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Oggetto : MERGER PROJECT BY INCORPORATION
OF DIS TECH ITALIA S.R.L. IN
TECHNOPROBE S.P.A.

Testo del comunicato

Vedi allegato



Technoprobe S.p.A.
Via Cavalieri di Vittorio Veneto, 2
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PRESS RELEASE

THE BOARD OF DIRECTORS APPROVES THE MERGER PROJECT BY INCORPORATION OF DIS TECH ITALIA S.R.L. IN TECHNOPROBE S.P.A. WITH THE AIM OF SIMPLIFYING THE CORPORATE STRUCTURE OF THE GROUP

Cernusco Lombardone (LC), October 10, 2024 – The Board of Directors of Technoprobe S.p.A., a company listed on Euronext Milan and leader in the design and production of Probe Cards (the "Company" or "Technoprobe"), meeting today, approved the merger project, drawn up pursuant to Articles 2501-ter and 2505 of the Italian Civil Code, by incorporation of the wholly owned company DIS Tech Italia S.r.l. ("DIS Tech Italia") in Technoprobe.

The merger by incorporation in object stems from the need to concentrate the activities of the incorporating company on the merging company and to shorten the chain of control of the group. Through this corporate reorganisation, the aim is therefore to optimise the management of resources and financial flows arising from the same activities currently divided into two companies, in addition to achieving some not negligible synergies resulting from the elimination of duplication and overlapping corporate and administrative, resulting in savings of overhead costs due to the operation of business through a single company instead of the current two.

The transactions carried out by DIS Tech Italia will be booked in the balance sheet of Technoprobe as from 1 January of the fiscal year in which the merger by incorporation takes effect, pursuant to art. 2504-bis of the Civil Code and from the same date, pursuant to art. 172 D.P.R. n. 917/1986, tax effects will take effect.

The civil effects of merger by incorporation will be determined, according to art. 2504-bis of the Civil Code, from the last registration of the merger in the competent Commercial Register or from any other date, however later, indicated in the merger act; from that date, DIS Tech Italia will be extinguished and its rights and obligations will be assumed by Technoprobe.

As a merger by incorporation of companies wholly owned by Technoprobe, pursuant to article 2505 of the Civil Code, the merger will take place in so-called simplified form and therefore (i) without share exchange ratio; (ii) without capital increase of Technoprobe; (iii) without any amendment to the Articles of Association of Technoprobe; (iv) without the need for the preparation of reports by the administrative bodies of the companies merging by incorporation pursuant to Article 2501-quinquies of the Civil Code and the report of experts on the appropriateness of the share exchange ratio referred to in Article 2501-sexies of the Civil Code.

Please note that, in addition to filing with the relevant Companies Register, the merger project is published on the Technoprobe website (www.technoprobe.com - "Governance/Other documents" section). The merger project is also available to the public at the registered offices of the merging companies and at the authorised storage facility "eMarket Storage" (www.emarketstorage.it).



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Pursuant to art. 24 of the Technoprobe Articles of Association, the decision on the merger by incorporation will be taken by the Technoprobe's Board of Directors, without prejudice to the possibility for shareholders holding shares representing at least 5% of Technoprobe's share capital, to request, pursuant to art. 2505, paragraph 3, of the Civil Code and within 8 days from the publication of the merger project in the Como-Lecco Commercial Register, that the decision is taken at the shareholders' meeting.

Applications (together with the certificate proving ownership of the Technoprobe shares issued by an authorised intermediary in accordance with current legislation) must be received within 8 days of filing of the merger project in the relevant Companies Register by certified e-mail to technoprobepa@promopec.it or by registered letter A/ R addressed to the registered office of Technoprobe.

Pursuant to the procedure for related party transactions approved by the Technoprobe Board of Directors on 21 March 2023 (the "OPC Procedure"), DIS Tech Italia is a related party of Technoprobe, being wholly owned by the latter. However, it is noted that pursuant to article 9 of the OPC Procedure, the transaction in question is exempt from the application of the OPC Procedure as it is carried out with a subsidiary company of Technoprobe and there are no significant interests of other related parties of the Company (as defined in the OPC Procedure in the Transaction). The merger by incorporation is also excluded from the obligation to publish the information document referred to in art. 70 of the Consob Issuers' Regulation no. 11971/1999, which does not meet the legal requirements.

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

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Technoprobe Group

Technoprobe is a leading company in the semiconductor and microelectronics industry. Established in 1996, Technoprobe specializes in the design and creation of electro-mechanical interfaces called Probe Cards for testing chip operation. Probe Cards are high-tech devices - tailor-made to the specific chip - that allow you to test the functioning of chips during their construction process. These are technological projects and solutions that guarantee the functioning and reliability of devices that play a decisive role in the Information Technology, 5G, Internet of Things, home automation, automotive and aerospace industries. Technoprobe has its headquarters in Italy, in Cernusco Lombardone (LC). The Group has 21 offices worldwide, 4 research centers and more than 600 proprietary patents. Since 2 May 2023, Technoprobe has been listed on the Euronext Milan market. For more information: www.technoprobe.com

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