

<p>Informazione Regolamentata n. 20250-18-2023</p>	<p>Data/Ora Ricezione 06 Aprile 2023 21:07:54</p>	<p>Euronext Growth Milan</p>
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Informazione  
Regolamentata

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Diffusione presunta

Oggetto : Annual Shareholders' Meeting 2023

<p><i>Testo del comunicato</i></p>
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Vedi allegato.

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## PRESS RELEASE

**The shareholders' meeting of Technoprobe S.p.A. approved the translisting on Euronext Milan**

**The ordinary shareholders' meeting of Technoprobe S.p.A.:**

- **approved the financial statement as at December 31, 2022 and the proposed allocation of net income;**
- **approved the project of admission to listing of the Company's ordinary shares on Euronext Milan with the simultaneous withdrawal of the same shares from trading on Euronext Growth Milan;**
- **redefined the number of directors from 5 to 7 and integrated the Board of Directors with the appointment of two independent directors, also resolving the related fees, with suspensive effect conditional on the start of trading of the Company's ordinary shares on Euronext Milan;**
- **redefined of Board of Statutory Auditors' fees, with suspensive effect conditional on the start of trading of the Company's ordinary shares on Euronext Milan;**
- **appointed PriceWaterhouseCoopers S.p.A. to conduct a three-years statutory audit and, with suspensive effect conditional on the start of trading of the Company's ordinary shares on Euronext Milan, to conduct a nine-years statutory audit.**

**Furthermore, the extraordinary shareholders' meeting of Technoprobe S.p.A.**

- **granted the Board of Directors with the power to increase the share capital, after revocation of the existing and partially exercised proxy, pursuant to article 2443 of Italian Civil Code, and to issue convertible bonds pursuant to article 2420-ter of Italian Civil Code;**
- **adopted a new text of company's ByLaws with the purpose to adapt it to the current legislation on companies with shares traded on regulated markets, with suspensive effect conditional on the start of trading of the Company's ordinary shares on Euronext Milan;**

**Cernusco Lombardone (LC), April 6, 2023** – Technoprobe S.p.a., a company listed on Euronext Growth Milan and leader in the design and production of Probe Cards ("**Company**" or "**Technoprobe**"), hereby announces that the ordinary and extraordinary shareholder meeting of the Company, held today, approved the project for the listing of the Company's ordinary shares on



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Euronext Milan, organised and managed by Borsa Italiana S.p.A., with the consequent request for withdrawal from trading the Company's ordinary shares on Euronext Growth Milan.

Furthermore, the ordinary shareholders' meeting approved the financial statement as at December 31, 2022, as approved and presented by the Board of Directors, with a net income of Euro 123,384,878 and resolved to destinate net income as follows

- for Euro 348,848 to "Reserve for unrealized gain on foreign exchange";
- for Euro 50,000 to "Legal Reserve";
- for Euro 122,986,030 to "Retained earnings".

During the shareholders' meeting the Group's Consolidated Financial Statements for the year 2022, were also submitted with a net profit of Euro 148,215,447.

Due to the proposed admission to trading of the Company's ordinary shares on Euronext Milan and the convenience of adapting the composition of the Board of Directors to the provisions and best practices applicable to companies listed on a market regulated, both in order to increase the proficiency of the administrative body and to strengthen the debate within the corporate body itself and, in particular, in order to have a suitable number of directors, who also meet the requirements of independence, the Ordinary Shareholders' Meeting of the Company has (i) redefined the number of directors from 5 to 7, and (ii) appointed Antonella Scaglia and Paolo Enrico Dellachà as new members of the Board of Directors, resolving the relative remuneration and conditioning the effectiveness of these resolutions at the beginning of the trading of the Company's ordinary shares on Euronext Milan. The curricula of Antonella Scaglia and Paolo Enrico Dellachà will be available on company's website [www.technoprobe.com](http://www.technoprobe.com).

Antonella Scaglia and Paolo Enrico Dellachà stated they meet the independence requirements, pursuant to Legislative Decree no. 58/1998 (hereinafter, the "TUF").

The new directors will take office on the date of the start of negotiations on Euronext Milan together with the current directors, until the approval of the financial statements for the financial year that will close on December 31, 2023. To the new directors a fixed annual fee equal to Euro 25,000.00 gross per year pro rata temporis will be awarded, plus reimbursement of expenses incurred by the office without any amount by way of end-of-term treatment, considering that the Board of Directors will determine the additional remuneration for directors invested with particular office pursuant to article 2389 of Italian Civil Code.



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Furthermore, due to the proposed admission to trading of the Company's ordinary shares on Euronext Milan, in order to align the Company with the *best practices* applicable to companies listed on a regulated market, the Company's ordinary Shareholders' Meeting increased the remuneration attributed to the Board of Statutory Auditors, with suspensive effect conditional on the start of trading of the Company's ordinary shares on the Euronext Milan market, attributing (i) to the President, Euro 60,000.00 gross per annum, (ii) to each statutory auditor, Euro 40,000.00 gross per annum.

The ordinary shareholders' meeting of the Company appointed PriceWaterhouseCoopers S.p.A., on Board of Statutory Auditors' proposal, to conduct a three-years statutory audit for financial years 2023-2025 and, with suspensive effect conditional on the start of trading of the Company's ordinary shares on Euronext Milan, to conduct a nine-years statutory audit for financial years 2023-2031 with replacement of the three-years appointment.

