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Informazione
Regolamentata
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Tipologia : REGEM
Data/Ora Ricezione : 23 Maggio 2023 16:11:10
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Diffusione presunta
Oggetto : Notice of Call Shareholders Meeting June
22, 2023

Testo del comunicato

Vedi allegato.



Technoprobe S.p.A.
Via Cavalieri di Vittorio Veneto, 2
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 fully paid in
Fiscal Code and VAT number no. 02272540135

NOTICE OF CALL FOR ORDINARY SHAREHOLDER 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 **5:00 p.m. on 22 June 2023**, in a single call, to discuss and resolve on the following

ORDINE DEL GIORNO

1. Authorization to buyback and to sell treasury shares pursuant to and for the effects of articles 2357 and following of the Civil Code, as well as article 132 of the Legislative Decree of 24 February 1998 n. 58 and article 144-bis of the Consob Regulation adopted by Resolution no. 11971/1999 and subsequent amendments. Related and consequent deliberations.

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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 (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 Appointed Representative 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.

SHARE CAPITAL INFORMATION AT THE DATE OF THE NOTICE OF CALL

The share capital is equal to Euro 6,010,000 and it is divided into no. 601,000,000 ordinary shares without a nominal value, of which no. 125,000,000 with one vote right per each and no. 476,000,000 have obtained the increase of the voting rights pursuant to art. 7 of the Statute, and, therefore, with two vote rights per each. At the date of the present notice of call, the total number of voting rights is equal to no. 1,077,000,000. The Company does not hold 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 depository 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,

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i.e., **13 June 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 **19 June 2023**. 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.

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 **20 June 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 June 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 June 2023”) and sending an electronically reproduced copy (PDF) in advance by ordinary e-mail to RD@pec.euronext.com (subject “Delega Assemblea Technoprobe June 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 **20 June 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

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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), 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).

ADDITION OF THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR RESOLUTIONS PURSUANT TO ART. 126BIS, PARAGRAPH 1, FIRST SENTENCE, OF THE ITALIAN CONSOLIDATED LAW ON FINANCE

Pursuant to Article 126bis of the Italian Consolidated Law on Finance and to Article 12 of the Articles of Association, shareholders who individually or jointly hold at least 2.5% of the share capital may, within ten days of the publication of this notice of call (i.e., within **2 June 2023**), requests that items be added to the agenda or submit proposals for deliberations on the matter already provided in the agenda by this notice of call.

The shareholders, in favor of which the Company has received a specific communication made by an authorized intermediary in accordance with current legislation, are entitled to request the addition of the agenda.

Within the aforementioned ten-day period, the proposing shareholders must be submitted a report setting out the reasons for the proposed deliberations on the new subjects which they propose to deal with or the reasons for the further proposals for deliberations on the matter already on the agenda. The addition of the agenda is not allowed for matters on which the Shareholders' Meeting deliberates, in accordance with the law, on a proposal from the directors or on the basis of a draft or report prepared by them.

Requests for additional items or further proposal for new resolutions on the items of the agenda 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.

Any additions to the agenda or the possible submission of further proposals for resolutions will be announced by the Company, in the same manner as this notice, at least fifteen days before the Shareholders' Meeting (i.e. 7 June 2023). At the same time, the reports of the requesting or proposing shareholders, accompanied by any evaluations of the Board of Directors, will also be made available to the public at the registered office and on the Company's website <https://www.technoprobe.com/investors/governance/shareholders-meetings> and at the storage mechanism called "eMarketSTORAGE" (www.emarketstorage.com).

PRESENTATION OF NEW PROPOSALS FOR RESOLUTIONS PURSUANT TO ART. 126BIS, PARAGRAPH 1, PENULTIMATE SENTENCE, OF THE ITALIAN CONSOLIDATED LAW ON FINANCE

Since the Company has decided to make use of the option established by article 106, paragraph 4, of the Italian Decree Cura and to provide, therefore, that the participation of shareholders in the Shareholders' Meeting takes place exclusively through the Appointed Representative pursuant to article 135-undecies of the TUF, without physical participation by the shareholders, for the purposes of this Shareholders' Meeting it is provided that those entitled to vote may individually submit to the Company proposals for resolutions on the

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items on the agenda - pursuant to art. 126-bis, paragraph 1, penultimate period, of the Italian Consolidate Law of Finance - by 7 June 2023.

The submission of new proposals for resolutions on matters on the agenda, together with the appropriate documentation to prove ownership of the participation, must be submitted in writing, indicating as a reference "Proposals for resolutions pursuant to art. 126-bis, paragraph 1, penultimate period, of the Italian Consolidated Law of Finance", by registered letter at the registered office of the Company, Via Cavalieri di Vittorio Veneto n. 2, Cernusco Lombardone (LC), to the attention of the Chairman of the Board of Directors, or electronically, by sending to the following certified e-mail address technoprobepa@promopec.it.

The aforesaid proposals, formulated in a clear and complete manner, must indicate the item on the agenda of the Assembly to which they relate and the text of the proposed resolution. The proposal for resolutions received by the Company within the terms and conditions described above will be published on the Company's website at www.technoprobe.com within **9 June 2023** so that the holders of the right to vote can view them at the purpose of delegating and/or sub-delegation, with related voting instructions to the Appointed Representative.

For the purposes of the foregoing, and in relation to the course of the Shareholders' Meeting, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness and their compliance with the applicable legislation, and the legitimisation of applicants.

In the case of proposals for resolutions on items on the agenda different than those proposed by the Board of Directors, the Board of Directors' proposal will be put to the vote first (unless it is withdrawn) and, only if the proposal is rejected, the shareholders' proposals will be put to the vote. These proposals, even in the absence of a Board of Directors proposal, will be submitted to the Shareholders' Meeting starting from the proposal submitted by the shareholders representing the highest percentage of the share capital. Only if the proposal put to the vote is rejected, will the next proposal be put to the vote in the order of the capital represented.

RIGHT TO ASK QUESTION

Pursuant to art. 127-ter of the Italian Consolidated Law on Finance, those who are entitled to vote in the Assembly, in favour of which the Company has received a specific communication made by an authorized intermediary pursuant to current legislation, may ask questions on matters on the agenda before the Assembly.

Applications must be submitted to the Company in writing, no later than the seventh open market day preceding the date fixed for the Shareholders' Meeting (i.e. within **13 June 2023**) together with information relating to the identity of the members who submitted them, by registered letter to the Company's registered office, via Cavalieri di Vittorio Veneto n. 02 - 23870 Cernusco Lombardone (LC), to the attention of the Chairman of the Board of Directors, or electronically, by sending to the following certified e-mail address technoprobepa@promopec.it. Entitlement to vote may also be certified after the applications have been submitted, but providing that within the third day following the seventh open market day preceding the Shareholders' Meeting (i.e. within **16 June 2023**).

The Company may give a single response to questions on the same topic.

Questions received before the Shareholders' Meeting within the above mentioned deadline, after having verified their relevance and the legitimacy of the applicant will be answered by **20 June 2023**, by publication on the Company's website at the address <https://www.technoprobe.com/it/investitori/governance/assemblee-degli-azionisti>.

DOCUMENTATION

The documentation relating to the Shareholders' Meeting, including the explanatory report on the agenda item with the full text of the proposed resolutions and the proxy forms, will be made available to the public in the



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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 at the storage mechanism called "eMarketSTORAGE" (www.emarketstorage.com).

Cernusco Lombardone (LC), 23 May 2023

For the Board of Directors
The Chairman
Cristiano Alessandro Crippa

Fine Comunicato n.20250-34

Numero di Pagine: 7