

Informazione Regolamentata n. 20250-27-2025	Data/Ora Inizio Diffusione 29 Aprile 2025 18:02:22	Euronext Milan
---	---	----------------

Societa' : TECHNOPROBE

Identificativo Informazione : 204878
Regolamentata

Utenza - referente : TECHNOPROBEN04 - Di Terlizzi

Tipologia : REGEM

Data/Ora Ricezione : 29 Aprile 2025 18:02:22

Data/Ora Inizio Diffusione : 29 Aprile 2025 18:02:22

Oggetto : Technoprobe Shareholders' Meeting approves
the 2024 Financial Statements

Testo del comunicato

Vedi allegato



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

PRESS RELEASE

The Technoprobe Shareholders' Meeting approves the 2024 Financial Statements, the Remuneration Report, increase in the remuneration of the members of the Board of Directors, appointment of a Director, the 2025-2027 Performance Shares Plan, the authorization to purchase and disposal of treasury shares

The Technoprobe Shareholders' Meeting resolved:

- the approval of the financial statements as of 31 December 2024, closed with a profit amounting to Euro 115,786,931.56
- the approval of the First Section of the Report on the Remuneration Policy and the remuneration paid and a favorable resolution on the Second Section
- the increase in the remuneration of the members of the board of directors
- the appointment of Carlos Ortega Arias Paz as Board Member
- the approval of the 2025-2027 Performance Shares Plan
- the authorization to purchase and dispose of treasury shares

Cernusco Lombardone (LC), 29 April 2025 – The Shareholders' meeting (the “Meeting”) of Technoprobe S.p.A., a company listed on Euronext Milan and leader in the design and production of Probe Cards (the “Company” or “Technoprobe”), meet today, approved the financial statements as at 31 December 2024 as per the draft budget approved by the Board of Directors in the meeting of 24 March 2025, which closed with a profit for the year equal to €115,786,931.56.

It also approved the allocation of the profit as follows:

- € 104,521.74 to the legal reserve;
- €14,855,852.43 to the reserve for presumed profits on exchange rates;
- €100,826,557.39 to the specific balance sheet item Retained earnings.

The consolidated financial statements as at 31 December 2024 was also presented.

Remuneration report

The Shareholders' Meeting, having examined the Report on the remuneration policy and compensation paid drawn up in accordance with the current legal and regulatory provisions:

- approved the Company's remuneration policy for the 2025 financial year contained in Section One, drawn up pursuant to art. 123-ter, paragraph 3-bis and 3-ter, of the TUF and art. 84-ter of the Issuers' Regulations;
- resolved favorably on the Second Section of the Report with reference to the remuneration paid in the 2024 financial year, pursuant to art. 123-ter, paragraph 6 of the TUF.

Increase in the remuneration of the members of the board of directors

The Shareholders' Meeting, accepting the proposal of the Board of Directors - which had followed the recommendations made by the Nomination and Remuneration Committee - resolved in favor of increasing the



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

remuneration due to the directors for the activities carried out within the Board of Directors, from €25,000 (twenty-five thousand) gross per year pro rata temporis for each director, to €40,000 (forty thousand) gross per year pro rata temporis for each director, for the financial year 2025 and until the expiration of the current Board of Directors' term, set at the date of the Shareholders' Meeting convened to approve the financial statements as of December 31, 2026. Each Board member is also entitled to reimbursement of expenses incurred by reason of the office, without recognition of any amount in the form of salary at the end of term, provided that the Board of Directors shall determine the additional remuneration for directors invested with particular positions pursuant to article 2389 c.c..

Appointment of Mr Carlos Ortega Arias Paz as director

The Shareholders' Meeting appointed as Board Member - following the resignation of Paolo Enrico Dellachà - Carlos Ortega Arias Paz presented by the shareholder Alba Europe S.à r.l., Holder of n. 39,273,889 shares in Technoprobe, corresponding to 6.01% of the company's share capital and 3.60% of the voting rights.

Pursuant to art. 19 of the Articles of Association, since it is not necessary to elect the entire Board of Directors, for the appointment of the director the Assembly has decided with the majority of the law, not finding application the mechanism of the list vote.

Pursuant to art. 2386 of the Civil Code, the administrator thus appointed will expire together with those currently in office and, therefore, until the approval of the financial statements on 31 December 2026 and, to the same, for the duration of the office, the remuneration due to the other members of the Board of Directors, as amended by the meeting by resolution on the previous third item on the agenda.

