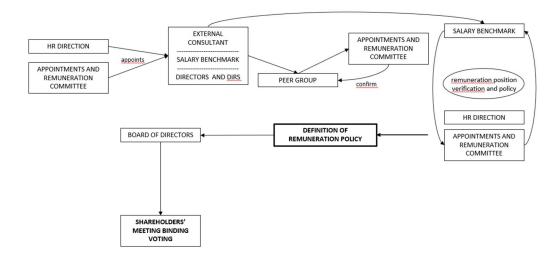
The legal function carries out support activities both in a preventive and control function, while the Investor Relations function carries out feedback work to the Nominations and Remuneration





Committee and, through the latter, to the Board of Directors, reporting every six months on the outcomes of engagements with investors, shareholders and proxy advisors.

All according to the following flow.



2.3 Bodies and roles

Below is a summary of the activities carried out by the subjects involved in the process of preparing, adopting and implementing the policy.

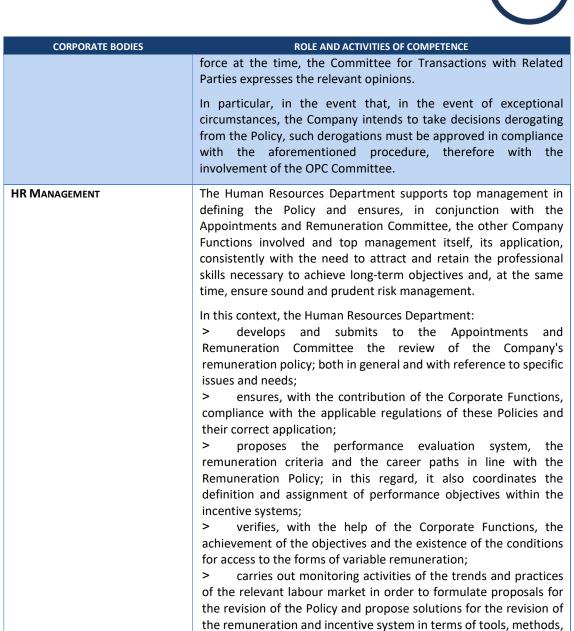
CORPORATE BODIES	ROLE AND ACTIVITIES OF COMPETENCE
SHAREHOLDERS' MEETING	 determines, at the time of appointment, the gross annual compensation due to the members of the Board of Directors, excluding the remuneration to be attributed, by the Board, to Directors invested with particular roles; determines, at the time of appointment, the gross annual compensation due to the members of the Board of Auditors; approves the first section of the report on remuneration and compensation paid; expresses its opinion in an advisory capacity on the second section of the report on remuneration and the compensation paid; decides, upon proposal of the Board of Directors, on any incentive mechanisms based on the allocation of shares.
ADVISE OF ADMINISTRATION	 defines the remuneration policy of the members of the Board of Directors and the DiRS and, without prejudice to the provisions of art. 2402 of the Civil Code, of the members of the Board of Statutory Auditors; approves the "Report on remuneration policy and compensation paid" to be presented to the Assembly convened for the approval of the financial statements; defines the compensation of the Executive Directors pursuant to art. 2389, paragraph 3, of the Civil Code, as well as those of the DiRS; establishes the performance objectives related to the variable component of the remuneration of Executive Directors and DiRS;





CORPORATE BODIES	ROLE AND ACTIVITIES OF COMPETENCE
	 defines the remuneration of the Internal Audit function manager on the proposal of the Control and Risk Committee; monitors the correct execution and compliance with the remuneration policy, taking care - in particular - that the remuneration paid and accrued is consistent with the principles and criteria defined in the policy, in light of the results achieved and other circumstances relevant to its implementation; prepares, approves and presents to the Assembly, the remuneration plans based on financial or monetary instruments, long or short term, in favour of the Directors, General Manager, Managers with Strategic Responsibilities, and other employees of the Company and the Group; implements the compensation plans based on shares or financial instruments approved by the Assembly; upon termination of office and/or dissolution of the relationship with the Chief Executive Officer or a General Manager, following the internal processes that lead to the attribution or recognition of any indemnities and/or other benefits, approves the press release to be distributed to the market with the information required by the Corporate Governance Code and/or by any applicable regulations.
EXECUTIVE DIRECTORS	> submit to the Nominations and Remuneration Committee and to the Board of Directors the drafts of any compensation plans based on shares or other financial instruments or, if necessary, assist the Remuneration and Nominations Committee in drawing up the same; > provides the Nomination and Remuneration Committee and the Board of Directors with all useful information so that the latter can evaluate the adequacy and concrete application of the general remuneration policy, with particular regard to the remuneration of Managers with Strategic Responsibilities.
BOARD OF AUDITORS	Consultative role in which it formulates the opinions required by current legislation and expresses, in particular, its opinion with reference to the remuneration proposals of the Executive Directors. In expressing the aforementioned opinion, it verifies the consistency of the proposals formulated with the remuneration policy.
AUDITING COMPANY	As provided for by paragraph 8-bis of article 123-ter of the TUF, the auditing firm verifies that the directors have prepared the second section of the Report.
COMMITTEE APPOINTMENTS AND REMUNERATION	The Appointments and Remuneration Committee, in accordance with the recommendations of art. 5 of the Corporate Governance Code, has the task of assisting, with proactive and consultative functions, the Board of Directors in the assessments and decisions relating, among other things, to the remuneration of Directors and DiRS.
OPC COMMITTEE	In the cases provided for by law and by the Procedure for the management of transactions with related parties adopted by the Company in implementation of the applicable Consob regulation in





3. NOMINATIONS AND REMUNERATION COMMITTEE

3.1 Composition

LEGAL DEPARTMENT

INVESTOR RELATIONS

The Nominations and Remuneration Committee is appointed by the Board of Directors (which also indicates its chairman) and remains in office for the entire term of the Board of Directors.

operating mechanisms and parameters adopted by the Group.

The Legal Department carries out preventive control and monitoring of the Policy to ensure its compliance with the regulatory framework; furthermore, it verifies the coherence between this Policy and internal regulations and procedures.

Reports to the Board of Directors on a semi-annual basis regarding

meetings with investors, shareholders and proxy advisors.





As of the date of this Report, the Committee, in line with the recommendations of the Corporate Governance Code, is composed of three members, all non-executive and all independent. The Chairman of the Committee is an independent director.

As of the date of this Report, the Appointments and Remuneration Committee is constituted as follows:

NAME AND SURNAME	LOAD	ROLE IN THE COMMITTEE
Julius Sirtori	Independent Director	President
Susanna Pedretti	Independent Director	Member
Paul Henry Dellachà	Independent Director	Member

All members of the Committee have the professional qualifications required by current legislative and regulatory provisions. Some members have specific technical skills and experience in the financial field and remuneration policies.

The entire Board of Statutory Auditors is invited to participate in the activities of the Nomination and Remuneration Committee.

3.2 Skills

The Committee has investigative, consultative and proposal functions towards the Board of Directors in matters of appointments, remuneration and incentives, with the main task - in matters of appointments - of identifying the optimal size and composition of the Board of Directors, indicating the professional figures whose presence can facilitate its correct and effective functioning and - in matters of remuneration - of formulating proposals to the Board of Directors for the definition of the policy for the remuneration of directors and managers with strategic responsibilities.

In particular, the Appointments and Remuneration Committee, in matters of appointments, is entrusted with the task of assisting the Board of Directors in the following activities:

- > self-assessment of the administrative body and its Committees, supporting the President of the Council in ensuring the adequacy and transparency of the selfassessment process;
- > definition of the optimal composition of the administrative body and its committees;
- > identification of candidates for the position of Director in the event of co-optation;
- > possible presentation of a list by the outgoing administrative body to be implemented in a manner that ensures its transparent formation and presentation;
- > preparation, updating and implementation of any succession plan for the Chief Executive Officer and other Executive Directors.

The Nominations and Remuneration Committee is also entrusted with the following tasks in relation to remuneration:

- > assist the Board of Directors in developing the remuneration policy;
- > submit proposals or express opinions on the remuneration of Executive Directors and other Directors holding specific positions, as well as on the setting of performance objectives related to the variable component of such remuneration;
- > monitor the concrete application of the remuneration policy and verify, in particular, the actual achievement of performance objectives;
- > periodically assess the adequacy and overall consistency of the remuneration policy for directors and top management.





3.3 Works for Politics 2025

During 2024 the Committee held 8 meetings.

The following is a list of meetings with a summary of the main activities carried out by the Nomination and Remuneration Committee during 2024 and in the first months of 2025 up to the date of this Report, for the purpose of defining the Company's remuneration policy, drafting this Report and other investigative activities carried out in relation to remuneration.

Quarter	TOPICS COVERED
JANUARY – MARCH 2024	 Long-term incentive plan review Evaluation of the award of a one-off bonus for the CEO Approval of the Report to the Board of Directors on the Committee's activities for the second half of 2023 Investigation into the maximum number of director or auditor positions in other companies (art. 3 Racc. n. 15 Corporate Governance Code) and into the independence and honorability requirements of independent directors (art. 2 Racc. n. 7 Corporate Governance Code) Examination of the Report on the results of the self-assessment of the Board of Directors (art. 4 Racc. 21 and 22 Corporate Governance Code) in view of the renewal and opinion on the assessment of the functioning of the Board of Directors and the internal committees Investigation into diversity policies, in relation to the composition of the administrative, management and control bodies (art. 2 Racc. n. 8 Corporate Governance Code) and examination of a Board Diversity Policy Review of the recommendations of the Letter from the Chairman of the Corporate Governance Committee Meeting Schedule for the 2024 Financial Year Verification of achievement of KPIs for the variable component of the CEO and CFO remuneration for the 2023 financial year and related financial statement. Investigation into the Company's subjects who can be classified as Managers with Strategic Responsibilities (DiRS) Evaluation of the MBO system and related KPIs for the recognition of the annual variable component of remuneration (short term incentive) Evaluation of the Long-Term Share-Based Remuneration Plan for Executive Directors and DIRS and the Related Regulation and Information Document Review and approval of the Remuneration Policy and the compensation paid pursuant to art. 123 ter TUF
APRIL – JUNE 2024	 Installation of new members of the Committee, verification of the adequacy of the regulations, proposal of the appointment of the Secretary and confirmation of the meeting calendar Investigation into the compensation of directors holding specific positions (i.e., executive directors and directors with committee roles) Proposal for the implementation of the Restricted Shares Plan 2024/2026 Introduction on future benchmarking activities in reference to the development of the new Remuneration Policy for the Group
JULY – SEPTEMBER 2024	 Adjustment of economic performance objectives of the Final Test Market for the recognition of the short-term variable component of remuneration (MBO) Update on the progress of the Company's new salary benchmark. Preliminary information on the criteria for constructing the remuneration of a manager of a controlled company in light of the possible subsequent appointment of the same as DiRS





OCTOBER – DECEMBER 2024

- Examination of the assessment of the consultancy firm Mercer Italia Srl on the remuneration benchmark for the roles of Executive Directors, Non-Executive Directors, Board of Statutory Auditors and Managers with strategic responsibilities
- Definition and approval of reference peer groups and related methodology
- Examination of the remuneration benchmark prepared by the consultancy firm Mercer Italia Srl for the roles of Executive Directors, Non-Executive Directors, Board of Statutory Auditors and Managers with strategic responsibilities
- Examination of the integrative analysis carried out by the consultancy firm Mercer Italia Srl on the remuneration benchmark for the roles of Executive Directors, Non-Executive Directors, Board of Statutory Auditors and Managers with strategic responsibilities
- Examination of a proposal for a "Regulation of the Self-Evaluation Process of the Board of Directors and Internal Committees" and proposal for a questionnaire for the Board Evaluation process
- Meeting Schedule for the 2025 Financial Year

JANUARY – MARCH 2025

- Update on the integrative analysis activities carried out by the consulting firm Mercer Italia Srl for the definition of peer groups and remunerative benchmarks
- Presentation of the letter of the Chairman of the Corporate Governance Committee of Borsa Italiana SpA and examination of the recommendations for 2025
- Update by the Company's internal functions regarding the preparatory activities for the drafting
 of the Report on the Remuneration Policy and the compensation paid and the construction of
 the Long Term Incentive Plan
- Report on the results of the self-assessment of the Board of Directors (art. 4 Racc. 21 and 22 Corporate Governance Code)
- Verification of achievement of KPI for the variable component of the CEO and DIRS remuneration for the 2024 financial year and related financial statement
- Examination and definition of the MBO system and related KPIs for the recognition of the annual variable component of remuneration (short term incentive)
- Review and approval of the new 2025-2027 long-term remuneration plan (Performance Share Plan) based on shares for executive directors and DIRS and related Regulation and Information Document
- Review and approval of the Remuneration Policy and the compensation paid pursuant to art.
 123 ter TUF
- Approval of the Report to the Board of Directors on the Committee's activities for the second half of 2024

Among the measures aimed at avoiding or managing conflicts of interest, it is specified that, in accordance with the recommendations of the Corporate Governance Code, no member of the Board of Directors and no DiRS has taken part or takes part in the meetings of the Nomination and Remuneration Committee in which proposals are formulated to the Board of Directors regarding their remuneration.

