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Societa' : TECHNOPROBE

Utenza - referente : TECHNOPROBEN04 - Di Terlizzi

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Data/Ora Ricezione : 20 Marzo 2026 14:05:31

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Oggetto : Notice of call for ordinary shareholders' meeting

*Testo del comunicato*

Vedi allegato



## Notice of call for ordinary shareholders' meeting - 23rd April 2026





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-in  
Fiscal Code and VAT Number no. 02272540135

### **NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING**

Shareholders entitled to attend and vote are called to an ordinary Shareholders' Meeting to be held **at 3:00 p.m. on 23 April 2026**, in a single call, to discuss and resolve on the following

#### **AGENDA**

1. Financial Statement as at 31 December 2025:
  - 1.1 approval of the Financial Statements as at 31 December 2025, accompanied by the Report of the Board of Directors, the Report of the Board of Statutory Auditors and the Report of the Independent Auditors. Presentation of the Consolidated Financial Statements at 31 December 2025;
  - 1.2 allocation of profit for the year.
2. Report on remuneration policy and remuneration paid:
  - 2.1 approval of the first section of the report pursuant to art. 123-ter, paragraphs 3-bis and 3-ter of Legislative Decree. 24 February 1998, n. 58;
  - 2.2 resolutions related to the second section of the report pursuant to art. 123-ter, paragraph 6 of Legislative Decree no. 58 of 24 February 1998.
3. Approval pursuant to article 114-bis of Legislative Decree no. 58/1998 of the incentive plan called "*Restricted Shares Plan 2026-2029*".
4. Approval pursuant to article 114-bis of Legislative Decree no. 58/1998 of the incentive plan called "*Special Award Plan*".
5. Authorization to purchase and dispose of treasury shares, pursuant to and for the purposes of Articles 2357 and following of the Italian Civil Code and pursuant to and for the purposes of art. 132 of the Legislative Decree 24 February 1998, n. 58 and of the art. 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 10 July 2025. Related and consequent resolutions.

\* \* \*

#### **SHAREHOLDERS' MEETING OPERATING METHOD**

In accordance with the provisions of Article 2370, paragraph 4, of the Italian Civil Code and Article 16, paragraph 3, of the Company's By-Laws, the persons entitled by law to participate in the Shareholders' Meeting (*e.g.*, the members of the corporate bodies, the designated representative,



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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 persons.

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 By-Laws, 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 Consolidated Law on Finance"), 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.

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.

#### SHARE CAPITAL INFORMATION 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 without nominal value, of which 210,448,232 with one voting right and 442,812,638 have obtained an increase in voting rights pursuant to art. 7 of the Statute, 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 equal to 1,096,073,508. The Company holds 12,941,522 treasury shares.

#### ENTITLEMENT TO PARTICIPATE AND EXERCISE VOTING RIGHTS

Pursuant to Article 83-sexies of the Italian Consolidated Law on Finance and Article 16 of the Company's By-Laws, 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. **14 April 2026**, 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 **20 April 2026**. However,



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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 GRANTING A PROXY TO THE DESIGNATED REPRESENTATIVE**

In accordance with Article 135-undecies.1 of the Italian Consolidated Law on Finance and Article 16, last paragraph, of the Company's By-Laws, 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 **21 April 2026**), as follows:

- (i) transmission of a copy reproduced electronically (PDF) to the certified e-mail address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject "Technoprobe Shareholders' Meeting Proxy April 2026") from his/her certified e-mail address (or, failing that, from his/her ordinary e-mail address, in which case the proxy with voting instructions must be signed with a qualified electronic or digital signature);
- (ii) original transmission, 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 n. 6, 20123 Milan (Ref. "Technoprobe Shareholders' Meeting Proxy April 2026") anticipating a copy reproduced electronically (PDF) by ordinary e-mail to the [RD@pec.euronext.com](mailto:RD@pec.euronext.com) box (subject "Technoprobe Shareholders' Meeting Proxy April 2026". 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 **21 April 2026**) 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.



