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Oggetto : Placement Technoprobe ordinary shares

*Testo del comunicato*

Vedi allegato.

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**The Crippa family commences the placement of Technoprobe S.p.A. ordinary shares representing approx. 4.20% of the Company's existing share capital through an accelerated bookbuilding procedure**

Cernusco Lombardone (LC), 30<sup>th</sup> May 2023 – Cristiano Alessandro Crippa, Roberto Alessandro Crippa, Monica Crippa and Stefano Felici (the “**Selling Shareholders**”) announce the commencement of the sale of a maximum of 25,250,000 ordinary shares (“**Shares**”) of Technoprobe S.p.A. (the “**Company**”), directly held by them.

The shares being offered are equal to 4.20% of the existing share capital of the Company and will be placed through an accelerated bookbuilding process addressed to qualified Italian investors and to foreign institutional investors.

The bookbuilding period will commence today, 30<sup>th</sup> May 2023, and may close at any time. The results of the placement, including the number of shares sold and the price per share, will be announced as soon as practicable after the closing of the bookbuilding process.

The transaction will allow to increase the current free float and enhance the liquidity of the stock.

Assuming all the Shares are sold, T-Plus S.p.A. (the Crippa family's holding company) will continue to hold 67.90% of the share capital, corresponding to approximately 77.59% of the voting rights, and the Selling Shareholders will continue to jointly hold 7.10% of the share capital, corresponding to approximately 8.12% of the voting rights.

Mediobanca – Banca di Credito Finanziario S.p.A. (“**Mediobanca**”) is acting as Bookrunner.

In the context of the placement and in line with the market practice for similar transaction, the Selling Shareholders have committed to a 90 days lock-up undertaking relating to its residual interest in the Company after completion of the transaction, subject to waiver by Mediobanca and/or to certain customary exceptions.

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*In connection with any offering of the securities of Technoprobe S.p.A., the Bookrunner and any of its affiliates acting as an investor for its own account may take up as a proprietary position any securities and in that capacity, may retain, purchase or sell for their own account such securities. In addition, the Bookrunner or its affiliates may enter into financing arrangements and swaps with investors in connection with which the Bookrunner (or its affiliates) may from time to time acquire, hold or dispose of shares. The Bookrunner does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.*

*Any offer and sale of the securities in Canada will be made on a private placement basis only and is exempt from the requirement that the Company prepares and files a prospectus under applicable Canadian securities laws. Any resale of the securities into Canada must be made in accordance with applicable Canadian securities laws, which may vary depending on the relevant jurisdiction, and which may require resales to be made in accordance with Canadian prospectus requirements, a statutory exemption from the prospectus requirements, in a transaction exempt from the prospectus requirements or otherwise under a discretionary exemption from the prospectus requirements granted by the applicable local Canadian securities regulatory authority. These resale restrictions may under certain circumstances apply to resales of the securities outside of Canada. There will be no public offering of the securities in Canada. This Announcement does not contain all of the information that would normally appear in a prospectus under applicable Canadian securities laws. No securities commission or similar authority in Canada has reviewed or in any way passed upon this announcement or the merits of the securities. Any representation to the contrary is an offense. This announcement is not, and under no circumstances is to be construed as, a prospectus, an advertisement or a public offering of the securities in Canada.*

*No offer and sale of securities is or will be made in Canada, except to persons who are: (a) a “accredited investor” within the meaning of Section 1.1 of National Instrument 45-106 – Prospectus Exemptions (“NI 45-106”) of the Canadian Securities Administrators or subsection 73.3(1) of the Securities Act (Ontario) (the “OSA”), as applicable, and is either purchasing the securities as principal for its own account, or is deemed to be purchasing the securities as principal for its own account in accordance with applicable Canadian securities laws, for investment only and not with a view to resale or redistribution; (b) not created or used solely to purchase or hold the securities as an accredited investor under NI 45-106; (c) a “permitted client” within the meaning of National Instrument 31-103 – Registration Requirements, Exemptions and Ongoing Registrant Obligations (“NI 31-103”) of the Canadian Securities Administrators; and (d) entitled under applicable Canadian securities laws to purchase the securities without the benefit of a prospectus under such securities laws.*

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