



TECHNOPROBE



**REPORT ON THE
REMUNERATION
POLICY AND THE
COMPENSATION PAID**



Technoprobe SpA
Registered office Via Cavalieri di Vittorio Veneto, 2 23870, Cernusco Lombardone (LC)
Share capital Euro 6,010,000.00 fully paid in
Tax code and registration number in the Como-Lecco Company Register
n. 02272540135 - REA LC-283619

REPORT ON THE REMUNERATION POLICY AND THE COMPENSATION PAID

Remuneration policy for the 2024 financial year and compensation paid in the 2023 financial year

pursuant to art. 123-ter Consolidated Law and art. 84-quater of the Issuers'
Regulations

drawn up on the basis of Scheme 7-Bis and 7-ter of Annex 3A to CONSOB
Regulation 11971/1999 (Issuers Regulation)

Traditional administration and control model

Issuer: Technoprobe SpA
(hereinafter also referred to as “Technoprobe” or “Company”)

Website

www.technoprobe.com- “Governance/Shareholders' Meetings” section

Approved by the Board of Directors on March 14, 2024



PREMISE

This Report on the remuneration policy and compensation paid ("Report" or "Remuneration Report"), approved by the Board of Directors on March 14, 2024, upon proposal of the Appointments and Remuneration Committee, following the opinion of the Board of Statutory Auditors, is divided into two sections:

* Section I: "Remuneration Policy" for the 2024 financial year ("2024 Policy" or "Policy");

* Section II: "Report on compensation paid" in the 2023 financial year ("Report on Compensation 2023" or "Report on Compensation"), together with the tables indicated in Schedule 7-bis and 7-ter of Annex 3A of the RE;

all preceded by a brief introduction on personnel management policies, on the remuneration policies aimed at the entire company population and on their connection with the principles and criteria of sustainability.

Indeed, the Report is drawn up pursuant to:

(i) of art. 123-ter of the Consolidated Finance Act ("TUF"), as amended and integrated by art. 3 of Legislative Decree no. 49 of 10 May 2019;

(ii) of the art. 84-quater and Scheme 7-bis and 7-ter of Annex 3A of the Consob regulation (n. 11971 of 14 May 1999 regarding issuers), as also amended by Consob Resolution no. 21623 of 10 December 2020 (the "Issuers Regulation").

Section I and Section II are divided into chapters and the chapters are divided into paragraphs; in Section I at the beginning of each chapter, after the title, the reference to the letter of paragraph I of SECTION I: remuneration policy of Scheme 7-bis of Annex 3A of the Issuers' Regulation is reported, to allow for a more detailed reading, immediate and understandable of each paragraph.

For the purposes of the Report, the following were also taken into account:

(i) recommendations of the European Commission regarding the remuneration of directors of listed companies (specifically Commission Recommendation no. 2009/385/EC of 30 April 2009 which integrates recommendations 2004/913/EC and 2005/162/EC with regard to the regime concerning the remuneration of directors of listed companies and Recommendation No. 2004/913/EC of 14 December 2004 relating to the promotion of an adequate regime regarding the remuneration of directors of listed companies);

(ii) recommendations on remuneration adopted by the Corporate Governance Code, approved by the Corporate Governance Committee of Borsa Italiana in January 2020, which Technoprobe adhered to with a resolution of the Board of Directors effective from 2 May 2023.

The 2024 Policy is subject to the binding vote of the Shareholders' Meeting which will be convened for the approval of the financial statements as at 31 December 2023 pursuant to art. 123-ter TUF, paragraph 3-bis and 3-ter, and defines the principles and guidelines for the 2024 financial year for the definition of the remuneration of the Directors of the Company, in particular of the Directors invested with particular roles and of the DiRS, as well as, without prejudice to the provisions of the art. 2402 cc, for the determination of the compensation of the members of the supervisory body.

The 2023 Remuneration Report, submitted to the consultative and non-binding vote of the Shareholders' Meeting pursuant to art. 123-ter, paragraph 6, TUF, provides by name for the Directors, Auditors and in aggregate form for the DiRS:



- * an adequate representation of each of the items that make up the remuneration, including the treatments provided in the event of termination of office or termination of the employment relationship;
- * an analytical indication of the compensation paid in the 2023 financial year for any reason and in any form by the Company and its subsidiaries or associated companies, reporting any components of the compensation that refer to activities carried out in financial years prior to 2022.

The Report is made available to the public at the registered office, at the authorized storage mechanism (www.emarketstorage.com) and on the Technoprobe website at www.technoprobe.com in the Corporate Governance/Shareholders' Meetings section.

Technoprobe shares are admitted to trading on the Euronext Milan market (organised and managed by Borsa Italiana SpA) starting from 2 May 2023. Therefore, this is the first report on the remuneration policy and remuneration paid drawn up and adopted by the Company pursuant to art. 123-ter of the TUF.



INDEX

PREMISE	2
INDEX	4
DEFINITIONS	7
INTRODUCTION	11
1. Technoprobe: human resources.....	11
2. OVERVIEW ON PERSONNEL MANAGEMENT POLICIES AND COORDINATION WITH SUSTAINABILITY POLICIES	12
2.1 Youth policies and internal talent development	12
2.2 Non-mandatory training	12
2.3 Health and safety	13
2.4 Smart working.....	13
3. OVERVIEW ON THE REMUNERATION POLICIES OF THE ENTIRE COMPANY POPULATION AND COORDINATION WITH ESG POLICIES	14
3.1 Components of remuneration.....	14
3.2 ESG objectives	14
3.3 Corporate welfare	15
SECTION 1 – REMUNERATION POLICY	17
4. BODIES AND ENTITIES INVOLVED	17
4.1 Corporate governance	17
4.2 Approval, review and implementation of the Policy	17
4.3 Bodies and roles	18
5. NOMINATIONS AND REMUNERATION COMMITTEE	20
5.1 Composition.....	20
5.2 Skills	21
5.3 Work towards the 2024 Policy.....	22
6. EMPLOYEES' WORKING CONDITIONS	24
7. INDEPENDENT EXPERTS	25
8. AIMS AND INSPIRING PRINCIPLES OF THE 2024 POLICY	25
8.1 Purpose and principles	25
8.2 Duration and review	26
8.3 Subjects affected by the 2024 Policy	26
9. COMPONENTS OF REMUNERATION	27
9.1 Components of remuneration.....	27
9.3 Non-monetary benefits.....	28
9.3 Market benchmarks	29



9.4 Proportions between remuneration components	30
9.5 CEO and DiRS: Short Term Incentive - Management By Objectives (“MBO”) 30	
9.5-a Basis of calculation and weight of each type of objective	32
9.6 Long Term Incentives	34
9.7 Pay mix.....	35
9.8 Connection between the industrial plan and sustainability with the variable STI and LTI components of remuneration	35
9.9 Malus and clawback clauses.....	36
10. REMUNERATIONS	36
10.1 Introduction and clarifications.....	36
10.2 Board of Directors	37
10.3 Board of Statutory Auditors	38
10.4 Supervisory Body.....	39
10.5 Executive President and Executive Vice President of the Board of Directors	39
11. REMUNERATION OF THE CEO.....	39
11.1 Components of remuneration.....	39
11.2 Annual fixed component.....	40
11.3 Annual or short-term variable component (Short Term Incentive)	40
11.4 Long-term variable component (Long Term Incentive)	40
11.5 Pay mix.....	40
12. REMUNERATIONS OF THE DIRS.....	41
12.1 Components of remuneration.....	41
12.2 Annual fixed component.....	41
12.3 Annual or short-term variable component (STI).....	41
12.4 Long-term variable component (LTI)	41
12.5 Non-monetary benefits.....	42
12.6 Pay mix.....	42
13. COMPENSATION IN THE EVENT OF RESIGNATION, DISMISSAL OR TERMINATION OF EMPLOYMENT	43
14. INSURANCE COVERAGE	44
15. DEROGATIONS TO THE REMUNERATION POLICY	44
16. OTHER INFORMATION.....	45
SECTION II REPORT ON COMPENSATION PAID FOR THE 2023 FINANCIAL YEAR	46
1. FIRST PART.....	46
1.1 Remuneration of the Board of Directors	46
1.1-a Fixed remuneration.....	46
1.1-b Variable remuneration.....	47



1.1-c Non-monetary benefits.....	48
1.2 Remuneration of the Board of Statutory Auditors.....	49
1.2-a Fixed remuneration.....	49
1.2-b Variable remuneration and non-monetary benefits.....	49
1.3 Remuneration of Managers with Strategic Responsibilities	49
1.3-a Fixed remuneration.....	49
1.3-b Variable remuneration.....	49
1.3-c Non-monetary benefits.....	50
1.4 Compensation in the event of termination of office and/or termination of the employment relationship during the 2023 financial year	51
1.5 Exceptions to the 2023 Policy – Clawback Clauses.....	51
1.6 TABLE OF COMPARISON INFORMATION.....	51
2. SECOND PART.....	53
TABLE 1: REMUNERATION PAID TO MEMBERS OF THE ADMINISTRATIVE AND CONTROL BODIES, GENERAL MANAGERS AND OTHER MANAGERS WITH STRATEGIC RESPONSIBILITIES	54
TABLE 2: Shares of members of the administrative bodies	58



DEFINITIONS

DEFINITION	MEANING
ACTIONS	indicates the ordinary shares of the Company without par value.
ADMINISTRATORS or DIRECTORS	indicates the members of the Company's Board of Directors, whether executive, non-executive, independent or non-independent.
APPOINTMENTS AND REMUNERATION COMMITTEE or NR COMMITTEE	indicates the Nomination and Remuneration Committee established by the Company.
ASSEMBLY or MEMBERS' MEETING or SHAREHOLDERS' MEETING	indicates the Company's Shareholders' Meeting.
AUDITING FIRM	indicates the company in charge of the legal audit of Technoprobe.
BOARD OF DIRECTORS or BOARD or BOARD OF DIRECTORS	indicates the Board of Directors of the Company.
CC or CODE CIVIL or CIVIL CODE	indicates the Italian Civil Code approved with Royal Decree 16 March 1942 n. 262.
CHIEF COMMERCIAL OFFICER or CCO	indicates the commercial director of the Company.
CHIEF EXECUTIVE OFFICER or CEO	indicates the CEO of the Company, mainly responsible for the management of the company.
CHIEF FINANCIAL OFFICER or CFO	indicates the financial director of the Company.
CHIEF TECHNICAL OFFICER or CTO	indicates the technical director of the Company.
COLLEGE or BOARD OF AUDITORS	indicates the Board of Auditors of the Company.
COMPANY or ISSUER or TECHNOPROBE	indicates the company Technoprobe SpA, a joint-stock company duly constituted and existing under Italian law, whose shares are admitted to trading on the Euronext Milan market, organized and managed by Borsa Italiana SpA, starting from 2 May 2023, with registered office in Cernusco Lombardone (LC) Via Cavalieri di Vittorio Veneto n. 2, tax code and registration number in the Company Register at the Como-Lecco Chamber of Commerce at no. 02272540135, VAT number 02272540135, REA n. LC 283619.
COMPENSATION REPORT 2023 or COMPENSATION REPORT	indicates Section II of this Report relating to compensation paid in the 2023 financial year.
CONSOB ISSUERS REGULATION or ISSUERS' REGULATIONS or RE	indicates the Regulation issued by Consob with resolution no. 11971 of 14 May 1999 and subsequent amendments, concerning the regulation of issuers, implementing the Consolidated Law on Financial Intermediation Provisions (TUF).



DEFINITION	MEANING
CONSOLIDATED FINANCE ACT or TUF	indicates Legislative Decree 24 February 1998 n. 58 and subsequent amendments.
CONTROL AND RISK COMMITTEE or CR COMMITTEE	indicates the Control and Risk Committee established by the Company.
CORPORATE GOVERNANCE CODE	indicates Corporate Governance Code approved by the Corporate Governance Committee of Borsa Italiana SpA in January 2020, to which the Company adheres by virtue of the Board Resolution effective from 2 May 2023.
CORPORATE GOVERNANCE COMMITTEE	indicates the Italian Committee for the Corporate Governance of listed companies, promoted not only by Borsa Italiana SpA, but also by ABI, Ania, Assogestioni, Assonime and Confindustria.
CORPORATE GOVERNANCE REPORT	indicates the report on corporate governance and ownership structures drawn up and published by the Company pursuant to art. 123-bis of the TUF.
COUNCIL COMMITTEES or BOARD COMMITTEES	jointly indicates the Control and Risk, Nomination and Remuneration committees for Related Party Transactions and Sustainability established by the Company.
DIRS	indicates the Managers with Strategic Responsibilities of the Company, meaning those individuals who have the power and responsibility, directly or indirectly, for the planning, management and control of the Company's activities, including the directors (executive or otherwise) of the Company itself ¹ .
ESG	the acronym ESG (which means Environmental-Social-Governance) refers to the three key factors for measuring the sustainability and ethical impact of the Company's activity.
EURONEXT MILAN or EXM	Regulated market, organized and managed by Borsa Italiana S.p.A.
EXECUTIVE DIRECTORS	indicates (i) directors of the Company or of a subsidiary company having strategic importance to whom powers are attributed in the management or development of corporate strategies; (ii) directors who are recipients of management delegations and/or hold management positions in the Company or in a subsidiary company with strategic importance, or in the parent company when the role also concerns the Company.
GROUP or TECHNOPROBE GROUP	collectively indicates the Company and the Italian and foreign companies controlled by it pursuant to Article 2359 of the Civil Code and Article 93 of the TUF.

¹This definition is contained in the international accounting standard IAS 24, paragraph 9 and is referred to in article 2 (Definitions functional to those of "related parties" and "transactions with related parties" according to the international accounting standards) referred to in the Appendix of Related Party Transactions Regulation adopted with Consob Resolution no. 17221 of 12 March 2010 (as updated with the amendments referred to in Consob Resolution no. 22144 of 22 December 2021) as well as, with indirect reference, to article 65, paragraph 1-quater of the Issuers' Regulation.



DEFINITION	MEANING
HUMAN RESOURCES MANAGEMENT or HR MANAGEMENT	indicates the head of the Company's Human Resources function.
INDEPENDENT DIRECTORS	indicates non-executive directors who do not maintain, nor have recently maintained, even indirectly, with the Company or the Group, relationships such as to influence their current independence of judgement.
INVESTOR RELATIONS	indicates the Corporate Investor Relations function of the Company.
LEGAL DIRECTION	indicates the corporate legal and corporate affairs function of the Company.
LTI or LONG TERM INCENTIVE	indicates the medium-long term component of the remuneration.
MANAGER IN CHARGE or MANAGER IN CHARGE OF THE COMPANY'S FINANCIAL REPORTS	indicates the manager responsible for drafting the company accounting documents pursuant to Law 262/2005 and art. 154-bis TUF.
MBO or MANAGEMENT BY OBJECTIVES	indicates the incentive system on which the STI component of the remuneration is based and consists of a personnel management method that is based on the results achieved against pre-established objectives.
OdV or SUPERVISORY BODY	indicates the Technoprobe Supervisory Body adopted by the Company on the basis of Legislative Decree no. 231/2001.
OPC PROCEDURE or RELATED PARTY TRANSACTIONS PROCEDURE	indicates the Procedure regarding Related Party Transactions adopted by Technoprobe SpA pursuant to the Consob Regulation adopted with resolution no. 17221 of 12 March 2010 and amended with resolution no. 17389 of 23 June 2010; available on the Technoprobe website (www.technoprobe.com – Governance / Corporate documentations section).
POLITICS 2024 or POLICY	indicates Section I of this Report relating to the Company's remuneration policy for the 2024 financial year.
PRESIDENT	indicates the President of the Board of Directors of the Company.
RELATED PARTY TRANSACTIONS COMMITTEE or RELATED PARTIES COMMITTEE or RPT COMMITTEE	indicates the Committee for Related Party Transactions established by the Company.
RELATED PARTY TRANSACTIONS REGULATION or RELATED PARTIES REGULATION or RPT REGULATION	indicates the Regulation issued by Consob with resolution no. 17221 of 12 March 2010 (as subsequently amended) regarding transactions with related parties.
REMUNERATION REPORT or REPORT	indicates the report on the remuneration policy and compensation paid by the Company, drawn up and published pursuant to art. 123-ter of the TUF and 84-quater of the Consob Issuers' Regulation.



DEFINITION	MEANING
SHAREHOLDERS	indicates the shareholders of the Company.
STATUTE	indicates the company statute of the Company in its updated version available on the Technoprobe website (www.technoprobe.com – Governance / Corporate documentations section).
STI or SHORT TERM INCENTIVE	indicates the short-term variable component of the remuneration.
SUSTAINABLE SUCCESS	objective that guides the action of the administrative body and which takes the form of creating long-term value for the benefit of shareholders, taking into account the interests of other stakeholders relevant to the Company.



