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Testo del comunicato

Vedi allegato.



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PRESS RELEASE

The Ordinary Shareholders' meeting approved the proposal of the Board of Directors to authorize the purchase and disposal of treasury shares.

The Board of Directors resolved to launch the plan to purchase treasury shares

Cernusco Lombardone (LC), June 22, 2023 - The Ordinary Shareholders' Meeting of **Technoprobe S.p.A.**, a company listed on *Euronext Milan* and leader in the design and production of Probe Card (the "**Company**" or "**Technoprobe**"), held today, approved the authorisation to purchase and dispose of treasury shares, within the terms of the explanatory report made available to shareholders on May 23, 2023. The Board of Directors also held today, which, by virtue of the Shareholders' Meeting's authorisation, resolved to launch the Program to acquire own shares (the "**Program**").

Shareholders' meeting

In particular, the Shareholders' Meeting resolved to authorize the Board of Directors, pursuant to Article 2357 of the Civil Code, for a period not exceeding eighteen months, to purchase, in one or more instalments and also on a rotating basis, of ordinary shares Technoprobe S.p.A. without nominal value, up to a maximum number that, taking into account the ordinary shares held from time to time by the Company and its subsidiaries, is not in total greater than n. 1,500,000 ordinary shares and for a maximum outlay not exceeding euro 12,000,000 (the "Resolution") for one or more of the following reasons, in compliance also with the applicable Community legislation and the pro tempore accepted market practices in force (if the conditions are met and it is decided to use them): (i) acquire a portfolio of own shares to be allocated to serve stock option plans, stock grants or share incentive plans, against payment or free of charge, to be reserved to corporate representatives, employees or collaborators of Technoprobe or group companies, that may be adopted in the future in accordance with the applicable legislation according to the cases; and/or (ii) operate on own shares in an investment perspective for an efficient use of the Company's financial liquidity in relation to market trends; on the understanding that, in the absence of the reasons that led to the purchase, the treasury shares acquired pursuant to this authorization may be assigned to one of the other purposes indicated above, sold and/or cancelled. The Shareholders' meeting resolved also to authorize the Board of Directors to manage the purchase of treasury shares, also through intermediaries, with purchases made on regulated markets, or on multilateral trading systems, in accordance with the procedures established by Borsa Italiana, that do not allow the direct combination of the proposals for negotiation on purchase with predetermined proposals for negotiation on sale, as permitted by art. 132, paragraph 1, of the TUF and art. 144-bis, paragraph 1, lett. b), of the Issuers Regulation adopted by Consob with resolution no. 11971/1999 (also through subsidiaries) and in compliance with the conditions, including price conditions, provided by art. 3 of the Delegated Regulation (EU) n. 2016/1052 of the Commission, in order to benefit, if the conditions are met, from the exemption referred to in article 5, paragraph 1, of the Regulation (EU) n. 596/2014 on market abuse with regard to insider dealing and market manipulation. In any case, purchases must be made at a price per share that must be neither lower nor higher than 20% (twenty percent) of the reference price recorded by the security in the stock exchange session preceding each individual transaction. The shareholders' meeting resolved also to authorize the Board of Directors to dispose, in whole or in part, in one or more times, without time limits, the treasury shares purchased for the pursuit of the purposes indicated, establishing that the price for the sale of the shares and/or the criteria, the modalities, terms and conditions of use of all treasury shares in the portfolio will be established



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by the Board of Directors in compliance with applicable Community legislation and market practices accepted *pro tempore* (if the conditions are met and it is decided to use them) and having regard to the methods used, the trend in share prices in the period before the transaction and the best interests of the Company, provided that the treasury shares used to service share incentive plans will be allocated in the manner and within the terms indicated by the regulations of the plans in force from time to time.

Board of Directors

The Board of Directors held today resolved to launch the plan to purchase treasury shares, at the following terms.

