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Testo del comunicato

Vedi allegato.

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Press Release

TECHNOPROBE: EXERCISE OF THE GREENSHOE OPTION AND END OF THE STABILISATION PERIOD

Cernusco Lombardone (LC), February 25, 2022 – Technoprobe S.p.A. (“**Technoprobe**” or the “**Company**”) announces that, on the basis of the information disclosed by Mediobanca – Banca di Credito Finanziario S.p.A. (“**Mediobanca**”) acting as stabilisation manager in the context of the listing of the ordinary shares of Technoprobe (the “**Technoprobe Shares**”), the greenshoe option has been exercised in full (as such, in respect of the purchase of 12,000,000 Technoprobe Shares from T-Plus S.p.A.) on February 25, 2022 by Mediobanca and on behalf of the *joint global coordinators*. With the exercise of the greenshoe option, the stabilisation period ends with immediate effect.

The purchase price of the greenshoe option Technoprobe Shares is Euro 5.70 per share, equal to the offer price in the institutional offering, for a total amount of Euro 68,400,000, gross of fees.

Settlement of the greenshoe option will take place on March 1, 2022.

The institutional offering, including the Technoprobe Shares purchased in the exercise of the greenshoe option, comprised 125,000,000 Technoprobe Shares, corresponding to 20.80% of the share capital and 11.61% of the voting rights of the Company.

In addition, on the basis of the information received by Mediobanca and also on the latter's behalf, Technoprobe announces that, during the stabilization period, from the listing date on the Euronext Growth Milan (the “EGM”) Multilateral Trading System organized and managed by Borsa Italiana S.p.A., i.e. February 15, 2022, until the date herof, no stabilisation activity has been carried out.

In connection with the offering, Mediobanca – Banca di Credito Finanziario S.p.A. and Intesa Sanpaolo S.p.A. acted as *Joint Global Coordinators* and *Joint Bookrunners*. Mediobanca – Banca di Credito Finanziario S.p.A. also acted as Euronext Growth Advisor.

This press release is also distributed on behalf of Mediobanca - Banca di Credito Finanziario S.p.A. pursuant to art. 8, letter f), and art. 6, paragraph 3, of the Delegated Regulation (EU) 2016/1052.

Gianni & Origoni acted as legal advisor of the Company, whilst White & Case acted as legal advisor of the Joint Global Coordinators and Joint Bookrunners. The company in charge of the legal audit of the Company's accounts is Pricewaterhousecoopers, while WPartners played the role of advisor for the verification of non-accounting data.

FOR FURTHER INFORMATION:

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Description of Technoprobe

Technoprobe was established in 1996 from an entrepreneurial idea of its founder Giuseppe Crippa and is at the head of a Group that design and manufacture electro-mechanical interfaces called Probe Cards used for testing non-memory or SOC semiconductors. Based on currently available data, the Group is the second largest manufacturer of Probe Cards in the world in terms of both volume of units sold and revenue and the only manufacturer of Probe Cards in Italy.

Technoprobe is active in the design and manufacture of Probe Cards.

Probe Cards are high-tech devices (tailor-made according to the specific chip) that allow to test the operation of chips during their construction process, *i.e.* when they are still on the silicon wafer. They are, therefore, technological designs and solutions that ensure the operation and reliability of devices that play a crucial role in the computer, smartphone, 5G, Internet of Things, home automation and automotive industries, among others. Probe Cards are "consumables" as their life cycle is linked to a specific chip and no part of the Probe Card can be reused.

In Italy the Group has its registered office in Cernusco Lombardone (LC), near Milan, where there is also a production center that occupies a covered area of about 18,000 square meters. In addition, the Group has two other production facilities in Italy: a first one of approximately 3,000 sqm in Agrate (MB) and a second one of approximately 5,000 sqm in Osnago (LC), which will become operational in the first quarter of 2022. In addition, the Group has other 11 locations worldwide, spread across Europe, Asia (Taiwan, South Korea, China and Singapore) and the United States. The world's leading semiconductor manufacturers are customers of the Group.

The Group currently employs approximately 2,200 employees at a consolidated level (of which 1,300 in Italy) and generated revenues in the year ended December 31, 2020 amounting to Euro 329,5 million. The Group has over 500 proprietary patents.

For more information: www.technoprobe.com.

This document is an announcement and not a prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"), and as such does not constitute an offer to sell or the solicitation of an offer to purchase securities. These materials are not for distribution, directly or indirectly, in or into the United States (including its territories and possessions, any State of the United States and the District of Columbia), Canada, Australia and Japan (or in any other jurisdiction where it is unlawful to do so).

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This announcement does not constitute a recommendation concerning the Offering or the shares of the Company. The price and value of securities can go down as well as up. Past performance is not a guide to future performance. Information in this

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announcement or any of the documents relating to the Offering cannot be relied upon as a guide to future performance. Potential investors should consult, to the extent they deem necessary, a professional investment, business, tax, and/or legal advisor as to the suitability of the Offering for the person concerned.

No reliance may or should be placed by any person for any purpose whatsoever on the information contained in this announcement or on its completeness, accuracy or fairness. The information in this announcement is subject to change.

Certain figures contained in this document, including financial information, have been subject to rounding adjustments. Accordingly, in certain instances, the sum or percentage change of the numbers contained in this document may not conform exactly with the total figure given.

None of the banks acting as joint global coordinators, joint bookrunners and/or co-bookrunner in the contest of the potential initial public offering (the "**Managers**") or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. Nothing contained herein is, or shall be relied upon as, a promise or representation by the Managers or any of their respective directors, officers, employees, advisers or agents in this respect, whether as to the past or future.

None of the Managers or any of their respective directors, officers, employees, advisers or agents assumes any responsibility for its accuracy, completeness or verification and accordingly the Managers and each of their respective directors, officers, employees, advisers or agents disclaim, to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this announcement or any such statement. The Managers are each acting exclusively for the Company and the Selling Shareholders in the transaction referred to in this announcement and for no-one else in connection with any transaction mentioned in this announcement and will not regard any other person (whether or not a recipient of this announcement) as a client in relation to any such transaction and will not be responsible to any other person for providing the protections afforded to their respective clients, or for advising any such person on the contents of this announcement or in connection with any transaction referred to in this announcement.

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares of the Company (the "**Shares**") have been subject to a product approval process, which has determined that such Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II to such target market (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Shares may decline, and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Managers will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.

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