INTRODUCTION

1. TECHNOPROBE: HUMAN RESOURCES

Technoprobe's attention to people is an integral part of the company DNA: they, in fact, represent the core asset of the Company, thanks to the portfolio of skills, creativity and aptitudes that can be applied to the various operational areas.

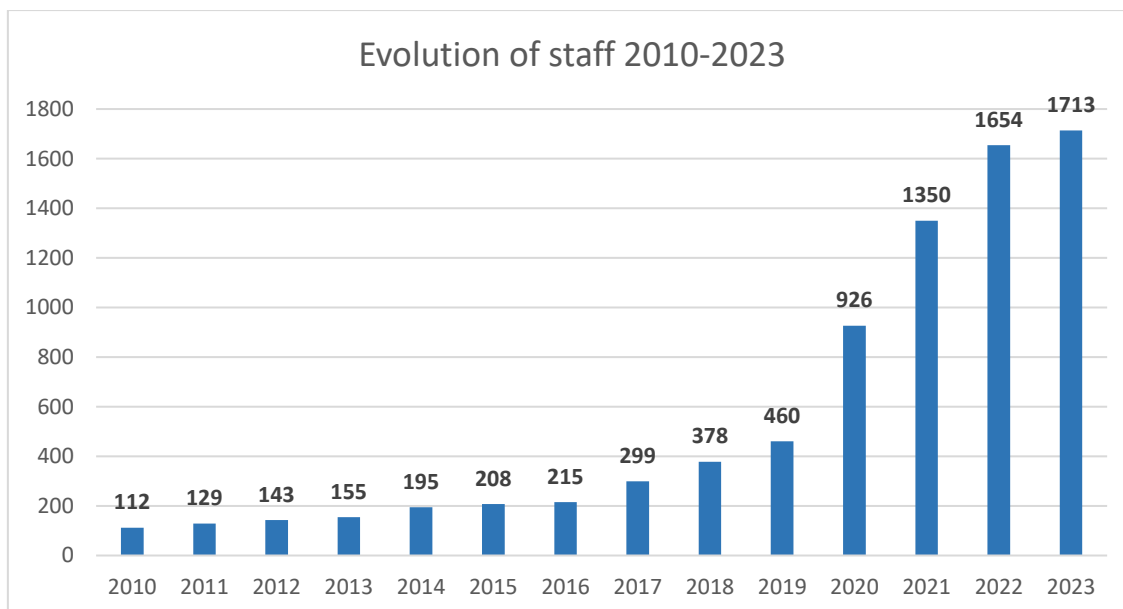
«There is no innovation, growth or development that does not start from attention and a sense of responsibility towards the protagonists of every company story: the people».
Giuseppe Crippa (founder of Technoprobe)

Valuing these skills, also through adequate remuneration, means bringing added value to the company, establishing long-lasting and transparent relationships with its collaborators.

Principles such as the valorisation of staff, with attention to each individual's specific skills, the well-being and dignity of the person as well as the protection of less represented genders are cornerstones of Technoprobe's human resources management policies.

These principles, duly translated into writing in the corporate code of conduct as well as in the *Board of directors and board of statutory auditors' diversity Policy*², are reflected, on the one hand, in adequate remuneration, on the other, in important corporate welfare objectives, in policies of incentives for smart-working, in (non-mandatory) training hours provided, on the other hand, in the development of material topics, such as diversity, inclusion and well-being of employees, the internal development of talents and the promotion of health and safety at work.

Established in 1996, Technoprobe has experienced over the years, and especially since 2010, a notable increase in the company population (as highlighted in the following graph) and has developed a strong ability to attract and retain staff.



² Approved by the Board of Directors on 26 February 2024 after approval by the Appointments and Remuneration Committee on 20 February 2024 and after verify of the Control and Risk Committee.



The company population as of 31 December 2023 is made up of 1713 workers (of which 124 with temporary contracts). Women in the company make up approximately 34% of the total workforce.

Furthermore, Technoprobe controls, directly or indirectly, 14 companies with registered and operational headquarters located in foreign countries (from the United States to China, from Taiwan to Germany); the total staff employed in foreign offices as of 31 December 2023 is equal to 1156 and thus the overall company population is equal to 2869 (including temporary contracts).

2. OVERVIEW ON PERSONNEL MANAGEMENT POLICIES AND COORDINATION WITH SUSTAINABILITY POLICIES

2.1 Youth policies and internal talent development

Talent development is the best prospect for growth and generation of long-term value, which is decisive for the future of a company.

The constant search for personnel has led Technoprobe to prefer hiring policies aimed at young people: young resources, in fact, satisfy the growing need for technical skills, tend to be more flexible and innovative, inclined towards training, updating and digitalisation.

It should also be underlined that, with a view to contributing to collective social change, hiring young talents and providing adequate remuneration scales contributes to reducing the gap in access to employment equity and remuneration ratios.

The company workforce is in fact made up of 41% of people under the age of 30, a percentage that has grown significantly compared to 2020 when young people represented 33%. While employees in the age group between 30 and 50 years went from 54% in 2021, to 46% in 2022 and to 39% in 2023.

2.2 Non-mandatory training

For a company operating in frontier technology, the continuous growth, learning and updating of its workers is vital to maintaining a very high standard of skills. This applies both to the world of research and development, to the entire Technology area, and to all Manufacturing and production operators.

Training is also a motivational means to make everyone in Technoprobe feel involved in the challenges that the market and technology pose every day; for this reason, staff training has been divided into different phases and areas:

- * first induction phase for new hires;
- * specific training plan on the single task broken down for the various functions;
- * methodological training for more efficient process control;
- * inter-functional knowledge training, to encourage the sharing of skills between the various functions.

There are various training activities that are carried out in Technoprobe (in addition to those required by law), and are linked to the correct management of work processes and their compliance with regulatory obligations on other issues: Confidentiality, Behavior in production, ESD (Electro Static Discharge) and Organization Introduction.

The other training initiatives offered to employees are:

- * INTERNAL TRAINING ON THE JOB. Internal knowledge sharing is an important and ongoing activity in the company. Supporting the growth of skills and



methodologies guarantees a high and homogeneous standard of knowledge in all sectors and departments. It lasts between 3 and 6 months.

- * **EXTERNAL METHODOLOGICAL TRAINING.** Operating in a frontier technological field, Technoprobe often needs to create processes from scratch and standardize methodologies. For this reason we chose to adopt courses for 6 Sigma (Green Belt, Yellow Belt), Lean and Project Management certifications.
- * **SOFT SKILLS.** In a fast and constantly growing company, learning social and interpersonal skills is as important as that of technical skills, for the purpose of good performance and cohesion of work teams. Management courses involving Low, Middle and High Management are regularly held at Technoprobe.
- * **ENGLISH COURSES** Technoprobe is a multinational company that operates on the global market; for this reason, group English courses are organized in Italy with staff from across the various functions. The training has a total duration of 60 hours in person with the teacher and 30 hours self-paced through an online platform.
- * **ACADEMY EXTERNAL IN THE SELECTION PATH.** In collaboration with a personnel research, selection and training company, Technoprobe has launched the project of an Academy that offers candidates a 40-hour training course on the main tasks of the production departments in specific laboratory spaces set up externally to the company . The training activity is carried out in parallel with the selection activity and allows candidates to arrive at the practical test phases with greater specific professional knowledge.

2.3 Health and safety

The health and safety culture is shared at all levels and involves the total involvement of the company organization, from top management to employees.

All activities relating to the management of company health and safety are supported by constant training, information and training activities, which has resulted in a continuously increasing number of hours of training provided over the years. Mandatory training on health and safety is provided in accordance with the applicable regulations and the relevant agreement between the State and the Regions.

Furthermore, among the most significant indicators in the field of health and safety, Technoprobe monitors the progress of events (accidents, medications, near misses), with the aim of analyzing the causes that determined them and introducing continuous improvement actions to avoid repetition.

The measures implemented by Technoprobe to guarantee the health and safety of workers in the workplace have led to a progressive decrease in the rate of employee accidents despite the constant increase in staff.

2.4 Smart working

Following the recent health emergency due to the Covid-19 epidemic, the Company confirmed the work organization based on smart working for an indefinite period. This strategy promoted the well-being of employees both inside and outside the office, enhancing the ability to attract new talent, retain current talent and stimulate a sense of belonging.



3. OVERVIEW ON THE REMUNERATION POLICIES OF THE ENTIRE COMPANY POPULATION AND COORDINATION WITH ESG POLICIES

3.1 Components of remuneration

The entire company population benefits from both the fixed component and the short-term variable component of remuneration.

The variable remuneration and the fixed annual component are modulated differently in relation to the role, the responsibilities attributed and the skills.

In particular, the remuneration criteria applied to the fixed component of the staff are made up of proportional tools and logics and are based on the principles of fairness, equal opportunities, meritocracy and competitiveness.

Instead, with regard to the recognition of the short-term variable component, the Company distinguishes between staff with MBO and staff without MBO.

In relation to the former (staff with MBO), the CEO, assisted by the HR Manager, establishes the result objectives of his first reports every year, who distribute said objectives among the MBO personnel within the respective company functions.

In determining these result objectives, the Company examines, with maximum objectivity, the organizational and professional behavior of each person in light of the role held and the responsibilities attributed.

The aims are to (i) direct performance towards company objectives and professional behavior towards a corporate organizational culture based on results and merit, (ii) consolidate strengths and intervene on areas for improvement, (iii) develop the sense of belonging and identification in the company mission, collect feedback.

In relation to the latter (staff without MBO), the recognition of a performance bonus is envisaged, variable based on economic performance, agreed between the Company, the Unitary Trade Union Representation in the company and the most representative workers' trade union associations.

3.2 ESG objectives

With the 2024 financial year, Technoprobe introduces ESG targets for the recognition of a part of the short-term variable component of remuneration.

The objective of respecting people and the environment and integrating sustainability factors into every corporate choice has underpinned the strategic vision and commitment of the Company since its establishment.

These principles today begin to be expressed in an action plan, with deadlines and objectives to be achieved, as part of a cultural development path of maturity that involves the entire organization, at all levels, from managers to employees, from customers to suppliers and all other stakeholders of the Company.

Most of the actions are part of projects relating to specific company functions and mainly involve the Manufacturing area, in a process of increasing responsibility for the consumption of both materials and semi-components (in terms of optimization and yield) and energy sources.

But above all, although relevant here, there is a process of introducing ESG issues and factors into the remuneration and incentive systems of the management team and employees.



The priority aim that the Company must aim for is to definitively and systematically integrate the theme of sustainability into business decisions and, as far as this is concerned, enrich the ESG target indicators to which short and long-term variable remuneration can be linked term of the company management in order to increase involvement in sustainability issues.

3.3 Corporate welfare

Each Technoprobe collaborator can take advantage of a structured corporate welfare plan, through the possibility of converting all or part of their performance bonus into various services available on the digital platform, thus benefiting from complete tax relief. The company also offers a 30% on-top increase on the portion spent on the platform.

To underline how much the welfare platform is continuing to enjoy great success in the company, it should be noted that in 2023, 919,580 Euros were used (a clear increase compared to 2022, 696,657 Euros, and 2021, 378,336 Euros) divided as follows:

- * Euro 209,102 paid to the pension fund;
- * Euro 126,359 for requests for reimbursement of expenses;
- * Euro 584,119 for voucher requests.

Among the services offered, workers have the possibility to choose between vouchers for babysitters, purchase of textbooks for schools, gym memberships, travel vouchers, reimbursement of education and canteen expenses or to set aside the bonus for social security funds. The project is enjoying growing success and the company plans further communication initiatives to further increase membership in the coming years.

In addition to the services present on the digital platform, Technoprobe has activated a series of services to support welfare, such as the stipulation of agreements with sports facilities, gyms, osteopath services and with the local tire dealer for seasonal tire changes.

All Technoprobe staff are given the opportunity to receive personal shipments at the company.

Employees can also take advantage of subsidized current accounts with the Intesa Sanpaolo banking institution.

The company has promoted a theatrical campaign for years at the Cernusco Lombardone theatre, which saw the programming of shows from the Milanese theater scene and the participation of actors of national importance.

Other welfare initiatives:

- * **BABY BONUS** In 2021, the company offered all employees who became parents during the year the opportunity to take advantage of a baby bonus with an economic value of Euro 1,000, thus budgeting the amount of Euro 22,000 in bonuses for new parents. The initiative was also continued in 2022, through the distribution of 33 baby bonuses. And in 2023, with the awarding of 34 baby bonuses.
- * **FREE CONSULTANCY IN THE COMPANY.** A particularly appreciated initiative is the possibility that Technoprobe offers its employees to benefit from free help desks with a tax advisor and a legal advisor. Employees therefore have the opportunity to benefit from free advice on completing their tax return and a legal consultancy service for any need and information in this area. In 2023, the initiative led 320 people to join the tax consultancy project for completing the 730 and 80 to join the consultancy service with a lawyer.



- * **FLU VACCINATION FOR EMPLOYEES.** In line with the policies adopted by Technoprobe to promote the health of its employees, the company has made a free flu vaccination service available since 2019, which has led to the administration of 180 flu vaccines in 2023. The objective of the company is to protect individual health, minimize any risk of contagion and ensure the continuation of production activities.



SECTION 1 – REMUNERATION POLICY

for the 2024 financial year

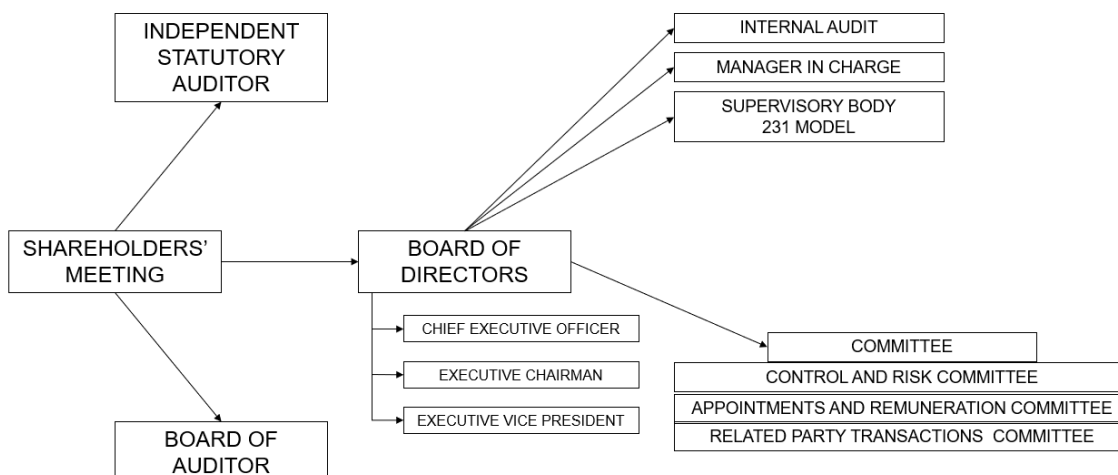
4. BODIES AND ENTITIES INVOLVED

(Scheme 7-bis Annex 3A RE – letter a) the bodies or subjects involved in the preparation, approval and possible revision of the remuneration policy, specifying the respective roles, as well as the bodies or subjects responsible for the correct implementation of this policy.)

4.1 Corporate governance

Technoprobe has adopted a corporate governance model inspired by the principles of correctness and transparency in company management, the centrality of the administrative board body and the management of information flows between the administrative body and the supervisory body.

Technoprobe's corporate governance structure is represented in the following graph.



For any other information on the governance of the Company, please refer to the Corporate Governance Report for the 2023 financial year, published on the website www.technoprobe.com in the “Governance/Shareholders' Meetings” section.

4.2 Approval, review and implementation of the Policy

The definition of the remuneration policy and any changes to it are the result of a clear and transparent process, in which the Appointments and Remuneration Committee and the Board of Directors play a central role.

It is, in fact, adopted and approved annually - upon proposal of the Appointments and Remuneration Committee - by the Board of Directors which then submits it to the vote of the Shareholders' Meeting.

The Board of Statutory Auditors expresses its opinion on the policy, including the part concerning the remuneration of Directors invested with particular roles, also pursuant to art. 2389 paragraph III CC



The Appointments and Remunerations Committee, the Board of Statutory Auditors and the Board of Directors supervise its application.

