



SPAFID
CONNECT

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Diffusione presunta
Oggetto : Notice of Call for Ordinary Shareholders'
Meeting 29 April 2022

Testo del comunicato

Vedi allegato.

Technoprobe S.p.A.
Via Cavalieri di Vittorio Veneto, 2
23870, Cernusco Lombardone (Lecco) - Italy
www.technoprobe.com

Technoprobe S.p.A.

Head Office - Via Cavalieri di Vittorio Veneto, 2 23870,
Cernusco Lombardone (Lecco)
Share Capital EUR 6,010,000 fully paid in
Tax Code and VAT no. 02272540135

NOTICE OF CALL FOR ORDINARY SHAREHOLDERS' MEETING

Shareholders entitled to attend and vote are called to an ordinary Shareholders' Meeting to be held at the Company's main office at Via Cavalieri di Vittorio Veneto 2, Cernusco Lombardone (Lecco) at 6:00 p.m. on **29 April 2022**, in a single call, to discuss and resolve on the following

AGENDA

1. Technoprobe S.p.A.'s financial statements as at 31 December 2021. Reports by the Board of Directors, the Board of Statutory Auditors and the auditing firm. Presentation of the consolidated financial statements as at 31 December 2021. Related and consequent resolutions.
2. Allocation of net income. Related and consequent resolutions.
3. Appointment of a Director to fill an empty seat on the Board of Directors. Related and consequent resolutions.

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PROCEDURE FOR CONDUCTING THE SHAREHOLDERS' MEETING PURSUANT TO ITALIAN DECREE LAW NO. 18 OF 17 MARCH 2020

In accordance with Article 106, paragraph 4 of Italian Decree Law No. 18 of 17 March 2020, concerning "*Measures to strengthen the National Health Service and provide economic support for families, workers and businesses associated with the COVID-19 epidemiological emergency*" (the "**Cura Italia Decree**"), as converted with amendments and the application of which was most recently extended by Article 3 of Italian Decree Law No. 228 of 30 December 2021, converted into Italian Law No. 15 of 25 February 2022, in compliance with fundamental principles of health protection, shareholders entitled to vote at the Shareholders' Meeting may attend exclusively through the representative appointed pursuant to Article 135-undecies of Italian Legislative Decree No. 58/98, as amended (the "Italian Consolidated Law on Finance"), namely, through Società per Amministrazioni Fiduciarie Spafid S.p.A, with registered office in Milan (the "**Appointed Representative**" or "**Spafid**"), in accordance with law, as set forth in more detail below.

Any changes and/or additions to the information in this notice of call will be made available in a timely manner through the Company's website and by the other means allowed by law.

INFORMATION ABOUT THE SHARE CAPITAL AS AT THE DATE OF THE NOTICE OF CALL

The share capital is EUR 6,010,000, divided into 125,000,000 ordinary shares (the "**Ordinary Shares**") and 476,000,000 shares with multiple voting rights (the "**Multiple Voting Shares**") without par value. Ordinary Shares entitle the holder to one vote. Multiple Voting Shares are entitled to two votes each. The Company does not hold any treasury shares.

Technoprobe S.p.A. - VAT No. and Tax Code 02272540135 - Share Capital EUR 6,010,000 - Economic and Administrative Index No. 283619

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ENTITLEMENT TO ATTEND

In accordance with Article 83-*sexies* of the Italian Consolidated Law on Finance and Article 16 of the Articles of Association, the right to attend the Shareholders' Meeting – which may be exercised exclusively through the Appointed Representative – is subject to the Company's receipt of the statement, which each entitled shareholder must request from that shareholder's depositary intermediary, issued by an authorised intermediary in accordance with law, certifying ownership of the shares based on its accounting records at the end of the accounting day that is the seventh trading day prior to the date set for the Shareholders' Meeting, i.e., **20 April 2022** (the "record date"). Additions or removals made to the accounts after that date are not taken into account for the purposes of entitlement to vote at the Shareholders' Meeting. Therefore, persons who become owners of shares after that date will not be entitled to attend and vote at the Shareholders' Meeting.