In relation to the operating methods of the Nomination and Remuneration Committee, an extract from the relevant operating regulations is provided below (Operating Regulations of the Nomination and Remuneration Committee approved by the Board of Directors on 11 April 2023) and in any case reference is made to the Corporate Governance Report.

"ARTICLE 6 - OPERATING MODES

The Committee meets with frequency adequate for the proper performance of its functions, normally on the dates set out in the annual meeting calendar approved by the Committee itself and communicated to the Board of Directors.

The Committee is convened by the President whenever he deems it appropriate or when a joint request is made by the other members or by the President of the Board of Directors and/or the Chief Executive Officer.





The Committee is convened by means of a special notice sent via e-mail, indicating the date, place and agenda, to all its members at least 3 days before the date set for the meeting. In case of urgency, the term may be reduced, provided that the convocation is made by e-mail or other suitable means to guarantee certain and immediate communication.

The Chairman of the Committee may invite the Chairman of the Board of Directors, the Chief Executive Officer, the other directors and, informing the Chief Executive Officer, the representatives of the corporate functions competent for the subject matter to individual meetings; the members of the Board of Auditors may attend the Committee meetings. In such cases, the notice of the meeting is also sent to the aforementioned persons.

The functions of Secretary of the Committee are performed by the person indicated in the organizational provisions of the Company, who may also be chosen outside the members of the Committee itself. No director takes part in the meetings of the Remuneration and Appointments Committee in which proposals are made to the Board regarding their remuneration.

The Committee meets with frequency adequate for the proper performance of its functions. The Committee is validly constituted when at least the majority of members in office are present, and decides by absolute majority of those present. In the event of a tie, the vote of the person chairing the meeting prevails. The meetings of the Committee will in any case be considered validly constituted, even in the absence of a formal convocation, when all the members of the Committee have attended and all those entitled to participate have been previously informed of the meeting, even without the particular formalities ordinarily required for the convocation.

Minutes of each meeting are drawn up and signed by the Chairman of the meeting and the secretary. The minutes, signed by the Chairman and the Secretary, are transcribed in a special book, established for this purpose and are transmitted to the members of the Committee and to the secretary of the Board of Directors.

Meetings may be held by teleconference or videoconference, provided that all participants can be identified by the chairman and that those present are allowed to follow the discussion and intervene in real time in the discussion of the topics addressed.

The President, through the Secretary of the Committee, shall make available to the members of the Committee, as far as possible in advance of the date of the meeting, the documentation relating to the matters on the agenda.

Directors shall abstain from participating in meetings of the Nominations and Remuneration Committee in which proposals relating to their remuneration are formulated.".

4. INDEPENDENT EXPERTS

The drafting of the 2025 Policy was handled by internal company functions.

In preparing the Policy (for the purpose of assisting and verifying the correctness and soundness of the company's choices), the Company availed itself of the company Mercer Italia Srl for the preparation of the national and international benchmarks used for the purposes of defining the remuneration structure of the Chief Executive Officer and top management, as well as for support in the development of the 2025-2027 long-term incentive plan based on shares ("2025-2027 Performance Shares Plan").





5. REMUNERATION POLICY

5.1 Purposes and guiding principles of the 2025 Policy

The 2025 Policy represents the fundamental tool to support medium and long-term strategies and was inspired by the objective of creating value over time, attracting, motivating and retaining people, creating a sense of identity and developing a culture linked to merit and performance.

The remuneration policies described here represent a fundamental tool to promote, on the one hand, the integrity of corporate governance mechanisms and, on the other, the creation of sustainable value for shareholders and, more generally, for all relevant stakeholders of the Technoprobe Group.

Technoprobe's remuneration policy therefore has the main objective of attracting to the management of its company - and, consequently, retaining and motivating - people with those personal and professional qualities considered essential to successfully manage the business activity, promoting an alignment of the interests of management with the expectations of the Company's shareholders in the medium-long term.

In summary, Technoprobe's remuneration policy has the following objectives:

- > attract, motivate and retain the best professional skills to fill the most strategic managerial roles;
- > align the interests of shareholders and management;
- > promote compliance with the law and regulations and discourage any conduct that does not comply with the criteria of correctness in working relationships or that may lead to conflicts of interest or exposure to reputational risks;
- > base the remuneration system on the principles of prudent risk management;
- > orient the remuneration policy towards company results, even in the medium-long term;
- > align remuneration policies with current market best practices;
- > ensure gender neutrality of staff and, therefore, ensure, for equal work, that staff receive the same level of remuneration, including in terms of the conditions for their recognition and payment;
- > increase the level of transparency towards shareholders, customers, employees and Supervisory Authorities.

With regard to the inspiring principles, the Policy aims to strengthen the "pay for performance" link, measuring the variable component of remuneration according to the achievement of specific objectives, better specified and described below.

5.2 Duration and revision

The Policy has a duration of one year and in any case until the approval by the Shareholders' Meeting of a new remuneration policy.

5.3 Recipients of the 2025 Remuneration Policy

Pursuant to art. 123-ter TUF, the first section of this report must illustrate in a clear and comprehensible manner the remuneration policy of the members of the administrative bodies, general managers and managers with strategic responsibilities with reference at least to the following financial year and, without prejudice to the provisions of article 2402 of the Civil Code, of the members of the control bodies.

The Company has not appointed any general managers. The Company has the following DiRS:

(i) Chief Executive Officer(CEO) -DiRS by right;





- (ii) Chief Financial Officer(CFO) DiRS by right;
- (iii) Chief Commercial Officer(CCO) DiRS appointed by the Board of Directors;
- (iv) Chief Technology Officer(CTO) DiRS appointed by the Board of Directors.

This Policy, therefore, concerns the following subjects:

LOAD	CHARGE FOR POLITICS
<u>Chairman of the Board of Directors</u>	Executive Director
Vice President of the Board of Directors	Executive Director
Chief Executive Officer – CEO	Executive Director
Independent Directors	Administrator
Committee Presidents	Administrator with Committee Roles
Committee Members	Administrator with Committee Roles
<u>Lead Independent Director</u>	Administrator with Committee Roles
<u>Chairman of the Board of Auditors</u>	Mayor
Mayors	Mayor
Chief Technology Officer(CTO)	DiRS
Chief Financial Officer(CFO)	DirS
Chief Commercial Officer(CCO)	DirS

5.4 Elements of the 2025 Remuneration Policy

The 2025 Remuneration Policy includes the following elements that apply to both the CEO and DiRS remuneration, as better specified below:

COMPONENTS OF REMUNERATION				
ELEMENT	PURPOSE	OPERATING MODE		
FIXED ANNUAL COMPONENT OR ANNUAL BASE PAY (RBA)	Enhance the skills, experiences and contribution required by the assigned role.	> The fixed component is determined on the basis of the complexity of the position, the professional seniority, the skills required of the individual to act in the role, the performance achieved over time as well as the trend of the comparative salary market relating to the position held by the individual; a part of the annual fixed component (in the amount of 15/20%) is to be attributed to specific noncompetition agreements, stipulated only with the DiRS, with the aim of protecting the company's technological know-how and the intellectual property of the Company; in the Policy, the amount relating to the noncompetition agreement is considered together with the fixed component of the remuneration > Fixed remuneration is defined to be consistent with the characteristics, responsibilities and any delegations associated with the role. The company monitors on an annual basis the main market practices for comparable figures in order to guarantee the consistency and competitiveness of the remuneration offered to its top roles.		







ANNUAL OR SHORT-TERM VARIABLE COMPONENT ("SHORT TERM INCENTIVE" OR "STI"),	Promotes the achievement of annual goals.	The payment of the annual variable component is directly linked to the achievement of objectives: > of the Company's economic performance; > of ESG objectives; > of Innovation objectives.
LONG-TERM COMPONENT ("LONG TERM INCENTIVE" OR "LTI")	Ensure alignment of interests between management and shareholders as well as pursue retention and attraction of key roles for the implementation of the strategic plan.	This component is divided into 2 Plans: Restricted Shares Plan 2024/2026: started in the 2024 financial year, the plan provides for the assignment of 3 cycles of restricted shares. Each cycle has a vesting period of 3 years at the end of which the restricted shares are assigned, provided that the relationship between the beneficiary and the company is still in place. Once allocated, 50% of the restricted shares will be subject to a 24-month lock-up, net of the shares required to cover tax charges. The plan includes a claw-back clause. Performance Shares Plan 2025/2027: the Plan is submitted for approval to the 2025 Shareholders' Meeting. The Plan provides for the assignment of 3 cycles of performance shares subject to the achievement of predetermined performance conditions. Each cycle has a three-year vesting period at the end of which the level of achievement of the performance conditions is verified and the consequent attribution of the performance shares. Once allocated, 50% of the performance shares will be subject to a 24-month lock-up, net of the shares necessary to cover tax charges. The plan includes a claw-back clause.
NON-MONETARY BENEFITS	Promotes the loyalty of managerial resources.	 They consist of the following fringe benefits: limited to DiRS, the assignment of telephone, computer and company vehicle; membership of pension and insurance plans that reflect: (i) with regard to DiRS, ordinary protection in terms of pension and welfare (as provided for by the applicable National Collective Labor Agreement) and accident insurance protection against the risk of death, permanent disability and temporary incapacity; (ii) with regard to Directors, insurance protection in relation to the position held on the Board of Directors ("D&O Insurance"). There are no agreements regarding the termination of the relationship with members of the Board of Directors or the Board of Auditors or with DiRS.

This 2025 Policy also takes into account the 2025/2027 Performance Shares Plan in the description of remuneration, even though it has not yet been approved by the Shareholders' Meeting at the date of approval of this Report by the Board of Directors.

With reference to the control of objectives, the Human Resources department, with the assistance of the CFO, proceeds, at the end of the financial year and on the basis of the actual





performance, to verify the level of achievement of the objectives and reports the actual results to the Nominations and Remuneration Committee on an annual basis.

5.5 Market Benchmark

The performance objectives for the recognition of the STI have been modulated in such a way as to result, upon target of the objectives themselves, and together with the LTI component, in a remuneration in line with the relevant market benchmarks.

