

Informazione Regolamentata n. 20250-37-2025	Data/Ora Inizio Diffusione 9 Giugno 2025 16:17:05	Euronext Milan
---	--	----------------

Societa' : TECHNOPROBE

Identificativo Informazione : 206723
Regolamentata

Utenza - referente : TECHNOPROBEN04 - Di Terlizzi

Tipologia : REGEM

Data/Ora Ricezione : 9 Giugno 2025 16:17:05

Data/Ora Inizio Diffusione : 9 Giugno 2025 16:17:05

Oggetto : Notice of call for ordinary shareholders' meeting

Testo del comunicato

Vedi allegato



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

Technoprobe S.p.A.

Registered Office Via Cavalieri di Vittorio Veneto no. 2 – 23870

Cernusco Lombardone (LC)

Share Capital Euro 6,532,608.70 fully paid-up

Tax Code and VAT No. 02272540135

NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

Those entitled to attend and exercise their voting rights are called to attend the Ordinary Shareholders' Meeting on **10 July 2025, at 4:00 p.m.**, in a single call, to discuss and adopt the resolutions relating to and consequent to the matters of the following

AGENDA

1. Increase in the number of members of the Board of Directors from 9 (nine) to 10 (ten). Related and consequent resolutions.
2. Appointment of a director. Related and consequent resolutions.
3. Authorization to purchase and dispose of treasury shares pursuant to and for the purposes of Articles 2357 et seq. of the Italian Civil Code, as well as Article 132 of Legislative Decree No. 58 of 24 February 1998 and Article 144-bis of the CONSOB Regulation adopted by Resolution No. 11971/1999 and subsequent amendments, subject to revocation of the previous authorization granted by the Shareholders' Meeting of 29 April 2025. Related and consequent resolutions.

* * *

PROCEDURE FOR CONDUCTING THE SHAREHOLDERS' MEETING

In accordance with the provisions of Article 2370, paragraph 4, of the Italian Civil Code and Article 16, paragraph 3, of the Company's ByLaws, the persons entitled by law to participate in the Shareholders' Meeting (e.g., the members of the corporate bodies, the designated representative, the representatives of the auditing firm and the secretary of the meeting) may attend exclusively by means of telecommunications that guarantee their identification, without it being necessary in any case that the Chairman of the Shareholders' Meeting and the person in charge of the minutes are in the same place.

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

Furthermore, pursuant to Article 135-*undecies*.1 of Legislative Decree No. 58/1998 and in accordance with the provisions of Article 16, last paragraph, of the Company's Articles of Association, those entitled to vote at the Shareholders' Meeting may attend exclusively through the representative designated pursuant to Article 135-*undecies* of Legislative Decree No. 58/98 as amended (the "Italian Consolidate Law on Finance" or "TUF"), i.e. through Monte Titoli S.p.A. with registered office in Milan, Piazza degli Affari 6 (the "Designated Representative"), in accordance with the provisions of the law and the regulations in force, as better specified below.

Technoprobe S.p.A. - Partita IVA e Codice Fiscale 02272540135 - Capitale Sociale di € 6.532.608,70 - R.E.A. 283619 All rights reserved. The COPYRIGHT of this document is property of TECHNOPROBE S.p.A. No part of this document may be copied, reprinted or reproduced in any material form, whether wholly or in part, without a written consent. The contents or methods or techniques contained herein are CONFIDENTIAL, therefore must not be disclosed to any other person or company or entity.



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

Any changes and/or additions to the information contained in this notice of call will be made available promptly through the Company's website and in the other ways provided for by current legislation.

INFORMATION ON THE SHARE CAPITAL AS OF THE DATE OF THE NOTICE OF CALL

The subscribed and paid-up share capital amounts to Euro 6,532,608.70, divided into 653,260,870 ordinary shares with no par value, of which 231,907,609 with one voting right and 421,353,261 have obtained the increase in voting rights pursuant to art. 7 of the Company's ByLaws, and, therefore, with the right to two votes each. As of the date of publication of this notice, the total number of voting rights is 1,074,614,131. The Company holds 5,742,451 treasury shares.

ENTITLEMENT TO PARTICIPATE AND EXERCISE VOTING RIGHTS

Pursuant to Article 83-*sexies* of the TUF and Article 16 of the Company's ByLaws, the right to attend the Shareholders' Meeting and to exercise voting rights – which may only be through the Designated Representative – is subject to the receipt by the Company of the communication issued by an authorised intermediary pursuant to current legislation, to be requested by each entitled person, certifying the ownership of the shares on the basis of the evidence of its accounting records relating to the end of the accounting day of the seventh trading day prior to the date of the Shareholders' Meeting (i.e. **1 July 2025**, c.d. *record date*). Credit and debit entries made to the accounts after that date are not relevant for the purposes of entitlement to exercise voting rights at the Shareholders' Meeting. Therefore, those who become holders of the shares only after the record date will not have the right to attend and vote at the Shareholders' Meeting.