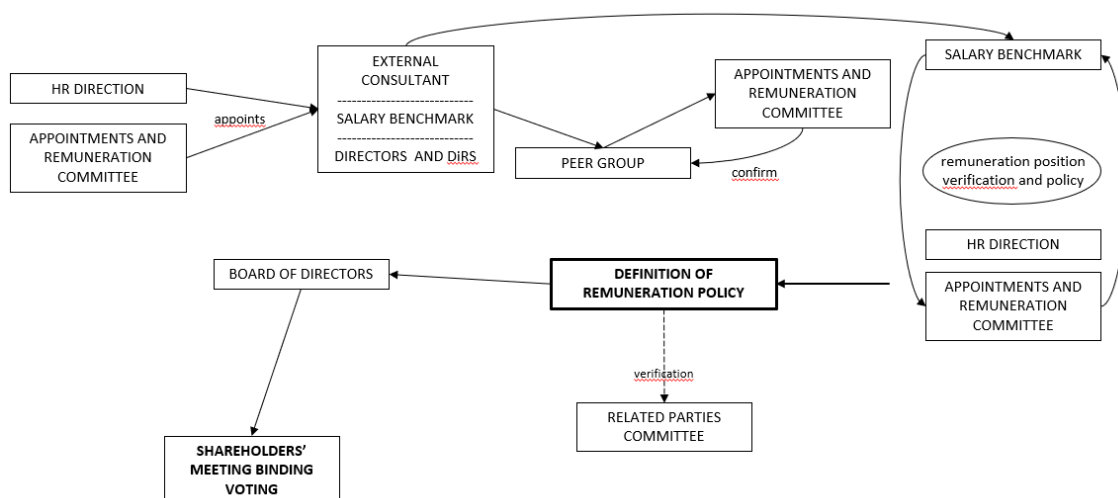
To this end, on an annual basis, the head of the Company's Human Resources Department reports on the application of the remuneration policy and on the compensation paid to the Appointments and Remuneration Committee, whose president reports, in turn, to the Board of Directors .

Furthermore, it is the responsibility of the Board of Directors, with the support and investigative activities of the Appointments and Remuneration Committee, to propose to the Shareholders' Meeting the adoption of incentive mechanisms in favor of members of the Board of Directors, employees or collaborators through the attribution of financial instruments or options on financial instruments which, if approved, are made public within the terms of the law (without prejudice to any further transparency obligations provided for by the applicable legislation).

And the executive directors propose these incentive mechanisms to the Appointments and Remuneration Committee.

The legal function carries out support activities both in preventive and control functions while the Investor Relations function carries out feedback work to the Appointments and Remunerations Committee and, through the latter, to the Board of Directors, reporting on a regular basis semi-annual report on the outcomes of engagements with investors, shareholders and proxy advisors.

All according to the following flow.



4.3 Bodies and roles

Below is a summary of the activities carried out by the subjects involved in the process of preparing, adopting and implementing the policy.

ORGAN	ROLE AND ACTIVITIES OF COMPETENCE
Shareholders' meeting	<ul style="list-style-type: none"> > determines, at the time of appointment, the gross annual compensation due to the members of the Board of Directors, excluding the remuneration to be attributed by the Board to Directors holding particular roles; > determines, upon appointment, the gross annual compensation payable to the members of the Board of Statutory Auditors; > approves the first section of the report on remuneration and compensation paid;



ORGAN	ROLE AND ACTIVITIES OF COMPETENCE
	<ul style="list-style-type: none"> > expresses itself with an advisory vote on the second section of the report on remuneration and the compensation paid; > decides, upon proposal of the Board of Directors, on any incentive mechanisms based on the attribution of shares.
Board of Directors	<ul style="list-style-type: none"> > defines the remuneration policy of the members of the Board of Directors and of the DiRS and, without prejudice to the provisions of the art. 2402 cc, of the members of the Board of Statutory Auditors; > approves the "Report on the remuneration policy and compensation paid" to be presented to the Shareholders' Meeting called for the approval of the financial statements; > defines the compensation of the Executive Directors pursuant to art. 2389, paragraph 3, of the Civil Code, as well as those of the DiRS; > establishes the performance objectives related to the variable component of the remuneration of the Executive Directors and DiRS; > defines the remuneration of the head of the Internal Audit function upon proposal of the Control and Risk Committee; > monitors the correct execution and compliance with the remuneration policy, taking care - in particular - that the remuneration paid and accrued is consistent with the principles and criteria defined in the policy, in light of the results achieved and other circumstances relevant to its implementation ; > prepares, approves and presents to the Assembly the remuneration plans based on financial or monetary instruments, long or short term, in favor of the Directors, General Manager, Managers with Strategic Responsibilities, and other employees of the Company and the Group; > implements the compensation plans based on shares or financial instruments approved by the Assembly; > upon termination of office and/or dissolution of the relationship with the CEO or a General Manager, following the internal processes that lead to the attribution or recognition of any compensation and/or other benefits, approves the press release to be disseminated to the market with the information required by the Corporate Governance Code and/or any applicable regulations.
Executive Directors	<ul style="list-style-type: none"> > submit to the Appointments and Remuneration Committee and the Board of Directors the plans for any compensation plans based on shares or other financial instruments or, if necessary, assist the Remuneration and Appointments Committee in the preparation of the same; > provides the Appointments and Remunerations Committee and the Board of Directors with all useful information so that the latter can evaluate the adequacy and concrete application of the general remuneration policy, with particular regard to the remunerations of Managers with Strategic Responsibilities.
Board of Statutory Auditors	Consultative role in the context of which he formulates the opinions required by current legislation and expresses, in particular, his opinion with reference to the remuneration proposals of the Executive Directors. In expressing the aforementioned opinion, it verifies the consistency of the proposals formulated with the remuneration policy.
Auditing firm	As required by paragraph 8-bis of article 123-ter of the TUF, the auditing firm verifies that the second section of the Report has been prepared by the directors.
Appointments and Remunerations Committee	The Appointments and Remuneration Committee, in accordance with the recommendations of the art. 5 of the Corporate Governance Code, has the task of assisting, with proactive and consultative functions, the Board of Directors in assessments and decisions relating, among other things, to the remuneration of Directors and DiRS.



ORGAN	ROLE AND ACTIVITIES OF COMPETENCE
Related Parties Committee	<p>In the cases provided for by law and by the Procedure for the management of transactions with related parties adopted by the Company in implementation of the applicable Consob regulation in force pro tempore, the Committee for Transactions with Related Parties expresses the opinions of its competence.</p> <p>In particular, in the event that, upon the occurrence of exceptional circumstances, the Company intends to take decisions in derogation from the Policy, such derogations must be approved in compliance with the aforementioned procedure, therefore with the involvement of the RPT Committee.</p>
HR Management	<p>The Human Resources Department supports the top management in defining the Policy and takes care of its application, in concert with the Appointments and Remuneration Committee, the other Company Functions involved and the top management itself, consistently with the need to attract and retain professionalism necessary to achieve long-term objectives and, at the same time, ensure sound and prudent risk management.</p> <p>In this context, the Human Resources Department:</p> <ul style="list-style-type: none"> > prepares and submits the revision of the Company's remuneration policy to the Appointments and Remuneration Committee; both in general and with reference to specific themes and needs; > ensures, making use of the contribution of the Company Functions, compliance with the applicable regulations of these Policies and its correct application; > proposes the performance evaluation system, remuneration criteria and career paths in line with the Remuneration Policy; in this regard, it also coordinates the definition and assignment of performance objectives within the incentive systems; > verifies, making use of the contribution of the Company Functions, the achievement of the objectives and the existence of the conditions for access to forms of variable remuneration; > carries out the activity of monitoring the trends and practices of the reference labor market in order to formulate proposals for reviewing the Policy and proposing solutions for reviewing the remuneration and incentive system in terms of tools, methods, operational mechanisms and parameters adopted by the Group.
Legal Department	<p>The Legal Department carries out preventive control and monitoring of the Policy to ensure its compliance with the regulatory framework; furthermore, it verifies the consistency between this Policy and the internal regulations and procedures.</p>
Investor Relations	<p>Reports every six months to the Board of Directors on meetings with investors, shareholders and proxy advisors.</p>

5. NOMINATIONS AND REMUNERATION COMMITTEE

(Scheme 7-bis Annex 3A RE – letter b) the possible intervention of a remuneration committee or other committee competent in the matter, describing its composition (with the distinction between non-executive and independent directors), skills and methods of operation, and any further measures aimed at avoiding or managing conflicts of interest.)

5.1 Composition

The Appointments and Remuneration Committee is appointed by the Board of Directors (which also indicates its president) and remains in office for the entire mandate of the Board of Directors.



At the date of this Report, the Committee, in line with the recommendations of the Corporate Governance Code, is made up of three members, all non-executive and all independent. The Chairman of the Committee is an independent director.

At the date of this Report, the Appointments and Remuneration Committee is composed as follows:

NAME AND SURNAME	LOAD	ROLE IN THE COMMITTEE
Anna Chiara Svelto	Independent Director	President
Antonella Scaglia	Independent Director	Member
Giulio Sirtori	Independent Director	Member

Director Anna Chiara Svelto was assessed by the Board of Directors as having adequate experience in the field of remuneration policies.

The entire Board of Statutory Auditors has the right to participate in the activities of the Appointments and Remuneration Committee.

5.2 Skills

The Committee has investigative, consultative and propositional functions towards the Board of Directors regarding appointments, remuneration and incentives, with the main task - in terms of appointments - of identifying the optimal size and composition of the Board of Directors, indicating the professional figures whose presence can facilitate its correct and effective functioning and - on the subject of remuneration - to formulate proposals to the Board of Directors for the definition of the remuneration policy for directors and managers with strategic responsibilities.

In particular, the Appointments and Remuneration Committee, regarding appointments, is entrusted with the task of assisting the Board of Directors in the following activities:

- (i) self-assessment of the administrative body and its committees;
- (ii) definition of the optimal composition of the administrative body and its committees;
- (iii) identification of candidates for the office of director in case of co-optation;
- (iv) possible presentation of a list by the outgoing administrative body to be implemented in accordance with methods that ensure its formation and transparent presentation;
- (v) preparation, updating and implementation of any succession plan for the Chief Executive Officer and other executive directors.

The Appointments and Remuneration Committee is also entrusted with the following tasks regarding remuneration:

- (i) assist the Board of Directors in developing the remuneration policy;
- (ii) present proposals or express opinions on the remuneration of executive directors and other directors who hold particular roles, as well as on the setting of performance objectives related to the variable component of this remuneration;
- (iii) monitor the concrete application of the remuneration policy and verify, in particular, the actual achievement of the performance objectives;
- (iv) periodically evaluate the adequacy and overall consistency of the remuneration policy for directors and top management. The Committee, in formulating its proposals and carrying out its assessments, takes into account the provisions of the Corporate Governance Code and the best practices followed by listed companies.



5.3 Work towards the 2024 Policy

Below is the calendar of the main activities carried out by the Appointments and Remuneration Committee during the end of 2023 and the beginning of 2024, for the purpose of defining the Company's remuneration policy, the drafting of this Report and the other investigative activities carried out regarding remuneration.

DATE	ODG	DECIDES
June 22, 2023	1. Status of benchmarking activities, development of stock option plan and remuneration policy.	Benchmarking report approval.
October 27, 2023	1. Update on corporate governance activities: evaluation of the self-assessment questionnaire and first steps regarding the remuneration policy.	Acknowledgment of the work carried out so far and postponement of the evaluation regarding the objectives and the share-based incentive plan.
November 27, 2023	1. Evaluation of KPIs and performance objectives related to the short-term variable component of remuneration; 2. Share-based compensation plan for the CEO and top management: work planning; related and consequent resolutions.	Approval of the system of key performance indicators and company objectives related to the short-term variable component of remuneration; proposal to enrich the sustainability objectives and improve the related calculation criteria.
January 12, 2024	1. Presentation of the long-term incentive plan.	Acknowledgment of the assessment of the share-based incentive plan.
March 11, 2024	1. Verification of KPI achievement for the variable component of the CEO and DiRS's remuneration for the 2023 financial year and related final balance. 2. ... <i>omissis</i> 3. Examination and definition of the MBO system and the related KPIs for the recognition of the annual variable component of remuneration (Short Term Incentive). 4. Examination and approval of the long-term share-based remuneration plan for executive directors and DIRS and related Regulations and Information Document. 5. Examination and approval of the Policy regarding remuneration and on the compensation paid pursuant to art. 123 ter TUF.	1. Proposal for the Board of Directors to recognise the variable remuneration of CEOs and DiRSs. 2. Favourable opinion on the short term incentive model and on the annual targets set. 3. Favourable opinion on the proposed remuneration of CEO and DiRS for the financial year 2024. 4. Favourable opinion on the Restricted Shares Plan 2024/2026 5. Favourable opinion on the draft remuneration report.

Among the measures aimed at avoiding or managing conflicts of interest, it is specified that, in compliance with the recommendations of the Corporate Governance Code, no member of the Board of Directors and no DiRS took part or takes part in the meetings of the Appointments and Remuneration Committee in which the proposals to the Board of Directors relating to their remuneration are formulated.



In relation to the operating methods of the Appointments and Remuneration Committee, the following is an extract from the relevant operating regulation (Operating Regulations of the Appointments and Remuneration Committee approved by the Board of Directors on 11 April 2023) and in any case please refer to the Report on Corporate Governance.

“ARTICLE 6 – OPERATING METHODS

The Committee meets with adequate frequency for the correct performance of its functions, usually on the dates set out in the annual meeting calendar approved by the Committee itself and communicated to the Board of Directors.

The Committee is convened by the President whenever he deems it appropriate or when a joint request is made by the other members or by the President of the Board of Directors and/or by the CEO.

The Committee is convened by means of a specific notice sent via e-mail, indicating the date, place and agenda, to all its members at least 3 days before the date set for the meeting. In cases of urgency, the deadline may be reduced, provided that the call is made by e-mail or other suitable instrument to guarantee certain and immediate communication.

The Chairman of the Committee may invite the Chairman of the Board of Directors, the Chief Executive Officer, the other directors and, by informing the Chief Executive Officer, the representatives of the company functions responsible for the matter to individual meetings; members of the Board of Statutory Auditors may attend Committee meetings. In such cases, the meeting notice is also sent to the aforementioned subjects.

The functions of Secretary of the Committee are carried out by the person indicated in the organizational provisions of the Company, who can also be chosen outside of the members of the Committee itself. No director takes part in the meetings of the Remuneration and Appointments Committee in which their remuneration is formulated to the Board.

The Committee meets with adequate frequency for the correct performance of its functions. The Committee is validly constituted when at least the majority of the members in office are present, and it decides by an absolute majority of those present. In the event of an equal vote, the vote of the person chairing the meeting prevails. However, meetings of the Committee will be considered validly constituted, even in the absence of a formal convocation, when all the members of the Committee have attended and all those entitled to participate have been previously informed of the meeting, even without the particular formalities ordinarily required to the convocation.

Minutes are drawn up for each meeting, signed by the President of the meeting and the secretary. The minutes, signed by the President and the Secretary, are transcribed in a special book established for this purpose and are sent to the members of the Committee and to the secretary of the Board of Directors.

It is permitted for meetings to be held by teleconference as well as by videoconference, provided that all participants can be identified by the president and those in attendance are allowed to follow the discussion and intervene in real time in the discussion of the topics addressed.

The President, through the Secretary of the Committee, makes the documentation relating to the items on the agenda available to the members of the Committee as far as possible in advance of the date of the meeting.



The directors abstain from participating in the meetings of the Appointments and Remuneration Committee in which proposals relating to their remuneration are formulated.”.

6. EMPLOYEES' WORKING CONDITIONS

(Scheme 7-bis Annex 3A RE – letter c) how the company took into account the compensation and working conditions of its employees in determining the remuneration policy.)

As already anticipated in the Introduction to this Report, and in particular in *Chapter 2 - Overview of personnel management policies and coordination with sustainability policies* (the indications of which are also intended to be reported here for the purposes of letter c) of Scheme 7 -bis Attachment 3A RE), Technoprobe, in defining the Policy, takes into strong consideration the compensation and working conditions of its employees, considering that the Company's purpose is to encourage the constant development of its resources and create sustainable value.

Therefore, through the maximum valorization of professional skills and the recognition of individual merits, the Company's remuneration policy intends to ensure competitive levels on the market, in full compliance with the fundamental principles of equal opportunities, equality and non-discrimination.

For these purposes, Technoprobe, as mentioned above, uses multiple tools aimed at creating motivation and loyalty among its people, such as:

- * promote actions and behaviors that are an expression of the company culture, in compliance with the principles of plurality, equal opportunities, valorisation of people's knowledge and professionalism, fairness and non-discrimination envisaged by the company code of conduct;
- * recognize the responsibilities attributed, the results achieved and the quality of the professional contribution made, taking into account the context and market references applicable for similar positions or for roles of similar level in terms of responsibility and complexity as well as the experience and professional path of the person individual;
- * enhance merit as the basis of management and rewarding actions both in terms of professional development and in terms of career opportunities, being, at the same time, the reference parameter for the management of people to respond to criteria of equity and sustainability;
- * base its variable remuneration structure on various components, both short and medium-long term, both economic-financial and sustainability, with the aim of attracting, retaining and motivating qualified resources as well as, in order to protect the company's assets, provide for non-competition agreements for specific figures;
- * define the remuneration of all the Company's employees in compliance with the remuneration parameters set out in the relevant National Collective Agreement applicable from time to time (the "CCNL").

Therefore, reference is made to the activities and initiatives already described in Chapter 2 of this Report, in terms of youth policies and talent development, non-compulsory training, and health and safety activities.

