

**Da:** "ORTEGA ARIAS PAZ CARLOS"  
<carlosortegaariaspaz@unapec.it>  
**Inviato:** lunedì 7 aprile 2025 19:03  
**A:** technoprobespa@promopec.it  
**Cc:** coa@alba-cfa.com; pca@alba-cfa.com; jrc@alba-cfa.com  
**Oggetto:** ALBA EUROPE. Proposal for resolution by Alba Europe concerning  
Item 4 on the agenda of the shareholders' meeting convened for April 29, 2025  
**Allegati:** 1\_ALBA\_EUROPE\_Proposta\_individuale\_di\_delibera\_ex\_art\_135-  
undecies-1\_co\_2\_TUF.pdf, 2\_ALBA\_EUROPE\_CarlosOrtegaAriasPaz\_declaration\_of  
acceptance\_2025-04-07.pdf, 3\_ALBA\_EUROPE\_CarlosOrtegaAriasPaz\_Passport\_2025-  
04-07.pdf, 4\_ALBA\_EUROPE\_CarlosOrtegaAriasPaz\_CV\_other-positions\_2025-04-  
07.pdf, 5\_CER\_0000000190-25\_885301\_ALBA EUROPE.pdf, 6\_CER\_0000000189-  
25\_885303\_ALBA EUROPE.pdf

Dear all,

Please find attached the **Proposal for resolution by the shareholder Alba Europe S.à.r.l., pursuant to Art. 135-undecies.1, paragraph 2, of Legislative Decree 58/98, concerning item 4 on the agenda of the Shareholders' Meeting of Technoprobe S.p.A., convened for April 29, 2025, in a single call**, submits the appointment of Carlos Ortega Arias Paz as Independent Director.

Thank you

Carlos Ortega

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7 aprile 2025

Spettabile

**Technoprobe S.p.A.**Via Cavalieri di Vittorio Veneto, 2  
23870 – Cernusco Lombardone (LC)**-TRAMITE PEC-**

**Oggetto: Proposta di delibera del socio Alba Europe S.à.r.l., ex art. 135-undecies.1, comma 2, del D.Lgs. 58/98 riferita al punto 4 all'ordine del giorno dell'Assemblea di Technoprobe S.p.A., convocata per il giorno 29 aprile 2025 in unica convocazione**

Egregi Signori,

con riferimento all'Assemblea degli azionisti di Technoprobe S.p.A. ("**Technoprobe**" o la "**Società**") convocata per il giorno 29 aprile 2025 in unica convocazione (l'"**Assemblea**"), per deliberare, tra l'altro, in merito al punto 4 all'ordine del giorno "*Nomina di un amministratore a seguito di dimissioni. Deliberazioni inerenti e conseguenti*", con la presente, la sottoscritta Alba Europe S.à.r.l. – società di diritto lussemburghese, con sede legale in 46/A, Avenue J.F. Kennedy L-1855 Lussemburgo, titolare di n. 39.273.889 azioni ordinarie Technoprobe corrispondenti al 6,01% del capitale sociale della Società e al 3,60% dei diritti di voto – presenta la candidatura di Carlos Ortega Arias Paz ai sensi dell'art. 135-undecies.1, comma 2, del D.Lgs. 58/1998 (il "**TUF**").

A tal fine, si allega la seguente documentazione:

- la dichiarazione con la quale il candidato accetta la propria candidatura e l'eventuale nomina e attesta, sotto la propria responsabilità, l'inesistenza di cause di decadenza, ineleggibilità e incompatibilità, nonché l'esistenza dei requisiti prescritti dalla normativa applicabile e il possesso dei requisiti di indipendenza previsti dalla legge, dalla normativa applicabile e dal Codice di Corporate Governance;
- la copia del documento d'identità;
- *curriculum vitae* riguardante le caratteristiche personali e professionali con l'indicazione delle cariche di amministrazione e controllo ricoperte in altre società.

Si allega inoltre copia della prescritta certificazione rilasciata dall'intermediario autorizzato comprovante il possesso da parte di Alba Europe S.à.r.l. della partecipazione nel capitale della Società.