Purposes of the Program

The Program is pre-ordered for the following purposes:

- (i) acquire a portfolio of own shares to be allocated to serve stock option plans, stock grants or share incentive plans, against payment or free of charge, to be reserved to corporate representatives, employees or collaborators of Technoprobe or group companies, that may be adopted in the future in accordance with the applicable legislation according to the cases; and/or
- (ii) operate on own shares in an investment perspective for an efficient use of the Company's financial liquidity in relation to market trends;

Maximum number of shares to be acquired and maximum equivalent value

The Program covers up to the maximum number of shares allowed by the Resolution, ie, in one or more tranches and also on a rotating basis, up to a maximum number of ordinary shares of Technoprobe that, taking into account the ordinary shares held from time to time by the Company and its subsidiaries, is not in total greater than n. 1,500,000 ordinary shares (and in any case in compliance with the maximum limit referred to in Article 2357, paragraph 3, of the Civil Code) and for an amount not exceeding € 12,000,000. As of today, the maximum number of 1,500,000 treasury shares that can be purchased under the proposed authorisation represents 0.25% of the Company's share capital.

Pursuant to Article 2357, paragraph 3, of the Civil Code, the nominal value of the treasury shares that the Company may acquire may not exceed the fifth part of the share capital, also taking into account the shares held by subsidiaries. As of today, the subscribed and paid-up share capital of the Company amounts to € 6,010,000 and consists of number 601,000,000 ordinary shares and the Company does not hold any treasury shares.

Pursuant to Article 2357, paragraph 1, of the Civil Code, the purchase of treasury shares must in any case take place within the limits of distributable profits and available reserves resulting from the last financial statements duly approved at the time of the execution of each operation. Only fully paid-up shares may be purchased.

In this regard, it is specified that in the financial statements at 31 December 2022, approved by the Shareholders' Meeting convened on 6 April 2023, available and freely distributable reserves amounting to 513,048,833 are entered. It is understood that compliance with the conditions required by art. 2357, paragraphs 1 and 3, of the Civil Code for the purchase of treasury shares must be verified at the time of completion of any authorized purchase, also having regard to the additional constraints of unavailability arose later.



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Duration of Program

The purchase transactions will start from June 23, 2023 and will take place no later than the deadline of December 22, 2024, that is, within 18 months from the date of the Resolution, unless early closure upon reaching the fixed share threshold, or the maximum value indicated above or withdrawal.

Minimum consideration and maximum consideration of purchased treasury shares

Purchases must be made at a price per share that must be neither lower nor higher than 20% of the reference price recorded by the security in the stock exchange session preceding each individual transaction.

In addition, the Board of Directors has resolved to apply, voluntarily, the operating methods and price and volume conditions in accordance with the provisions of art. 3 and 4, of Regulation (EU) No. 2016/1052 of the European Commission of March 8, 2016 and, therefore, in particular, the purchase transactions must in any event be executed at a price not exceeding the highest price between the price of the last independent transaction and the highest current independent bid price on the trading venue where the purchase is made.

The shares purchased in each session may not exceed 25% of the securities traded in the same session, nor 25% of the average daily volume of securities traded in the previous 20 trading days on the Euronext Milan - EXM market.

Purchase and disposal modalities

Purchases of treasury shares will be made, through an intermediary appointed, exclusively on Euronext Milan - EXM managed by Borsa Italiana s.p.A., in accordance with the procedures established by Borsa Italiana S.p.A., that do not allow the direct combination of the proposals for negotiation on purchase with predetermined proposals for negotiation on sale, as permitted by art. 132, paragraph 1, of Legislative Decree 24 February 1998, n. 58 and art. 144-bis, paragraph 1, lett. b), of the Issuers Regulation adopted by CONSOB with Resolution No. 11971/1999 (also through subsidiaries).

In this regard, the Board of Directors also resolved to confer on Mediobanca - Banca di Credito Finanziario S.p.A. the mandate for the performance of the role of market operator in the execution of the Programme.

This press release and the presentation is available on Technoprobe's website <https://www.technoprobe.com/it/>, in the Investor Relations section and on the authorized storage system named eMarket Storage" (www.emarketstorage.it).

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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).

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