



**EXPLANATORY REPORT OF THE BOARD OF
DIRECTORS ON ITEM NO. 4 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

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4. *Approval pursuant to Article 114-bis of Legislative Decree 58/1998 of the incentive plan called "Special Award".*

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 it available to you at the registered office and on the website of Technoprobe SpA (“Technoprobe” or the “Company”) at the address www.technoprobe.com section “Governance/Shareholder Meetings” and at the authorised 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 matter included in the [fourth] item on the agenda of the Shareholders' Meeting convened for 23 April 2026 at 3 p.m. in a single call.

Item no. 4 on the agenda –Approval pursuant to Article 114-bis of Legislative Decree 58/1998 of the incentive plan called “Special Award Plan”.

In relation to the fourth item on the agenda, the Board of Directors, with the support and opinion of the Nomination and Remuneration Committee, has resolved to submit to the Ordinary Shareholders' Meeting to be convened for 23 April 2026 (in a single call) the approval, pursuant to art. 114-bis, paragraph 1, of the TUF, of an incentive plan called the “Special Award Plan”, reserved for employees, managers and key resources [of the Company and its subsidiaries] in the development project of the company Device Interface Solutions Technology (Shanghai) Co. Ltd. (“DIS China”), who will be identified by name by the Board of Directors of Technoprobe, after hearing the opinion of the Nomination and Remuneration Committee, from among the Directors with delegated powers, the Managers with Strategic Responsibilities, as well as other employees with strategic roles in the Company or its subsidiaries (the “Special Award Plan” or the “Plan”).

The Special Award Plan provides that the beneficiaries identified by the Company will be granted certain rights free of charge – conditional, free of charge, non-transferable *inter vivos* and not subject to restrictions or other acts of disposition of any kind – to the free allocation of shares by the Company upon the occurrence of certain conditions as identified in greater detail in the information document relating to the Plan (the “Information Document”).

By implementing the Plan, the Company intends to: (a) strengthen the alignment between the interests of the management and key resources of the Company and of the companies that are or may become controlled by the Company in the future pursuant to Article 93 of the TUF and those of the shareholders, encouraging management oriented towards the creation of sustainable value in the medium to long term; (b) incentivize and enhance the contribution of the strategic resources involved in the industrial and commercial development project of DIS China, recognizing their key role in achieving the strategic objectives; and (c) reward the generation of extraordinary value associated with the completion of the listing process of DIS China – or one of its vehicles – on the Shanghai Stock Exchange or on another regulated market of the People's Republic of China (PRC) under certain terms and conditions.

The Plan has a multi-year duration, ending on December 31, 2032, and provides for a single assignment.

The vesting of rights and the subsequent allocation of shares to beneficiaries in a single installment are subject to verification by the Board of Directors those certain conditions, as set out in greater detail in the Information Document, have been met.

For a description of the Special Award Plan, please refer to the information document prepared pursuant to art. 114-bis, paragraph 1, of the TUF, art. 84-bis, and Annex 3A, Schedule 7 of the Issuers' Regulation.

The information document relating to the Plan is included in its entirety in the attachment.

In light of the above, we therefore submit the following proposed resolutions for your approval:

“The Ordinary Shareholders’ Meeting of Technoprobe SpA,

- having taken note of the explanatory report of the Board of Directors;*
- examined the Information Document*

resolution

- 1) *to approve, pursuant to and for the purposes of Article 114-bis of the TUF, sharing the reasons therefor, the adoption of a free allocation plan for rights to receive ordinary shares of the Company called the Special Award Plan, reserved for employees, managers and key resources [of the Company and its subsidiaries] in the development project of DIS China, who will be identified by the Board of Directors of Technoprobe, after consulting the Nomination and Remuneration Committee, under the terms, conditions and implementation methods described in the Information Document;*
- 2) *to confer on the Board of Directors, with the express right to sub-delegate, any broader power necessary or appropriate to prepare and fully and completely implement the Special Award Plan, including, by way of example and not limited to, the power to:*
 - a. *identify the beneficiaries of the Special Award Plan and determine the amount of the incentive and, consequently, the number of shares to be awarded, modify the performance conditions to which the award of shares is subject in the cases provided for by the Special Award Plan, exercise all the powers and functions attributed to the Board of Directors by the Special Award Plan and make the related decisions;*
 - b. *draft and approve the Special Award Plan regulations and make any changes and/or additions deemed necessary and/or appropriate in the event of extraordinary transactions involving the Company’s capital and/or legislative or regulatory changes affecting the Company and/or its subsidiaries, in order to maintain the substantial and financial contents of the Special Award Plan unchanged, within the limits permitted by applicable legislation from time to time;*
 - c. *provide information to the market, draft and/or finalize any necessary or appropriate document in relation to the Special Award Plan, pursuant to the applicable legislative and regulatory provisions, as well as, in general, implement these resolutions.”*