

Informazione Regolamentata n. 20250-49-2025	Data/Ora Inizio Diffusione 10 Luglio 2025 18:00:20	Euronext Milan
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Data/Ora Ricezione : 10 Luglio 2025 18:00:20

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Oggetto : Shareholders' Meeting increases number of directors to 10, appoints a director and authorizes purchase and dispose of treasury shares. Board of Directors launches buy back program

Testo del comunicato

Vedi allegato



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PRESS RELEASE

The Ordinary Shareholders' Meeting of Technoprobe approved the increase in the number of directors from 9 to 10, the appointment of a new director, and the authorization to purchase and dispose of treasury shares, after prior revocation of the previous authorization granted by the Shareholders' Meeting on April 29, 2025.

The Board of Directors – convened after the Shareholders' Meeting – resolved to launch the treasury share buyback program.

Cernusco Lombardone (LC), July 10, 2025 – The Ordinary Shareholders' Meeting (the “**Shareholders' Meeting**”) of Technoprobe S.p.A., a company listed on Euronext Milan and a leader in the design and manufacture of Probe Cards (the “**Company**” or “**Technoprobe**”), held today, approved the increase in the number of directors from 9 to 10, the appointment of a new director, and the authorization to purchase and dispose of treasury shares, after prior revocation of the previous authorization granted by the Meeting on April 29, 2025.

The Board of Directors – convened after the Meeting – resolved to launch the treasury share buyback program.

Increase in the number of Board Members from 9 (nine) to 10 (ten)

The Shareholders' Meeting, accepting the proposal of the Board of Directors, resolved to increase, from 9 (nine) to 10 (ten), the number of members of the Company's Board of Directors in office until the Shareholders' Meeting called to resolve on the approval of the financial statements for the year 31 December 2026.

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

It is believed that the increase in the number of directors will allow the Company to benefit from additional expertise within the Board of Directors, to the advantage of both the Company and its Shareholders..

Chih-Kuang Yang appointed as Director

Following the increase in the number of members of the Board of Directors, the Shareholders' Meeting proceeded to integrate the Board with the appointment of a director.



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The Shareholders' Meeting therefore appointed Chih-Kuang Yang as director, candidated by the shareholder T-Plus S.p.A., holder of 368,653,261 shares of Technoprobe, representing 56.43% of the Company's share capital and 69.26% of the voting rights.

Pursuant to Article 19 of the Company's By-Laws, since the entire Board of Directors did not have to be elected, the appointment of the director was resolved by the Shareholders' Meeting with the majorities required by law, as the slate voting mechanism did not apply.

Pursuant to art. 2386 of the Italian Civil Code, the director thus appointed will expire together with those currently in office and, therefore, until the approval of the financial statements for the year ended 31 December 2026 and, for the duration of the office, he will be entitled to the remuneration due to the other members of the Board of Directors.

The *curriculum vitae* of the appointed director, as well as the declarations submitted for the purposes of the candidacy, are available on the Company's website www.technoprobe.com, in the Governance/Shareholders' Meetings section.

Approval of the proposal to authorize the purchase and disposal of treasury shares, after prior revocation of the previous authorization granted by the Shareholders' Meeting on April 29, 2025

The Shareholders' Meeting, after prior revocation of the previous authorization granted on April 29, 2025, approved — pursuant to Articles 2357 and 2357-ter of the Italian Civil Code and Article 132 of Legislative Decree No. 58/1998 (the “TUF”) — a new authorization for the purchase (and any subsequent disposal), also in multiple *tranches*, of ordinary shares of the Company, 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, shall not exceed 2% (two percent) of the Company's share capital at the date of purchase — up to a maximum total value of purchase transactions of EUR 60,000,000, within the limits of distributable profits and available reserves resulting from the last financial statements approved at the time of each transaction, and in compliance with Article 2357, paragraph 3, of the Italian Civil Code.

The authorization proposal was requested, in general, to provide the Company with a strategic flexibility tool to be used for one or more of the following purposes:

- (i) To support the liquidity of the Company's shares, in order to facilitate regular trading and avoid price movements not aligned with market trends, as well as to stabilize trading and prices in response to temporary distortions caused by excessive volatility or low trading liquidity, also pursuant to and for the purposes of the relevant market practices admitted by Consob, in accordance with Article 13 of Regulation (EU) No. 596/2014;
- (ii) To operate with a medium- to long-term investment perspective**, acting both on the market and in so-called over-the-counter markets or even outside the market, through



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accelerated bookbuilding procedures or block trades, at any time, in whole or in part, in one or more instances;

- (iii) To establish a so-called “stock inventory, to sell, dispose of and/or use treasury shares at any time, in whole or in part, in one or more instances, provided it is consistent with the Company’s strategic guidelines, within the scope of extraordinary corporate/financial transactions, including, by way of example and not limitation, acquisitions, mergers, demergers, capital transactions, exchanges, contributions, swaps, financing transactions or other operations, in relation to which the allocation or disposal of treasury shares is necessary or appropriate;
- (iv) To fulfill obligations arising from any stock option plans, stock grants, performance shares and, in general, share-based incentive plans**, whether for consideration or free of charge, including long-term plans, existing or future, to be reserved for directors, company representatives, employees or collaborators of the Company or its subsidiaries.