It is further specified here that Technoprobe, recognizing the value of agile and hybrid working, has definitively confirmed the smart working tool in its organizational structure,



preserving a work experience that places the employee at the centre of attention and guarantees sustainable growth for the company. And yet the Company continues the process of increasing the square meters. corporate, on the one hand, for the purpose of expanding production, on the other, also increasing the square meters of management surface (for example, with the inauguration of the Vimercate offices) and thus guaranteeing its staff functional spaces in the company, comfortable and sufficient to accommodate the entire administrative population.

7. INDEPENDENT EXPERTS

(Scheme 7-bis Annex 3A RE – letter d) the name of any independent experts involved in the preparation of the remuneration policy.)

The drafting of the 2024 Policy was carried out by the internal company functions.

In preparing the 2024 Policy (for the purpose of assistance and verification of the correctness and goodness of corporate choices) the Company made use of the help of:

- (i) Willis-Towers-Watson (“WTW”) for the preparation of the national and international benchmarks used to define the remuneration structure of the CEO and top management;
- (ii) Mercer, for support in developing the 2024-2026 long-term equity-based incentive plan.

8. AIMS AND INSPIRING PRINCIPLES OF THE 2024 POLICY

(Scheme 7-bis Annex 3A RE – letter e) the objectives pursued with the remuneration policy, the principles underlying it, the duration and, in case of revision, the description of the changes with respect to the remuneration policy ultimately submitted to the meeting and how this review takes into account the votes and assessments expressed by the shareholders during that meeting or subsequently.)

8.1 Purpose and principles

Policy 2024 represents the fundamental tool to support medium and long-term strategies and was inspired by the objective of creating value over time, attracting, motivating and retaining people, creating a sense of identity and developing a culture linked to merit and performance.

The remuneration policies described here represent a fundamental tool to promote, on the one hand, the integrity of corporate governance mechanisms and, on the other, the creation of sustainable value for shareholders and, more generally, for all relevant stakeholders of the Technoprobe Group.

Technoprobe's remuneration policy has, therefore, the main objective of attracting to the governance of its company - and, consequently, retaining and motivating - people endowed with those personal and professional qualities considered essential to successfully manage the business activity of the company, favouring an alignment of management interests with the expectations of the Company's shareholders in the medium to long term.

In summary, Technoprobe's remuneration policy has the following objectives:

- (i) attract, motivate and retain the best professional skills to fill the most strategic managerial roles;



- (ii) align the interests of shareholders and management;
- (iii) promote compliance with the law and regulations and discourage any conduct not based on compliance with criteria of correctness in working relationships or which may lead to conflicts of interest or exposure to reputational risks;
- (iv) base the remuneration system on the principles of prudent risk management;
- (v) orient the remuneration policy towards company results, including medium-long term ones;
- (vi) align remuneration policies with current market best practices;
- (vii) guarantee gender neutrality of staff and, therefore, ensure, for the same activity carried out, that staff have an equal level of remuneration, also in terms of conditions for their recognition and payment;
- (viii) increase the degree of transparency towards shareholders, customers, employees and Supervisory Authorities.

With regard to the guiding principles, the Policy aims to strengthen the "pay for performance" link, commensurating the variable component of remuneration with the achievement of specific objectives, better specified and described below.

8.2 Duration and review

The Policy lasts for one year and in any case until approval by the Shareholders' Meeting of a new remuneration policy.

The Company's shares are admitted to trading on the Euronext Milan market starting from 2 May 2023; therefore, this is the first report on the remuneration policy and compensation paid adopted by the Company pursuant to art. 123-ter of the TUF.

Therefore, it is not possible to report, on the one hand, changes with respect to the previous remuneration policies submitted to the meeting, and on the other, revisions resulting from votes and assessments expressed by the shareholders on previous remuneration policies.

8.3 Subjects affected by the 2024 Policy

In accordance with the art. 123-ter TUF, the first section of this report must illustrate in a clear and understandable way the remuneration policy of the members of the administrative bodies, general managers and managers with strategic responsibilities with reference at least to the following financial year and, without prejudice to what provided for by article 2402 of the Civil Code, of the members of the control bodies.

The Company has not appointed general managers; the Company has the following DiRS:

- (i) *Chief Executive Officer* (CEO) - DiRS by right;
- (ii) *Chief Financial Officer* (CFO) – DiRS by right;
- (iii) *Chief Commercial Officer* (CCO) – DiRS appointed by the Board of Directors;
- (iv) *Chief Technology Officer* (CTO) – DiRS appointed by the Board of Directors.

This 2024 Policy, therefore, concerns the following subjects:

LOAD	CHARGE FOR POLITICS
<u>President of the Board of Directors</u>	Executive Director
<u>Vice President of the Board of Directors</u>	Executive Director
<u>Managing Director – Chief Executive Officer</u>	Executive Director
<u>Independent Directors</u>	Administrator
<u>Committee Presidents</u>	Director with positions in the Committees



<u>Committee Members</u>	Director with positions in the Committees
<u>Lead Independent Director</u>	Director with positions in the Committees
<u>President of the Board of Statutory Auditors</u>	Mayor
<u>Auditors</u>	Mayor
<u>Chief Technology Officer (CTO)</u>	DiRS
<u>Chief Financial Officer (CFO)</u>	DiRS
<u>Chief Commercial Officer (CCO)</u>	DiRS

9. COMPONENTS OF REMUNERATION

(Scheme 7-bis Annex 3A RE – letter f) the description of the policies regarding fixed and variable components of remuneration, with particular regard to the indication of the relative proportion within the overall remuneration and distinguishing between short-term and variable components medium-long term.)

(Scheme 7-bis Annex 3A RE – letter g) the policy followed with regard to non-monetary benefits.)

(Scheme 7-bis Annex 3A RE – letter h) with reference to the variable components, a description of the financial and non-financial performance objectives, where appropriate taking into account criteria relating to corporate social responsibility, on the basis of which they are assigned, distinguishing between short and medium-long term variable components, and information on the link between the change in results and the change in remuneration.)

(Scheme 7-bis Annex 3A RE – letter i) the criteria used to evaluate the achievement of the performance objectives underlying the assignment of shares, options, other financial instruments or other variable components of the remuneration, specifying the size of the component variable whose disbursement is expected based on the level of achievement of the objectives themselves.)

(Scheme 7-bis Annex 3A RE – letter j) information aimed at highlighting the contribution of the remuneration policy, and in particular the policy regarding variable components of remuneration, to the corporate strategy, the pursuit of long-term interests and the sustainability of the company.)

(Scheme 7-bis Annex 3A RE – letter k) the terms for accrual of the rights (so-called vesting period), any deferred payment systems, with indication of the deferral periods and the criteria used to determine these periods and, if envisaged, the ex post correction mechanisms of the variable component (malus or restitution of "claw-back" variable compensation.)

(Scheme 7-bis Annex 3A RE – letter l) information on the possible provision of clauses for the maintenance of financial instruments in the portfolio after their acquisition, with indication of the maintenance periods and the criteria used to determine these periods.)

9.1 Components of remuneration

For the best pursuit of the principles and purposes described above, the 2024 Policy provides that the compensation of the CEO and the DiRS are determined on the basis of the following components:



- (i) a fixed annual component or Basic Annual Salary (RBA), commensurate with the position and commitment required; the fixed component is determined on the basis of the complexity of the position, the professional seniority, the skills required of the individual to act in the role, the performance achieved over time as well as the performance of the comparative salary market relating to the position held by the individual; it is hardly necessary to specify that a part of the annual fixed component (in the amount of 15/20%) is to be attributed to specific non-competition agreements, stipulated only with the DiRS, with the aim of protecting the company's technological know-how and the intellectual property of the Company; in the Policy, the amount relating to the non-competition agreement is considered together with the fixed component of the remuneration;
- (ii) an annual or short-term variable component ("Short Term Incentive" or "STI"), parametrized to the Company's economic performance and ESG parameters;
- (iii) a long-term component ("Long Term Incentive" or "LTI"), which provides for the assignment of restricted shares on condition that the relationship between the beneficiaries and the company is still in existence at the end of the three-year vesting period, at in order to guarantee the alignment of interests between management and shareholders as well as to pursue the retention and attraction of key roles for the implementation of the strategic plan (Restricted Shares Plan 2024/2026).

It is just necessary to specify that the shareholders' meeting, called for the approval of this Report, is also called for the proposal to approve the 2024/2026 Restricted Shares Plan pursuant to art. 114-bis of Legislative Decree 24 February 1998 n. 58, better described below.

This 2024 Policy describes the remuneration of the CEO and the DiRS, beneficiaries of the 2024/2026 Restricted Shares Plan in question, also taking into consideration the plan itself in the description of the remuneration (although not yet approved by the Shareholders' Meeting on the date of approval of this Report by the Board of Directors).

With reference to the control of the objectives, the Human Resources management, with the help of the CFO, proceeds, at the end of the financial year and on the basis of the final performances, to verify the level of achievement of the objectives and reports the final balance to the Committee on an annual basis Appointments and Remuneration.

Finally, it is specified that in the event of extraordinary operations that affect the Group's perimeter and/or profound changes in the macroeconomic and geopolitical scenario, the Appointments and Remuneration Committee evaluates the possible adjustment of the targets covered by the STI, in order to protect the value and the purposes of the variable components of remuneration and thus guarantee constant alignment between company objectives and the objectives underlying management incentive systems as well as a possible early closure of short and long-term incentives.

9.3 Non-monetary benefits

The 2024 Policy also provides for the recognition of non-monetary benefits consisting of the following fringe benefits to the CEO and the DiRS:

1. limited to DiRS, the assignment of telephone, computer and company vehicle;
2. membership of pension and insurance plans which reflect: (i) as regards DiRS, ordinary protection in social security and welfare matters (as provided for by the applicable National Collective Labor Agreement) and accident insurance protection against the risk of death, permanent disability and temporary disability; (ii) as regards



the Directors, insurance protection in relation to the position held on the Board of Directors (“D&O Insurance”);

There are no agreements relating to the termination of the relationship either with members of the Board of Directors or the Board of Statutory Auditors or with DiRS.

PURPOSE OF THE POLICY AND COMPONENTS OF THE REMUNERATION		
<ul style="list-style-type: none"> ○ pursue the long-term interests and sustainable success of Technoprobe, understood as the creation of long-term value for the benefit of shareholders, taking into account the interests of other stakeholders relevant to the company; ○ attract, retain and motivate people with the competence and professionalism required for the role held in the company. 		
	PURPOSE	OPERATING MODE
FIXED COMPONENT	Enhances the skills, experiences and contribution required by the assigned role.	The fixed remuneration is defined in such a way as to be consistent with the characteristics, responsibilities and any delegations associated with the role. The company monitors the main market practices for comparable figures on an annual basis in order to guarantee the consistency and competitiveness of the remuneration offered to its top management roles.
ANNUAL VARIABLE COMPONENT (MBO)	Promotes the achievement of annual objectives.	The payment of the annual variable component is directly linked to the achievement of the Company's economic performance objectives and ESG objectives.
LONG-TERM COMPONENT	Guarantee the alignment of interests between management and shareholders as well as pursue the retention and attraction of key roles for the implementation of the strategic plan.	<p>The plan provides for the assignment of 3 cycles of restricted shares.</p> <p>Each cycle has a 3-year vesting period at the end of which the restricted shares are assigned, provided that the relationship between the beneficiary and the company is still in place.</p> <p>Once assigned, 50% of the restricted shares will be subject to a 24-month lock-up, net of the shares necessary to cover tax liabilities.</p> <p>The plan includes a claw-back clause.</p>
NON-MONETARY BENEFITS	Promotes the loyalty of managerial resources.	<i>Benefits</i> mainly insurance and welfare in line with those defined by the CCNL and the company supplementary agreements for the DiRS.

9.3 Market benchmarks

The performance objectives for the recognition of the STI have been modulated in such a way as to entail, at the target of the objectives themselves, and together with the LTI component, a remuneration in line with the relevant market benchmarks.

In particular, the analysis of the positioning, composition and, more generally, of the competitiveness of the remuneration of the CEO and the DiRS is conducted by the Appointments and Remuneration Committee and the Board of Directors with the help of a company specialized in executive compensation, based on methodological approaches that allow us to fully evaluate, albeit within the limits typical of benchmark



analyses, the complexity of the roles from an organizational point of view, of any specific delegated attributions as well as the impact of the individual on the final business results.

In relation to the comparison market, in defining the panel of reference companies, various components were taken into account, such as the sector, geography, specifics of the business and company size.

The sample of reference companies used for the competitiveness analysis and for the possible revision of the remuneration of the CEO and the DiRS was defined with the help of WTW also taking into account the main recommendations regarding pay for performance.

9.4 Proportions between remuneration components

The remuneration policy of the CEO and the DiRS is adequately balanced in order to ensure consistency between short-term development objectives and the sustainability of value creation in the medium-long term.

As better specified below, the remuneration structure of the CEO and the DiRS is made up, in particular, of the following components:

- (i) fixed annual remuneration,
- (ii) short-term annual variable remuneration (STI) paid with the MBO system,
- (iii) long-term remuneration (LTI) paid through the 2024/2026 Restricted Shares Plan;
- (iv) in addition to non-monetary benefits, which are only available to DiRS.

The variable remuneration and the annual fixed component are modulated differently in relation to the characteristics of the role held in the company and the responsibilities attributed as well as having regard to the characteristics of the Company and the market in which it operates, without prejudice to the fact that the fixed component however maintains a significant proportion, in order to ensure the dignity and the proportionality of the remuneration in any case.

And in any case, if we consider the overall impact of the variable part (both short-term and long-term) on the fixed remuneration, it is considered appropriate to highlight that the Company's remuneration policy is aimed at incentivising the CEO and the DiRS to achieve results increasingly challenging, through an incentive mechanism which provides, in the STI component, significant growth for results above the set target.

The variable part of the remuneration is, therefore, determined in such a way as to:

- (i) take into account the requirement according to which a significant part of the remuneration of the CEO and the DiRS must be linked to the economic and sustainability results achieved by the Issuer;
- (ii) ensure the alignment of the interests of the CEO and the DiRS with the pursuit of the priority objective of creating value for the Company and for the shareholders, also taking into account the interests of the other main stakeholders, over a medium-long term horizon;
- (iii) retain and motivate people with the qualities required to successfully manage the Company, also through the provision of retention conditions.

As indicated above, the variable component of the remuneration includes a short-term component ("STI") and a long-term component ("LTI"). Below is a detailed description of the functioning of each incentive system.

9.5 CEO and DiRS: Short Term Incentive - Management By Objectives ("MBO")

As mentioned several times above, the annual variable component of the remuneration of the CEO and the DiRS is connected to the achievement of performance objectives



defined in relation to each financial year, according to the Management by Objectives (MBO) system.

In particular, the current MBO system has the following characteristics:

- * as regards the criteria for determining the weight of each type of objective as well as the progression system between under-performance, target and over-performance, the on/off conditions and/or access thresholds, the objectives of the the Company's industrial plan, the strategic operations carried out as well as the market objectives set;
- * the system provides for the provision of a variable compensation in monetary form (so-called cash bonus);
- * the amount payable is defined through the predetermination of the overall target amount and therefore with the attribution of specific weights to each objective and on the basis of a progression system linked to the performance achieved;
- * the objectives are
 - (i) of the company's economic performance - weight of 90%;
 - (ii) ESG – 10% weight;
- * with reference to economic performance objectives,
 - (i) the objectives are to be referred to the consolidated results of the Company as shown in the consolidated financial statements;
 - (ii) consist of turnover and Ebitda Margin;
 - (iii) the components of the bonus are differentiated based on the markets in which the Company operates (ProbeCard Market and Final Test Market) with the attribution of different percentage weights; in particular:
 - the Probe Card Market has a weight of 75%
 - the Final Test Market has a weight of 25%

all on the 90% share of the overall annual variable component reserved for economic objectives;

 - (iv) the bonus actually due is calculated on the basis of a linear progression system taking into account the actual performance achieved compared to the target performance and with entry thresholds;
 - (v) the bonus recognition criteria for cases of under-performance and over-performance vary based on the reference markets; it is specified that the case of underperformance is paid up to a maximum of 20%;
- * with reference to the ESG objectives, the 2024 Policy envisages the pursuit of a single complex objective composed of several phases; therefore, the relative economic recognition is subordinated to the achievement of said objective tout court;
- * in extreme summary, three different objectives are envisaged:
 1. economic performance objectives of the Probe Card Market;
 2. economic performance objectives of the Final Test Market;
 3. ESG objectives;
- * the bonus is paid upon approval of the consolidated financial statements by the Board of Directors;
- * the recognition of the bonus is subject to the continuation of the relationship at the time of disbursement, in order to obtain the maximum retention result.