The director Carlos Ortega Arias Paz has declared that he meets the independence requirements established by the articles. 147-ter, paragraph 4, and 148, paragraph 3, of the TUF, as well as by the Corporate Governance Code and by the "Rules on the criteria and procedure for assessing the independence of independent directors and statutory auditors and on the limits to the accumulation of offices held by directors" approved by Board of Directors on 26th February, 2024. The curriculum vitae of the appointed Director is available on the Company's website www.technoprobe.com in the Governance/Shareholders' Meetings section.

Performance Shares Plan 2025-2027

The Shareholders' Meeting approved, pursuant to Article 114-bis, paragraph 1, of the Consolidated Law on Finance (TUF), the share-based incentive plan named "Performance Share Plan 2025–2027", intended for individuals identified by the Board of Directors of Technoprobe, including Executive Directors, Executives with Strategic Responsibilities, as well as other employees holding strategic roles within the Company or its subsidiaries. The characteristics of the "Performance Shares Plan 2025-2027" are illustrated in the Information Document prepared by the Company pursuant to art. 114-bis of Legislative Decree 24 February 1998 n. 58, of the art. 84-bis, paragraph 1, of Consob Regulation no. 11971 of 14 May 1999 and according to Scheme no. 7 of Annex 3A to the Issuers' Regulation, made available to the public at the registered office, on the Company's website www.technoprobe.com section Governance/Shareholders' Meetings and at the authorized storage mechanism "eMarket Storage" which can be consulted at www.emarketstorage.com



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

Approval of the proposal to authorize the purchase and disposal of treasury shares

The Assembly approved, pursuant to articles 2357 and 2357-ter of the Civil Code and 132 of the TUF, the proposal to purchase, in one or more tranches, within 18 months from the date of the resolution, of Technoprobe S.p.A. ordinary shares, up to a maximum number which, taking into account the ordinary shares held from time to time in the portfolio by the Company and its subsidiaries, does not overall exceed 1% (one percent) of the share capital of the Company on the date on which the purchase takes place - for a maximum overall value of the purchase deeds equal to Euro 50,000,000, within the limits of the distributable profits and available reserves resulting from the latest financial statements approved at the time of the purchase carrying out each operation, as well as in compliance with the provisions of article 2357, paragraph 3, of the Civil Code. The authorization proposal is requested, in general, to provide the Company with a tool of strategic flexibility to be used for one or more of the following purposes:

- (i) support the liquidity of the Company's stock, as well as regularize the performance of negotiations and prices, also pursuant to and for the effects of the relevant market practice permitted by Consob;
- (ii) operate with a medium and long-term investment perspective;
- (iii) establish a so-called "securities stock" to dispose of, dispose of and/or use shares as part of extraordinary corporate/financial operations; as well as
- (iv) fulfill obligations deriving from any stock option plans, stock grants, performance shares and in general share-based incentive plans; it being understood that, if the reasons that led to the purchase cease to exist, the treasury shares purchased in execution of this authorization may be allocated to one of the other purposes indicated above and/or sold.

As of today, the Company holds n. 6,532,608 treasury shares approximately 1% of the share capital.

More information

The Consolidated financial statements as of 31 December 2024 are available at the registered office and on the website www.technoprobe.com, Investor Relations/Financial Statements Section. The minutes of the shareholders' meeting of Technoprobe S.p.A. will be made available to the public at the registered office and published on the Company's website www.technoprobe.com, Governance/Shareholders' Meetings section, as well as on the authorized storage mechanism "eMarket STORAGE" which can be consulted at www.emarketstorage.it within the terms established by current legislation. The summary report of the votes will be made available on the Company's website pursuant to art. 125-quater of the TUF within five days of the date of the Meeting.

This press release will be made available on the Technoprobe website, in the **Investor Relations** section and on the authorized storage mechanism **"eMarket Storage"** (www.emarketstorage.it).



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

Contacts

Technoprobe S.p.A.

Investor Relator
Ines Di Terlizzi
Email: ir@technoprobe.com

Technoprobe S.p.A.

Communication & Marketing Manager
Paolo Cavallotti
Email: paolo.cavallotti@technoprobe.com

Technoprobe Group

Technoprobe is a leading semiconductor and microelectronics company. Established in 1996, Technoprobe specializes in the design and manufacture of electro-mechanical interfaces called Probe Cards for chip function testing. Probe Cards are high-tech devices – tailored to the specific chip – that allow you to test the operation of chips during their construction process. These are projects and technological solutions that guarantee the operation and reliability of devices that play a decisive role in the Information Technology, 5G, Internet of Things, home automation, automotive, and aerospace industries. Technoprobe has its headquarters in Italy, in Cernusco Lombardone (LC). Since May 2, 2023, Technoprobe has been listed on the Euronext Milan market. For more information: www.technoprobe.com

Fine Comunicato n.20250-27-2025	Numero di Pagine: 6
---------------------------------	---------------------