In particular, the analysis of the positioning, composition and, more generally, the competitiveness of the remuneration of the Chief Executive Officer and the DiRS is conducted by the Nomination and Remuneration Committee and the Board of Directors with the assistance of a company specialized in executive compensation, on the basis of methodological approaches that allow for a complete assessment, albeit within the limits typical of benchmark analyses, of the complexity of the roles from an organizational point of view, of any specific delegated attributions as well as of the impact of the individual on the final business results.

In relation to the comparison market, in defining the panel of reference companies, various components were taken into account, such as the sector, geography, business specificities and company size.

The sample of reference companies used for the competitiveness analysis and for the possible revision of the remuneration of the CEO and DiRS was defined with the help of Mercer Italia Srl also taking into account the main recommendations on pay for performance.

5.6 Proportions between remuneration components

The remuneration policy of the CEO and DiRS is adequately balanced in order to ensure consistency between short-term development objectives and the sustainability of value creation in the medium-long term.

As better specified below, the remuneration structure of the Chief Executive Officer and the DiRS is composed, in particular, of the following components:

- (i) fixed annual remuneration,
- (ii) short-term annual variable remuneration (STI) paid with the MBO system,
- (iii) long-term remuneration (LTI) paid through the 2024/2026 Restricted Shares Plan and if approved by the Shareholders' Meeting through the 2025/2027 Performance Shares Plan;
- (iv) in addition to non-monetary benefits, which are only available to DiRS.

The variable remuneration and the annual fixed component are modulated differently in relation to the characteristics of the role covered in the company and the responsibilities attributed, as well as taking into account the characteristics of the Company and the market in which it operates, it being understood that the fixed component maintains a significant proportion, in order to ensure in any case the dignity and proportionality of the remuneration treatment.

And in any case, if we consider the overall impact of the variable part (both short-term and long-term) on the fixed remuneration, we believe it is appropriate to highlight that the Company's remuneration policy is aimed at incentivising the CEO and the DiRS to achieve increasingly challenging results, through an incentive mechanism which provides, in the STI component, significant growth for results above the pre-established target.

The variable part of the remuneration is, therefore, determined in such a way as to:





- take into account the requirement that a significant part of the remuneration of the Chief Executive Officer and the DiRS must be linked to the economic and sustainability results achieved by the Issuer;
- (ii) ensure the alignment of the interests of the CEO and the DiRS with the pursuit of the priority objective of creating value for the Company and for the shareholders, also taking into account the interests of the other main stakeholders, in a medium-long term horizon;
- (iii) retain and motivate people with the qualities required to successfully manage the Company, including by providing retention conditions.

As indicated above, the variable component of remuneration includes a short-term component ("STI") and a long-term component ("LTI"). Below is a detailed description of how each incentive system works.

5.7 Short Term Incentive - Management By Objectives ("MBO")

As anticipated, the annual variable component of the remuneration of the Chief Executive Officer and the DiRS is of a monetary nature and linked to the achievement of performance objectives defined in relation to each financial year, according to the Management by Objectives (MBO) system.

Below is a summary of how the annual variable component consisting of economic-financial, innovation and ESG objectives works.

TIPOLOGIA OBIETTIVO	OBIETTIVO	PESO	PAY OUT
Obiettivi economico - finanziario	Mercato Probe Card (Fatturato e EBITDA Margin) Mercato del Final Test (Fatturato e EBITDA Margin)	85%	80% 100% 130%
Obiettivo di Sostenibilità	(Riduzione volume raccolta rifiuti su fatturato; Consumo energia totale su fatturato; Energia da fonti Rinnovabili)	10%	On/off
Obiettivo di Innovazione	Innovation (Progetto IA finalizzato al miglioramento della produttività)	5%	On/off

Performance targets are defined in line with the objectives of the budget and the Industrial Plan.

With reference to the economic-financial objectives, in the case of performance results that are intermediate between minimum and target and target and maximum, the payout is calculated according to the linear interpolation method.

Finally, it is specified that in the event of extraordinary transactions that affect the Group's perimeter and/or profound changes in the macroeconomic and geopolitical scenario, the Nomination and Remuneration Committee evaluates the possible adjustment of the targets covered by the STI, in order to protect the value and purposes of the variable components of the remuneration and thus ensure constant alignment between the company objectives and the objectives underlying the management incentive systems as well as a possible early closure of short- and long-term incentives.





5.8 Long Term Incentive - Restricted Shares Plan 2024/2026

The Shareholders' Meeting of 24 April 2024 approved an incentive plan called "Restricted Shares Plan 2024/2026" (so-called Restricted Shares Plan).

The Plan is aimed at the Chief Executive Officer, Managers with Strategic Responsibilities and any other beneficiaries identified by the Board of Directors based on the criticality of the role covered in relation to the implementation of the strategic plan.

Specifically, the Restricted Shares Plan consists of the assignment of the right to receive a predetermined number of shares of the company conditioned on the continuation of the management and/or employment relationship with the company, with a view to ensuring the alignment of interests between management and shareholders, as well as to pursue the retention and attraction of key roles for the implementation of the strategic plan.

The plan is structured into three annual grant cycles, each of which is structured with a three-year vesting period and a further two-year lock-up period for a quota of shares equal to 50% of those accrued, net of the shares necessary to cover tax charges (so-called sell to cover).



For each cycle of the plan, beneficiaries are assigned a number of rights to receive shares proportional to the Fixed Remuneration according to the following scheme:

- * Chief Executive Officer: 35.29% (thirty-five point thirty percent) of the Fixed Remuneration for the position without considering any other remuneration, even of a fixed nature, recognised for positions other than that of Chief Executive Officer or variable components;
- * Managers with Strategic Responsibilities: up to 49.45% (sixty-eight point twenty percent) of the Fixed Remuneration without considering variable components.

The plan includes a claw-back clause for all beneficiaries.

For further details and any other information, please refer to the Information Document published on the Company's website www.technoprobe.com in the "Governance/Shareholder Meetings" section.

5.9 Long Term Incentive - Performance Shares Plan 2025/2027

The Board of Directors of 24 March 2025 approved an incentive plan called "Performance Shares Plan 2025/2027" (so-called Performance Share Plan), which is the subject of a proposal for approval by the Shareholders' Meeting of 29 April 2025.

In order to make the incentive system variable and long-term and ensure the alignment of interests between shareholders and management, the company deemed it appropriate to define a long-term incentive plan based on shares and connected to the most relevant objectives of the Industrial Plan.





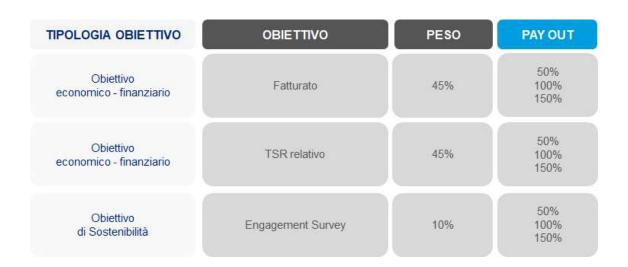
The Performance Share Plan includes an ESG objective, demonstrating the ever-increasing commitment made by Technoprobe to achieve excellent economic and financial performance without compromising the company's founding values such as respect and protection of the environment, human capital, ethics and transparency. The group of beneficiaries includes, in addition to the CEO and Managers with strategic responsibilities, also the Top Management of the company, as the Group's desire is to give maximum attention to people who hold key positions and their involvement. Consequently, for the first cycle of the Plan, a total of approximately 40 resources are recipients.

The 2025/2027 Performance Shares Plan is a rolling plan based on three three-year cycles.and a further two-year lock-up period for a portion of shares equal to 50% of those accrued, net of the shares necessary to cover tax charges (so-called sell to cover).

The Plan provides, at the end of the three-year reference period, the attribution of company shares upon the achievement of predetermined objectives.



Below are the objectives of the first cycle of the new Performance Shares Plan 2025/2027:



The system framework is represented by minimum, target and maximum value thresholds for each objective. The following is a detailed description of the mechanism of how the performance measurement works in relation to the overall achievement of objectives, therefore:

• below the minimum value no payout is foreseen;

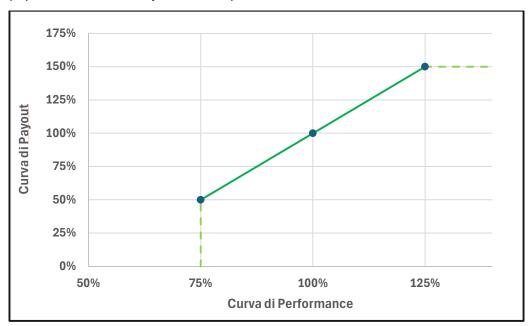




- the overall achievement of the objectives at the minimum value will give access to 50% of the target
- the overall achievement of the objectives at the target value will give access to 100% of the target;
- the overall achievement of the objectives at the maximum value will give access to 150% of the target

The Performance Share Plan has a payout cap equal to 150% of the target bonus.

As regards the performance objective concerning Turnover, Technoprobe has chosen to orient the objective towards the desired growth in the three-year period, therefore measuring the Turnover at the end of the vesting period, in line with the Industrial Plan. The performance and payout curves of this objective are reported below:

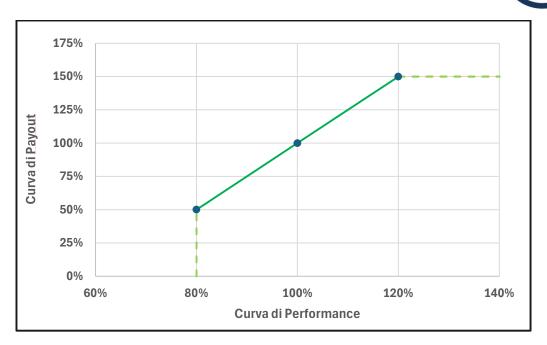


The Peer Group connected to the relative Total Shareholders Return (TSR) is composed of Italian industrial companies belonging to the FTSE Mid Cap index.

The TSR-related objective will be measured according to the performance scale below:



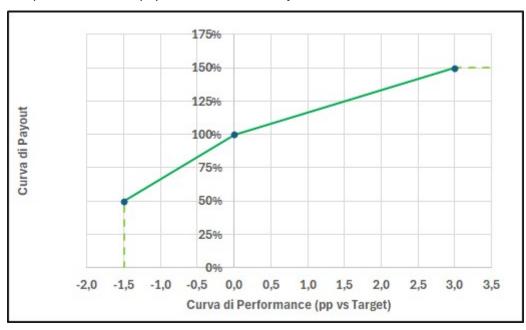




As regards the ESG objective, a target has been defined linked to the improvement of the Employee Engagement Index.

The Employee Engagement Index (EEI) is a quantitative measure used to evaluate the level of employee engagement within an organization. This index is based on a set of questions that measure employee engagement. For this survey, the company will use an external consultant to certify the result.

The performance and payout curves for this objective are shown below:



For each cycle of the plan, beneficiaries are assigned a target number of rights to receive shares proportional to the Fixed Remuneration according to the following scheme:





* Managers with Strategic Responsibilities: up to 100% of the Fixed Remuneration without considering variable components.

The plan includes a claw-back clause for all beneficiaries.

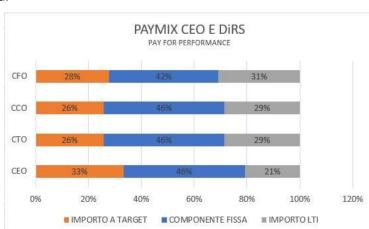
For further details and any other information, please refer to the Information Document published on the Company's website<u>www.technoprobe.com</u>in the "Governance/Shareholder Meetings" section.