The intermediary's statement must be received by the Company by the end of the third trading day prior to the date of the Shareholders' Meeting and, therefore, by **26 April 2022**. However, shareholders will be entitled to attend and vote if the Company receives the statements after that date but before the meeting is called to order.

There are no procedures for voting by post or by electronic means.

Given the limitations that may arise due to health requirements, those entitled to attend (e.g., members of the corporate bodies, the Appointed Representative, representatives of the auditing firm and the secretary of the meeting), may also (or exclusively) attend the Shareholders' Meeting through the use of remote connection systems that allow them to be identified, in accordance with applicable law. The Company will provide instructions to the aforementioned persons on how to attend the Shareholders' Meeting via means of audio/telecommunication.

ATTENDANCE AT THE SHAREHOLDERS' MEETING BY GRANTING A PROXY TO THE APPOINTED REPRESENTATIVE

As provided for by Article 106 of the Cura Italia Decree, those entitled to vote shall attend the Shareholders' Meeting solely through the Appointed Representative. The proxy may be granted without charge to the person granting the proxy (with the exception of postage), with instructions to vote on all or some of the items on the agenda.

The proxy must be given using the specific proxy form available, and the instructions for completing and sending it are on the Company's website at the address <https://www.technoprobe.com/investors/governance/shareholders-meetings>

The proxy with the voting instructions must be received by the Appointed Representative, together with a copy of a currently valid identity document for the Delegating Shareholder or, if the Delegating Shareholder is a legal person, for the legal representative *pro tempore* or other person with appropriate powers, together with documentation attesting such person's title and powers, by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e., by **27 April 2022**), by one of the following methods: (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address assemblee2022@pec.spafid.it (subject "Proxy for Technoprobe 2022 Shareholders' Meeting") from the person's own certified e-mail address (or, failing that, from the person's ordinary e-mail address, in which case the proxy with the voting instructions must be signed with a qualified electronic or digital signature); or (ii) transmission of the original, by courier or registered mail with acknowledgement of receipt, to the address Spafid S.p.A., Foro Buonaparte 10, 20121 Milan (Ref. "Proxy for Technoprobe 2022 Shareholders' Meeting") and sending an electronically reproduced copy (PDF) in advance by ordinary e-mail to assemblee2022@pec.spafid.it (subject "Proxy for Technoprobe 2022 Shareholders' Meeting").

The proxy and voting instructions may be revoked before the end of the second trading day preceding the date set for the Shareholders' Meeting (i.e., by **27 April 2022**) in the manner set out above.

Technoprobe S.p.A. - VAT No. and Tax Code 02272540135 - Share Capital EUR 6,010,000 - Economic and Administrative Index No. 283619

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Shares for which a proxy has been given in whole or in part are calculated for the purposes of determining whether the Shareholders' Meeting was duly called and a meeting quorum is present. The proxy will have no effect for agenda items for which no voting instructions were given.

As provided for by the Decree, as an exception to Article 135-*undecies*, paragraph 4 of the Italian Consolidated Law on Finance, those who do not wish to use the means of attending allowed by Article 135-*undecies* of the Italian Consolidated Law on Finance may, alternatively, grant the Appointed Representative a proxy or sub-proxy under Article 135-*novies* of the Italian Consolidated Law on Finance, which must contain voting instructions on all or some of the proposals on the agenda, by using the proxy/sub-proxy form available on the Company's website at www.technoprobe.com.

Those proxies and sub-proxies must be sent in the manner indicated above and on the proxy form. The proxy must be received by 6:00 p.m. on the day before the Shareholders' Meeting (and in any case before the meeting is called to order). The proxy and voting instructions may be revoked in the manner indicated above before that deadline.

For clarifications on granting the proxy to the Appointed Representative (and specifically on completing the proxy form and the voting instructions and their transmission), Spafid may be contacted by e-mail at confidential@spafid.it or at the following telephone numbers (+39) 0280687.319 and (+39) 0280687.335 (9:00 a.m. to 5:00 p.m. on business days).

