



**EXPLANATORY REPORT OF THE BOARD OF
DIRECTORS ON ITEM NO. 2 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 no. LC-283619

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

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2. *Report on the remuneration policy and compensation 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 relating to the second section of the report pursuant to art. 123-ter, paragraph 6 of Legislative Decree 24 February 1998, n. 58.*

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 SHAREHOLDERS' 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 the "*Governance/Shareholders' Meetings*" section 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 as amended (the "**TUF**") and Article 84-ter of Consob Regulation no. 11971 of 14 May 1999, as amended (the "**Issuers' Regulation**"), an explanatory report on the item on the 2nd item on the agenda of the Ordinary Shareholders' Meeting called for **23 April 2026** at 3 p.m. in single call.

Item no. 2 on the agenda – Report on the remuneration policy and compensation 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 relating to the second section of the report pursuant to art. 123-ter, paragraph 6 of Legislative Decree 24 February 1998, n. 58.

In relation to the second item on the agenda, the Board of Directors presents the report on the remuneration policy and compensation paid (the "**Remuneration Report**") prepared in accordance with the provisions of art. 123-ter of the Italian Consolidated Law on Finance, Article 84-quarter and Annex 3A, Scheme 7-bis of the Issuers' Regulation and Article 5 of the *Corporate Governance Code* adopted by the *Corporate Governance Committee* of Borsa Italiana S.p.A. (the "**Corporate Governance Code**"), to which the Company adheres, and approved, to the extent of its competence, by the Board of Directors on 18 March 2026.

The Shareholders' Meeting called to approve the financial statements is called to approve, with a binding vote, the first section of the Remuneration Report ("*Remuneration Policy for the financial year 2026*") and to resolve in favour or against on the second section of the same ("*Report on compensation paid in the financial year 2025*"). The latter resolution is not binding.

The Remuneration Report will be made available to the public, within the terms of the law, at the Company's registered office and on the Company's website at www.technoprobe.com "*Governance/Shareholders' Meetings*" section and on the authorised storage mechanism called "eMarketStorage" (www.emarketstorage.it). Reference is therefore made to the same.

2.1 Approval of the first section of the report pursuant to Article 123-ter, paragraphs 3-bis and 3-ter of Legislative Decree no. 58 of 24 February 1998.

The first section of the Remuneration Report illustrates the Company's policy on the remuneration of members of the Board of Directors, General Managers, Managers with strategic responsibilities and – without prejudice to the provisions of art. 2402 of the Italian Civil Code – of the members of the supervisory body – with reference to the 2026 financial year, as well as the procedures used for the adoption and implementation of this policy.

In light of the above, we therefore submit the following resolution proposal for your approval:

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

- > *having examined the first section of the report on the remuneration policy and compensation paid, approved, to the extent of its competence, by the Board of Directors of the Company on 18 March 2026, on the proposal of the Nomination and Remuneration Committee which met on 9_11 March 2026, pursuant to art. 123-ter of the TUF and art. 84-quarter and Annex 3A, Schedule 7-bis of the Issuers' Regulation;*

- > *considering that, pursuant to art. 123-ter, paragraphs 3-bis and 3-ter of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented, the Shareholders' Meeting is called upon to express a binding vote on the first section of the report on the remuneration policy and compensation paid*

resolves

- *to approve the first section of the report on the remuneration policy and compensation paid containing the Company's policy on the remuneration of members of the board of directors, managers with strategic responsibilities and members of the supervisory bodies with reference to the financial year 2026."*

2.2 Resolutions relating to the second section of the report pursuant to art. 123-ter, paragraph 6 of Legislative Decree no. 58 of 24 February 1998.

The second section of the Remuneration Report provides names for directors, statutory auditors and in aggregate form for other Managers with strategic responsibilities ("DIRS"):

- (i) an adequate representation of each of the items that make up the remuneration, including the remuneration provided for in the event of termination of office or termination of the employment relationship; and
- (ii) an analytical indication of the remuneration paid in the financial year 2025 for any reason and in any form by the Company and its subsidiaries or associates, indicating any components of the remuneration that refer to activities carried out in financial years prior to 2025 (and also highlighting the remuneration to be paid in one or more subsequent years for the activity carried out in the financial year 2025, possibly indicating an estimated value for the components that cannot be objectively quantified in the 2024 financial year).

In light of the above, we therefore submit the following resolution proposal for your approval:

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

- > *having examined the second section of the report on the remuneration policy and compensation paid, approved, to the extent of its competence, by the Board of Directors of the Company on 18 March 2026, on the proposal of the Nomination and Remuneration Committee which met on 9_11 March 2026, pursuant to art. 123-ter of the TUF and art. 84-quarter and Annex 3A, Schedule 7-bis of the Issuers' Regulation;*
- > *considering that, pursuant to art. 123-ter, paragraph 6 of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented, the Shareholders' Meeting is called upon to cast a non-binding vote on the second section of the report on the remuneration policy and compensation paid*

resolves

- *in favour of the second section of the aforementioned Report on the Remuneration Policy and Compensation Paid, which illustrates the remuneration paid in 2025 to directors, statutory auditors and, in aggregate form, to other Managers with strategic responsibilities."*