Si autorizza, per quanto occorrer possa, la Società alla pubblicazione delle informazioni di cui sopra, come da disposizioni applicabili.

Cordiali Saluti.

**Alba Europe S.à.r.l.**

José Ramón del Caño Palop

## **DECLARATION OF ACCEPTANCE OF THE APPOINTMENT FOR THE POSITION OF DIRECTOR OF TECHNOPROBE S.P.A. AND ATTESTATION OF THE REQUIREMENTS PROVIDED BY APPLICABLE LAWS AND REGULATIONS**

The undersigned Carlos Ortega Arias Paz, born in Madrid (Spain), on 10 January 1967, residing in Madrid (Spain). Italian tax code RTGCLS67A10Z131P, pursuant to and in accordance with the provisions of Article 19 of the Articles of Incorporation of Technoprobe S.p.A. ("**Technoprobe**" or the "**Company**"), for the purpose of the appointment

### **declares**

that he accepts to be appointed for the position of Director of the Company by the Board of Directors of Technoprobe pursuant to Art. 2386 of the Italian Civil Code and to accept the role, if appointed, for the period determined by the Shareholders' Meeting of Technoprobe; and

### **given**

- the Ministry of Justice Decree no. 162 on March 30, 2000, as referred to in Articles 147-*quinquies*, paragraph 1, and 148, paragraph 4, of Legislative Decree no. 58 on February 24, 1998 (the "**TUF**"),
- the provisions of Article 148, paragraph 3, TUF, as referred to in Article 147-*ter*, paragraph 4, TUF, and Article 2 of the *Corporate Governance* Code of listed companies, to which Technoprobe adheres;
- the applicable provisions provided by law, regulations, or the Articles of Association,

### **declares and attests**

pursuant to Articles 46 and 47 of Presidential Decree no. 445 on December 28, 2000, as of the date of signing this document, under his own responsibility and aware that, pursuant to Article 76 of the aforementioned Presidential Decree No. 445, false declarations, document falsification, and the use of false or misleading documents are punishable under the Penal Code and relevant special laws, that he meets the requirements prescribed by current regulations and the Bylaws of Technoprobe to hold the position of Director of the Company, as detailed below:

#### **A) NON-EXISTENCE OF CAUSES FOR INELIGIBILITY, DISQUALIFICATION, AND INCOMPATIBILITY**

- That he is not in any of the conditions outlined in Article 2382 of the Civil Code;
- That he is not being subject to measures that entail disqualification from the office of Director, issued against him in a member state of the European Union.

#### **B) PRESENCE OF HONORABILITY REQUIREMENTS**

That he possesses the honorability requirements prescribed by applicable regulations and, specifically, those established for members of supervisory bodies under the Decree of the Ministry of Justice of March 30, 2000, No. 162, issued pursuant to Article 148, paragraph 4 of the TUF, as referred to in Article 147-*quinquies* of the TUF. Specifically, he declares:

- not having been subjected to preventive measures ordered by the Judicial Authority under Laws 1423/1956 and 575/1965 and subsequent amendments, except where rehabilitation has been granted;
- not having been convicted by a final judgment, except where rehabilitation has been granted:
  1. to imprisonment for any offenses governed by laws regulating banking, financial, and insurance activities, as well as laws on markets and financial instruments, taxation, and payment systems;
  2. to imprisonment for offenses under Title XI of Book V of the Italian Civil Code or Royal Decree of March 16, 1942, No. 267;

3. to imprisonment for at least six months for crimes against public administration, public faith, property, public order, and public economy;
  4. to imprisonment for at least one year for any non-negligent crime;
- o not having been convicted by a final judgment that applies penalties upon request for any of the offenses mentioned above, except in cases where the crime has been extinguished.