ADDING ITEMS TO THE AGENDA

Pursuant to Article 16 of the Articles of Association, shareholders who individually or jointly hold at least 2.5% of the share capital may, within five days of the publication of this notice of call (i.e., by **18 April 2022**), request that items be added to the agenda. They must specify the additional items being proposed in the request.

Shareholders for whom the Company has received a specific statement from an authorised intermediary in accordance with law are entitled to request that items be added to the agenda.

Within the five-day period above, the proposing shareholders must submit a report stating the reasons for the proposed resolutions on the new matters they propose for shareholder action. Items may not be added to the agenda as to which shareholders resolve, pursuant to law, at the behest of the Directors or based on a plan or report prepared by them.

Requests for additional items must be sent to the Company in writing, accompanied by information that identifies the shareholders submitting the request, indicating the total percentage [of shares] held and a reference to the statement that the intermediary sent to the Company in accordance with law, by registered letter to the Company's registered office, Via Cavalieri di Vittorio Veneto 2, Cernusco Lombardone (Lecco), Attn: Chairman of the Board of Directors, or electronically by sending it to the following certified e-mail address: technoprobespa@promopec.it.

The notice adding items to the agenda must be published in at least one daily newspaper with national circulation no later than the 7th (seventh) day before the date of the Shareholders' Meeting (i.e., **22 April 2022**).

RIGHT TO ASK QUESTIONS PRIOR TO THE SHAREHOLDERS' MEETING

Pursuant to Article 16 of the Articles of Association, shareholders entitled to vote at the Shareholders' Meeting may submit questions on the items on the agenda prior to the Shareholders' Meeting, for whom the Company received a statement from an authorised intermediary in accordance with law.

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The questions must be sent to the Company in writing, accompanied by information that identifies the shareholders submitting them and a reference to the statement sent by the intermediary to the Company in accordance with law, by registered letter to the Company's registered office, Via Cavalieri di Vittorio Veneto 2 - 23870 Cernusco Lombardone (Lecco), Attn: Chairman of the Board of Directors, or electronically, by sending them to the following certified e-mail address: technoprobepa@promopec.it.

The Company may give a single response to questions on the same topic. Responses will be given to questions received before the Shareholders' Meeting, during that meeting at the latest.

APPOINTMENT OF A DIRECTOR TO FILL A VACANCY ON THE BOARD OF DIRECTORS

With reference to the third item on the agenda, since a vacancy on the Board of Directors is merely being filled pursuant to Article 2386 of the Italian Civil Code and Article 23 of the Articles of Association, the shareholders will be called upon to resolve with the majorities required by law and in compliance with the principles for the composition of the Board under law, without applying provisions of law and the Articles of Association on slate voting.

On 28 March 2022, the Director Monica Crippa resigned from office with immediate effect. Those entitled to do so are therefore asked to submit proposals for the appointment of a director, who will remain in office until the term of the entire Board of Directors expires (i.e., until the date the financial statements for the year ending 31 December 2023 are approved), like the other directors in office as at the date hereof.

For further information on filling the vacancy on the Board of Directors, see the information provided in the explanatory report on that agenda item, drafted by the Board of Directors, which will be made available to the public with the timing and in the manner required by law.

DOCUMENTATION

The documentation relating to the Shareholders' Meeting, including the explanatory reports on the agenda items with the full text of the proposed resolutions, the proxy forms, as well as the Annual Financial Report, the Report of the Board of Statutory Auditors and the Report of the Auditing Firm, will be made available to the public in the manner and with the timing required by law, and shareholders and those with voting rights may obtain a copy thereof.

Such documentation will be available at the Company's registered office, Via Cavalieri di Vittorio Veneto 2, Cernusco Lombardone (Lecco), as well as on the Company's website at <https://www.technoprobe.com/investors/governance/shareholders-meetings> and will be sent to Borsa Italiana S.p.A.

Cernusco Lombardone (Lecco), 14 April 2022

For the Board of Directors
The Chairman
Cristiano Alessandro Crippa

Fine Comunicato n.20250-14

Numero di Pagine: 6