



Technoprobe S.p.A.

Sede legale Via Cavalieri di Vittorio Veneto, 2 23870, Cernusco Lombardone (LC)

Capitale sociale Euro 6.532.608,70 interamente versato

Codice Fiscale e Numero di iscrizione al Registro delle Imprese di Como-Lecco  
n. 02272540135 - R.E.A. LC-283619

# RELAZIONE ILLUSTRATIVA DEL CONSIGLIO DI AMMINISTRAZIONE SULL'ARGOMENTO N. 2 ALL'O.D.G.

## ASSEMBLEA ORDINARIA DEGLI AZIONISTI 20 DICEMBRE 2024

2. *Nomina di un amministratore a seguito di dimissioni e successiva cooptazione ai sensi dell'articolo 2386 del Codice Civile e dello Statuto. Deliberazioni inerenti e conseguenti.*

Sito web

[www.technoprobe.com](http://www.technoprobe.com) - sezione "Governance/Assemblee degli Azionisti"

Approvata dal Consiglio di Amministrazione in data 13 novembre 2024



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Via Cavalieri di Vittorio Veneto, 2  
23870, Cernusco Lombardone (LC) - Italy  
www.technoprobe.com



## RELAZIONE DEL CONSIGLIO DI AMMINISTRAZIONE ALL'ASSEMBLEA ORDINARIA

Signori Azionisti,

mettiamo a Vostra disposizione, presso la sede sociale e sul sito *internet* di Technoprobe S.p.A. (“**Technoprobe**” o la “**Società**”) all’indirizzo [www.technoprobe.com](http://www.technoprobe.com) sezione “*Governance/ Assemblee degli Azionisti*” e presso il meccanismo di stoccaggio autorizzato denominato “eMarketStorage” ([www.emarketstorage.it](http://www.emarketstorage.it)), ai sensi dell’articolo 125-ter del D.Lgs. 24 febbraio 1998, n. 58 s.m.i. (il “**TUF**”) e dell’articolo 84-ter del Regolamento Consob 14 maggio 1999, n. 11971 s.m.i. (il “**Regolamento Emittenti**”), una relazione illustrativa sull’argomento al 1° punto all’ordine del giorno dell’Assemblea ordinaria degli Azionisti convocata per il giorno **20 dicembre 2024** alle ore 10 in unica convocazione.

\* \* \*

### **Punto n. 2 all’ordine del giorno – 2. Nomina di un amministratore a seguito di dimissioni e successiva cooptazione ai sensi dell’articolo 2386 del Codice Civile e dello Statuto. Deliberazioni inerenti e conseguenti.**

In relazione al secondo argomento all’ordine del giorno, siete convocati in Assemblea Ordinaria per confermare, ai sensi dell’art. 2386 C.C., un Consigliere del Consiglio di Amministrazione.

A tal riguardo, si rammenta che in data 27 maggio 2024, il Consiglio di Amministrazione ha proceduto, con deliberazione approvata dal Collegio Sindacale, alla cooptazione, ai sensi dell’art. 2386, 1° comma, del Codice Civile, del signor Gregory Stephen Smith, nato a Newton (Massachussets – United States) il 18 marzo 1963, accertando la sussistenza dei requisiti previsti dalla normativa applicabile.

Il Consigliere cooptato scadrà dalla carica con la *convocanda* Assemblea, chiamata a confermare un Amministratore ad integrazione del Consiglio di Amministrazione sino al raggiungimento del numero di nove amministratori, come determinato dall’Assemblea del 24 aprile 2024.

L’Amministratore eletto rimarrà in carica fino alla data di scadenza fissata per tutti gli altri componenti del Consiglio di Amministrazione, coincidente con l’Assemblea che approverà il bilancio relativo all’esercizio chiuso al 31 dicembre 2026.

Nel rispetto di quanto previsto dall’art. 19 dello statuto sociale, l’Assemblea provvederà alla nomina dell’Amministratore venuto a scadere con la maggioranza di legge e non troverà applicazione il meccanismo del voto di lista, fermo restando il rispetto delle norme applicabili in materia di equilibrio tra i generi.

