

<p>Informazione Regolamentata n. 20250-12-2023</p>	<p>Data/Ora Ricezione 22 Marzo 2023 12:12:10</p>	<p>Euronext Growth Milan</p>
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Societa' : TECHNOPROBE

Identificativo : 173878

Informazione
Regolamentata

Nome utilizzatore : TECHNOPROBEN04 - Di Terlizzi

Tipologia : 3.1

Data/Ora Ricezione : 22 Marzo 2023 12:12:10

Data/Ora Inizio : 22 Marzo 2023 12:12:13

Diffusione presunta

Oggetto : Notice of call for Shareholders Meeting
April 6,2023

Testo del comunicato

Vedi allegato.

Technoprobe S.p.A.
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23870, Cernusco Lombardone (LC) - Italy
www.technoprobe.com

Technoprobe S.p.A.

Head Office – Via Cavalieri di Vittorio Veneto, 2 23870,
Cernusco Lombardone (LC)

Share Capital Euro 6.010.000 interamente versato

C.F. e P.IVA n. 02272540135

NOTICE OF CALL FOR ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Shareholders entitled to attend and vote are called to an ordinary ad extraordinary Shareholders' Meeting to be held at the Company's main office at Via Cavalieri di Vittorio Veneto 2, Cernusco Lombardone (Lecco) at 11:00 a.m. on 6 April 2023, in a single call, to discuss and resolve on the following

AGENDA

In ordinary session:

1. Technoprobe S.p.A.'s financial statements as at 31 December 2022. Reports by the Board of Directors, the Board of Statutory Auditors and the auditing firm. Presentation of the consolidated financial statement as at 31 December 2021. Related and consequent resolutions.
2. Allocation of net income. Related and consequent resolutions.
3. Approval of the project of admission to listing of the Company's ordinary shares on Euronext Milan, organized and managed by Borsa Italiana S.p.A. with the simultaneous withdrawal of the same shares from trading on Euronext Growth Milan. Related and consequent resolutions.
4. Redefinition of the number of directors from 5 to 7, pursuant to article 2380-bis of the Italian Civil Code, with suspensive effect conditional on the start of trading of the Company's ordinary shares on Euronext Milan, organized and managed by Borsa Italiana S.p.A.. Related and consequent resolutions.
5. Appointment of two new directors pursuant to art. 2383 of the Italian Civil Code, with suspensive effect on the start of trading of the Company's ordinary shares on Euronext Milan, organised and managed by Borsa Italiana S.p.A.. Related and consequent resolutions.
6. Determination of the directors' fees, with suspensive effect conditional on the start of trading of the Company's ordinary shares on Euronext Milan, organized and managed by Borsa Italiana S.p.A.. Related and consequent resolutions.
7. Redetermination of the Board of Statutory Auditors' fees, with suspensive effect conditional on the start of trading of the Company's ordinary shares on Euronext Milan, organised and managed by Borsa Italiana S.p.A.. Related and consequent resolutions.
8. Assignment of the three-year statutory audit pursuant to Article 14 of Legislative Decree no. 39/2010 and, with suspensive effect, subject to the commencement of trading of the Company's ordinary shares on Euronext Milan, nine years pursuant to art. 17 of D.Lgs. 39/2010, and determination of the related fees. Related and consequent resolutions.

In extraordinary session:

1. Grant in favour of the Board of Directors of a proxy, after withdrawal of the existing and partially exercised proxy, to be exercised once or more within the 6 April 2028, to a maximum amount of Euro 600.000 plus overprice, by issuing a maximum number of 60.000.000 of shares: (i) to increase the social capital, pursuant article 2443 del Codice Civile, also with exclusion or limitation of right of option to buy, pursuant article 2441 paragraph 4, 5 and 8 of the Italian Civil Code, also by issuing shares to be reserved for incentive programmes based on the grant of financial instruments to directors, employees and collaborators of the Company, identified by the Board of Directors against

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specific lock-up commitments by the latter; and (ii) to issue convertible bond, pursuant article 2420-ter of Italian Civil Code, together with the power to resolve the related capital increase to serve the conversion, also with exclusion or limitation of right of option to buy, pursuant article 2441 paragraph 4 e 5 of the Italian Civil Code. Amendment of article 6 of Articles of Association. Related and consequent resolutions.

2. Adoption of a new Articles of Association in order to adapt it to the current regulations applicable on companies with shares traded on regulated markets, with suspensive effect on the start of trading of the Company's ordinary shares on Euronext Milan, organized and managed by Borsa Italiana S.p.A.. Related and consequent resolutions.

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PROCEDURE FOR CONDUCTING THE SHAREHOLDERS' MEETING

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 until 31 July 2023 pursuant article 3 paragraph 10-undecies D.L. no. 198/2002, so called Milleproroghe Decree 2023, converted into Italian Law no. 14 published in "Gazzetta Ufficiale" on 27 February 2023, 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 Monte Titoli S.p.A, with registered office in Milan (MI – 20123) Piazza degli Affari no. 6 ("Monte Titoli" or the "Appointed Representative"), 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.

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., 28 March 2023 (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 3 April 2023. However, shareholders will be entitled to

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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.

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 **4 April 2023**), by one of the following methods: (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address RD@pec.euronext.com (subject "Delega Assemblea Technoprobe 2023") 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 Monte Titoli S.p.A. – c.a. Ufficio Register & AGM Services, Piazza degli Affari no. 6, 20123, Foro Buonaparte 10, 20123 Milan (Ref. "Delega Assemblea Technoprobe 2023") and sending an electronically reproduced copy (PDF) in advance by ordinary e-mail to RD@pec.euronext.com (subject "Delega Assemblea Technoprobe 2023").

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 4 April 2023) in the manner set out above.

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 Cura Italia 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.

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For clarifications on granting the proxy to the Appointed Representative (and specifically on completing the proxy form and the voting instructions and their transmission), Monte Titoli may be contacted by e-mail at RegisterServices@euronext.com or at the following telephone numbers (+39) 02.33635810 (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 27 March 2023), 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: technoprobepa@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., **30 March 2023**).

APPOINTMENT OF TWO DIRECTORS

Shareholders wishing to propose the appointment of two directors are invited to submit, by registered letter with acknowledgment of receipt at the registered office of the Company or by certified e-mail at technoprobepa@promopec.it, the related candidacy accompanied (i) information relating to the identity of the shareholder/s who submitted it and one or more certificates/s issued by an authorised intermediary proving the entitlement to exercise the right; (ii) the curriculum of each candidate, and (iii) a declaration by the candidate/s certifying that they meet the requirements requested by law and Article of Association, including any suitability to qualify as independent under law or regulation, any activities carried out in competition, the acceptance of the application, as well as the list of management and control positions held by the same in other companies.

In order to allow those entitled to vote in the Shareholders' Meeting to know the personal and professional characteristics of each candidate with the advance necessary to be able to consciously exercise the right to vote, those wishing to submit proposals for the appointment of two directors are invited to submit their candidates, together with the above mentioned documentation, at least 7 (seven) days before the date of the meeting (i.e., **30 March 2023**) in order to allow the Company to make available to the public at least 5 (five) days before the date of the Shareholders' Meeting (**1 April 2023**) - and, in any event, in time for the issue of the delegation to the Designated Representative - the aforementioned documentation at the registered office and on the Company's website at <https://www.technoprobe.com/investors/governance/shareholders-meetings> and on the Borsa Italiana website.

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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.

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.

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 (LC), 22 marzo 2023

Per il Consiglio di Amministrazione

Il Presidente

Cristiano Alessandro Crippa

Fine Comunicato n.20250-12

Numero di Pagine: 7