5.10 Pay mix

The pay mix is shown below, i.e. the current forecast of the percentage weight of the various components with respect to the overall remuneration recognized excluding the non-monetary component.

In the graphs below, the values of the variable components have been calculated and indicated in percentage as follows:

- > TARGET AMOUNT STI Short-term variable component (MBO): the value of the incentive obtainable upon reaching the target has been indicated;
- LTI AMOUNT Long-term variable component: the annual value of the incentive has been indicated by converting the value of the shares subject to the incentive itself into monetary terms based on the average value of the shares themselves in the three months preceding the date of approval of this Report;
- > FIXED COMPONENT Fixed component: the various RBAs of the beneficiaries have been reported.





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5.11 Connection between industrial plan and sustainability with the variable STI and LTI components of remuneration

and En components	of remuneration			
	LINKING POLITICS WITH THE INDUSTRIAL PLAN AND SUSTAINABILITY			
The policy supports the achievement of the objectives set in the Industrial Plan, promoting, through an adequate balance of the performance parameters of the short and long-term incentive systems, the alignment of management interests with the priority objective of creating sustainable value for shareholders in a medium-long term perspective.				
	INDUSTRIAL PLAN	SUSTAINABILITY	PRODUCTION RESULT	
MBO SYSTEM — STI				
SALES	☑	Ø	Ø	
EBITDA MARGIN			Ø	
ESG GOALS	☑	Ø	Ø	
INNOVATION GOAL				
RESTRICTED SHARES PLAN 2024/2026 — LTI				
RESTRICTED SHARE PLAN2024/2026				
PERFORMANCE SHARES PLAN 2025/2027 — LTI				

5.12 Malus and clawback clauses

PERFORMANCE SHARES PLAN

2025/2027

Specific malus and clawback clauses are provided for both the short-term and long-term variable components, as recommended by the Corporate Governance Code (letter e) of Recommendation no. 27). In particular:

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- > the malus clause allows for the variable component to be reduced or not paid in the event that, between the date of accrual of the right to the variable compensation and the date of actual payment, data or information on the basis of which the right has accrued and/or has been determined are revealed to be manifestly incorrect or determined in the presence of fraudulent or grossly negligent behaviour by the recipients;
- the clawback clause allows the Company to request (i) the return, in whole or in part, of the shares, deducted a number of shares of value corresponding to the tax, social security and welfare charges related to the delivery of the shares; (ii) the return of the cash prize paid; or, (iii) if the shares have already been sold, assigned or otherwise transferred, the return of the sale value, deducted the amount corresponding to the tax, social security and welfare charges related to the delivery of the shares, possibly also through compensation with the salaries and/or any severance pay of the Beneficiary; in the event that the attribution has been determined on the basis of data or information that subsequently proves to be manifestly incorrect or determined in the presence of fraudulent or grossly negligent conduct by the recipients, within a period of 3 years from the disbursement of the incentive, or, with reference to the Restricted Share Plan and with reference to the Performance Shares Plan, in the event that the Beneficiary is found to be responsible, with intent or gross negligence, for violations of laws and/or regulations, of the Code of Ethics or of company rules that have a relevance or entail a





repercussion within the scope of the employment relationship, affecting the related fiduciary basis.

6. REMUNERATIONS

As indicated above, within the Board of Directors of Technoprobe it is possible to distinguish between:

- > Executive Directors, such being the President, the Vice President and the Chief Executive Officer;
- > Administrators with roles in the Internal Council Committees;
- > Non-Executive Directors.

The attribution to Directors of powers for specific matters, which do not constitute delegated attributions pursuant to art. 2381 of the Civil Code, does not, in itself, constitute them as Directors to whom specific attributions of powers are delegated.

The following paragraphs provide information on the remuneration of directors, members of the supervisory body and members of the supervisory body.

The remuneration of Executive Directors, as well as that of the DiRS, will be the subject of more detailed analysis in the following paragraphs 9, 10 and 11 of this Report.

In the event of the appointment/hiring of a new CEO, a General Manager or a new DiRS, Technoprobe may use leading companies specialized in executive compensation with the relevant methodological approaches and comparison markets based on the complexity and specificity of the role, after sharing with the Appointments and Remuneration Committee.

7. BOARD OF DIRECTORS

The following table shows the compensations established by the Assembly³ or by the Board of Directors⁴ for the office of Councilor and for Directors with roles in Internal Council Committees.

DIRECTORS' COMPENSATION			
ORGAN	LOAD	COMPENSATION	
Board of Directors	Advisor	Euro 25,000	
Committee for Transactions with Related Parties	President	Euro 20,000	
Related Parties	Member	Euro 10,000	
Nominations and Remuneration	President	Euro 20,000	
Committee	Member	Euro 10,000	
Control, Risk and Sustainability	President	Euro 20,000	
Committee	Member	Euro 10,000	
Lead Independent Director	-	Euro 10,000	

³The Shareholders' Meeting of 24 April 2024 resolved to assign a fixed compensation for each director of Euro 25,000.00 gross per year pro rata temporis.

⁴The Board of Directors of 14 May 2024 approved the compensation due to executive directors and directors with roles in internal board committees, subject to the favorable opinion of the Nomination and Remuneration Committee and the Board of Statutory Auditors.





In line with best practices, no variable component of compensation is provided for Directors other than the Chief Executive Officer and for Directors with roles on Committees.

All Councillors are entitled to reimbursement for expenses incurred in the performance of their duties, while no amount is recognised as severance pay.

In any case, the compensation paid to the Councillors is determined in such a way as to guarantee the adequacy of the competence, professionalism and commitment required by their role and taking into account the commitment required for the participation of the councillors in the individual council committees.

Always in line with best practices, a Directors & Officers Liability ("D&O") insurance policy is provided to cover the civil liability towards third parties of the corporate bodies, and of the DiRS in the exercise of their functions. This policy, consequent to the provisions established in the applicable national collective labor agreement and by the rules on mandate, is aimed at indemnifying Technoprobe from the costs deriving from the related compensation, excluding cases of fraud and gross negligence.

For the Directors or for the Administrators with roles in the Committees, no insurance, social security or pension coverage is provided, other than the mandatory ones.

It should be noted that, within the scope of the investigation activities of the Nomination and Remuneration Committee relating to the benchmark oncompensation for participation in meetings of the Board of Directors of Non-Executive Directors, a positioning in the first quartile emerged. The Committee therefore invited the Board of Directors to evaluate an evolutionary scenario of better alignment of such compensation with respect to the market positioning, with approach to the median. In this regard, the Board of Directors, implementing the recommendation formulated by the Nomination and Remuneration Committee, will propose to the Shareholders' Meeting of 29 April 2025 an increase in the amount from Euro 25,000 to Euro 40,000 in full compliance with the market median.

8. BOARD OF AUDITORS

The remuneration of the members of the supervisory body is determined by the Shareholders' Meeting in a fixed annual amount, appropriate to the competence, professionalism, commitment required by the importance of the role covered and the dimensional and sectoral characteristics of the company.

The Shareholders' Meeting of 24 April 2024, convened to deliberate on the appointment of the members of the Board of Statutory Auditors, determined a gross annual fixed compensation - pursuant to art. 2402 of the Italian Civil Code - as follows:

BOARD OF AUDITORS COMPENSATION		
President	Euro 45,000	
Member	Euro 30,000	

Furthermore, the Mayors are entitled to reimbursement for expenses incurred in the performance of their duties.

In line with best practices, a D&O insurance policy is provided to cover the third-party civil liability of corporate bodies, including members of the supervisory body.





9. EXECUTIVE PRESIDENT AND EXECUTIVE VICE PRESIDENT OF THE BOARD OF DIRECTORS

The Board of Directors, upon appointment and upon proposal of the Appointments and Remuneration Committee, determines the compensation for the Chairman and the Vice Chairman of the Board of Directors.

The Board of Directors of the Company on 14 May 2024 resolved to award:

- > to the Executive President Cristiano Alessandro Crippa a compensation for the position equal to 300,000 euros gross per year for the years 2024, 2025 and 2026;
- > to Executive Vice President Roberto Alessandro Crippa a compensation for the position equal to Euro 300,000 gross per year for the years 2024, 2025 and 2026.

During the intense investigative activity conducted in the 2024 financial year, the Nominations and Remuneration Committee also carried out a specific analysis and/or market benchmark (with particular reference to the related remuneration goals/positionings) on the office of the Executive Chairman and the Executive Vice Chairman.

The results of the benchmarking activity on these salary positions confirmed a lower positioning of their salaries compared to the identified market peers: in this regard, the President and Vice President, despite the importance of the powers attributed ⁵ as well as the relevance and quantity of the work performed, have expressly renounced participation in any form of short or long-term incentive as well as any variable component of remuneration.

10. MANAGING EXECUTIVE OFFICER'S REMUNERATION

10.1 Components of remuneration

The remuneration of the Chief Executive Officer is composed of the following elements:

CEO COMPENSATION COMPONENTS		
Fixed annual compensation for the position of Chief Executive Officer	FIXED REMUNERATION	
Annual or short-term variable component (Short Term Incentive - STI)	МВО	
Long-term variable component	RESTRICTED SHARES PLAN 2024/2026	
(Long Term Incentive - LTI)	PERFORMANCE SHARES PLAN 2025/2027	

It should be noted that the Chief Executive Officer (i) does not have a subordinate employment contract with the Company, (ii) there are no other remuneration components other than those indicated above (such as severance pay, non-competition agreements or other benefits connected with the position), (iii) no provision is made for the payment of any form of indemnity or compensation in the event of early termination of the mandate in any form and for any reason.

10.2 Annual fixed component

The gross annual fixed component for the main role of the Chief Executive Officer is determined at the time of appointment in such a way as to ensure a balance between the fixed component

⁵For a description of the executive powers granted by the Board of Directors with resolution dated 24 April 2024, please refer to the Corporate Governance Report.





and the variable component (both STI and LTI) that is adequate and consistent with the strategic objectives and risk management policy of the Company, but still providing that the fixed component represents a significant part of the overall remuneration.

The Board of Directors of the Company, with a resolution dated March 24, 2025, assigned the Chief Executive Officer a gross annual fixed compensation of Euro 850,000.

With regard to other compensation paid for other positions, other than the principal one of Chief Executive Officer, the following is reported:

- * the gross annual compensation of Euro 25,000 for the position of Councilor;
- * the gross annual compensation of USD 240,000 for the position of President of the subsidiary Technoprobe America Inc.

10.3 Annual or short-term variable component (Short Term Incentive)

The short-term variable component of the Chief Executive Officer is to be calculated as described in the previous paragraph 5.7 of this Report.

10.4 Long-term variable component (Long Term Incentive)

In order to contribute to the corporate strategy, the pursuit of long-term interests and the sustainability of the Company, the Chief Executive Officer is also a beneficiary of the long-term variable component.

Technoprobe's long-term remuneration system is based on (i) a 2024/2026 Restricted Shares Plan, as described in the previous paragraph 5.8 and, in the event of approval of the relevant proposal by the Shareholders' Meeting called for 29 April 2025, on (ii) a 2025/2027 Performance Shares Plan, as described in the previous paragraph 5.9 of this Report.

10.5 Pay mix

Below is a graph representing the components of remuneration, in case all the on/off conditions are achieved, at minimum level, at target and at maximum level, and the incidence of the variable STI component.

