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Oggetto : The Board of Directors resolved to launch the treasury share purchase plan

Testo del comunicato

Vedi allegato



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PRESS RELEASE

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

Cernusco Lombardone (LC), July 1, 2024 – The Board of Directors of Technoprobe SpA, a company listed on Euronext Milan and leader in the design and production of Probe Cards (the “Company” or “Technoprobe”) met today, following the approval of the Shareholders' Meeting of 24 April 2024, resolved to launch a program for the purchase of treasury shares (the "Program"), aimed at pursuing the following objectives:

- a) support the liquidity of the Company's stock in order to facilitate the regular conduct of trading and avoid price movements not in line with market trends, as well as regularize the performance of trading and prices, in the face of temporary distortion phenomena linked to excess volatility or poor trading liquidity, also pursuant to and for the effects of the market practice admitted by Consob in compliance with the provisions of art. 13 of Regulation (EU) no. 596/2014;
- b) operate with a medium-long term investment perspective, intervening on the market, both in the so-called over the counter markets or even outside the market, through accelerated bookbuilding or on blocks, at any time, in whole or in part , in one or more tranches, provided at market conditions;
- c) establish a so-called "securities warehouse" to sell, dispose of and/or use own shares at any time, in whole or in part, on one or more occasions, and without time limits, provided that it is consistent with the strategic lines of the Company, in the context of corporate/financial operations of an extraordinary nature, including, by way of example but not limited to, acquisitions, mergers, demergers, capital operations, exchange, contribution, exchange, financing operations or other operations, in relation to which the assignment or other act of disposal of treasury shares becomes necessary or appropriate; as well as
- d) fulfill obligations deriving from any stock option plans, stock grants, performance shares and in general share-based incentive plans, whether paid or free of charge, even long-term, both existing and future, to be reserved in favor of directors, corporate representatives, employees or collaborators of the Company or its subsidiaries.

The aim of the Program is the purchase, even in several tranches, of ordinary shares of the Company, without nominal value and listed on the Euronext Milan regulated market, organized and managed by Borsa Italiana SpA (“EXM”), up to a maximum number which, taking into account the ordinary shares held in the portfolio from time to time by the Company and its subsidiaries, does not overall exceed 1% (one percent) of the Company's share capital on the date on which the purchase takes place - for a maximum overall value of the purchase deeds equal to Euro 50,000,000, within the limits of the distributable profits and available reserves resulting from the last approved financial statements at the time of carrying out each operation, as well as in compliance with the provisions of article 2357, paragraph 3, of the Civil Code.



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Pursuant to article 2357, paragraph 3, of the Civil Code, the nominal value of the treasury shares that the Company can purchase cannot exceed one fifth of the share capital, also taking into account the shares held by controlled companies. As of today, the subscribed and paid-in share capital of the Company amounts to 6,532,608.70 euros and is made up of 653,260,870 ordinary shares, listed on the Euronext Milan regulated market, of which no. 437,684,783 ordinary shares with increased voting rights.

As of today, the Company holds n. 1,500,000 (one million five hundred thousand) treasury shares.

The Program will begin on 2 July 2024 and will end no later than 24 October 2025, unless there is any early interruption of which, in this case, due communication will be given to the market in accordance with the law. It remains understood that the disposal of treasury shares in one or more solutions is without time limits.

Purchases under the Program will be made on the market where the Company's shares are traded for a price neither lower nor higher than 20% (twenty percent) compared to the reference price recorded by the stock in the stock market session preceding each individual operation

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

Purchases of treasury shares will be carried out through an appointed intermediary, on regulated markets, or on multilateral trading systems, according to the methods established by Borsa Italiana SpA, which do not allow the direct combination of purchase trading orders with pre-determined negotiation proposals for sale, as permitted by art. 132, paragraph 1, of Legislative Decree 24 February 1998, n. 58 and art. 144-bis, paragraph 1, letter. b), of the Issuers' Regulation adopted by CONSOB with resolution no. 11971/1999 (also through controlled companies).

Share purchase transactions may be carried out in compliance with the conditions set out in the art. 3 of the Delegated Regulation (EU) n. 2016/1052 of the Commission in order to benefit, where the conditions exist, from the exemption referred to in Article 5, paragraph 1, of Regulation (EU) no. 596/2014 relating to market abuse with reference to the abuse of inside information and market manipulation.

Finally, in execution of the aforementioned resolutions, the Company has already appointed a primary financial institution, namely Mediobanca - Banca di Credito Finanziario SpA, to act as an intermediary in charge of coordinating the Program in full independence and without being influenced from society.

This press release will be made available on the Technoprobe website www.technoprobe.com, in the Investor Relations section and on the authorized storage mechanism "eMarket Storage" (www.emarketstorage.it).

Contacts

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Technoprobe Group

Technoprobe is a leading company in the field of semiconductors and microelectronics. Established in 1996, Technoprobe is focused in the design and manufacture of Probe Cards, i.e. electro-mechanical interfaces used for the functional testing of chips. Probe cards are hi-tech devices that are custom-made for each chip and allow the function of chips to be tested during the manufacturing process. These technologically-advanced designs and solutions are essential for ensuring the proper functioning and reliability of devices that play a crucial role in industries such as Information Technology, 5G, Internet of Things, home automation, automotive, aerospace, etc. Technoprobe headquarters are in Cernusco Lombardone (LC). The Group has 21 locations worldwide, 4 research centers and more than 600 certified patents. Since May 2nd, 2023 shares have been transferred to Euronext Milano segment. For more information, visit the website: www.technoprobe.com

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