



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-Lecco Company Register n. 02272540135 - REA  
LC-283619

# **EXPLANATORY REPORT OF THE BOARD OF DIRECTORS ON ITEM NO. 2 ON THE AGENDA**

## **ORDINARY SHAREHOLDERS' MEETING 10 JULY 2025**

### *2. Appointment of a director. Related and consequent resolutions.*

Website

[www.technoprobe.com](http://www.technoprobe.com)- "Governance/Shareholders' Meetings" section

Approved by the Board of Directors on 6 June 2025

*Courtesy translation* This document has 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

# REPORT OF THE BOARD OF DIRECTORS TO THE ORDINARY MEETING

Dear Shareholders,

we make available to you, at the registered office and on the website of Technoprobe SpA (“Technoprobe” or the “Company”) at the address [www.technoprobe.com](http://www.technoprobe.com) section “Governance/Shareholder Meetings” and at the authorized storage mechanism called “eMarketStorage” ([www.emarketstorage.it](http://www.emarketstorage.it)), pursuant to Article 125-ter of Legislative Decree no. 58 of 24 February 1998 and subsequent amendments (the “TUF”) and Article 84-ter of Consob Regulation no. 11971 of 14 May 1999 (the “Issuers Regulation”), an explanatory report on the matter included in the second item on the agenda of the ordinary Shareholders' Meeting called for the day **July 10, 2025 at 4:00 PM** in a single call.

## **Agenda item #2 –Appointment of a director. Related and consequent resolutions.**

In relation to the second item on the agenda, subject to the approval of the proposal referred to in item no. 1 on the agenda concerning the increase in the number of members of the Board of Directors of the Company, the contents and reasons for which are recalled, the Meeting is called upon to integrate the Board of Directors with the appointment of a director.

The elected director will remain in office until the expiry date set for all other members of the Board of Directors, coinciding with the Assembly that will approve the financial statements for the financial year ending on 31 December 2026 and will be awarded pro rata temporis, starting from the date of his appointment, the same compensation recognized to the other directors currently in office equal to Euro 40,000 (forty thousand) gross per year, in addition to the reimbursement of expenses incurred by reason of the office, without recognition of any amount as severance pay.

With regard to the appointment of the new director, it is recalled that, in compliance with the provisions of art. 19 of the Articles of Association, the Assembly will deliberate with the majorities required by law and the list voting mechanism will not be applied, without prejudice to compliance with the applicable rules on gender balance and the presence on the Board of Directors of the number of members possessing the independence requirements prescribed by the Articles of Association and by the legislative and regulatory provisions in force.

In this regard, it should be noted that the Board of Directors currently includes independent directors and directors of the less represented gender in an adequate and sufficient number with respect to what is required by the applicable legal and regulatory provisions, even without considering the director to be appointed.

In light of the above, we invite you to proceed with the integration of the Board of Directors by appointing a director.

The candidacy proposal may be presented, in the manner indicated in the notice of call for resolution proposals on matters already on the agenda, by the entitled shareholders and must be accompanied by the documentation and information required by the Articles of Association and by the applicable legislation.

In particular, such proposal must be accompanied by the declarations with which the individual candidate accepts his/her candidacy and certifies, under his/her own responsibility, the non-existence of causes of ineligibility and incompatibility, as well as the existence of the requirements prescribed for the respective positions; (ii) a curriculum vitae regarding the personal and professional characteristics of the candidate with the possible indication of the suitability of the same to be qualified as independent and of the administrative and control positions held in other companies; and (iii) the additional information, required by the provisions of law and regulations applicable from time to time, indicated in the notice of the meeting.