In the graphs below, the values of the remuneration components have been calculated and indicated in percentage as follows:

- > STI Short-term variable component (MBO): the annual value of the incentive obtainable has been indicated, in case of reaching the on/off conditions, upon reaching the target, in the worst case of underperformance and in the best case of overperformance;
- LTI Long-term variable component: the annual value of the incentive has been indicated by converting the value of the shares subject to the incentive itself into monetary terms based on the average value of the shares themselves in the three months preceding the date of approval of this Report;
- > RBA Fixed Component: The CEO's RBA has been indicated.







11. REMUNERATION OF MANAGERS

11.1 Components of remuneration

The remuneration of the DiRS is made up of the following elements:

COMPENSATION COMPONENTS DIRS										
Fixed annual compensation	FIXED REMUNERATION									
Annual or short-term variable component (Short Term Incentive - STI)	MBO									
Long-term variable component (Long Term Incentive - LTI)	RESTRICTED SHARES PLAN 2024/2026 PERFORMANCE SHARES PLAN 2025/2027									
Non-competition agreement Typical benefits recognized by contract/company practice	OTHER COMPONENTS									

11.2 Annual fixed component

The gross annual fixed component of the DiRS is determined at the time of appointment, in such a way as to ensure a balance between the fixed component and the variable component (both STI and LTI) adequate and consistent with the strategic objectives and the risk management policy of the Company but still providing that the fixed component represents a significant part of the overall remuneration. The fixed component also expresses the amount attributable to the non-competition agreement.

11.3 Annual or short-term variable component (STI)

The DiRS are beneficiaries of the annual or short-term variable (STI).

The short-term variable component of the DiRS is to be calculated as described in the previous paragraph 5.7 of this Report.

11.4 Long-term variable component (LTI)

Also in order to contribute to the corporate strategy, the pursuit of long-term interests and the sustainability of the Company, the DiRS are beneficiaries of the long-term variable component.

Technoprobe's long-term remuneration system is based on (i) a 2024/2026 Restricted Shares Plan, as described in the previous paragraph 5.8 and, in the event of approval of the relevant proposal by the Shareholders' Meeting called for 29 April 2025, on (ii) a 2025/2027 Performance Shares Plan, as described in the previous paragraph 5.9 of this Report.





11.5 Non-monetary benefits

The following constitute non-monetary elements of remuneration:

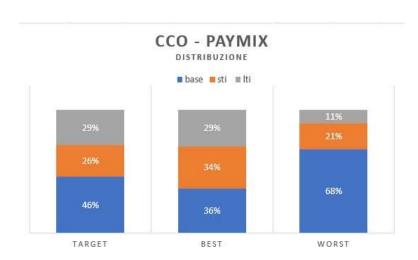
- as regards fringe benefits, DiRS benefit fromtelephone, computer and company vehicle as well as membership of pension and insurance plans that reflect ordinary social security and welfare protection (as provided for by the applicable National Collective Labor Agreement) and accident insurance protection against the risk of death, permanent disability and temporary incapacity;
- > specific non-competition agreements are also stipulated with the DiRS, with the aim of protecting the company's technological know-how and intellectual property; the amount relating to the non-competition agreement is part of the fixed component of the remuneration.

11.6 Pay mix

Below is a graph representing the components of the remuneration, in case of achievement of all the on/off conditions, at minimum level, at target and at maximum level, and the incidence of the variable STI component, for each of the DiRS.

In the graphs below, the values of the remuneration components have been calculated and indicated in percentage as follows:

- > STI Short-term variable component (MBO): the annual value of the incentive obtainable has been indicated, in case of reaching the on/off conditions, upon reaching the target, in the worst case of underperformance and in the best case of overperformance;
- > LTI Long-term variable component: the annual value of the incentive has been indicated by converting the value of the shares subject to the incentive itself into monetary terms based on the average value of the shares themselves in the three months preceding the date of approval of this Report;
- > RBA Fixed component: the beneficiaries' RBA has been indicated.











12. COMPENSATION IN THE EVENT OF RESIGNATION, DISMISSAL OR TERMINATION OF EMPLOYMENT RELATIONSHIP

It is the Company's policy not to enter into agreements with Directors and Directors that regulate ex ante the economic aspects relating to the possible early termination of the relationship at the initiative of the Company or the individual.

In fact, Technoprobe's orientation is to seek agreements for the consensual termination of the relationship only following the termination itself.

In any case, limited to the DiRS, the TFR quota for each individual is set aside annually, based on the provisions of the applicable national collective agreement.

All this without prejudice to the provisions of the 2024/2026 Restricted Shares Plan and the 2025/2027 Performance Shares Plan, which will be submitted to the Shareholders' Meeting to be convened, for cases of early termination of participation in the plan itself. It is worth noting that, except for the cases of Good Leaver (as defined in the 2024/2026 Restricted Shares Plan and 2025/2027 Performance Shares and consisting of voluntary resignation for pension purposes, death or permanent disability), any other cause for termination of the employment relationship determines the loss of all rights under the incentive plan in question.

For further details, please refer to the Information Document published on the Company's websitewww.technoprobe.comin the "Governance/Shareholder Meetings" section.





13. INSURANCE COVERAGE

Please note that, in line with best practice, a D&O (Directors & Officers Liability) insurance policy is in force, covering civil liability towards third parties for acts performed by corporate bodies and DiRS in the exercise of their functions. This policy is designed to indemnify the insured against the costs arising from any claims for compensation for damages made by damaged third parties, excluding cases of fraud and gross negligence.

14. EXCEPTIONS TO THE REMUNERATION POLICY

As provided for by art. 123-ter, paragraph 3-bis of the TUF and art. 84-quater of the Issuers' Regulation, the Company reserves the right to temporarily derogate, in the presence of exceptional circumstances, from its Remuneration Policy. Exceptional circumstances generally mean situations in which the derogation from the Policy is necessary for the purposes of pursuing the long-term interests and sustainability of the Company as a whole or to ensure its ability to remain on the market, such as, for example (i) the need to replace, due to unforeseen events, the Chief Executive Officer or the DIRS and having to negotiate a remuneration package quickly, without limits to the possibility of attracting managers with the most suitable professional skills to manage the company and to ensure at least the maintenance of the same levels of sustainable success and market positioning; (ii) significant changes in the scope of the company's activity during the validity of the policy, such as the sale of a company/branch of a company or the acquisition of a significant business; (iii) the occurrence, at national or international level, of extraordinary and unforeseeable events, concerning the Group or the sectors and/or markets in which it operates, which may significantly impact the Group's results.

In the event that the conditions exist, the Board of Directors, upon opinion of the Nomination and Remuneration Committee, without prejudice to the provisions of the Related Parties Regulation and the Procedure adopted by the Company regarding transactions with related parties, where applicable, may temporarily derogate from the Remuneration Policy in the circumstances identified above. Such derogations may concern the modification and/or replacement of performance objectives and quantitative parameters related to remuneration and, in any case, the following elements:

- > Fixed component of remuneration;
- > Short-term variable component (so-called MBO Management by Objectives);
- > Long-term variable component (so-called LTIP Long Term Incentive Plan);
- > Non-monetary benefits;
- > Severance pay;
- > Additional insurance, social security and pension coverage.

The Company provides information on any derogations from the Policy applied in exceptional circumstances in the manner and within the terms required by the laws and regulations in force at the time.





SECTION II REPORT ON REMUNERATION PAID IN 2024

PART ONE

1. INTRODUCTION

Section II of the Compensation Report has been prepared in accordance with the following standards:

- Article 123-ter of the Consolidated Law on Finance, "Report on remuneration policy and compensation paid";
- Article 114-bis of the Consolidated Law on Finance, "Information to the market regarding the attribution of financial instruments to company representatives, employees or collaborators";
- Consob Regulation no. 11971/1999 (known as the Issuers' Regulation, as amended in December 2020), with particular reference to Articles 84-quater "Report on the remuneration policy and compensation paid" and Article 84-bis "Information on the allocation of financial instruments to company officers, employees or collaborators", as well as Annex 3A, Schedule no. 7-bis "Report on the remuneration policy and compensation paid" and no. 7-Ter "Scheme relating to information on the shareholdings of members of the administrative and control bodies, general managers and other managers with strategic responsibilities", of the Issuers' Regulation and Schedule no. 7 "Information document forming the subject of the explanatory report of the administrative body for the meeting called to resolve on compensation plans based on financial instruments".

This section provides a concise and descriptive presentation, including in tabular form, of the compensation for recipients of the Remuneration Policy.

This Section is subject to a non-binding vote by the Shareholders' Meeting as provided for by art. 123-ter of the TUF (updated in accordance with Legislative Decree 10 May 2019, no. 49) which provides in paragraph 6: "Without prejudice to the provisions [...] the convened Meeting [...] deliberates in favour or against the second section of the report provided for in paragraph 4. The resolution is not binding."

Furthermore, the person responsible for carrying out the legal audit of the Financial Statements verifies that the Directors have prepared this Section, as required by art. 123-ter of the TUF.

In light of the above and in compliance with regulatory provisions, information is provided regarding the following recipients of the Remuneration Policy:

- > the President, the Vice-President and other members of the Board of Directors;
- > the Chief Executive Officer;
- > the President and other members of the Board of Auditors;
- > Managers with strategic responsibilities.

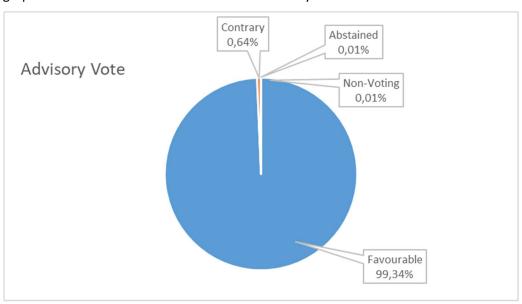




2. ASSEMBLY VOTING RESULTS SECTION II – COMPENSATION PAID 2024

As required by the provisions of Article 123-ter of the Consolidated Law on Finance, the Shareholders' Meeting called for 24 April 2024 expressed an advisory vote on the second section of the "Report on the 2024 Remuneration Policy and on the compensation paid in 2023 of Technoprobe SpA", highlighting an overall favorable outcome.

The graph below illustrates the outcome of the advisory vote.



The considerations that emerged in the context of the Meeting were taken into account in order to identify potential areas of improvement in the Remuneration Policy for 2025.

3. COMPENSATION PAID IN 2024

3.1 Approved compensation for the Board of Directors

With reference to the 2024 financial year:

- > pursuant to art. 2389 I paragraph CC, the Shareholders' Meeting on 24 April 2024, on the occasion of the appointment of the new members of the Board of Directors, in addition to establishing the term of office for a period of 3 (three) financial years until the meeting for the approval of the financial statements of the Company as of 31 December 2026, resolved to assign a fixed compensation for each director equal to 25,000 euros gross per year prorata temporis in addition to the reimbursement of expenses incurred by reason of the office without recognition of any amount as severance pay;
- > pursuant to art. 2389 III paragraph CC, the Board of Directors, on 14 May 2024, with the favorable opinion of the Nomination and Remuneration Committee, resolved to assign:
 - (i) to the Chairman of the Board of Directors Cristiano Alessandro Crippa and to the Vice Chairman of the Board of Directors Roberto Alessandro Crippa, a fixed compensation for the executive delegation attributed to them of Euro 300,000 gross per year pro rata temporis for the financial years 2024, 2025 and 2026. It is specified that the Chairman and the Vice Chairman are not holders of any non-competition agreement;





- (i) an annual pro-rata temporis compensation of €20,000 for the Chairman and €10,000 for the members of the Control, Risk and Sustainability Committee, the Nomination and Remuneration Committee and the Committee for Related Party Transactions;
- (ii) an annual pro-rata temporis compensation of Euro 10,000 for the Lead Independent Director.