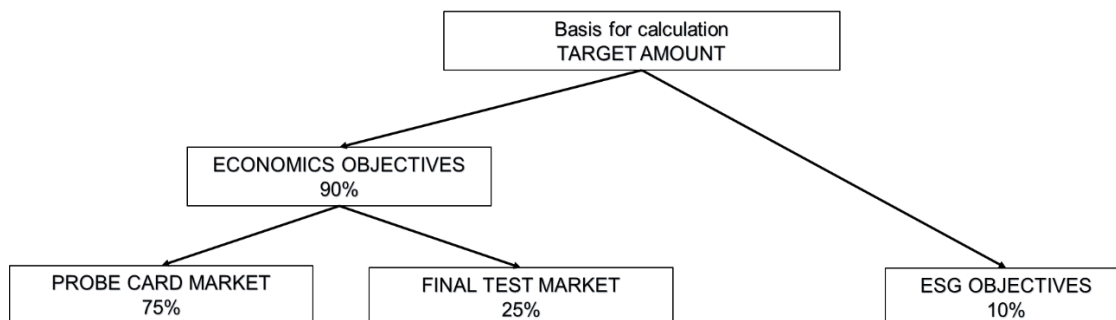


9.5-a Basis of calculation and weight of each type of objective

As specified above, each type of objective has its own percentage weight on the overall share of the short-term variable component; in particular, the economic performance objectives unlock 90% of the STI component while the ESG objectives unlock 10% of the same STI component.

Furthermore, the economic objectives relating to the Probe Card Market unlock 75% of the STI component part while the Final Test Market objectives unlock 25% of the aforementioned share.

All according to the following scheme.



The application criterion for each type of objective of the STI system is indicated below.

9.5-b Economic objectives of the Probe Card Market and the Final Test Market: calculation criteria

The predetermined target amount of each beneficiary, both relating to the Probe Card Market and the Final Test Market (as resulting from the application of the percentage weights indicated above), is subjected to some linear progression criteria defined on the basis of brackets related to Revenue and Ebitda Margin.

In particular, the share of the target amount relating to the reference market is first multiplied by a certain coefficient, based on the revenue bracket actually achieved; then it is multiplied by another coefficient, based on the Ebitda Margin bracket actually achieved.

Said brackets, both in terms of turnover and Ebitda Margin, were determined based on the forecasts of the Company's strategic industrial plan, approved by resolution of the Board of Directors on 26 January 2024.

The application of the aforementioned criteria determines the amount of STI to be paid to the relevant beneficiary.

9.5-c ESG objectives

As specified above, the ESG objective has a weight of 10% on the entire annual variable component.

It is identified through a single complex objective composed of various phases and, in particular, consisting of the following.

OBJECTIVE 1
ESG RISK ASSESSMENT / ESG MATERIALITY ASSESSMENT
> MATERIALITY ANALYSIS, AIMED AT PROVIDING THE INFORMATION NECESSARY TO UNDERSTAND THE IMPACT OF THE BUSINESS ACTIVITY AND ITS VALUE CHAIN ON THE INSIDE-OUT SUSTAINABILITY FACTORS IN TERMS OF MATERIALITY OF IMPACT;
> EVALUATION OF THE POSITIVE AND NEGATIVE, CURRENT AND POTENTIAL IMPACTS THAT THE MANAGEMENT OF A SPECIFIC ESG ISSUE CAN HAVE ON STAKEHOLDERS;



- > EVALUATION OF THE INFLUENCE OF SUSTAINABILITY FACTORS ON THE PERFORMANCE, RESULTS AND SITUATION OF THE COMPANY OUTSIDE – IN;
- > FINANCIAL MATERIALITY: ASSESSMENT OF THE RISKS AND OPPORTUNITIES DERIVING FROM THE MANAGEMENT OF A SPECIFIC ESG ISSUE AND THE IMPACT THAT THESE COULD HAVE ON ITS ECONOMIC AND FINANCIAL PERFORMANCE;
- > MANAGEMENT OF ESG RISKS BROKEN DOWN ACCORDING TO THE DIFFERENT RISK FAMILIES, WITH PARTICULAR REGARD TO CLIMATE AND ENVIRONMENTAL RISKS;
- > SCENARIO ANALYSIS (CLIMATE SCENARIO ANALYSIS) AIMED AT EVALUATING THE IMPACTS OF THESE RISKS IN THE SHORT, MEDIUM AND LONG TERM;
- > THE DEFINITION OF SPECIFIC LIMITS AND KEY RISK INDICATORS (KRI) WITHIN THE RISK APPETITE FRAMEWORK (RAF)

In carrying out the aforementioned ESG Risk Assessment (which can also be carried out with the help of third-party and independent experts), the material topics envisaged by EU Directive 2022/2464 so-called CSRD (Corporate Sustainability Reporting Directive) must be explored in depth on the basis of the principle of double materiality.

In particular, the correct and credible approach on the topic in question is the risk based one: only through

- (i) a preliminary identification of the risks that the company will face in carrying out its business activities, and
 - (ii) identifying the opportunities that ESG risks offer,
- the best pursuit of sustainability issues can be guaranteed.

The performance of the ESG Risk Assessment is instrumental and functional to the pursuit of the further objective in question here.

OBJECTIVE 2 **SUSTAINABILITY PLAN APPROVAL**

IN RELATION TO THE OUTCOMES DERIVING FROM THE MATERIALITY ANALYSIS, DEFINITION OF THE CORPORATE STRATEGY AIMED AT PURSUING SUSTAINABILITY RESULTS AND THE INTEGRATION OF ESG FACTORS IN CORPORATE AND BUSINESS CHOICES, DEFINING MEDIUM AND LONG-TERM METRICS AND OBJECTIVES IN ACCORDANCE WITH WHAT DICTATED BY ESRs STANDARDS

The Company's Sustainability Plan (the "Plan") will be approved by the Board of Directors, following the preliminary investigation activity of the competent committee, in compliance with the exclusive competences of the administrative body as established in article 6 of the Board Regulations of Administration.

The Plan will have to transform the results of the ESG Risk Assessment into concrete actions, identifying short, medium and long-term targets, organizational responsibilities and any related budgets.

In particular, the Sustainability Plan must:

- * confirm the Company's commitment to sustainable development and to the integration of environmental and social responsibility into the business model;
- * be in line with the Sustainable Development Goals (SDGs) of the UN 2030 Agenda;
- * envisage concrete actions aimed at mitigating climate change, through the definition of targets for reducing greenhouse gas emissions produced, in relation to community objectives and increasing the share of energy supplied from renewable sources.



The objectives in question respond to the need to start the cultural and operational path on sustainability issues, even more so with the advent of the EU Directive 2022/2464 so-called CSRD (Corporate Sustainability Reporting Directive) in force starting from the 2024 financial year.

ESG risk verification activities and the adoption of specific objectives with the approval of a sustainability plan are the most conscious way to effectively address the metrics of the ESG indicators, their monitoring and their control as well as to be able to introduce them in remuneration systems and be able to verify the achievement of targets.

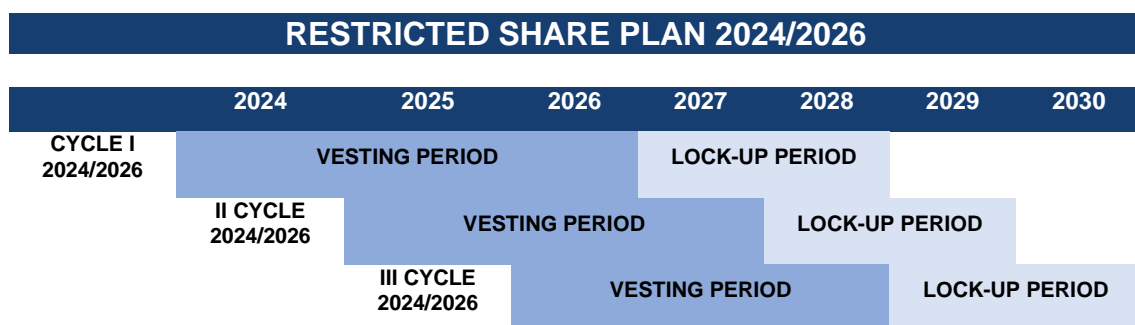
9.6 Long Term Incentives

The Board of Directors of March 14, 2024 has approved an incentive plan called "*Restricted Shares Plan 2024/2026*" (so-called Restricted Shares Plan), which is submitted for approval to the Shareholders' Meeting of April 24, 2024.

The Plan is aimed at the CEO, Managers with Strategic Responsibilities and any further beneficiaries identified by the Board of Directors based on the criticality of the role held in relation to the implementation of the strategic plan.

Specifically, the Restricted Shares Plan consists in the assignment of the right to receive a predetermined number of company shares conditional on the continuation of the management and/or employment relationship with the company, with a view to guaranteeing the alignment of interests between management and shareholders, as well as to pursue the retention and attraction of key roles for the implementation of the strategic plan.

The plan is divided into three cycles of annual assignments, each of which is structured with a three-year vesting period and a further two-year lock-up period for a share of shares equal to 50% of those accrued, net of the necessary shares to cover tax liabilities (so-called *sell to cover*).



For each cycle of the plan, the beneficiaries are assigned a number of rights to receive shares proportional to the Fixed Remuneration according to the following scheme:

- * Chief Executive Officer: 35.30% (thirty-five point thirty percent) of the Fixed Remuneration for the office without considering nor other remunerations also of fixed nature recognized for positions other than that of CEO nor variable components;
- * Managers with Strategic Responsibilities: up to 68.20% (sixty-eight point twenty percent) of the Fixed Remuneration without considering variable components.

The plan includes a claw-back clause for all beneficiaries.

For further details and any other information, please refer to the Information Document published on the Company's website www.technoprobe.com in the "Governance/Shareholders' Meetings" section.

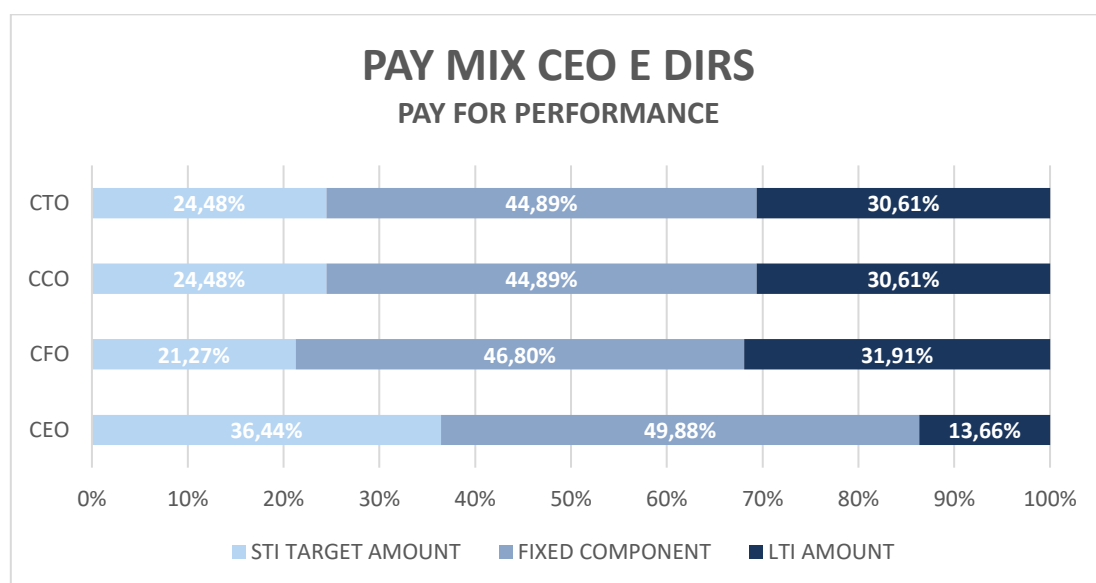


9.7 Pay mix

The pay mix is represented below, i.e. the forecast to date of the percentage weight of the various components compared to the overall remuneration recognized excluding the non-monetary component.

In the graphs below, the values of the variable components have been calculated and indicated in percentage as follows:

- * STI TARGET AMOUNT – Short-term variable component (MBO): the value of the incentive obtainable upon reaching the target has been indicated;
- * LTI AMOUNT – Long-term variable component: the annual value of the incentive was indicated by converting the value of the shares covered by the incentive itself into monetary terms, based on the average value of the shares in the three months preceding the date of approval of this Report;
- * FIXED COMPONENT – Fixed component: the various RBAs of the beneficiaries were reported.



9.8 Connection between the industrial plan and sustainability with the variable STI and LTI components of remuneration

CONNECTION OF POLITICS WITH THE INDUSTRIAL PLAN AND SUSTAINABILITY			
The policy supports the achievement of the objectives set in the Business Plan, promoting, through an adequate balancing of the performance parameters of the short and long-term incentive systems, the alignment of management interests with the priority objective of creating sustainable value for shareholders in a medium-long term perspective.			
	INDUSTRIAL PLAN	SUSTAINABILITY	PRODUCTIVE RESULT
<i>MBO – STI SYSTEM</i>			
SALES	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
EBITDA MARGIN	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
EXG. OBJECTIVES		<input checked="" type="checkbox"/>	
<i>RESTRICTED SHARES PLAN 2024/2026 - LTI</i>			
RESTRICTED SHARES PLAN 2024/2026	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>



9.9 Malus and clawback clauses

Specific malus and clawback clauses are envisaged for both the short-term and long-term variable components, as recommended by the Corporate Governance Code (letter e) of Recommendation no. 27). In particular:

- * the *malus* clause allows the variable component to be reduced or not paid in the event that, between the date of accrual of the right to variable compensation and the date of actual disbursement, data or information on the basis of which the right has accrued and/or is determined state proves to be manifestly incorrect or determined in the presence of fraudulent or grossly negligent behavior on the part of the recipients;
- * the *clawback* clause allows the Company to request (i) the return, in whole or in part, of the shares, deducting a number of shares with a value corresponding to the tax, social security and welfare costs connected to the delivery of the shares; (ii) the refund of the prize money paid; or, (iii) if the shares have already been sold, assigned or otherwise transferred, the refund of the sale value, deducted the amount corresponding to the tax, social security and welfare costs relating to the delivery of the shares, possibly also through compensation with salaries and /or any severance pay of the Beneficiary; in the event that the award was determined on the basis of data or information which subsequently proves to be manifestly incorrect or determined in the presence of fraudulent or grossly negligent behavior on the part of the recipients, within a period of 3 years from the disbursement of the incentive, or , with reference to the Restricted Share Plan, in the event that the Beneficiary is found to be responsible, with willful misconduct or gross negligence, for violations of laws and/or regulations, of the Code of Ethics or of company rules which have a relevance or lead to an impact on the scope of the employment relationship, affecting the related fiduciary basis.

10. REMUNERATIONS

(Scheme 7-bis Annex 3A of the RE – letter o) the remuneration policy possibly followed with reference to: (i) independent directors, (ii) participation in committees and (iii) the performance of particular tasks (president, vice president, etc.).

10.1 Introduction and clarifications

As indicated above, within the Board of Directors of Technoprobe it is possible to distinguish between:

- * Executive Directors, such as the President, the Vice President and the CEO;
- * Directors with roles in the Board Committees;
- * Non-Executive Directors.

The attribution to Directors of powers for specific affairs, which do not constitute delegated attributions pursuant to art. 2381 of the Civil Code, does not, in itself, qualify them as Directors to whom specific powers are delegated.

The following paragraphs provide information relating to the remuneration of the directors, the members of the control body and the members of the supervisory body.

The remuneration of the Executive Directors, as well as that of the DiRS, will be the subject of more detailed analysis in the following paragraphs 11 and 12 of this Report.

It should be noted, however, from now on that:



- * in the event of the appointment of a new CEO, a fixed remuneration not exceeding that of the outgoing CEO and an overall remuneration (including STI, LTI and non-monetary benefits) which is not greater than +10 is considered compliant with the Policy % compared to the third quartile of the reference market benchmarks;
- * in the event of appointment/hiring of a new DiRS, a fixed remuneration not exceeding that of the CTO and an overall remuneration (including STI, LTI and non-monetary benefits) which is not greater than +10% compared to the third quartile of the reference market benchmarks;
- * in the event of the appointment/hiring of a General Manager, a fixed remuneration not exceeding that of the CFO and an overall remuneration (including STI, LTI and non-monetary benefits) which is not greater than +10% compared to the third quartile of the reference market benchmarks.

In any case, in the event of the appointment/hiring of a new CEO, a General Manager or a new DiRS, Technoprobe may resort to primary companies specialized in executive compensation with the relevant methodological approaches and comparison markets due to the complexity and specificity of the role, after sharing with the Appointments and Remuneration Committee.

10.2 Board of Directors

The following table shows the compensation established by the Assembly³ or by the Board of Directors⁴ for the position of Director and for Directors with roles in the Board Committees.

DIRECTORS' FEES		
ORGAN	OFFICE	COMPENSATION
Board of Directors	Advisor	Euro 25,000
Related Party Transactions Committee	President	Euro 25,000
	Member	Euro 10,000
Appointments and Remuneration Committee	President	Euro 20,000
	Member	Euro 10,000
Control and Risk Committee	President	Euro 20,000
	Member	Euro 10,000
Lead Independent Director	////////////////////	Euro 10,000

In line with best practices, a variable component of compensation is not provided for Directors and Directors with positions on Committees.

