

Informazione Regolamentata n. 20250-34-2025	Data/Ora Inizio Diffusione 6 Giugno 2025 18:00:04	Euronext Milan
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Oggetto : The Board of Directors calls the Ordinary Shareholders' Meeting to propose an increase in the number of Board members, appointment of a director and authorization for the purchase and disposal of treasury shares

Testo del comunicato

Vedi allegato



Technoprobe S.p.A.
Via Cavalieri di Vittorio Veneto, 2
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www.technoprobe.com

PRESS RELEASE

The Board of Directors calls the Ordinary Shareholders' Meeting to propose an increase in the number of Board members, appointment of a director and authorization for the purchase and disposal of treasury shares

Cernusco Lombardone (LC), June 6, 2025 – The Board of Directors 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**") met today and approved several proposals to be submitted to a new Ordinary Shareholders' Meeting.

Proposal to increase in the number of Board members from 9 to 10 and appointment of a director.

The Board of Directors resolved to submit to the Ordinary Shareholders' Meeting the proposal to increase the number of members of the Company's Board of Directors from nine (9) to ten (10), for the term lasting until the Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31, 2026.

In this regard, it is noted that Article 19 of the Company's Articles of Association provides that the Board of Directors shall consist of a minimum of three (3) and a maximum of eleven (11) members appointed by the Shareholders' Meeting.

It is believed that increasing the number of directors will allow the Board to benefit from additional expertise to the advantage of both the Company and its shareholders.

Subject to the increase in the number of members of the Board of Directors, the Shareholders' Meeting is therefore called to supplement the Board of Directors by appointing an additional director.

Proposal to authorize the purchase and disposal of treasury shares, revoking the resolution of April 29, 2025

The Board of Directors also resolved to submit to the Ordinary Shareholders' Meeting the proposal to authorize the purchase and possible subsequent disposal of treasury shares, pursuant to Articles 2357 and 2357-ter of the Italian Civil Code and 132 of Legislative Decree n. 58/1998, subject to the revocation of the previous authorization granted by the Shareholders' Meeting on April 29, 2025.

In this regard, it is recalled that the Shareholders' Meeting of April 29, 2025, authorized:

- (i) for a period of 18 months from the date of the resolution (i.e., until October 29, 2026), the purchase of the Company's ordinary shares, up to a maximum number which, taking into account the ordinary shares held from time to time by the Company and its subsidiaries, does not exceed 1% of the Company's share capital at the time of purchase – for a total maximum value of €50,000,000, within the limits of distributable profits and available reserves resulting from the latest approved financial statements at the time of each transaction, and in any case, in such a way that the total value of treasury shares held by the Company never exceeds one-fifth of the share capital; and
- (ii) without time limits, the disposal of the purchased treasury shares.

It is noted that the Board of Directors has assessed that the maximum number of ordinary shares authorized for purchase by the Shareholders' Meeting on April 29, 2025, may not be sufficient to fulfill the purposes for



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which the authorization is requested, since the Company currently holds 5,742,451 treasury shares, equal to approximately 0.88% of the Company's share capital.

In light of the above, the Board of Directors proposes that the Shareholders' Meeting grant, subject to the revocation of the previous authorization granted on April 29, 2025, a new authorization for the purchase (and possible subsequent disposal), also in several tranches, of the Company's ordinary shares, without nominal value and listed on the regulated market Euronext Milan organized and managed by Borsa Italiana S.p.A. ("EXM"), up to a maximum number which, taking into account the ordinary shares held from time to time by the Company and its subsidiaries, does not exceed 2% of the Company's share capital at the time of purchase – for a total maximum value of € 60,000,000, within the limits of distributable profits and available reserves resulting from the latest approved financial statements at the time of each transaction, and in compliance with Article 2357, paragraph 3, of the Italian Civil Code.

Except for the maximum number of shares that may be purchased, the terms of the authorization remain the same as those granted by the Shareholders' Meeting on April 29, 2025.

Convocation of the Shareholders' Meeting

Finally, the Board of Directors has also resolved to convene the Ordinary Shareholders' Meeting on July 10, 2025, in a single call, at 4:00 PM.

The Meeting will be called to resolve on the proposals outlined above.

The notice of the Meeting, as well as all documents to be submitted to it, will be made available to the public, within the timeframes and in the manner prescribed by law and the Company's bylaws, at the Company's registered office at Via Cavalieri di Vittorio Veneto no. 2, 23870 Cernusco Lombardone (LC), on the Technoprobe website at www.technoprobe.com in the "Governance/Shareholders' Meetings" section, and through the authorized storage mechanism "eMarket Storage" (www.emarketstorage.it).

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).

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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

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