The Directors were also granted reimbursement for expenses incurred in carrying out their duties.

The members of the Board of Directors, with the exception of the Chief Executive Officer, did not participate in the MBO system or in other forms of variable remuneration.

As part of the non-monetary benefits paid to the members of the Board of Directors of the Company, an insurance policy has been stipulated to cover the civil liability of directors and officers, the so-called Directors and Officers Liability Insurance ("D&O").

3.2 Approved compensation for the Chief Executive Officer

With regard to the Chief Executive Officer, pursuant to art. 2389 III paragraph CC, the Board of Directors, always supported by the preparatory activity of the Nomination and Remuneration Committee, initially on 14 March 2024 and subsequently - following the Shareholders' Meeting of 24 April 2024 which renewed the Board of Directors and approved the 2024 Remuneration Policy - on 14 May 2024, outlined the components of the remuneration as follows:

CEO COMPENSATION COMPONENTS	TYPOLOGY	Euro		
Fixed annual compensation for the position of CEO in Technoprobe	FIXED REMUNERATION	Euro 850.000		
Annual or short-term variable component (Short Term Incentive - STI)	МВО	Predetermined target amount Euro 800,000		
Long-term variable component (Long Term Incentive - LTI)	RESTRICTED SHARES PLAN 2024/2026	Total monetary amount of Euro 300,000 converted into equity instruments on an annual basis		

In addition to the fixed compensation for the position of CEO, Eng. Stefano Felici is recognized with:

- > a gross annual compensation of Euro 25,000.00 for the position of Director in Technoprobe SpA;
- > a gross annual compensation of USD 240,000.00 for the position of President in the subsidiary Technoprobe America Inc.

With regard to the short-term variable component of remuneration (Short Term Incentive – STI), according to the Management by Objectives (MBO) system, for the 2024 financial year it has been linked to the achievement of performance objectives according to the following criteria:

- > company economic performance weight 90%;
- > ESG 10% weight.

With reference to the economic performance objectives, the objectives were to be referred to the consolidated results of the Company as resulting from the consolidated balance sheet and consist of turnover and Ebitda Margin. These components of the bonus were differentiated based on the markets in which the Company operates (ProbeCard Market and Final Test Market) with the attribution of different percentage weights; in particular:





- or The Probe Card Market hashad a weight of 75%;
- or the Final Test Market hashad a weight of 25%;

all on the 90% share of the overall annual variable component reserved for economic objectives. The bonus actually due was calculated on the basis of a linear progression system taking into account the actual performance achieved in the 2024 financial year compared to the target performance and with entry thresholds.

With reference to ESG objectives, the 2024 Policy highlights the completion of the ESG Risk Assessment which, through the analysis of double materiality, led to the identification of the risks and opportunities that ESG elements offer with a view to better pursuing sustainability issues.

Finally, the variable component referred to the 2024/2026 Restricted Shares Plan (LTI) is subject to the continuation of the relationship at the time of disbursement, in order to obtain the maximum retention result. The amount of the LTI component corresponds to 35.30% (thirty-five point thirty percent) of the Fixed Remuneration for the position without considering either other remunerations, including fixed ones, recognized for positions other than that of Chief Executive Officer or variable components. For detailed information, please refer to the Information Document on the 2024/2026 Restricted Shares Plan available on the website www.technoprobe.com - section "Governance/Shareholder Meetings" and to paragraph 5.8, Section One, of this Report.

Therefore, with specific reference to the Chief Executive Officer, the 2024 remuneration was paid as follows:

REMUNERATION COMPONENT	AMOUNT PAID	FAIR VALUE OF EQUITY COMPENSATION (2024 FINANCIAL YEAR)
Annual fixed component	Euro 852,322.4	-
Technoprobe SpA -RBA	Euro 632,322.4	
Board of Directors Compensation	Euro 25.068,30	-
Technoprobe SpA –CONS.	Euro 23.000,30	
Annual fixed component (USD 240,000) ⁶	Euro 234,699.06	-
Technoprobe America Inc. – TP US	Euro 254,099.00	
Annual variable component	Euro 512.000	-
Technoprobe SpA - STI	Euro 312.000	
LTI Component		Euro 100,000
TOTAL	Euro 1.624.089,76	

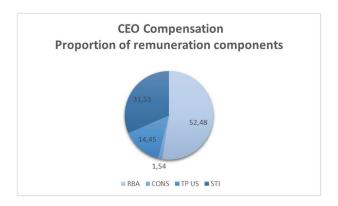
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⁶The amount indicated is received in USD and the conversion into Euros has been indicated on the basis of the consolidated balance sheet rules and therefore on the basis of the average exchange rate for the year 2024.





Below is a graph showing the proportion of each component:



3.3 Approved compensation for the Board of Statutory Auditors

On 24 April 2024, the Shareholders' Meeting resolved to appoint a Board of Statutory Auditors composed of three effective members and two alternates, for a term of three financial years (and therefore until the Meeting for the approval of the financial statements at 31 December 2026); following the aforementioned appointment, the Board of Statutory Auditors is composed of Nadia Fontana, as President, Diana Rizzo and Edoardo Colombo, as effective auditors, and Roberta Anna Provasi and Marco Pedretti, as alternate auditors.

The annual compensations recognized by the Assembly are distributed as follows:

- > for the Chairman of the Board of Auditors, an annual pro-rata temporis compensation of €45,000, in addition to reimbursement of expenses incurred in carrying out the assignment;
- > for each effective member of the Board of Auditors, an annual pro-rata temporis compensation of 30,000 euros, in addition to reimbursement of expenses incurred in carrying out the assignment.

The members of the Board of Statutory Auditors do not receive any variable remuneration or non-monetary benefits.

3.4 Approved compensation for Managers with Strategic Responsibilities (DIRS)

During the 2024 financial year, the Company has identified 3 (three) Managers with Strategic Responsibilities as individuals who have the power and responsibility, directly or indirectly, for planning, directing and controlling Technoprobe's activities, respectively (i) the Chief Financial Officer; (ii) the Chief Technology Officer and (iii) the Chief Commercial Officer.

The Managers with Strategic Responsibilities received the fixed portion of their remuneration determined by their respective employment contracts, including the emoluments due pursuant to the applicable legal and contractual provisions as well as the non-competition agreement.

Similarly to what is provided for the Chief Executive Officer, the overall remuneration of the Managers with Strategic Responsibilities for the 2024 financial year is made up of the following components:

CEO COMPENSATION COMPONENTS	TYPOLOGY	Euro
Base Annual Salary (RBA)	FIXED REMUNERATION	Differentiated for each DIRS based on the respective employment contract







Annual or short-term variable component (Short Term Incentive - STI)	МВО		Predetermined target amount Euro 150,000
Long-term variable component (Long Term Incentive - LTI)	RESTRICTED SHARE 2024/2026	ES PLAN	up to 68.20% (sixty-eight point twenty percent) of the Fixed Remuneration without considering variable components

With regard to the short-term variable component of remuneration (Short Term Incentive – STI), according to the Management by Objectives (MBO) system, for the 2024 financial year it has been linked to the achievement of performance objectives according to the following criteria:

- > company economic performance weight 90%;
- > ESG 10% weight.

With reference to the economic performance objectives, the objectives were to be referred to the consolidated results of the Company as resulting from the consolidated balance sheet and consist of turnover and Ebitda Margin. These components of the bonus were differentiated based on the markets in which the Company operates (ProbeCard Market and Final Test Market) with the attribution of different percentage weights; in particular:

- or The Probe Card Market hashad a weight of 75%;
- or the Final Test Market hashad a weight of 25%;

all on the 90% share of the overall annual variable component reserved for economic objectives. The bonus actually due was calculated on the basis of a linear progression system taking into account the actual performance achieved in the 2024 financial year compared to the target performance and with entry thresholds.

With reference to ESG objectives, the 2024 Policy highlights the completion of the ESG Risk Assessment which, through the analysis of double materiality, led to the identification of the risks and opportunities that ESG elements offer with a view to better pursuing sustainability issues.

Finally, the variable component referred to the 2024/2026 Restricted Shares Plan (LTI) is subject to the continuation of the relationship at the time of disbursement, in order to obtain the maximum retention result. The measure of the LTI component for Managers with Strategic Responsibilities corresponds to a percentage of up to 68.20% (sixty-eight point twenty percent) of the Fixed Remuneration without considering the variable components. For detailed information, please refer to the Information Document on the 2024/2026 Restricted Shares Plan available on the website www.technoprobe.com - section "Governance/Shareholder Meetings" and to Paragraph 5.8, Section One, of this Report.

Therefore, with specific reference to the DIRS, the 2024 remuneration was paid as follows:

REMUNERATION COMPONENT	AMOUNT PAID	FAIR VALUE OF EQUITY COMPENSATION (2024 FINANCIAL YEAR)		
Annual Fixed Component – RBA in Technoprobe	Euro 635,807.84	-		
Compensation in subsidiaries or affiliates of Technoprobe	Euro 68.333,33	-		
Annual variable component - STI	Euro 288.000	-		
Non-Monetary Benefits - BNM	Euro 16,540.38	-		

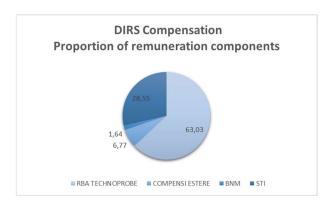






LTI Component		Euro 150.000
TOTAL	Euro 1,008,681.55	

Below is a graph showing the proportion of each component:



4. ALLOWANCE IN THE EVENT OF TERMINATION OF OFFICE AND/OR TERMINATION OF EMPLOYMENT RELATIONSHIP DURING THE 2024 FINANCIAL YEAR

During 2024, there were no cases of termination of office of directors or members of the Board of Statutory Auditors and/or termination of the employment relationship with DiRS that resulted in the attribution of indemnities and/or other benefits.

5. 2024 POLICY WAIVERS - CLAWBACK CLAUSES

The report on the remuneration policy and compensation paid, approved by the Shareholders' Meeting on 24 April 2024, was the first policy adopted by the Company following the admission of Technoprobe shares to the Euronext Milan market as of 2 May 2023.

During 2024, no other derogations to the 2024 Remuneration Policy were reported, nor were any ex-post correction mechanisms applied to the variable component ("malus" or "clawback" variable compensation).

6. COMPARISON INFORMATION

Below is the comparative information between the annual variation of the total compensation of directors and auditors since the listing period of the Company; of the Group results in terms of Turnover, EBITDA Margin, Net Result (attributable to the Group) and of the average gross annual remuneration, parameterized on full-time employees.







