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Testo del comunicato

Vedi allegato.

THIS PRESS RELEASE IS ISSUED ON BEHALF OF THE CRIPPA FAMILY

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The Crippa family has successfully completed the placement of 25,250,000 Technoprobe S.p.A. ordinary shares at a price of Euro 7.20 per share

Cernusco Lombardone (LC), 30th May 2023 – Further to the press release issued on 30th May 2023, Cristiano Alessandro Crippa, Roberto Alessandro Crippa, Monica Crippa and Stefano Felici (the “**Selling Shareholders**”) announce the successful sale of a total of n. 25,250,000 ordinary shares of Technoprobe S.p.A. (the “**Company**”), directly held by them.

The shares sold are equal to 4.20% of the existing share capital of the Company and have been placed at a price of Euro 7.20 per share, for an aggregate consideration of Euro 181,800,000.

The sale was carried out through an *accelerated bookbuilding* process addressed to qualified Italian investors and to foreign institutional investors (the “**Sale**”). The settlement of the transaction is expected on 2nd June 2023.

As a result of the transaction, T-Plus S.p.A. (the Crippa family's holding company) continues to hold 67.90% of the share capital, corresponding approximately to 77.59% of the voting rights. Cristiano Alessandro Crippa, Roberto Alessandro Crippa and Monica Crippa jointly hold 7.10% of the share capital, corresponding to approximately 8.12% of the voting rights, while Stefano Felici exclusively maintains the investment through T-Plus S.p.A..

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

Gianni & Origoni acted as Italian legal counsel.

White & Case LLP acted as International legal counsel.

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.

The Company will not receive any proceed from the Sale.

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In any member state of the European Economic Area, this announcement and any offer if made subsequently is, and will be, directed only at persons who are “qualified investors” within the meaning of Article 2(e) of Regulation (EU) 2017/1129 and amendments thereto.

In the United Kingdom, this announcement is only being distributed to and is directed at “qualified investors” within the meaning of Article 2(e) of Regulation (EU) 2017/1129, as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, (a) having professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act (Financial Promotion) Order 2005, as amended (the “Order”); (b) who are high net worth entities described in Article 49(2) (a) to (d) of the Order; or (c) other persons to whom they may lawfully be communicated (all such persons together being referred to as “Relevant Persons”). Any investment or investment activity to which this announcement relates will only be available to and will only be engaged in with Relevant Persons. Any person who is not a Relevant Person should not act or rely on this announcement or any of its contents.

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.

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. This announcement does not purport to identify or suggest the risks (direct or indirect) which may be associated with an investment in the securities. Any investment decision in connection with the securities must be made solely on the basis of all publicly available information relating to the securities (which has not been independently verified by the Bookrunner).

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Fine Comunicato n.20250-40

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