#### C) SIGNIFICANT POSITIONS

- To submit his *curriculum vitae*, providing comprehensive information about his personal and professional background;
- That he can devote the necessary time to diligently fulfill the responsibilities as a Director of Technoprobe, also considering the provisions of Article 3 (Functioning of the Board of Directors and role of the Chairman) of the Corporate Governance Code;
- To comply with the maximum number of offices as director or statutory auditor in Relevant Companies<sup>1</sup>, as set out in the "*Regulation concerning the criteria and procedure for evaluating the independence of independent directors and auditors and limits on the accumulation of positions of directors*" adopted by the Board of Directors of Technoprobe on February 26, 2024, pursuant to Article 3, Recommendation No. 15, of the Corporate Governance Code;
- That he is not in any of the situations referred to in Article 2390 of the Civil Code (engaging in activities competing with the Company).

#### D) INDEPENDENCE REQUIREMENTS

(please tick the applicable box)

☒ to qualify as independent in accordance with the requirements set forth in Article 148, paragraph 3 of TUF, as referred to in Article 147-ter, paragraph 4 of TUF and Article 2 (*Composition of Corporate Bodies*) of the Corporate Governance Code in order to hold the office of Independent Director of the Company and no current circumstances and/or situations exist that could compromise its independence, as well as to undertake to maintain the requirements set forth herein throughout the term of office, and in any case to promptly inform the Board of Directors of any circumstances and/or situations that may compromise its independence.

☐ to not qualify as independent, as the requirements set forth in Article 148, paragraph 3, of TUF, as referred to in Article 147-ter, paragraph 4, of TUF, and Article 2 (*Composition of Corporate Bodies*) of the Corporate Governance Code are not met.

The undersigned acknowledges that should new circumstances arise during the term of office that may compromise independence pursuant to the identified requirements, the independent directors are required to promptly notify the Chairman of the Board of Directors, who shall submit such circumstances for the Board's evaluation. Should (i) the Board of Directors determine that a director has lost its independent status, and (ii) the minimum number of members possessing the aforementioned independence requirements provided for by the applicable laws and regulations, including regulations, does not remain in office, the director who has lost its independence requirements will automatically cease to hold office pursuant to Article 19 of the Bylaws.

The undersigned confirms to be in possession of a certified email address (PEC)

The undersigned also encloses herewith:

- (i) his *curriculum vitae*, and

<sup>1</sup> "Relevant Companies" are defined as companies listed on regulated markets (including foreign markets), financial, banking, insurance companies, or companies of significant size. "Significant Companies" means companies with a revenue greater than €500 million and/or assets with a value greater than € 1,000 million and/or a number of employees greater than 2,000; "Financial Companies" means those engaged in the business of providing financial services to the public, subject to provision.

(ii) a list of administrative and supervisory roles held at other companies as of the date of this declaration.

The undersigned undertakes to promptly notify the Company of any subsequent act or fact that modifies the information provided with in this declaration and to produce, upon Company's request, documentation confirming the truthfulness of the declared data.

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The undersigned declares to have been informed, pursuant to and for the purposes of the General Data Protection Regulation (GDPR) – Regulation (EU) 2016/679 and applicable laws in force, that personal data will be processed by the Company, including electronically, solely for the purposes of the procedure for which this declaration is made.

The undersigned authorizes the Company to publish on its website and disclose to the market the information provided herein, along with all information included in the supporting documentation submitted for the received candidacy, in compliance with applicable regulations.

Place: Madrid (Spain)

Date: 7 April 2025

In faith,



Signature: Carlos Ortega Arias Paz

*I authorize the processing of personal data in accordance with EU Regulation No. 679/2016 for any purpose related to activities related to the acceptance of the application.*







**Carlos Ortega Arias-Paz**

He holds a degree in Economics (cum laude) from Harvard University. He subsequently completed an MBA at Harvard Business School.

In 2017 he joined Corporación Financiera Alba as Director of Strategy, leading the company's international strategy and collaborating on investments in Spain.

He is currently Co-CEO of Corporación Financiera Alba and a member of the board of directors of Verisure Topholding AB, Rioja S.à.r.l (Naturgy), Atlantic Aviation, and is Chairman of Acerinox.

He is also a Director at various of the group's venture capital vehicles, and is a Trustee of the Elcano Royal Institute and a Trustee of the United States-Spain Council Foundation.

He was President of the Harvard Club of Spain and continues to serve on its board.