Name and Surname	Position Held	Period for which the position was held	Total compensation 2024	Total compensation 2023
			(euro)	(euro)
Christian Alexander CRIPPA	President	01/01/2024 12/31/2024	325.887,98	325,000
Robert Alexander CRIPPA	Vice-President	01/01/2024 12/31/2024	297,609.28	235,000
Stephen HAPPY	Managing Director	01/01/2024 12/31/2024	1,624,089.76	1,847,455
Julius SIRTORI	Administrator	01/01/2024 12/31/2024	62.035,52	51,685
Paul Henry DELLACHÀ	Administrator	01/01/2024 12/31/2024	35.095,63	23.297
Susanna PEDRETTI	Administrator	04/24/2024 12/31/2024	44.754,10	-
Elizabeth Beatrice CUGNASCA	Administrator	04/24/2024 12/31/2024	30.983,61	-
Anthony SANNA	Administrator	04/24/2024 12/31/2024	30.983,60	-
Gregory SMITH	Administrator	27/05/2024 12/31/2024	14.959,02	-
Total compensation of d	lirectors in office as of De	cember 31, 2024	2.466.398,50	
Nicholas DELLORO	Administrator	04/24/2024 27/05/2024	2.322,40	-
Annachiara FAST	Administrator	01/01/2024 04/24/2024	28,278.69	83.370
Antonella SCAGLIA	Administrator	01/01/2024 04/24/2024	17,281.42	36.767
Total compensation of d	lirectors terminated as of	December 31, 2024	47,915.51	
Total directors' comp	ensation		2.514.314,01	2,602,574
Nadia FOUNTAIN		04/24/2024 12/31/2024	30.983,61	-
Diana RIZZO		04/24/2024 12/31/2024	20.655,74	-
Edward COLOMBO		04/24/2024 12/31/2024	20.655,74	-
Total compensation of n	nayors in office as of Dec	ember 31, 2024	72.295,09	-
Charles WHITE		01/01/2024 04/24/2024	18,852.46	52,500
George SHORTS		01/01/2024 04/24/2024	12,568.31	35,000
Pierfrancesco GIORDANO		01/01/2024 04/24/2024	12,568.31	35,000
Total compensation of n	nayors terminated as of [December 31, 2024	43.989,08	122,500
Total compensation o	f mayors		116.284,17	122,500

Notes

^(*) The Board of Directors was appointed by the Shareholders' Meeting of 24 April 2024, with the exception of Gregory Smith, co-opted on 27 May 2024 and confirmed by the Shareholders' Meeting of 20 December 2024.

^(**) The Board of Statutory Auditors was appointed by the Assembly on 24 April 2024.







GROUP RESULTS	FY 2024	FY 2023
Sales	543	409
EBITDA margin	137	123
Net result attributable to the Group	64	97
AVERAGE GROSS ANNUAL SALARY OF GROUP EMPLOYEES (in euros)	FY 2024	FY 2023
Average FTE Remuneration	36. 955	37.318







PART TWO

The following tables show the following in detail:

- Attachment 1: analytical information on the compensation paid in the financial year ended 31 December 2024 for any reason and in any form by the Company or by companies controlled by or associated with Technoprobe to the members of the administrative and control bodies and to other managers with strategic responsibilities (in aggregate form), through a table drawn up in accordance with Table 1 of Scheme 7-bis, Annex 3A of the Issuers' Regulation;
- Annex 2: analytical information on incentive plans based on financial instruments, other than stock options, for members of the administrative and control bodies and other managers with strategic responsibilities (in aggregate form), through a table drawn up in accordance with Table 3A in Scheme 7-bis, Annex 3A of the Issuers' Regulation;
- > **Annex 3**: analytical information on any shareholdings held in Technoprobe and in its subsidiaries by those who, even for a fraction of a financial year, have held the position of member of the administrative and control bodies or as a manager with strategic responsibilities (in aggregate form), through a table drawn up in accordance with Scheme 7-Ter of Annex 3A of the Issuers' Regulation.





ATTACHMENT 1

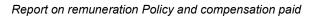
Table 1: Remuneration paid to members of the administrative and control bodies, general managers and other managers with strategic responsibilities

NAME AND SURNAME	<u>LOAD</u>	PERIOD FOR WHICH THE OFFICE WAS HELD	EXPIRY OF CHARGE	FIXED FEES	COMPENS ATION FOR PARTICIPA TION IN COMMITTE ES	 IITY VARIABLE ENSATION Profit sharing	NON-MONEY BENEFITS	OTHER COMPENSAT IONS	<u>TOTAL</u>	FAIR VALUE OF EQUITY COMPE NSATIO N	END OF OFFICE OR EMPLOYMENT TERMINATION ALLOWANCE
BOARD OF L	DIRECTORS										
Christian Alexander	Board of Directors 01/01/2024 Advisor 12/31/2024	01/01/2024 12/31/2024	2027 (1)	€25,068.30					€25,068.30		
CRIPPA	Executive President	01/01/2024 12/31/2024	2027 (1)	€300,819.68					€300,819.68		
	of whic	ch compensation in	Technoprobe SpA	€325,887.98					€325,887.98		
	of which compensation in	n controlled or asso	ciated companies	-					-		
			TOTAL	€325,887.98					€325,887.98		
Roberto Alessandro	Board of Directors Advisor	01/01/2024 12/31/2024	2027 (1)	€25,068.30					€25,068.30		
CRIPPA	Executive Vice President	01/01/2024 12/31/2024	2027 (1)	€272,540.98					€272,540.98		
	of which compensation in Technoprobe SpA								€297,609.28		
	of which compensation in controlled or associated companies								-		
	TOTAL								€297,609.28		





		PERIOD FOR			COMPENSAT ION FOR	NON-EQUITY \ COMPENSA			<u>OTHER</u>		FAIR VALUE OF	END OF OFFICE OR
NAME AND SURNAME	<u>LOAD</u>	WHICH THE OFFICE WAS HELD	EXPIRY OF CHARGE	FIXED FEES	PARTICIPATI ON IN COMMITTEE S	Bonuses and other incentives	Profit sharing	NON-MONEY BENEFITS	COMPENSAT IONS	<u>TOTAL</u>	EQUITY COMPENSATIO N	EMPLOYMENT TERMINATION ALLOWANCE
Stephen	Board of Directors Advisor	01/01/2024 12/31/2024	2027 (1)	€25,068.30						€25,068.30		
НАРРУ	CEO	01/01/2024 12/31/2024	2027 (1)	€1,087,021.46		€512,000.00				€1,599,021.46	€100,000.00	
	of	which compensat	ion in Technoprobe SpA	€877,390.70		€512,000.00				€1,389,390.70	€100,000.00	
	of which compensati	on in controlled o	r associated companies	€234,699.06		-				€234,699.06		
			TOTAL	€1,112,089.76		€512,000.00				€1,624,089.76	€100,000.00	
	Board of Directors Advisor	01/01/2024 12/31/2024		€25,068.30						€25,068.30		
	Lead Independent Director	04/24/2024 12/31/2024		€6,885.25						€6,885.25		
Julius	President of CNR	04/24/2024 12/31/2024		€13,770.49						€13,770.49		
SIRTORI	CCRS Member (3)	04/24/2024 12/31/2024	2027 (1)	€6,885.25						€6,885.25		
	CNR Member	01/01/2024 04/24/2024		€3,142.08						€3,142.08		
	CCR Member	01/01/2024 04/24/2024		€3,142.08						€3,142.08		
	COPC Member	01/01/2024 04/24/2024		€3,142.08						€3,142.08		
	of	which compensati	ion in Technoprobe SpA	€62,035.52						€62,035.52		
	of which compensati	on in controlled o	r associated companies									
			TOTAL	€62,035.52						€62,035.52		







		PERIOD FOR WHICH THE	EXPIRY OF		COMPENSATI ON FOR		UITY VARIABLE PENSATION	NON-MONEY	<u>OTHER</u>		FAIR VALUE OF	END OF OFFICE OR EMPLOYMENT
NAME AND SURNAME	<u>LOAD</u>	OFFICE WAS HELD	CHARGE	FIXED FEES	PARTICIPATI ON IN COMMITTEES	Bonuses and other incentives	Profit sharing	<u>BENEFITS</u>	COMPENSAT IONS	<u>TOTAL</u>	EQUITY COMPENS ATION	TERMINATION ALLOWANCE
	Board of Directors Advisor	01/01/2024 12/31/2024		€25,068.30						€25,068.30		
Paul Henry OF THE CHANCE	COPC Member	01/01/2024 04/24/2024	2027 (1)	€3,142.08						€3,142.08		
	CNR Member	04/24/2024 12/31/2024		€6,885.25						€6,885.25		
	of whi	ch compensation in	Technoprobe SpA	€35,095.63						€35,095.63		
	of which compensation in controlled or associated companies											
			TOTAL	€35,095.63						€35,095.63		
	Board of Directors Advisor	04/24/2024 12/31/2024	- 2027 (1)	€17,213.11						€17,213.11		
Susanna	President CCRS (3)	04/24/2024 12/31/2024		€13,770.49						€13,770.49		
PEDRETTI	CNR Member	04/24/2024 12/31/2024		€6,885.25						€6,885.25		
	OPC Member	04/24/2024 12/31/2024		€6,885.25						€6,885.25		
	of whi	ch compensation in	Technoprobe SpA	€44,754.10						€44,754.10		
	of which compensation i	in controlled or asso	ociated companies									
			TOTAL	€44,754.10						€44,754.10		
NAME AND SURNAME	<u>LOAD</u>	PERIOD FOR WHICH THE OFFICE WAS HELD	EXPIRY OF CHARGE	FIXED FEES	COMPENSATI ON FOR PARTICIPATI ON IN COMMITTEES		VENSATION Profit sharing	NON-MONEY BENEFITS	OTHER COMPENSAT IONS	<u>TOTAL</u>	FAIR VALUE OF EQUITY COMPENS ATION	END OF OFFICE OR EMPLOYMENT TERMINATION ALLOWANCE
Elizabeth Beatrice CUGNASCA	Board of Directors Advisor	04/24/2024 12/31/2024	2027 (1)	€17,213.11						€17,213.11		





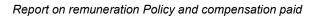


NAME AND SURNAME	<u>LOAD</u>	PERIOD FOR WHICH THE OFFICE WAS HELD	EXPIRY OF CHARGE	FIXED FEES	COMPENSATI ON FOR PARTICIPATI ON IN COMMITTEES		UITY VARIABLE PENSATION Profit sharing	NON-MONEY BENEFITS	OTHER COMPENSAT IONS	<u>TOTAL</u>	FAIR VALUE OF EQUITY COMPENS ATION	END OF OFFICE OR EMPLOYMENT TERMINATION ALLOWANCE
	COPC Member	04/24/2024 12/31/2024		€6,885.25		incentives				€6,885.25		
	CCRS Member (3)	04/24/2024 12/31/2024		€6,885.25						€6,885.25		
	of whic	ch compensation in	Technoprobe SpA	€30,983.61						€30,983.61		
	of which compensation in controlled or associated compan											
	TOTAL			€30,983.61						€30,983.61		
Antonio	Board of Directors Advisor	04/24/2024 12/31/2024	2027 (1)	€17,213.11						€17,213.11		
SANNA	COPC President	04/24/2024 12/31/2024	2027 (1)	€13,770.49						€13,770.49		
	of whic	ch compensation in	Technoprobe SpA	€30,983.60						€30,983.60		
	of which compensation in	n controlled or asso	ociated companies									
			TOTAL	€30,983.60						€30,983.60		
Gregory SMITH	Board of Directors Advisor	27/05/2024 12/31/2024	2027 (1)	€14,959.02						€14,959.02		
	of which compensation in Technoprobe SpA			€14,959.02						€14,959.02		
	of which compensation in controlled or associated companies											
	TOTAL									€14,959.02		