The extraordinary shareholder meeting of the Company resolved to grant the Board of Directors with the proxy, to be exercised one or more times within April 6, 2028, for a maximum amount of Euro 600,000.00 plus extra charge, by issue of maximum no. 60,000,000 shares:

- (i) to increase the share capital with cost, in divisible way, with or without warrant and at the service of the exercise of warrant also, pursuant to article 2443 Italian Civil Code, with exclusion or limitation of the right of option also, pursuant to article 2441, paragraphs 4, 5 and 8, cc, in compliance with the parameters of the law and in order to carry out possible acquisition transactions also through exchanges of shares and/or similar transactions that involved, as recipients, stakeholders interested in the entry into the share capital of Technoprobe and, among other things, to provide additional support to the potential development of future strategic projects, hopefully medium-long-term projects, and to encourage leading Italian and foreign investors of high standing, to invest in the Company, also by issuing shares to be reserved for incentive programmes based on the distribution of financial instruments to directors, employees and collaborators of the Company, identified by the Board of Directors against specific lock-up commitments by the latter and
- (ii) to issue bonds convertible into ordinary shares of the Company pursuant to article 2420-ter c.c., together with the faculty to resolve the relative corporate capital increase at the service of the conversion, also with exclusion or limitation of the right of option pursuant to article 2441, paragraph 5, c.c., according to the same parameters established above for the possible exclusion of the right of option.

In addition to the above, the extraordinary shareholders' meeting resolved to adopt a new text of the company's Bylaws in accordance with the Legislative Decree no. 58/1998 for companies with shares



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listed on regulated markets with suspensive effect at the beginning of trading of the Company's ordinary shares on Euronext Milan (the "**New ByLaws**").

The New ByLaws provides for the elimination of the category of multiple-voting shares and their conversion into ordinary shares at the ratio of 1:1 (one to one). Therefore, from the beginning of the negotiations on Euronext Milan, the Company's share capital will be represented exclusively by ordinary shares.

The New Statute provides, among other things, for the institution of the increase in voting rights, pursuant to Article 127-quinquies TUF, ruling that, by way of derogation from the general rule that each share gives the right to one vote, each ordinary share belonging to the same fiscal or juridical person for an uninterrupted period of at least 24 months from the date of registration in a special list, periodically updated and kept by the Company, shall be assigned two votes. Pursuant to Article 127-quinquies, paragraph 7, of the TUF, it is provided that, for the purposes of the accrual of the continuous holding period necessary for the increase in voting for existing shares before the first day on which the Company's ordinary shares were traded on a regulated market (the "**Beginning of Negotiations**"), the continuous possession accrued before the Beginning of Trading is also counted. For this purpose, the possession of shares of other classes, previously issued by the Company, provided that they have voting rights, is also considered without interruption, already in existence before the date of Beginning of Trading and converted into ordinary shares before or as a result of the Beginning of Trading (i.e. multi-voting shares).

The text of the current company's Bylaws and of the New ByLaws, as well the minutes of the shareholder meetings will be made available to the public in accordance with the applicable law and regulations.

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This press release and the presentation will be available on Technoprobe's website [www.technoprobe.com](http://www.technoprobe.com), in the Investor Relations section.

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### **Technoprobe Group**

Technoprobe is a leading company in the field of semiconductors and microelectronics. Established in 1996 by the entrepreneurial spirit of its founder Giuseppe Crippa, Technoprobe specialises in the design and manufacture of Probe Cards, i.e. electro-mechanical interfaces used for the functional testing of chips. Its market segment is the testing of non-memory or SOC (system on chip) semiconductors. The Group is the only Probe Card manufacturer in Italy and a world leader in terms of volume and turnover. It has partnerships and collaborations with some of the world's largest microelectronics, IT and digital companies. Probe cards are hi-tech devices that are custom-made for each chip and allow the function of chips to be tested during the manufacturing process. These technologically-advanced designs and solutions are essential for ensuring the proper functioning and reliability of devices that play a crucial role in industries such as Information Technology, 5G, Internet of Things, home automation, automotive, aerospace, etc. As a result, Technoprobe is a critical link in the supply chain for the manufacture of chips, which are at the heart of today's technological world. Technoprobe is a rapidly expanding hub of technological research and innovation with approximately 2700 employees (1700 of them located in Italy), three research centres and more than 600 certified patents. Technoprobe has 14 locations worldwide. The Group's Italian headquarters are in Cernusco Lombardone (LC), a municipality on the outskirts of Milan where there is also a production plant that covers an area of about 18,000 sqm. The Group has two additional production plants in Italy: one in Agrate (MB) covering about 3,000 sqm, and one in Osnago (LC) covering about 5,000 sqm. Also in Italy a Design Center was opened in Sicily, in Catania, in 2022. The Group also has 10 other locations spread across Europe (France and Germany), Asia (Taiwan, South Korea, China, Japan, Philippines and Singapore) and the United States (two locations in California). On 15 February 2022, Technoprobe was listed on the Euronext Growth Milano market.

For more information, visit their website: [www.technoprobe.com](http://www.technoprobe.com)

Fine Comunicato n.20250-18

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