A tale riguardo, Vi proponiamo di confermare il signor Gregory Stephen Smith quale Componente del Consiglio di Amministrazione della Società fino alla scadenza dell’attuale Consiglio - ossia fino all’Assemblea che sarà convocata per l’approvazione del bilancio al 31 dicembre 2026 - con il compenso deliberato dall’Assemblea del 24 aprile 2024. Il curriculum vitae e le dichiarazioni rilasciate dal signor Gregory Stephen



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Smith in merito alla disponibilità ad accettare la carica, all'inesistenza di cause di ineleggibilità e di incompatibilità, nonché al possesso dei requisiti di onorabilità e professionalità previsti dalla normativa applicabile, sono disponibili in allegato alla presente relazione, presso la Sede legale e sul sito internet della Società all'indirizzo [www.technoprobe.com](http://www.technoprobe.com).

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Tutto ciò premesso, il Consiglio di Amministrazione sottopone alla Vostra approvazione la seguente proposta di deliberazione:

*“L’Assemblea Ordinaria degli Azionisti di Technoprobe S.p.A.,  
- preso atto di quanto disposto dall’art. 19 dello statuto sociale,  
- preso atto della proposta del Consiglio di Amministrazione*

**DELIBERA**

- (1) *di nominare alla carica di Amministratore della Società il signor Gregory Stephen Smith, nato a Newton (Massachussets – United States) il 18 marzo 1963;*
- (2) *di stabilire che il neominato Amministratore resterà in carica per la durata dell’attuale mandato del Consiglio di Amministrazione e, pertanto, fino all’approvazione del bilancio che chiuderà al 31 dicembre 2026;*
- (3) *di stabilire che il compenso del signor Gregory Stephen Smith, quale Consigliere di Amministrazione della Società, sia pari a quello deliberato per gli altri Componenti il Consiglio di Amministrazione dall’Assemblea degli Azionisti in data 24 aprile 2024, ai sensi dell’art. 2389, 1° comma, del Codice Civile, e cioè pari ad Euro 25.000 annui lordi pro rata temporis oltre al rimborso delle spese sostenute in ragione dell’ufficio, senza riconoscimento di alcun importo a titolo di trattamento di fine mandato.”.*

*Allegato: Dichiarazione di accettazione della candidatura alla carica di consigliere di amministrazione di Technoprobe s.p.a. del dott. Gregory Stephen Smith e attestazione dei requisiti previsti dalle disposizioni normative e regolamentari vigenti*

## DECLARATION OF ACCEPTANCE OF THE APPOINTMENT FOR THE POSITION OF DIRECTOR OF TECHNOPROBE S.P.A. AND ATTESTATION OF THE REQUIREMENTS PROVIDED BY APPLICABLE LAWS AND REGULATIONS

The undersigned Gregory Stephen Smith, born in Newton, Massachusetts, USA, on March 18<sup>th</sup>, 1963, residing in 17 Upton Street, Boston, MA, USA, Italian tax code SMTGGR63C18Z404G, pursuant to and in accordance with the provisions of Article 19 of the Articles of Incorporation of Technoprobe S.p.A. ("**Technoprobe**" or the "**Company**"), for the purpose of the appointment

**declares**

that he accepts to be appointed for the position of Director of the Company by the Board of Directors of Technoprobe pursuant to Art. 2386 of the Italian Civil Code and to accept the role, if appointed, for the period determined by the Shareholders' Meeting of Technoprobe; and

**given**

- the Ministry of Justice Decree no. 162 on March 30, 2000, as referred to in Articles 147-*quinquies*, paragraph 1, and 148, paragraph 4, of Legislative Decree no. 58 on February 24, 1998 (the "**TUF**"),
- the provisions of Article 148, paragraph 3, TUF, as referred to in Article 147-*ter*, paragraph 4, TUF, and Article 2 of the *Corporate Governance* Code of listed companies, to which Technoprobe adheres;
- the applicable provisions provided by law, regulations, or the Articles of Association,

**declares and attests**

pursuant to Articles 46 and 47 of Presidential Decree no. 445 on December 28, 2000, as of the date of signing this document, under his own responsibility and aware that, pursuant to Article 76 of the aforementioned Presidential Decree No. 445, false declarations, document falsification, and the use of false or misleading documents are punishable under the Penal Code and relevant special laws, that he meets the requirements prescribed by current regulations and the Bylaws of Technoprobe to hold the position of Director of the Company, as detailed below:

### **A) NON-EXISTENCE OF CAUSES FOR INELIGIBILITY, DISQUALIFICATION, AND INCOMPATIBILITY**

- That he is not in any of the conditions outlined in Article 2382 of the Civil Code;
- That he is not being subject to measures that entail disqualification from the office of Director, issued against him in a member state of the European Union.