All Directors are entitled to reimbursement of expenses incurred in relation to their office, while no amount is recognized as severance pay.

³The Shareholders' Meeting of 14 December 2021 resolved to award a fixed compensation for each director of Euro 25,000.00 gross per year pro rata temporis.

⁴The Board of Directors of 11 April 2023, based on the admission of the Company's shares to trading on the Euronext Milan market (organised and managed by Borsa Italiana SpA), resolved the remuneration of the Directors with roles in the Board Committees, and specifically of the Presidents and members of the Committees as well as the Lead Independent Director, to the extent indicated in the table above.



In any case, the remuneration paid to the Directors is determined in such a way as to guarantee the adequacy of the competence, professionalism and commitment required by their role and taking into account the commitment required for the participation of the Directors in the individual board committees.

Always in line with best practices, a Directors & Officers Liability (“D&O”) insurance policy is provided for the civil liability towards third parties of the corporate bodies and of the DiRS in the exercise of their functions. This policy, consequent to the provisions established on the subject by the applicable national collective labor agreement and by the rules regarding mandate, is aimed at keeping Technoprobe harmless from the costs deriving from the related compensation, excluding cases of willful misconduct and gross negligence.

No insurance, social security or pension coverage other than the mandatory ones is provided for the Directors or Directors with positions on the Committees.

It should be noted that the Technoprobe Shareholders' Meeting, which will be called to approve the financial statements as of 31 December 2023, will also be called to decide on the renewal of the current Board of Directors, which will expire upon completion of its mandate. The Shareholders' Meeting will therefore be called to decide on the compensation of the members of the Board of Directors pursuant to art. 2389, paragraph 1, CC, excluding the compensation to be attributed by the Board to the Directors with positions on the Committees or to the Executive Directors, as provided for by the art. 2389, paragraph 3, CC

10.3 Board of Statutory Auditors

The remuneration of the members of the supervisory body is determined by the Shareholders' Meeting on a fixed annual basis, adequate for the competence, professionalism and commitment required by the relevance of the role held and the dimensional and sectoral characteristics of the company.

The Shareholders' Meeting of 6 April 2023, called to resolve on the adjustment of the compensation of the members of the Board of Statutory Auditors, based on the admission to trading of the Company's ordinary shares on the Euronext Milan market (organised and managed by Borsa Italiana spa), has determined a fixed annual gross compensation - pursuant to art. 2402 cc – as follows:

BOARD OF AUDITORS' FEES	
President	Euro 60,000
Member	Euro 40,000

Furthermore, the Auditors are entitled to reimbursement of expenses incurred for official reasons.

In line with best practices, a D&O insurance policy is provided for the civil liability towards third parties of the corporate bodies including the members of the supervisory body.

It should be noted that the Technoprobe Shareholders' Meeting, which will be called to approve the financial statements as of 31 December 2023, will also be called to decide on the renewal of the current supervisory body, which will expire upon completion of its mandate. The Shareholders' Meeting will therefore be called to decide on the compensation of the members of the Board of Statutory Auditors, as provided for by the art. 2402 C.C.



10.4 Supervisory Body

On 28 October 2021, the Board of Directors established the remuneration paid to the members of the Supervisory Body on a gross annual basis as follows.

SUPERVISORY BODY FEES	
President	Euro 15,000
Member	Euro 12,000

The compensation attributed to the members of the Supervisory Body is not included in the overall gross annual compensation established by the Shareholders' Meeting but is determined by resolution of the Board of Directors.

10.5 Executive President and Executive Vice President of the Board of Directors

The Board of Directors, upon appointment and upon proposal of the Appointments and Remuneration Committee, determines the compensation for the President and the Vice President of the Board of Directors.

The Board of Directors of the Company on 28 December 2021 resolved to award:

- * to the Executive President Cristiano Alessandro Crippa a compensation for the office equal to Euro 300,000 gross per year for the years 2021, 2022 and 2023;
- * to the Executive Vice President Roberto Alessandro Crippa a compensation for the position equal to Euro 300,000 gross per year for the years 2021, 2022 and 2023.

With a subsequent resolution dated 28 March 2022, following an express request from the Vice President, the Board of Directors resolved to reduce the amount due to the Vice President himself, Roberto Crippa, from Euro 300,000 to Euro 210,000 for each financial year 2022 and 2023.

In particular, despite the importance of the delegations attributed to the President and the Vice President of the Board of Directors⁵ as well as the relevance and quantity of the work carried out, the latter have expressly renounced, on the one hand, the carrying out of a benchmarking activity on their salary positions (even though fully aware of the low positioning of their salaries), on the other, the participation in any form of short or long-term incentive as well as any variable component of remuneration.

For these reasons, the Appointments and Remuneration Committee did not deem it necessary to provide a specific analysis and/or market benchmark (with particular reference to the related remuneration targets/positionings) on the office of the Executive President and the Executive Vice President, even though the themselves are vested with delegation pursuant to art. 2381 CC

11. REMUNERATION OF THE CEO

11.1 Components of remuneration

The CEO's remuneration is made up of the following elements:

CEO COMPENSATION COMPONENTS

⁵For a description of the executive powers assigned by the Board of Directors with resolution dated 28 December 2021, please refer to the Corporate Governance Report.



Fixed annual compensation for the position of CEO	FIXED REMUNERATION
Annual or short-term variable component (Short Term Incentive - STI)	MBO
Long-term variable component (Long Term Incentive - LTI)	RESTRICTED SHARES PLAN 2024/2026

It is specified that the Chief Executive Officer (i) does not have an employment contract with the Company, (ii) there are no other remuneration components other than those indicated above (such as severance pay, non-competition agreements or other related benefits with the office), (iii) the payment of any form of indemnity or compensation is not envisaged for cases of early termination of the mandate in any form and for any reason.

11.2 Annual fixed component

The gross annual fixed component for the main role of the CEO is determined at the time of appointment in such a way as to ensure a balance between the fixed component and the variable component (both STI and LTI) that is adequate and consistent with the strategic objectives and the Company's risk management policy but still providing that the fixed component represents a significant part of the overall remuneration.

The Board of Directors of the Company, with a resolution dated 28 December 2021, awarded the CEO a fixed gross annual compensation of Euro 850,000.

With regard to other compensation paid for other roles, other than the main one of Chief Executive Officer, the following is noted:

- * the gross annual compensation of Euro 25,000 for the position of Director;
- * the gross annual compensation of USD 240,000 for the position of President of the subsidiary Technoprobe America Inc.

11.3 Annual or short-term variable component (Short Term Incentive)

The short-term variable component of the CEO is to be calculated as described in the previous paragraph 9.5 of this Report.

11.4 Long-term variable component (Long Term Incentive)

In order to contribute to the corporate strategy, the pursuit of long-term interests and the sustainability of the Company, the CEO is also a beneficiary of the long-term variable component.

Technoprobe's long-term remuneration system is based on the 2024/2026 Restricted Shares Plan, as described in the previous paragraph 9.6.

11.5 Pay mix

Below is a graph that represents the components of the remuneration, in case of achievement of all the on/off conditions, at minimum level, at target and at maximum level, and the incidence of the variable STI component.

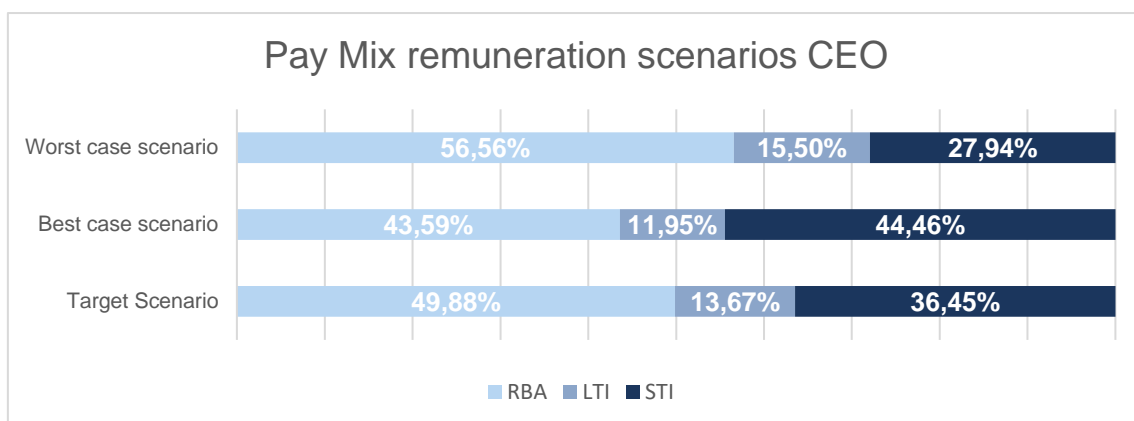
In the graphs below, the values of the remuneration components have been calculated and indicated in percentage as follows:

- * STI – Short-term variable component (MBO): the annual value of the incentive obtainable has been indicated, in case of achievement of the on/off conditions, upon achievement of the target, in the worst case of under-performance and in the best case of over-performance ;
- * LTI – Long-term variable component: the annual value of the incentive was indicated by converting the value of the shares covered by the incentive itself into



monetary terms, based on the average value of the shares in the three months preceding the date of approval of this Report;

- * RBA – Fixed component: the RBA of the beneficiary has been indicated.



12. REMUNERATIONS OF THE DIRS

12.1 Components of remuneration

The DiRS remuneration is made up of the following elements:

DIRECTORS COMPENSATION COMPONENTS	
Fixed annual salary	FIXED REMUNERATION
Annual or short-term variable component (Short Term Incentive - STI)	MBO
Long-term variable component (Long Term Incentive - LTI)	RESTRICTED SHARES PLAN 2024/2026
Non competition agreement	OTHER COMPONENTS
Typical benefits recognized by contract/company practice	

12.2 Annual fixed component

The gross annual fixed component of the DiRS is determined at the time of appointment, to the extent that it ensures a balance between the fixed component and the variable component (both STI and LTI) that is adequate and consistent with the strategic objectives and risk management policy of the Company but still providing that the fixed component represents a significant part of the overall remuneration. The fixed component also expresses the amount attributable to the non-competition agreement.

12.3 Annual or short-term variable component (STI)

DiRS are beneficiaries of the annual or short-term variable (STI).

The short-term variable component of the DiRS is to be calculated as described in the previous paragraph 9.5 of this Report.

12.4 Long-term variable component (LTI)

Also in order to contribute to the corporate strategy, the pursuit of long-term interests and the sustainability of the Company, the DiRS are beneficiaries of the long-term variable component.

Technoprobe's long-term remuneration system is based on the 2024/2026 Restricted Shares Plan, as described in the previous paragraph 9.6.



12.5 Non-monetary benefits

The following constitute non-monetary elements of remuneration:

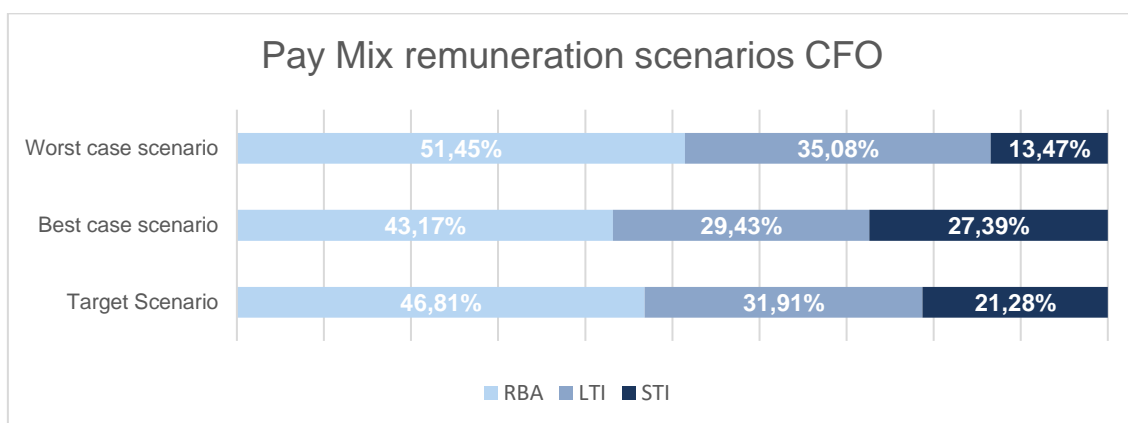
- * as regards fringe benefits, DiRS benefit from telephone, computer and company vehicle as well as membership of pension and insurance plans which reflect the ordinary protection in social security and welfare matters (as provided for by the applicable National Collective Labor Agreement) and accident insurance protection against the risk of death, permanent disability and temporary disability;
- * furthermore, specific non-competition agreements are stipulated with the DiRS, with the aim of protecting the company's technological know-how and the intellectual property of the Company; the amount relating to the non-competition agreement is part of the fixed component of the remuneration.

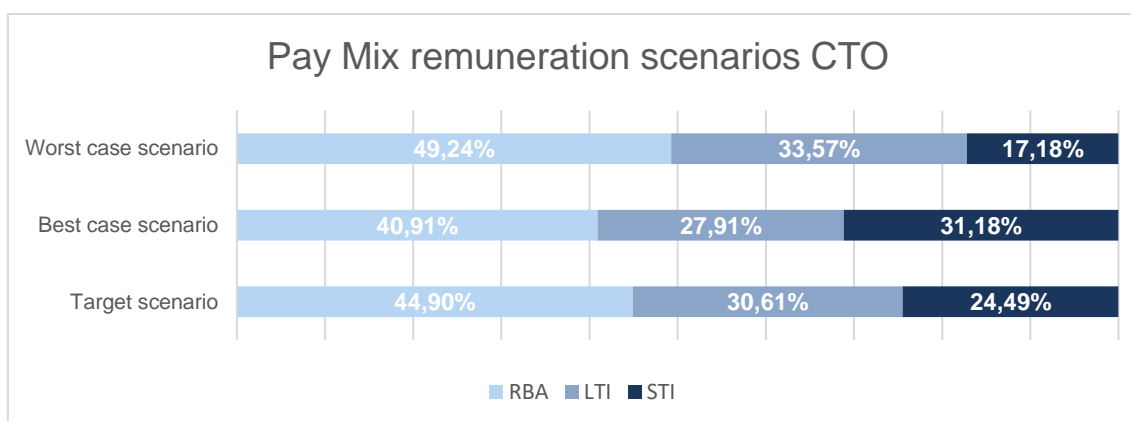
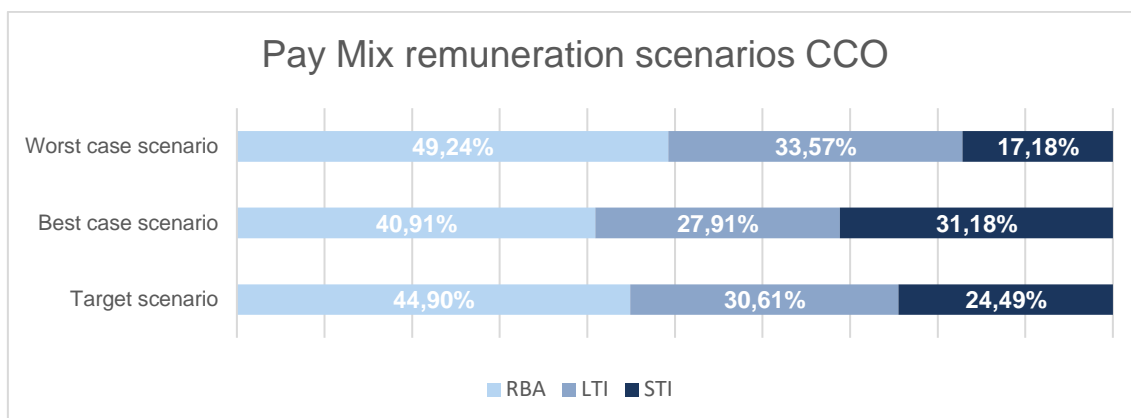
12.6 Pay mix

Below is a graph that represents the components of the remuneration, in case of achievement of all the on/off conditions, at minimum level, at target and at maximum level, and the incidence of the variable STI component, for each of the DiRS.

In the graphs below, the values of the remuneration components have been calculated and indicated in percentage as follows:

- * STI – Short-term variable component (MBO): the annual value of the incentive obtainable has been indicated, in case of achievement of the on/off conditions, upon achievement of the target, in the worst case of under-performance and in the best case of over-performance;
- * LTI – Long-term variable component: the annual value of the incentive was indicated by converting the value of the shares covered by the incentive itself into monetary terms, based on the average value of the shares in the three months preceding the date of approval of this Report;
- * RBA – Fixed component: the RBA of the beneficiaries has been indicated.