It being understood that, should the reasons for the purchase cease to exist, the treasury shares acquired under this authorization may be allocated to one of the other purposes listed above and/or sold.

As of today, the Company holds 5,742,451 treasury shares, equal to approximately 0.88% of its share capital.

The Board of Directors resolves to launch the treasury share buyback program

The Board of Directors of Technoprobe S.p.A., which met today following the Ordinary Shareholders’ Meeting, resolved, on the basis of the new Shareholders’ Meeting authorization, to launch a treasury share buyback program (the “**Program**”) under the terms described below. The Board granted the Chairman the authority to appoint a leading financial institution to act as the intermediary responsible for executing the Program and to determine the start date of the Program, which in any case must not be later than July 31. The market will be promptly informed of the launch of the Program and the appointment of the selected intermediary.

The Program is aimed at pursuing the following objectives:

- (i) To support the liquidity of the Company’s shares**, in order to facilitate regular trading and avoid price movements not aligned with market trends, as well as to stabilize trading and prices in response to temporary distortions caused by excessive volatility or low trading liquidity, also pursuant to and for the purposes of the relevant market practices admitted by Consob, in accordance with Article 13 of Regulation (EU) No. 596/2014;
- (ii) To operate with a medium- to long-term investment perspective**, acting both on the market and in so-called over-the-counter markets or even outside the market, through accelerated bookbuilding procedures or block trades, at any time, in whole or in part, in one or more instances;



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- (iii) To establish a so-called “stock inventory”^{***}, to sell, dispose of and/or use treasury shares at any time, in whole or in part, in one or more instances, provided it is consistent with the Company’s strategic guidelines, within the scope of extraordinary corporate/financial transactions, including, by way of example and not limitation, acquisitions, mergers, demergers, capital transactions, exchanges, contributions, swaps, financing transactions or other operations, in relation to which the allocation or disposal of treasury shares is necessary or appropriate;
- (iv) To fulfill obligations arising from any stock option plans, stock grants, performance shares and, in general, share-based incentive plans^{**}, whether for consideration or free of charge, including long-term plans, existing or future, to be reserved for directors, company representatives, employees or collaborators of the Company or its subsidiaries.

The Program concerns the purchase (and any subsequent disposal), also in multiple *tranches*, of ordinary shares of the Company, without nominal value and listed on EXM, up to a maximum number which, taking into account the ordinary shares held from time to time by the Company and its subsidiaries, shall not exceed 2% (two percent) of the Company’s share capital at the date of purchase — for a maximum total value of purchase transactions of EUR 60,000,000, within the limits of distributable profits and available reserves resulting from the last approved financial statements at the time of each transaction, and in compliance with Article 2357, paragraph 3, of the Italian Civil Code.

Pursuant to Article 2357, paragraph 3, of the Italian Civil Code, the nominal value of treasury shares that the Company may purchase may not exceed one-fifth of the share capital, also taking into account the shares held by subsidiaries. As of today, the Company’s subscribed and paid-up share capital amounts to EUR 6,532,608.70, divided into 653,260,870 ordinary shares, without indication of nominal value, listed on the regulated market Euronext Milan, of which 437,684,783 are ordinary shares with increased voting rights.

The Company currently holds 5,742,451 treasury shares, equal to approximately 0.88% of its share capital.

Purchases under the Program will be carried out on the market where the Company’s shares are traded, for a unit price not lower or higher by more than 20% (twenty percent) compared to the reference price recorded by the shares in the trading session preceding each transaction or the session preceding the announcement of the transaction.

Treasury share purchases will be carried out through an appointed intermediary, exclusively on Euronext Milan – EXM managed by Borsa Italiana S.p.A., in accordance with the methods established by Borsa Italiana S.p.A., which do not allow the direct matching of purchase orders with predetermined sale proposals, as permitted by Article 132, paragraph 1, of the TUF and Article 144-bis, paragraph 1, letter b), of the Issuers’ Regulation adopted by CONSOB with resolution no. 11971/1999 (also through subsidiaries).



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Share purchase transactions may be carried out in compliance with the conditions set out in Article 3 of Commission Delegated Regulation (EU) No. 2016/1052 in order to benefit, where applicable, from the exemption under Article 5, paragraph 1, of Regulation (EU) No. 596/2014 on market abuse with reference to insider dealing and market manipulation.

This press release is available on the Technoprobe website <https://www.technoprobe.com>, 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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