The intermediary's communication must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting and, therefore, by **7 July 2025**. However, the right to attend and vote remains unaffected if the communications are received by the Company after the aforementioned deadline, provided that they are received before the beginning of the Shareholders' Meeting.

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

ATTENDANCE AT THE SHAREHOLDERS' MEETING BY PROXY TO THE DESIGNATED REPRESENTATIVE

In accordance with Article 135-*undecies*.1 of the TUF and Article 16, last paragraph, of the Company's ByLaws, participation in the Shareholders' Meeting of those entitled to vote is allowed only through the Designated Representative. The proxy may be conferred, at no cost to the delegating party (except for any shipping costs), with voting instructions on all or some of the items on the agenda.

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

The proxy with voting instructions must be sent, together with a copy of a currently valid identity document of the Delegating Shareholder or, if the delegating shareholder is a legal person, of the *pro tempore legal representative* or of another person with suitable powers, together with suitable documentation to certify his/her qualification and powers, to the Designated Representative, by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e. by **8 July 2025**), by the following alternative methods: (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address RD@pec.euronext.com (subject "Technoprobe Shareholders' Meeting Proxy July 2025") from his/her



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

certified e-mail address (or, failing that, from his/her ordinary e-mail address, in this case, the proxy with voting instructions must be signed with a qualified electronic or digital signature); (ii) transmission in original, by courier or registered mail with return receipt, to the address Monte Titoli S.p.A. – c.a. Ufficio Register & AGM Services, Piazza degli Affari no. 6, 20123 Milan (Ref. "Technoprobe Shareholders' Meeting Proxy July 2025") anticipating a copy electronically reproduced (PDF) by ordinary e-mail to the RD@pec.euronext.com box (subject "Technoprobe Shareholders' Meeting July 2025 Proxy"). The proxy and voting instructions may be revoked by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e. by **8 July 2025**) in the manner indicated above.

It should be noted that the shares for which the proxy has been granted, even partially, are counted for the purposes of the regular constitution of the Shareholders' Meeting. The delegation has no effect with regard to resolutions on proposals for which voting instructions have not been given.

As provided for by Article 135-*undecies*.1 of the TUF, notwithstanding Article 135-*undecies*, paragraph 4, of the TUF, those who do not intend to make use of the intervention method provided for by Article 135-*undecies* of the TUF, may, alternatively, intervene by granting the same Designated Representative a proxy or sub-proxy pursuant to Article 135-*novies* TUF, containing voting instructions on all or some of the items on the agenda, using the proxy/sub-proxy form, available on the Company's website at www.technoprobe.com.

The aforementioned proxies and sub-proxies must be sent in the same manner as indicated above and reported in the proxy form. The proxy must be received by 6:00 p.m. on the day before the meeting (and in any case by the start of the meeting). Within the aforementioned deadline, the proxy and voting instructions may always be revoked in the aforementioned manner.

For any clarifications regarding the granting of the proxy to the Appointed Representative (and in particular regarding the completion of the proxy form and the Voting Instructions and their transmission), it is possible to contact Monte Titoli S.p.A. by *e-mail* at RegisterServices@euronext.com or at the following telephone number (+39) 02.33635810 (on open office days, from 9:00 a.m. to 5:00 p.m.).

ADDITION OF THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR RESOLUTIONS PURSUANT TO ART. 126BIS, PARAGRAPH 1, FIRST SENTENCE, OF THE TUF

Pursuant to Article 126-*bis* of the TUF and Article 12 of the Company's ByLaws, shareholders who, also jointly, represent at least 2.5% of the share capital may request, within ten days of the publication of this notice of call (i.e. by **19 June 2025**) the addition of the list of items to be discussed, indicating in the request the additional items proposed or submit proposals for resolutions on matters already provided for on the agenda.

Shareholders in favour of whom the Company has received a specific communication pursuant to Article 83-*sexies*, paragraph 1, of the TUF by an intermediary authorised pursuant to current legislation, are entitled to request additions to the agenda.

Within the aforementioned ten-day period, the proposing shareholders must submit a report setting out the reasons for the proposed resolutions on the new items they propose to be discussed or the reasons for the additional proposals for resolutions presented on the item already on the agenda. Additions to the agenda are not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the directors or on the basis of a project or report prepared by them, other than those indicated in Article 125-*ter*, paragraph 1 of the TUF.



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

Requests to supplement the agenda or to submit new resolution proposals on the items on the agenda must be sent to the Company in writing, accompanied by information on the identity of the shareholders who submitted it, with an indication of the total percentage held and the references of the communication sent by the intermediary to the Company pursuant to current legislation, by registered letter to the Company's registered office, Via Cavalieri di Vittorio Veneto n. 2 – 23870 Cernusco Lombardone (LC), for the attention of the Chairman of the Board of Directors, or electronically, by sending it to the following certified e-mail address technoprobespa@promopec.it.