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As provided for by Article 135-undecies.1 of the Italian Consolidated Law on Finance, notwithstanding Article 135-undecies, paragraph 4, of the Italian Consolidated Law on Finance, those who do not intend to make use of the intervention method provided for by Article 135-undecies of the Italian Consolidated Law on Finance, may, alternatively, intervene by granting the same Designated Representative a proxy or sub-proxy pursuant to Article 135-novies Italian Consolidated Law on Finance, 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](http://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 manner described above.

For any clarification 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](mailto: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.).

#### **INTEGRATION OF THE AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS PURSUANT TO ARTICLE 126-BIS, PARAGRAPH 1, FIRST SENTENCE, OF THE ITALIAN CONSOLIDATED LAW ON FINANCE**

Pursuant to Article 126-bis of the Italian Consolidated Law on Finance and Article 12 of the Company's By-Laws, 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 **30 March 2026**) 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 scheduled on the agenda.

Shareholders in favour of whom the Company has received a specific communication pursuant to Article 83-sexies, paragraph 1, of the Italian Consolidated Law on Finance 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 Italian Consolidated Law on Finance.

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



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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 [technoprobepa@promopec.it](mailto:technoprobepa@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 **8 April 2026**). Within the same period, the reports of the requesting or proposing shareholders, accompanied by any assessments by the Board of Directors, will also be made available to the public at the registered office and on the website of the Company at <https://www.technoprobe.com/company/governance/shareholders-meetings> as well as on the authorized storage mechanism called "eMarketSTORAGE" ([www.emarketstorage.com](http://www.emarketstorage.com)).

**SUBMISSION OF NEW RESOLUTION PROPOSALS PURSUANT TO ARTICLE 126-BIS, PARAGRAPH 1, PENULTIMATE SENTENCE, OF THE ITALIAN CONSOLIDATED LAW ON FINANCE AND PURSUANT TO ARTICLE 135-UNDECIES.1, PARAGRAPH 2, OF THE ITALIAN CONSOLIDATED LAW ON FINANCE**

Since the participation of shareholders in the Shareholders' Meeting takes place exclusively through the Designated Representative pursuant to Article 135-undecies of the Italian Consolidated Law on Finance and Article 16 of the Company's By-Laws and, therefore, without physical participation by the shareholders, those who have voting rights 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 **8 April 2026**).

The submission of new resolution proposals on items on the agenda, together with the appropriate documentation to prove ownership of the shareholding, must be submitted in writing, indicating as a reference "*Resolution proposals pursuant to art. 126-bis, paragraph 1, penultimate sentence, Italian Consolidated Law on Finance and art. 135-undecies.1, paragraph 2 of the Italian Consolidated Law on Finance*", 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 [technoprobepa@promopec.it](mailto:technoprobepa@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 described above will be published on the Company's website at [www.technoprobe.com](http://www.technoprobe.com) by **10 April 2026** 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



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on the agenda, their completeness and their compliance with the applicable regulations, as well as the legitimacy of the proponents.

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 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 Italian Consolidated Law on Finance, those entitled to vote, in whose favour the Company has received a specific communication *pursuant to* Article 83-sexies, paragraph 1, of the Italian Consolidated Law on Finance 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 Italian Consolidated Law on Finance only before the Shareholders' Meeting.

The questions 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 **14 April 2026**) accompanied by 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 [technoprobepa@promopec.it](mailto:technoprobepa@promopec.it). Ownership of voting rights can 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 **17 April 2026**).

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

Applications received by the deadline indicated above, after verifying their relevance and the legitimacy of the applicant, will be answered by **20 April 2026**, by publication on the Company's website at <https://www.technoprobe.com/company/governance/shareholders-meetings>

#### **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



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<https://www.technoprobe.com/company/governance/shareholders-meetings> address as well as on the authorised storage mechanism called "eMarketSTORAGE" ([www.emarketstorage.com](http://www.emarketstorage.com)).

Cernusco Lombardone (LC), 20 March 2026

For the Board of Directors  
The Chairman  
Cristiano Alessandro Crippa

Fine Comunicato n.20250-12-2026

Numero di Pagine: 10