13. COMPENSATION IN THE EVENT OF RESIGNATION, DISMISSAL OR TERMINATION OF EMPLOYMENT

(Scheme 7-bis Annex 3A RE – letter m) the policy relating to the treatments provided in the event of termination of office or termination of the employment relationship, specifying:

(the) the duration of any employment contracts and further agreements, the notice period, if applicable, and what circumstances give rise to the right;

(ii) the criteria for determining the remuneration due to directors, general managers and at an aggregate level to managers with strategic responsibilities, distinguishing, where applicable, the components attributed by virtue of the office of director from those relating to employment relationships, as well as the components for any commitments of non-competition. If these compensations are expressed based on the annuity, indicate in detail the components of that annuity (fixed, variable, etc.);

(iii) the possible connection between such compensation and the company's performance;

(iv) any effects of the termination of the relationship on the rights assigned under incentive plans based on financial instruments or to be paid in cash;

(v) the possible provision of assignment or maintenance of non-monetary benefits in favor of the subjects or of stipulation of consultancy contracts for a period following the termination of the relationship.)

It is the Company's policy not to stipulate agreements with Directors and DiRS that regulate ex ante the economic aspects relating to any early termination of the relationship at the initiative of the Company or the individual.



It is, in fact, Technoprobe's orientation to seek agreements for the termination of the relationship in a consensual manner only upon completion of the termination itself.

In any case, limited to DiRS, each individual's share of severance pay is set aside annually, based on the provisions of the applicable national collective agreement.

All without prejudice to the provisions of the 2024/2026 Restricted Shares Plan for cases of early termination of participation in the plan itself. It is just necessary to specify that, without prejudice to Good Leaver cases (as defined in the 2024/2026 Restricted Shares Plan and consisting of voluntary resignation for pension purposes, death or permanent disability), any other cause of termination of the employment relationship, determines the loss of all rights of the incentive plan in question.

For further details, please refer to the Information Document published on the Company's website www.technoprobe.com in the "Governance/Shareholders' Meetings" section.

14. INSURANCE COVERAGE

(Scheme 7-bis Annex 3A RE – letter n) information on the presence of any insurance coverage, i.e. social security or pension, other than the mandatory ones.)

It should be noted that, in line with best practice, a D&O (Directors & Officers Liability) insurance policy is in force, covering civil liability towards third parties for actions carried out by corporate bodies and DiRS in the exercise of their functions. This policy is aimed at indemnifying the insured from the costs deriving from any requests for compensation for damages made by injured third parties, excluding cases of willful misconduct and gross negligence.

15. DEROGATIONS TO THE REMUNERATION POLICY

(Scheme 7-bis Annex 3A RE – letter q) the elements of the remuneration policy from which, in the presence of exceptional circumstances, it is possible to derogate and, without prejudice to the provisions of Regulation no. 17221 of 12 March 2010, any further procedural conditions under which the derogation may be applied.)

In compliance with the art. 123-ter of the TUF and art. 84-quater of the Issuers' Regulations, the Company may adopt any decisions that temporarily derogate from the Policy.

With reference to the individuals for whom the Board of Directors defines the remuneration in accordance with the Policy, in the presence of exceptional circumstances, it is possible to temporarily derogate from the criteria for fixed or variable remuneration indicated in the Policy as well as from the structure of the non-competition agreements and the attribution of non-monetary benefits.

By exceptional circumstances we mean situations in which the derogation from the Policy is necessary for the pursuit of the long-term interests and sustainability of the Company as a whole or to ensure its ability to remain on the market, such as, for example, (i) the need to replace, due to unforeseen events, the CEO or the HRD and to have to quickly negotiate a remuneration package, without limits to the possibility of attracting managers with the most suitable professionalism to manage the company and to at least guarantee the preservation of the same levels of sustainable success and market positioning; (ii) significant changes in the scope of the company's activity during the validity of the policy,



such as the sale of a company/business branch or the acquisition of a significant business.

The Appointments and Remuneration Committee assesses the existence of exceptional circumstances that allow the derogation from the Policy.

In the event of exceptional circumstances, exceptions to the Policy are approved in compliance with the procedures for related party transactions adopted by the Company in implementation of the applicable Consob regulation in force pro tempore.

The Company provides information on any exceptions to the Policy applied in exceptional circumstances in the ways and within the terms required by the laws and regulations in force pro tempore.

16. OTHER INFORMATION

(Scheme 7-bis Annex 3A RE – letter p) if the remuneration policy has been defined using the remuneration policies of other companies as a reference, and if so, the criteria used for the choice and indication of these companies.)

Pursuant to Scheme 7-bis of Annex 3A of the Issuers' Regulation, introduced by Consob with resolution no. 18049 of 23 December 2011 and subsequently amended with resolution no. 21623 of 10 December 2020 it is noted that:

- * at the time of approval of this Report, Technoprobe does not have any stock incentive plans in place; however, as specified, the Shareholders' Meeting to be called for the approval of this Report will also be called for the approval of the 2024/2026 Restricted Shares Plan as specified in the previous paragraphs;
- * in defining the 2024 Policy Technoprobe did not use specific remuneration policies of other companies as a reference;
- * the Policy was drawn up on the basis of Scheme 7-bis adopted by Consob and in force on the date of approval of the Policy. This scheme provides that the Report in the section provided for by art. 123-ter with reference to the members of the administrative bodies and the DRS, contains at least the information provided for in the aforementioned scheme.



SECTION II

REPORT ON COMPENSATION PAID FOR THE 2023 FINANCIAL YEAR

This section - submitted to the non-binding vote of the Assembly pursuant to art. 123-ter, paragraph 6 of the TUF - is made up of:

- (i) a first part, which provides a representation in a summary descriptive form of the remuneration for the 2023 financial year of the recipients of the Remuneration Policy and, specifically, the administrative and control bodies and managers with strategic responsibilities;
- (ii) a second part, which reports the above-mentioned remunerations in tabular form, and includes Table no. 1 provided for in Annex 3A, Schedule 7-bis, of the Issuers' Regulation (since the additional tables 2, 3A and 3B are not applicable) as well as Tables 1 and 2 from Annex 3A, Schedule 7-ter, of the Issuers' Regulation, in compliance with the art. 84-quater, fourth paragraph, of the Issuers' Regulations.

1. FIRST PART

1.1 REMUNERATION OF THE BOARD OF DIRECTORS

1.1-a Fixed remuneration

With reference to the 2023 financial year:

- 1) pursuant to art. 2389 I paragraph CC, the Shareholders' Meeting on 14 December 2021 resolved to assign a fixed compensation for each director equal to Euro 25,000 gross per year pro rata temporis plus reimbursement of expenses incurred in relation to the office without recognition of any amount to end-of-term salary title;
- 2) pursuant to art. 2389 III paragraph CC, the Board of Directors has decided to assign:
 - (i) on 28 December 2021, (i) to the President of the Board of Directors Cristiano Alessandro Crippa, a fixed compensation for the executive delegation attributed to him of Euro 300,000 per year gross pro rata temporis for the financial years 2021, 2022 and 2023; (ii) to the CEO Stefano Felici, a fixed compensation for the executive delegation granted in the same Board of Directors of Euro 850,000 gross per year pro rata temporis for the financial years 2021, 2022 and 2023;
 - (ii) on 28 March 2022, to the Vice President of the Board of Directors Roberto Alessandro Crippa, a fixed compensation for the executive delegation attributed to him of Euro 210,000 per year gross pro rata temporis for the financial years 2022 and 2023;
 - (iii) on 23 May 2022 to recognize: (i) an annual pro rata temporis remuneration of Euro 20,000 for the President of the Control and Risk Committee and of Euro 25,000 for the President of the Related Parties Committee and (ii) an annual pro rata temporis remuneration of Euro 10,000 for the members of the aforementioned committees;
 - (iv) on 11 April 2023 to recognize: (i) an annual pro rata temporis compensation of Euro 20,000 for the President of the Appointments and Remunerations



Committee, (ii) an annual pro rata temporis compensation of Euro 10,000 for each member of the aforementioned committee.

The Directors were also entitled to reimbursement of expenses incurred in carrying out their duties.

1.1-b Variable remuneration

The members of the Board of Directors, with the exception of the CEO, did not participate in the MBO system or other forms of variable remuneration.

With regard, however, to the CEO, pursuant to art. 2389 III paragraph CC:

- 1) the Board of Directors on 3 April 2023, amending the previous resolution dated 28 December 2021, resolved the calculation criteria for the annual short-term variable component as follows. Calculation basis for the variable compensation for the position of CEO: Euro 1,100,000.00 gross per year, to be related to the following modular criteria:
 - (i) the amount of Euro 1,100,000.00 must be primarily subject to the application of the % indicated in the Table 1) based on the worldwide revenue actually achieved by the Company;
 - (ii) the amount resulting from the application of the % referred to in the Table 1) must also be multiplied by the coefficient reported in the Table 2) based on the EBITDA margin actually achieved by the Company.

Table 1) Consolidated Revenue	
<€650M	120%
€600-649M	110%
€550-599M	100%
€500-549M	90%
€450-499M	80%
€400-449M	70%
€350-399M	50%
>€350M	0

Table 2) Consolidated EBITDA margin	
<27,9%	0
28-34,9%	0,65
35-39,9%	0,80
40-43,9%	1,00
>44%	1,20

- 2) the Board of Directors on 26 February 2024 resolved to recognize the CEO as *bonuses* one-off extraordinary of Euro 250,000 gross for the activities carried out in the 2023 financial year and not envisaged in the MBO KPIs referred to in the resolution of 3 April 2023 (in particular the acquisitions of Harbor Electronics Inc and the Device Interface Solutions business unit of Teradyne Inc.).

On the basis of the modular criteria indicated under 1) as well as the economic performance results achieved by the Company (WW turnover Euro 409 million and EBITDA Margin 30%) and the extraordinary bonus, the annual variable compensation paid to the CEO is Euro 750,500, recognized after the verification of the achievement of the aforementioned KPIs by the Appointments and Remuneration Committee.

For the 2023 financial year, no long-term incentive mechanisms were foreseen.

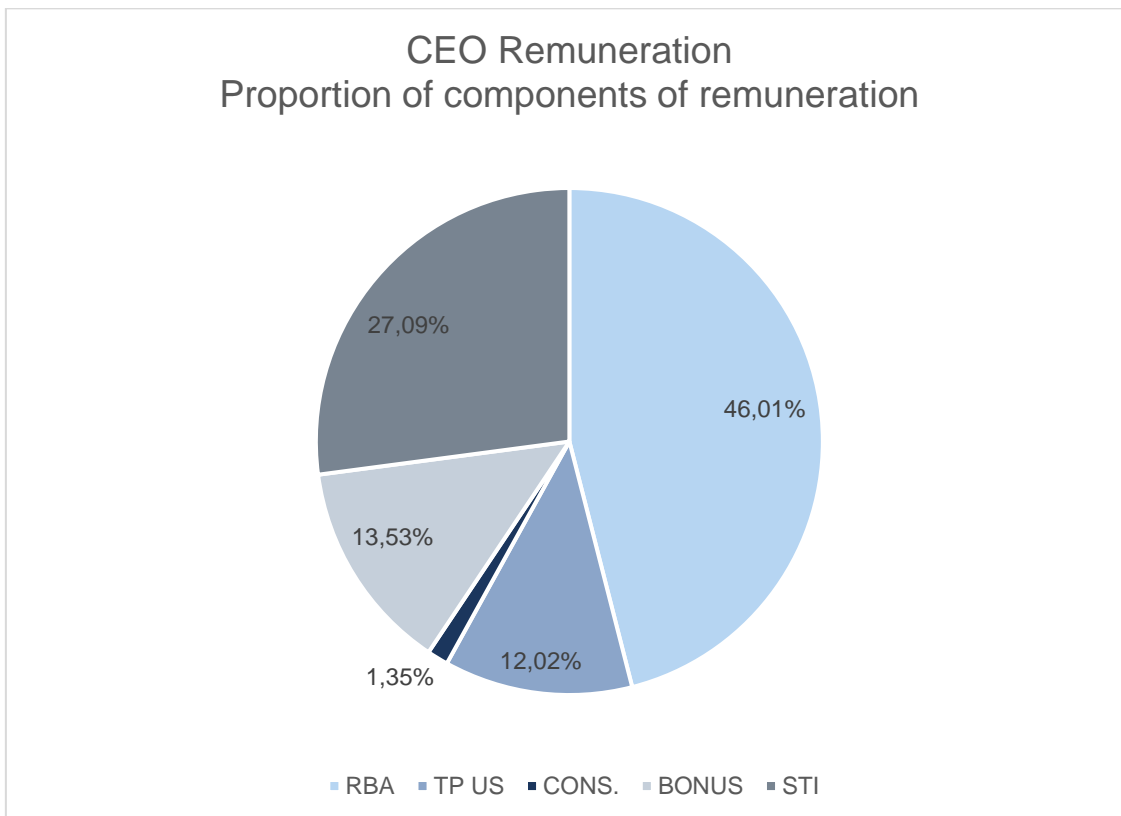
Therefore, with specific reference to the CEO, the 2023 remuneration was paid as follows:

REMUNERATION COMPONENT	AMOUNT
------------------------	--------



Fixed annual component Technoprobe S.p.A. – RBA	Euro 850,000
Board Director Compensation Technoprobe S.p.A. – CONS.	Euro 25,000
Fixed annual component (USD 240,000) ⁶ Technoprobe America Inc. – TP US	Euro 221,955
Annual variable component Technoprobe S.p.A. – STI	Euro 500,500
Extraordinary bonus Technoprobe S.p.A. – BONUS	Euro 250,000
TOTAL	Euro 1,847,455

Below is a graph that highlights the proportion of each component:



1.1-c Non-monetary benefits

As part of the non-monetary benefits paid to the members of the Company's Board of Directors, an insurance policy has been stipulated to cover the civil liability of directors and managers, so-called Directors and Officers Liability Insurance (“D&O”).

It is specified that:

- (i) the CEO does not have any non-competition agreements in place to protect the strategic and operational know-how of the Group;
- (ii) the Executive President and the Executive Vice President do not have a non-competition agreement.

⁶The amount indicated is received in USD however the conversion into Euro was indicated on the basis of the rules of the consolidated financial statements and therefore on the basis of the average exchange rate for the year 2023.



1.2 REMUNERATION OF THE BOARD OF STATUTORY AUDITORS

On 14 December 2021, the Assembly resolved to appoint a Board of Auditors composed of three effective members and two alternate members, for the duration of three financial years (and therefore until the Assembly to approve the financial statements at 31 December 2023); following the aforementioned appointment, the Board of Auditors is composed of Carlo BIANCO, as President, Giorgio CORTI and Pierfrancesco GIORDANO, as effective auditors, and Francesco CARINI and Giovanni COMBI, as alternate auditors.

1.2-a Fixed remuneration

On 6 April 2023, the Shareholders' Meeting, modifying the remuneration previously attributed, resolved to recognize in favor of the members of the Board of Statutory Auditors in office, for the financial year 2023, a gross annual remuneration pro rata temporis of the President of the Board of Statutory Auditors of Euro 60,000 and to each Standing Auditor of Euro 40,000.

It should be noted that the annual gross remuneration pro rata temporis previously resolved by the Shareholders' Meeting of 14 December 2021 for the members of the Board of Statutory Auditors were determined as follows: (i) to the President, Euro 37,500; (ii) to each standing Auditor, Euro 25,000.

1.2-b Variable remuneration and non-monetary benefits

The members of the Board of Statutory Auditors do not receive any variable remuneration or benefits of a non-monetary nature.

1.3 REMUNERATION OF MANAGERS WITH STRATEGIC RESPONSIBILITIES

During the 2023 financial year, the Company has identified a single Manager with Strategic Responsibilities as the person who has the power and responsibility, directly or indirectly, for the planning, management and control of Technoprobe's activities.

1.3-a Fixed remuneration

The Manager with Strategic Responsibilities received the fixed portion of the remuneration determined by the respective employment contract, including the emoluments due pursuant to the applicable legal and contractual provisions as well as the non-competition agreement.

In particular, during the financial year ended 31 December 2023, the Manager with Strategic Responsibilities was paid compensation of Euro 203,471, as fixed annual remuneration.

1.3-b Variable remuneration

- 1) On 3 April 2023, the Board of Directors resolved the calculation criteria for the annual short-term variable component of the DiRS as follows: calculation basis for the variable compensation: Euro 100,000 gross per year, to be reported to the following modular criteria:
 - (i) the amount of Euro 100,000 must primarily be subject to the application of the % indicated in the Table 1) based on the worldwide revenue actually achieved by the Company;



- (ii) the amount resulting from the application of the % referred to in the Table 1) must also be multiplied by the coefficient reported in the Table 2) based on the EBITDA margin actually achieved by the Company.