Any additions to the agenda or any submission of additional resolution proposals will be announced by the Company, in the same manner as in this notice, at least fifteen days before the Shareholders' Meeting (i.e. by **25 June 2025**). Within the same period, the reports of the requesting or proposing shareholders, accompanied by any evaluations of the Board of Directors, will also be made available to the public at the registered office and on the website of the Company <https://www.technoprobe.com/company/governance/shareholders-meetings> and at the authorized storage mechanism called "eMarketSTORAGE" (www.emarketstorage.com).

SUBMISSION OF INDIVIDUAL PROPOSALS FOR RESOLUTIONS PURSUANT TO ART. 135-UNDECIES.1, COMMA 2, TUF

Since the participation of shareholders in the Shareholders' Meeting takes place exclusively through the Designated Representative pursuant to Article 135-*undecies* of the TUF and Article 16 of the Company's ByLaws and, therefore, without physical participation by the shareholders, those entitled to vote may individually submit to the Company proposals for resolutions on the items on the agenda – pursuant to Article 135-*undecies*.1, paragraph 2, of the TUF – by the fifteenth day prior to the Shareholders' Meeting (i.e. by **25 June 2025**).

The submission of new resolution proposals on items on the agenda, together with the appropriate documentation to prove ownership of the participation, must be submitted in writing, indicating as reference "*Resolution proposals pursuant to Article 135-undecies.1, paragraph 2 of the TUF*", by registered letter to the Company's registered office, Via Cavalieri di Vittorio Veneto no. 2 – 23870 Cernusco Lombardone (LC), to the attention of the Chairman of the Board of Directors, or electronically, by sending it to the following certified e-mail address technoprobespa@promopec.it.

The aforementioned proposals, formulated in a clear and complete manner, must indicate the item on the agenda of the Shareholders' Meeting to which they refer and the text of the proposed resolution. The resolution proposals received by the Company within the terms and in the manner illustrated above will be published on the Company's website at www.technoprobe.com by **27 June 2025** so that those entitled to vote can view them for the purpose of granting proxies and/or sub-proxies, with related voting instructions, to the Designated Representative.

For the purposes of the above, as well as in relation to the conduct of the Shareholders' Meeting, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness and their compliance with the applicable regulations, as well as the legitimacy of the proposers.

In the event of proposals for resolutions on the items on the agenda alternative to those formulated by the Board, the Board's proposal will first be put to the vote (unless it is withdrawn) and, only if this proposal is rejected, the proposals of the shareholders will be put to the vote. These proposals, even in the absence of a proposal from the Board, will be submitted to the Shareholders' Meeting on the basis of the proposal



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

submitted by the shareholders who represent the largest percentage of the capital. Only if the proposal put to the vote is rejected, the next proposal in order of capital represented will be put to the vote.

RIGHT TO ASK QUESTIONS BEFORE THE SHAREHOLDERS' MEETING

Pursuant to Article 135-*undecies*.1, paragraph 3, of the TUF, those entitled to vote, in whose favour the Company has received a specific communication *pursuant to* Article 83-*sexies*, paragraph 1, of the TUF made by an intermediary authorised pursuant to current legislation, may ask questions on the items on the agenda referred to in Article 127-*ter* of the TUF only before the Shareholders' Meeting.

The requests must be submitted to the Company in writing, no later than the seventh trading day prior to the date set for the Shareholders' Meeting (i.e. by **1 July 2025**) accompanied by the information relating to the identity of the shareholders who submitted them, by registered letter to the Company's registered office, via Cavalieri di Vittorio Veneto n. 2 – 23870 Cernusco Lombardone (LC), to the attention of the Chairman of the Board of Directors, or electronically, by sending it to the following certified e-mail address technoprobespa@promopec.it. Ownership of voting rights may also be certified after the submission of the questions, provided that it is not until the third day following the seventh trading day prior to the Shareholders' Meeting (i.e. by **4 July 2025**).

The Company reserves the right to provide a single answer to questions with the same content.

Applications received within the deadline indicated above, after verifying their relevance and the applicant's legitimacy, will be answered by **7 July 2025**, by publication on the Company's website at <https://www.technoprobe.com/company/governance/shareholders-meetings>.

APPOINTMENT OF A DIRECTOR

With reference to the second item on the agenda, it should be noted that, since this is the integration of the Board of Directors with the appointment of a director, pursuant to Article 19 of the Technoprobe ByLaws, the Shareholders' Meeting is called upon to resolve with the majorities required by law and in compliance with the principles of composition of the Board of Directors established by law, without application of the provisions of the law and the Company ByLwas on slate voting.

Further information on this subject is contained in the explanatory report prepared by the Board of Directors pursuant to Article 125-*ter* of the TUF and published within the terms of the law.

DOCUMENTATION

The documentation relating to the Shareholders' Meeting, including the explanatory reports on the items on the agenda with the full text of the resolution proposals and the proxy forms, will be made available to the public in the manner and within the terms of the law, with the right of shareholders and those entitled to vote to obtain a copy.

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



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

Cernusco Lombardone (LC), 9 June 2025

For the Board of Directors

The Chairman

Cristiano Alessandro Crippa