He was previously a consultant with McKinsey & Company and has more than 23 years of experience in international investment banking at Goldman Sachs and Crédit Agricole Corporate & Investment Bank in New York, London and Madrid.

Place: Madrid (Spain)

Date: 7 April 2025

In faith,



Carlos Ortega Arias Paz



**LIST OF ADMINISTRATIVE AND SUPERVISORY POSITIONS  
HELD AT OTHER COMPANIES**

COMPANY	TAX CODE	HEADQUARTERS
ACERINOX, S.A.	A-28250777	C/ Santiago de Compostela, 100 28035_Madrid (SPAIN)
VERISURE TOP HOLDING AB	556854-1410 (Business ID)	Nordenskioldsgatan 11 Malmo, M 211 19 Sweden
Rioja Luxembourg, S.à.r.l. (Naturgy)	B 222.178 (company registry number)	29, Avenue de la Porte Neuve L-2227 Luxembourg
KKR APPLE HOLDINGS CORPORATION (ATLANTIC AVIATION)	5948985 (company number)	New Castle, De United States

Place: Madrid

Date: 7 April 2025

In faith,



Signature: Carlos Ortega Arias Paz



BNP PARIBAS

The bank  
for a changing  
world**Certificazione ex art. 46 del Provvedimento Unico sul Post Trading****Intermediario che rilascia la certificazione**

ABI	03479	CAB	1600
denominazione	BNP Paribas SA		

**Intermediario partecipante se diverso dal precedente**

ABI (n.ro conto MT)

denominazione

**data della richiesta**

07/04/2025

**data rilascio certificazione**

07/04/2025

**n.ro progressivo annuo**

0000000190/25

**Nominativo del richiedente, se diverso dal titolare degli strumenti finanziari**

MEDIOBANCA SPA

**Titolare degli strumenti finanziari:**

cognome o denominazione ALBA EUROPE SARL

nome

codice fiscale o LEI B195061

comune di nascita

provincia di nascita

data di nascita

nazionalità

indirizzo AVENUE J.F. KENNEDY, 46A

città LUXEMBURG

stato

LUXEMBOURG

**Strumenti finanziari oggetto di certificazione:**

ISIN XXITV0001816

denominazione TECHNOPROBE INT B

**Quantità degli strumenti finanziari oggetto di certificazione:**

n. 794.115

**Vincoli o annotazioni sugli strumenti finanziari oggetto di certificazione**

Natura vincolo

Beneficiario vincolo

**data di riferimento certificazione**

07/04/2025

**termine di efficacia oppure fino a revoca**

29/04/2025

**Diritto esercitabile**

Certificazione di possesso titoli

**Note****Firma Intermediario**

Securities Services, BNP Paribas  
Piazza Lina Bo Bardi, 3 - 20124 Milan (Italy)

**BNP PARIBAS**The bank  
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ABI (n.ro conto MT)

denominazione

**data della richiesta**

07/04/2025

**data rilascio certificazione**

07/04/2025

**n.ro progressivo annuo**

0000000189/25

**Nominativo del richiedente, se diverso dal titolare degli strumenti finanziari**

MEDIOBANCA SPA

**Titolare degli strumenti finanziari:**

cognome o denominazione ALBA EUROPE SARL

nome

codice fiscale o LEI B195061

comune di nascita

provincia di nascita

data di nascita

nazionalità

indirizzo AVENUE J.F. KENNEDY, 46A

città LUXEMBOURG

stato

LUXEMBOURG

**Strumenti finanziari oggetto di certificazione:**

ISIN XXITV0001816

denominazione TECHNOPROBE INT B

**Quantità degli strumenti finanziari oggetto di certificazione:**

n. 38.479.774

**Vincoli o annotazioni sugli strumenti finanziari oggetto di certificazione**

Natura vincolo

Beneficiario vincolo

**data di riferimento certificazione**

07/04/2025

**termine di efficacia oppure fino a revoca**

29/04/2025

**Diritto esercitabile**

Certificazione di possesso titoli

**Note****Firma Intermediario**

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Piazza Lina Bo Bardi, 3 - 20124 Milan (Italy)