Table 1) Consolidated Revenue		Table 2) Consolidated EBITDA margin	
<€650M	120%	<27,9%	0
€600-649M	110%	28-34,9%	0,65
€550-599M	100%	35-39,9%	0,80
€500-549M	90%	40-43,9%	1,00
€450-499M	80%	>44%	1,20
€400-449M	70%		
€350-399M	50%		
>€350M	0		

- 2) also, as resolved by the Board of Directors on 26 February 2024 for the CEO, was recognized at the DiRS a *bonuses* one-off extraordinary of Euro 25,000 gross for the activities carried out in the 2023 financial year and not envisaged in the MBO KPIs referred to in the resolution of 3 April 2023 (in particular the acquisitions of Harbor Electronics Inc and the Device Interface Solutions business unit of Teradyne Inc.).

On the basis of the modular criteria indicated under 1) as well as the economic performance results achieved by the Company (WW turnover Euro 409 million and Ebitda Margin 30%) and the extraordinary bonus, the annual variable compensation paid to the DiRS is Euro 45,500.00, recognized after the verification of the achievement of the aforementioned KPIs by the Appointments and Remuneration Committee.

For the 2023 financial year, no long-term incentive mechanisms were foreseen.

1.3-c Non-monetary benefits

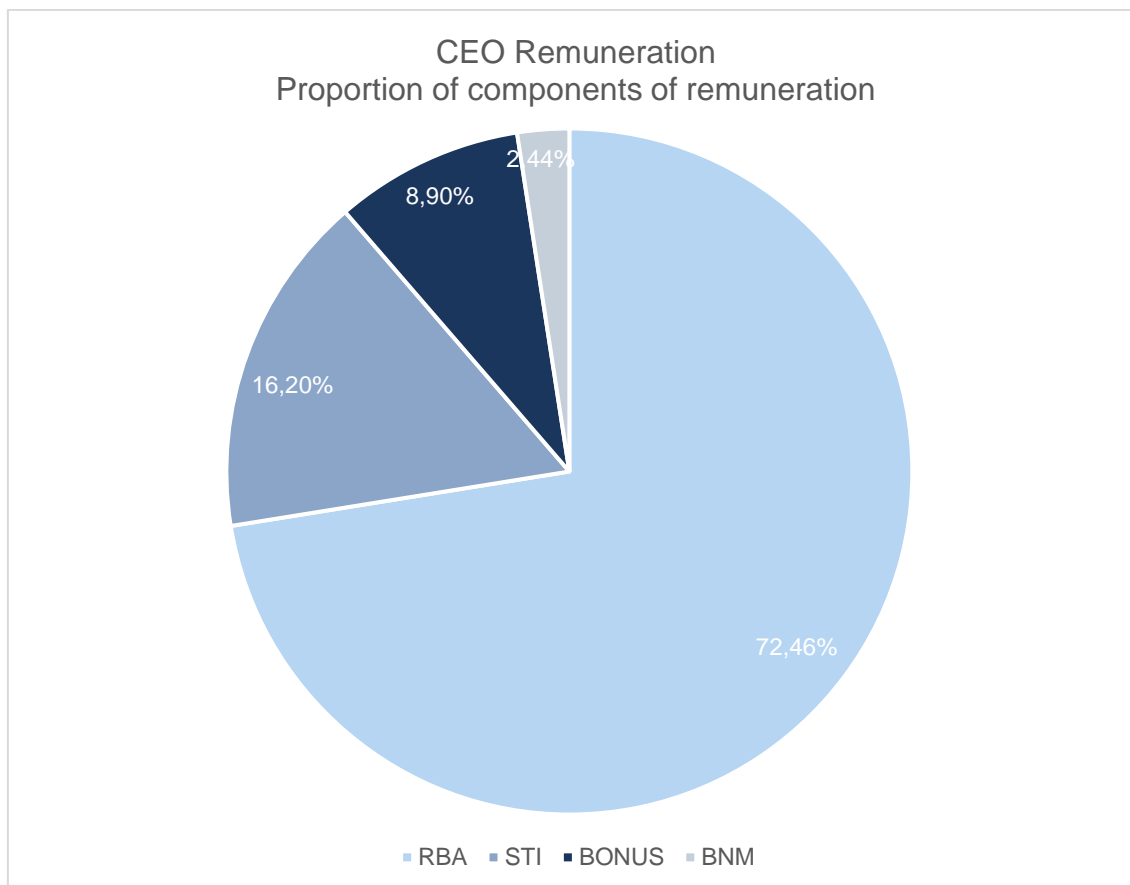
With reference to non-monetary benefits, it should be noted that the Manager with Strategic Responsibilities is assigned a series of benefits, including, pursuant to the provisions of the applicable CCNL and the provisions of the individual employment contracts, car for mixed use, contribution to mandatory supplementary social security and healthcare and D&O policy.

The total amount of non-monetary benefits for the 2023 financial year is Euro 6,845.12.

Therefore, with specific reference to the DiRS, the 2023 remuneration was paid as follows:

REMUNERATION COMPONENT	AMOUNT
Annual fixed component – RBA	Euro 203,471
Annual variable component - TSI	Euro 45,500.00
Extraordinary bonus - BONUS	Euro 25,000.00
Non-monetary benefits - BNM	Euro 6,845.12
TOTAL	Euro 280,816

Below is a graph that highlights the proportion of each component:



1.4 COMPENSATION IN THE EVENT OF TERMINATION OF OFFICE AND/OR TERMINATION OF THE EMPLOYMENT RELATIONSHIP DURING THE 2023 FINANCIAL YEAR

During 2023 there were no cases of termination from the office of director or member of the Board of Statutory Auditors and/or termination of the employment relationship with DiRS which resulted in the attribution of compensation and/or other benefits.

1.5 EXCEPTIONS TO THE 2023 POLICY – CLAWBACK CLAUSES

As specified in the introduction, the Company's shares are admitted to trading on the Euronext Milan market starting from 2 May 2023; therefore, this is the first report on the remuneration policy and compensation paid adopted by the Company pursuant to art. 123-ter of the TUF. Therefore, no exceptions to previous remuneration policies can be reported nor how the vote of the meeting on the previous policy was taken into consideration.

Furthermore, no malus and/or clawback clauses had been agreed upon.

1.6 TABLE OF COMPARISON INFORMATION

TOTAL REMUNERATION	FY 2023	FY 2022	FY 2021
--------------------	---------	---------	---------

Relazione sulla politica in materia di remunerazione e sui compensi corrisposti



Board of Directors			
Cristiano Alessandro CRIPPA	325.000	325.000	600.000
Roberto Alessandro CRIPPA	235.000	325.000	600.000
Stefano FELICI	1.847.455	1.975.000	////
Anna Chiara SVELTO	83.370	44.411	////
Antonella SCAGLIA	36.767	////	////
Giulio SIRTORI	51.685	37.219	////
Paolo Enrico DELLACHÀ	23.397	////	////
Board of Statutory Auditors			
Carlo BIANCO	52.500	37.500	37.500
Giorgio CORTI	35.000	25.000	25.000
Pierfrancesco GIORDANO	35.000	25.000	25.000
DiRS			
In aggregate	280.816	////	////
COMPANY RESULTS			
<small>(Technoprobe S.p.A. – Separate financial statements)</small>	FY 2023	FY 2022	FY 2021
Sales	327.986.436	453.041.568	324.879.436
Ebitda margin	25,8%	42,2%	40,7%
REMUNERATION AVERAGE GROSS ANNUAL			
<small>(Technoprobe S.p.A. – Separate financial statements)</small>	FY 2023	FY 2022	FY 2021
Average FTE remuneration	38,893	37,318	38,471



2. SECOND PART

The following tables analytically report:

TABLE 1: Remunerations paid to members of the administrative and control bodies, general managers and other managers with strategic responsibilities (Table 1 provided for in Schedule 7-bis Annex 3A Issuers' Regulation) - the fees paid in the financial year ended 31 December 2023 for any reason and in any form by the Company or by companies controlled by or connected with Technoprobe in favor of supervisory bodies administration and control and other managers with strategic responsibilities (in aggregate form). As of December 31, 2023, no. 1 (one) DiRS.

TABLE 2: Shares of members of the administrative bodies (Table 1 provided for in Schedule 7-ter Annex 3A Issuers' Regulation) - information on the shareholdings possibly held in Technoprobe and in the companies controlled by it by those who, even for a fraction of the financial year, have held the position of member of the Board of Administration; indeed, neither members of the supervisory body nor DiRS hold shares in any capacity in Technoprobe or in the companies controlled by it; in particular, the title of ownership (and the methods thereof) is indicated as well as the number of shares, divided into categories:

- held at the end of the previous financial year;
- purchased during the reference financial year;
- sold during the reference financial year;
- owned at the end of the reference financial year.



Relazione sulla politica in materia di remunerazione e sui compensi corrisposti

TABLE 1: REMUNERATION PAID TO MEMBERS OF THE ADMINISTRATIVE AND CONTROL BODIES, GENERAL MANAGERS AND OTHER MANAGERS WITH STRATEGIC RESPONSIBILITIES

NAME AND SURNAME	OFFICE	PERIOD FOR WHICH THE OFFICE WAS HELD	EXPIRY OF THE OFFICE	FIXED REMUNERATION	PARTICIPATIONS IN COMMITTEES REMUNERATION	NON EQUITY VARIABLE REMUNERATION		NON-MONETARY BENEFITS	OTHER COMPENSATION	TOTAL	FAIR VALUE OF EQUITY COMPENSATION	END OF OFFICE OR TERMINATION OF EMPLOYMENT RELATIONSHIP COMPENSATION
						Bonuses and other incentives	Profit sharing					
Cristiano Alessandro CRIPPA	President of the Board of Directors	01/01/2023 31/12/2023	31/12/2023	25.000						25.000		
	Executive Chairman	01/01/2023 31/12/2023	31/12/2023	300.000						300.000		
<i>of which compensation in Technoprobe S.p.A.</i>				325.000						325.000		
<i>of which compensation in subsidiaries or associated companies</i>				-						-		
TOTAL				325.000						325.000		
Roberto Alessandro CRIPPA	Board member	01/01/2023 31/12/2023	31/12/2023	25.000						25.000		
	Executive Vice President	01/01/2023 31/12/2023	31/12/2023	210.000						210.000		
<i>of which compensation in Technoprobe S.p.A.</i>				235.000						235.000		
<i>of which compensation in subsidiaries or associated companies</i>				-						-		
TOTAL				235.000						235.000		
Stefano FELICI	Board member	01/01/2023 31/12/2023	31/12/2023	25.000						25.000		
	CEO	01/01/2023 31/12/2023	31/12/2023	1.071.955		750.500				1.822.955		
<i>of which compensation in Technoprobe S.p.A.</i>				875.000		750.500				1.625.500		
<i>of which compensation in subsidiaries or associated companies</i>				221.955		-				221.955		
TOTAL				1.096.955		750.500				1.847.455		
Anna Chiara SVELTO	Independent Director	01/01/2023 31/12/2023	31/12/2023	25.000						25.000		



Relazione sulla politica in materia di remunerazione e sui compensi corrisposti

NAME AND SURNAME	OFFICE	PERIOD FOR WHICH THE OFFICE WAS HELD	EXPIRY OF THE OFFICE	FIXED REMUNERATION	PARTICIPATIONS IN COMMITTEES REMUNERATION	NON EQUITY VARIABLE REMUNERATION		NON-MONETARY BENEFITS	OTHER COMPENSATION	TOTAL	FAIR VALUE OF EQUITY COMPENSATION	END OF OFFICE OR TERMINATION OF EMPLOYMENT RELATIONSHIP COMPENSATION
						Bonuses and other incentives	Profit sharing					
	Lead Independent Director	02/05/2023 31/12/2023	31/12/2023	6.685						6.685		
	CNR President	02/05/2023 31/12/2023	31/12/2023	13.370						13.370		
	COPC President	01/01/2023 31/12/2023	31/12/2023	25.000						25.000		
	CCR President	01/01/2023 02/05/2023	02/05/2023	6.630						6.630		
	CCR member	02/05/2023 31/12/2023	31/12/2023	6.685						6.685		
<i>of which compensation in Technoprobe S.p.A.</i>				83.370						83.370		
<i>of which compensation in subsidiaries or associated companies</i>				-						-		
TOTAL				83.370						83.370		
Antonella SCAGLIA	Independent Director	02/05/2023 31/12/2023	31/12/2023	16.712						16.712		
	CCR President	02/05/2023 31/12/2023	31/12/2023	13.370						13.370		
	CNR member	02/05/2023 31/12/2023	31/12/2023	6.685						6.685		
<i>of which compensation in Technoprobe S.p.A.</i>				36.767						36.767		
<i>of which compensation in subsidiaries or associated companies</i>				-						-		
TOTAL				36.767						36.767		
Giulio SIRTORI	Independent Director	01/01/2023 31/12/2023	21/12/2023	25.000						25.000		



Relazione sulla politica in materia di remunerazione e sui compensi corrisposti

NAME AND SURNAME	OFFICE	PERIOD FOR WHICH THE OFFICE WAS HELD	EXPIRY OF THE OFFICE	FIXED REMUNERATION	PARTICIPATIONS IN COMMITTEES REMUNERATION	NON EQUITY VARIABLE REMUNERATION		NON-MONETARY BENEFITS	OTHER COMPENSATION	TOTAL	FAIR VALUE OF EQUITY COMPENSATION	END OF OFFICE OR TERMINATION OF EMPLOYMENT RELATIONSHIP COMPENSATION
						Bonuses and other incentives	Profit sharing					
	CCR member	01/01/2023 31/12/2023	31/12/2023	10.000						10.000		
	CNR member	02/05/2023 31/12/2023	31/12/2023	6.685						6.685		
	COPC member	01/01/2023 31/12/2023	31/12/2023	10.000						10.000		
<i>of which compensation in Technoprobe S.p.A.</i>				51.685						51.685		
<i>of which compensation in subsidiaries or associated companies</i>				-						-		
TOTAL				51.685						51.685		
Paolo Enrico DELLACHA	Independent Director	02/05/2023 31/12/2023	31/12/2023	16.712						16.712		
	COPC member	02/05/2023 31/12/2023	31/12/2023	6.685						6.685		
<i>of which compensation in Technoprobe S.p.A.</i>				23.397						23.397		
<i>of which compensation in subsidiaries or associated companies</i>				-						-		
TOTAL				23.397						23.397		
Carlo BIANCO	Board of Statutory Auditor President	01/01/2023 31/12/2023	31/12/2023	52.500						52.500		
<i>of which compensation in Technoprobe S.p.A.</i>				52.500						52.500		
<i>of which compensation in subsidiaries or associated companies</i>				-						-		
TOTAL				52.500						52.500		
Giorgio CORTI	Effective Auditor	01/01/2023 31/12/2023	31/12/2023	35.000						35.000		



Relazione sulla politica in materia di remunerazione e sui compensi corrisposti

NAME AND SURNAME	OFFICE	PERIOD FOR WHICH THE OFFICE WAS HELD	EXPIRY OF THE OFFICE	FIXED REMUNERATION	PARTICIPATIONS IN COMMITTEES REMUNERATION	NON EQUITY VARIABLE REMUNERATION		NON-MONETARY BENEFITS	OTHER COMPENSATION	TOTAL	FAIR VALUE OF EQUITY COMPENSATION	END OF OFFICE OR TERMINATION OF EMPLOYMENT RELATIONSHIP COMPENSATION
						Bonuses and other incentives	Profit sharing					
<i>of which compensation in Technoprobe S.p.A.</i>				35.000						35.000		
<i>of which compensation in subsidiaries or associated companies</i>				-						-		
TOTAL				35.000						35.000		
Pierfrancesco GIORDANO	Effective Auditor	01/01/2023 31/12/2023	31/12/2023	35.000						35.000		
<i>of which compensation in Technoprobe S.p.A.</i>				35.000						35.000		
<i>of which compensation in subsidiaries or associated companies</i>				-						-		
TOTAL				35.000						35.000		
DiRS	In Aggregate	02/05/2023 31/12/2023	31/12/2023	203.471		70.500		6.845		280.816		
<i>of which compensation in Technoprobe S.p.A.</i>				203.471		70.500		6.845		280.816		
<i>of which compensation in subsidiaries or associated companies</i>				-		-		-		-		
TOTAL				203.471		70.500		6.845		280.816		



TABLE 2: SHARES OF MEMBERS OF THE ADMINISTRATIVE BODIES

NAME AND SURNAME	OFFICE	INVESTEE COMPANY	NUMBER OF SHARES OWNED AT THE END OF THE PREVIOUS FINANCIAL YEAR	NUMBER OF SHARES PURCHASED	NUMBER OF SHARES SOLD	NUMBER OF SHARES OWNED AT THE END OF THE CURRENT FINANCIAL YEAR
Cristiano Alessandro CRIPPA	President	Technoprobe SpA	26.780.000		11.493.950	15.286.050
Roberto Alessandro CRIPPA	Vice President	Technoprobe SpA	26.780.000		11.493.950	15.286.050
Stefano FELICI	CEO	Technoprobe SpA	1.000.000		1.000.000	////////
Anna Chiara SVELTO	Director					
Antonella SCAGLIA	Director					
Giulio SIRTORI	Director					
Paolo Enrico DELLACHÀ	Director					