NAME AND GUDNAME	1010	PERIOD FOR WHICH THE	EXPIRY OF	FIVED FFFF	COMPENSATION		JITY VARIABLE PENSATION	NON-MONEY	OTHER COMPE	TOTAL	FAIR VALUE OF EQUITY	END OF OFFICE OR EMPLOYMENT
NAME AND SURNAME	<u>LOAD</u>	OFFICE WAS HELD	CHARGE	FIXED FEES	FOR PARTICIPATION IN COMMITTEES	Bonuses and other incentives	Profit sharing	<u>BENEFITS</u>	NSATIO NS	<u>TOTAL</u>	COMPENSAT ION	TERMINATION ALLOWANCE
ADMINISTRA	ATORS TER	RMINATE	D									
	Board of Directors Advisor	01/01/2024 04/24/2024		€7,855.19						€7,855.19		
	Lead Independent	01/01/2024		€3,142.08						€3,142.08		
Anna Chiara FAST	Director President of	04/24/2024 01/01/2024	2024 (3)	€6,284.15						€6,284.15		
Allila Ciliata PASI	CNR	04/24/2024 01/01/2024	2024 (3)	€0,284.13						€0,284.13		
COPC Presiden		04/24/2024		€7,855.19						€7,855.19		
	CCR Member	01/01/2024 04/24/2024		€3,142.08						€3,142.08		
	of which c	ompensation in Te	chnoprobe SpA	€28,278.69						€28,278.69		
of which	h compensation in co	ntrolled or associo	ated companies	-						-		
			TOTAL	€28,278.69						€28,278.69		
	Board of Directors Advisor	01/01/2024 04/24/2024		€7,855.19						€7,855.19		
Antonella FLAKE	CCR President	01/01/2024 04/24/2024	2024 (3)	€6,284.15						€6,284.15		
	CNR Member	01/01/2024 04/24/2024		€3,142.08						€3,142.08		
	of which c	ompensation in Te	chnoprobe SpA	€17,281.42						€17,281.42		
of which	h compensation in co	ontrolled or associo		-						-		
			TOTAL	€17,281.42						€17,281.42		
Nicholas OF GOLD	Directors 2024(3)			€2,322.40						€2,322.40		
	of which compensation in Technoprobe SpA									€2,322.40		
of which	of which compensation in controlled or associated companies											







NAME AND SURNAME	<u>LOAD</u>	PERIOD FOR WHICH THE	EXPIRY OF	FIXED FEES	COMPENSATION FOR PARTICIPATION	сомі	UITY VARIABLE PENSATION	NON-MONEY	OTHER COMPE	<u>TOTAL</u>	FAIR VALUE OF EQUITY	END OF OFFICE OR EMPLOYMENT
	<u> </u>	OFFICE WAS HELD	<u>CHARGE</u>	<u></u>	IN COMMITTEES	Bonuses and other incentives	Profit sharing	<u>BENEFITS</u>	NSATIO NS	<u></u>	COMPENSAT ION	TERMINATION ALLOWANCE
			TOTAL	€2,322.40						€2,322.40		

NAME AND SURNAME	<u>LOAD</u>	PERIOD FOR WHICH THE OFFICE WAS HELD	EXPIRY OF CHARGE	FIXED FEES	COMPENSATI ON FOR PARTICIPATI ON IN COMMITTEES	UITY VARIABLE ENSATION Profit sharing	NON-MONEY BENEFITS	OTHER COMPENSAT IONS	<u>TOTAL</u>	FAIR VALUE OF EQUITY COMPENS ATION	END OF OFFICE OR EMPLOYMENT TERMINATION ALLOWANCE
BOARD OF A	AUDITORS										
Nadia FOUNTAIN	Chairman of the Board of Auditors	04/24/2024 12/31/2024	2027 (1)	€30,983.61					€30,983.61		
	of whic	ch compensation in	Technoprobe SpA	€30,983.61					€30,983.61		
	of which compensation in	n controlled or asso	ociated companies								
			TOTAL	€30,983.61					€30,983.61		
Diana RIZZO	Acting Mayor	04/24/2024 12/31/2024	2027 (1)	€20,655.74					€20,655.74		
	of whic	ch compensation in	Technoprobe SpA	€20,655.74					€20,655.74		
	of which compensation in	n controlled or asso	ociated companies								
	TOTAL			€20,655.74					€20,655.74		
Edward COLOMBO	Acting Mayor	04/24/2024 12/31/2024	2027 (1)	€20,655.74					€20,655.74		







		PERIOD FOR WHICH THE	EXPIRY OF		COMPENSATI ON FOR		JITY VARIABLE PENSATION	. NON-MONEY	OTHER		FAIR VALUE OF	END OF OFFICE OR EMPLOYMENT
NAME AND SURNAME	<u>LOAD</u>	OFFICE WAS HELD	<u>CHARGE</u>	FIXED FEES	PARTICIPATI ON IN COMMITTEES	Bonuses and other incentives	Profit sharing	BENEFITS	COMPENSAT IONS	<u>TOTAL</u>	EQUITY COMPENS ATION	TERMINATION ALLOWANCE
	of w	hich compensation in T	Technoprobe SpA	€20,655.74						€20,655.74		
	of which compensation in controlled or associated companie											
	TOTAL			€20,655.74						€20,655.74		

NAME AND SURNAME	LOAD	PERIOD FOR WHICH THE	EXPIRY OF	FIXED FEES	COMPENSATI ON FOR PARTICIPATI	COMP	UITY VARIABLE PENSATION	NON-MONEY	OTHER COMPENSAT	TOTAL	<u>FAIR</u> <u>VALUE</u> <u>OF</u> EQUITY	END OF OFFICE OR EMPLOYMENT
	<u></u>	OFFICE WAS HELD	<u>CHARGE</u>		ON IN COMMITTEES	Bonuses and other incentives	Profit sharing	<u>BENEFITS</u>	IONS		COMPE NSATIO N	TERMINATION ALLOWANCE
MAYORS WI	HO HAVE REM	1AINED										
Charles WHITE	Chairman of the Board of Auditors	01/01/2024 04/24/2024	2024 (3)	€18,852.46						€18,852.46		
	of whic	h compensation in	Technoprobe SpA	€18,852.46						€18,852.46		
	of which compensation in	n controlled or asso	ciated companies									
			TOTAL	€18,852.46						€18,852.46		
George SHORTS	Acting Mayor	01/01/2024 04/24/2024	2024 (3)	€12,568.31						€12,568.31		
	of which compensation in Technoprobe SpA									€12,568.31		







		PERIOD FOR			COMPENSATI ON FOR		UITY VARIABLE PENSATION		OTHER		<u>FAIR</u> VALUE OF	END OF OFFICE OR
NAME AND SURNAME	<u>LOAD</u>	WHICH THE OFFICE WAS HELD	EXPIRY OF CHARGE	FIXED FEES	PARTICIPATI ON IN COMMITTEES	Bonuses and other incentives	Profit sharing	NON-MONEY BENEFITS	COMPENSAT IONS	<u>TOTAL</u>	EQUITY COMPE NSATIO N	EMPLOYMENT TERMINATION ALLOWANCE
	of which compensation in	n controlled or asso	ciated companies									
			TOTAL	€12,568.31						€12,568.31		
Plerfrancesco JORDAN	Acting Mayor	01/01/2024 04/24/2024	2024 (3)	€12,568.31						€12,568.31		
	of whic	ch compensation in	Technoprobe SpA	€12,568.31						€12,568.31		
	of which compensation i	n controlled or asso	ciated companies									
	TOTAL		TOTAL	€12,568.31						€12,568.31		

NAME AND SURNAME	<u>LOAD</u>	PERIOD FOR WHICH THE OFFICE WAS HELD	EXPIRY OF CHARGE	<u>FIXED FEES</u>	COMPENSA TION FOR PARTICIPA TION IN COMMITTE ES	NON-EQUITY COMPENS Bonuses and other incentives	ATION .	NON-MONEY BENEFITS	OTHER COMPENS ATIONS	<u>TOTAL</u>	FAIR VALUE OF EQUITY COMPENSATIO N	END OF OFFICE OR EMPLOYM ENT TERMINAT ION ALLOWAN CE
MANAGERS	WITH STRATI	EGIC RESP	ONSIBILIT	TIES								
No. 3 DiRS	In Aggregate	01/01/2024 12/31/2024	12/31/2024	€704,141.17		€288,000.00		€16,540.38€		€1,008,681.55	€150,000.00	
	of whi	Technoprobe SpA	€635,807.84		€288,000.00		€16,540.38€		€940,348.22	€150,000.00		



Report on remuneration Policy and compensation paid





PERIOD F)R		COMPENSA TION FOR	NON-EQUITY COMPENS					FAIR VALUE OF	END OF OFFICE OR EMPLOYM
NAME AND SURNAME LOAD WHICH TOFFICE W. HELD	IE EXPIRY OF	<u>FIXED FEES</u>	PARTICIPA TION IN COMMITTE ES	Bonuses and other incentives	Profit sharing	<u>NON-MONEY</u> <u>BENEFITS</u>	OTHER COMPENS ATIONS	<u>TOTAL</u>	EQUITY COMPENSATIO N	ENT TERMINAT ION ALLOWAN CE
of which compensation in controlled o	r associated companies	€68,333.33		€0.00		€0.00		€68,333.33	€0.00	
	€704,141.17		€288,000.00		€16,540.38		€1,008,681.55	€150,000.00		

ANNEX 2

Table 2: Incentive plans based on financial instruments, other than stock options, for the benefit of members of the Board of Directors, the General Manager and Managers with strategic responsibilities

		Financial	Financial instruments	Financial
Financial instruments assigned in		instruments	vested during the	instrument
previous financial years not vested	Financial instruments assigned during the financial year	vested during the	financial year and	S
during the financial year		financial year and	attributable	pertaining
		not attributed		to the







													financial
ТО	В	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	year (12)
Name and	Load	Floor	Number and type of	Vesting	Number	Fair value at	Vesting	Assignment	Market	Number and type	Number	Value at	Fair value
surname			financial instruments	period	and type of	the grant date	period	date	price at assignmen	of financial instruments	and type of financial	maturity date	
					financial instrume nts	(thousands of Euro)			τ		instrument s	(thousands of Euros)	(thousands of Euros)
Stephen	CEO	Restricted			n. 35,478	300	01.01.2024-	05/14/2024	€ 8,456129				
Нарру		Shares Plan			ordinary		31.12.2026						
		2024/2026			shares								
No. 3 DiRS		Restricted Shares Plan 2024/2026			n. 53,217 ordinary shares	450	01.01.2024- 31.12.2026	05/14/2024	€ 8,456129				





ANNEX 3

TABLE 1: Shareholdings of members of the administrative and control bodies and of the general managers

SURNAME AND NAME	LOAD	SUBSIDIARY COMPANY	NUMBER OF SHARES HELD AT THE END OF THE PREVIOUS FINANCIAL YEAR	NUMBER OF SHARES PURCHASED	NUMBER OF SHARES SOLD	NUMBER OF SHARES HELD AT THE END OF THE CURRENT FINANCIAL YEAR
Christian Alexander CRIPPA	President	Technoprobe SpA	15,286,050	0	0	15,286,050
Robert Alexander CRIPPA	Vice President	Technoprobe SpA	15,286,050	0	0	15,286,050
Stephen HAPPY	CEO	Technoprobe SpA	-	-	-	-
Julius SIRTORI	Advisor	Technoprobe SpA	-	-	-	-
Paul Henry DELLACHÀ	Advisor	Technoprobe SpA	-	-	-	-
Susanna PEDRETTI	Advisor	Technoprobe SpA	-	-	-	-
Elizabeth Beatrice CUGNASCA	Advisor	Technoprobe SpA	-	-	-	-
Gregory SMITH	Advisor	Technoprobe SpA	-	-	-	-
Anthony SANNA	Advisor	Technoprobe SpA	-	-	-	-





TABLE 2: Shareholdings of other managers with strategic responsibility

NUMBER OF MANAGERS WITH STRATEGIC RESPONSIBILITY	SUBSIDIARY COMPANY	NUMBER OF SHARES HELD AT THE END OF THE PREVIOUS FINANCIAL YEAR	NUMBER OF SHARES PURCHASED	NUMBER OF SHARES SOLD	NUMBER OF SHARES HELD AT THE END OF THE CURRENT FINANCIAL YEAR
No. 3 DiRS	Technoprobe SpA	-	1,500	-	1,500