



**EXPLANATORY REPORT OF THE BOARD OF
DIRECTORS ON ITEM NO. 1 ON THE AGENDA -
ORDINARY SHAREHOLDERS' MEETING
APRIL 23, 2026**



Technoprobe SpA
Registered office Via Cavalieri di Vittorio Veneto, 2 23870, Cernusco Lombardone (LC)
Share capital Euro 6,532,608.70 fully paid in
Fiscal Code and Registration Number in the Como-Lecco Company Register
no. 02272540135 - REA LC-283619

EXPLANATORY REPORT OF THE BOARD OF DIRECTORS ON ITEM NO. 1 ON THE AGENDA

ORDINARY SHAREHOLDERS' MEETING

APRIL 23, 2026

1. *Financial Statements as of December 31, 20205:*
 - 1.1 *approval of the Financial Statements for the year ended 31 December 2025, accompanied by the Board of Directors' Report on Management, the Board of Statutory Auditors' Report and the Auditing Company's Report. Presentation of the Consolidated Financial Statements as of December 31, 2025;*
 - 1.2 *destination of the operating result.*

Website

www.technoprobe.com- "Governance/Shareholders' Meetings" section

Approved by the Board of Directors on March 18, 2026

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 S.p.A. (“**Technoprobe**” or the “**Company**”) at the address www.technoprobe.com section “Governance/Shareholder Meetings” and at the authorized storage mechanism called “eMarketStorage” (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 placed at item 1 on the agenda of the ordinary Shareholders' Meeting called for **3:00 p.m.** on **23 April 2026** in a single call.

Agenda item 1 – Financial Statements as of December 31, 2025:

1.1 approval of the Financial Statements for the year ended 31 December 2025, accompanied by the Board of Directors' Report on Management, the Board of Statutory Auditors' Report and the Auditing Company's Report. Presentation of the Consolidated Financial Statements as of December 31, 2025

In relation to the first item on the agenda in the ordinary part, you are convened to the Meeting to approve the Financial Statements for the year ended 31 December 2025, the draft of which was approved by the Board of Directors of the Company on 18 March 2026. The Financial Statements include the Board of Directors' Report on the performance of operations, the Report of the Board of Statutory Auditors, the Report of the Auditing Company and the Certification of the Manager Responsible for the Preparation of Corporate Accounting Documents pursuant to art. 154-bis, paragraph 5, of the TUF.

In this regard, it is reported to the Shareholders that the Financial Statements of Technoprobe as of December 31, 2025 have been prepared in accordance with the international accounting principles (IFRS) in force as of December 31, 2025, issued by the International Accounting Standard Board (IASB) and adopted pursuant to the provisions of Italian and European law, in force and applicable at the time.

The Company's Financial Statements as of December 31, 2025 closed with a positive net result of Euro 49,494,497.51, which shows shareholders' equity of Euro 1,248,566,619.74, including profit for the year.

The Shareholders' Meeting will also present the Company's Consolidated Financial Statements for the year ended 31 December 2025, also prepared in accordance with international accounting standards (IFRS) in force as at 31 December 2025, which closed with a positive net result of Euro 49,494,497.51. The Consolidated Financial Statements of the Technoprobe Group as at 31 December 2025 were examined and approved by the Company's Board of Directors at its meeting on 18 March 2026.

Furthermore, the Board of Directors reports to your attention the consolidated sustainability report, prepared pursuant to Legislative Decree no. 125 of 6 September 2024, which constitutes a specific section of the Board of Directors' Report on operating performance, which, as anticipated, is included in the draft financial statements – examined and approved by the Company's Board of Directors at its meeting on 18 March 2026 – and therefore made available to the control bodies (i.e., the Board of Statutory Auditors and the Auditing Company) for the activities of their respective competence.

Copy of the documentation required pursuant to the laws and regulations in force and, in particular, copy of the file relating to the separate and consolidated financial statements as at 31 December 2025, together with the report of the Board of Statutory Auditors and the Auditing Company

appointed to audit the accounts (to which reference should be made for further information), [is/will be] filed at the Company's registered office, on the Company's website at the address www.technoprobe.com in the "Governance/Shareholders' Meetings" section, as well as on the authorized storage mechanism, within the terms provided for by the laws and regulations in force, together with the annual report on corporate governance and ownership structure, available to those who wish to view it.

In light of the above, the Board of Directors submits the following resolution proposal for your approval:

"The ordinary shareholders' meeting of Technoprobe S.p.A.,

- > *having examined the Financial Statements for the year ended 31 December 2025 and the related reports presented by the Board of Directors, the Board of Statutory Auditors and Auditing Company;*
- > *having taken note of the consolidated financial statements for the year ended 31 December 2025 and the related reports presented by the Board of Directors, the Board of Statutory Auditors and the Auditing Company;*
- > *having taken note of the certification referred to in Article 154-bis, paragraph 5, of Legislative Decree no. 58 of 24 February 1998;*

resolves

to approve, both as a whole and in individual items, the Financial Statements for the year ended 31 December 2025, as presented by the Board of Directors, which show a positive net result of Euro 49,494,497.51".

1.2 Destination of the operating result.

In relation to the second item on the agenda, you are convened to the Shareholders' Meeting to resolve on the allocation of the result for the year. In particular, Technoprobe's financial statements as at 31 December 2025 closed with a positive net result of Euro 49,494,497.51 which, also in consideration of the already reached capacity of the legal reserve pursuant to art. 2430 of the Italian Civil Code, it is proposed to allocate entirely to the "Retained earnings" balance sheet reserve.

In addition, as of December 31, 2025, the "*Reserve for unrealized foreign exchange gains*", recorded in equity for a total of Euro 15,387,172.57, is in excess of the amount of unrealized foreign exchange gains recognized in the year ended December 31, 2025, equal to Euro 505,861.47. In accordance with the provisions of art. 2426, paragraph 1, no. 8-bis and no. 11-bis of the Italian Civil Code, it is therefore proposed:

1. to keep the reserve portion of Euro 505,861.47 tied up, corresponding to foreign exchange gains and *fair value* gains on derivative instruments not yet realized as of December 31, 2025;
2. to allocate the excess of Euro 14,881,311.10 from the "Reserve for unrealized exchange rate gains" to the "Retained earnings" reserve, making them available for future use.

In light of the above, the Board of Directors submits the following resolution proposal for your approval:

"The Ordinary Shareholders' Meeting of Technoprobe S.p.A.,

- > *having examined the Financial Statements for the year ended 31 December 2025, in the draft submitted by the Board of Directors and accompanied by the related reports issued by the Board of Directors, the Board of Statutory Auditors and the Auditing Company, which show a positive net result of Euro 49,494,497.51.*

> *having examined the explanatory report of the Board of Directors;*

resolves

- *to allocate the Company's positive net result of Euro 49,494,497.51 in full to the "Retained earnings" reserve;*
- *to release Euro 14,881,311.10 from the "Reserve for unrealized foreign exchange gains" and allocate such amount to the "Retained earnings" reserve, keeping the remaining Euro 505,861.47, corresponding to foreign exchange gains and fair value gains on derivative instruments not yet realized as at 31 December 2025, within the "Reserve for unrealized foreign exchange gains".*