### **B) PRESENCE OF HONORABILITY REQUIREMENTS**

That he possesses the honorability requirements prescribed by applicable regulations and, specifically, those established for members of supervisory bodies under the Decree of the Ministry of Justice of March 30, 2000, No. 162, issued pursuant to Article 148, paragraph 4 of the TUF, as referred to in Article 147-*quinquies* of the TUF. Specifically, he declares:

- not having been subjected to preventive measures ordered by the Judicial Authority under Laws 1423/1956 and 575/1965 and subsequent amendments, except where rehabilitation has been granted;
- not having been convicted by a final judgment, except where rehabilitation has been granted:

1. to imprisonment for any offenses governed by laws regulating banking, financial, and insurance activities, as well as laws on markets and financial instruments, taxation, and payment systems;
  2. to imprisonment for offenses under Title XI of Book V of the Italian Civil Code or Royal Decree of March 16, 1942, No. 267;
  3. to imprisonment for at least six months for crimes against public administration, public faith, property, public order, and public economy;
  4. to imprisonment for at least one year for any non-negligent crime;
- not having been convicted by a final judgment that applies penalties upon request for any of the offenses mentioned above, except in cases where the crime has been extinguished.

### SIGNIFICANT POSITIONS

- To submit his *curriculum vitae*, providing comprehensive information about his personal and professional background;
- That he can devote the necessary time to diligently fulfill the responsibilities as a Director of Technoprobe, also considering the provisions of Article 3 (Functioning of the Board of Directors and role of the Chairman) of the Corporate Governance Code;
- To comply with the maximum number of offices as director or statutory auditor in Relevant Companies<sup>1</sup>, as set out in the “*Regulation concerning the criteria and procedure for evaluating the independence of independent directors and auditors and limits on the accumulation of positions of directors*” adopted by the Board of Directors of Technoprobe on February 26, 2024, pursuant to Article 3, Recommendation No. 15, of the Corporate Governance Code;
- That he is not in any of the situations referred to in Article 2390 of the Civil Code (engaging in activities competing with the Company).

### INDEPENDENCE REQUIREMENTS

That he does not qualify as independent director pursuant to applicable laws and regulations. The undersigned also encloses herewith:

- (i) his *curriculum vitae*, and
- (ii) a list of administrative and supervisory roles held at other companies as of the date of this declaration.

The undersigned undertakes to promptly notify the Company of any subsequent act or fact that modifies the information provided with in this declaration and to produce, upon Company’s request, documentation confirming the truthfulness of the declared data.

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The undersigned declares to have been informed, pursuant to and for the purposes of the General Data Protection Regulation (GDPR) – Regulation (EU) 2016/679 and applicable laws in force, that personal data will be processed by the Company, including electronically, solely for the purposes of the procedure for which this declaration is made.

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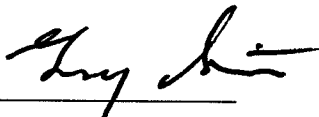
<sup>1</sup> “Relevant Companies” are defined as companies listed on regulated markets (including foreign markets), financial, banking, insurance companies, or companies of significant size. “Significant Companies means companies with a revenue greater than €500 million and/or assets with a value greater than € 1,000 million and/or a number of employees greater than 2,000; “Financial Companies” means those engaged in the business of providing financial services to the public, subject to provision.

The undersigned authorizes the Company to publish on its website and disclose to the market the information provided herein, along with all information included in the supporting documentation submitted for the received candidacy, in compliance with applicable regulations.

Place: North Reading, Massachusetts, USA

Date: November 14, 2024

In faith,

Signature: 

*I authorize the processing of personal data in accordance with EU Regulation No. 679/2016 for any purpose related to activities related to the acceptance of the application.*



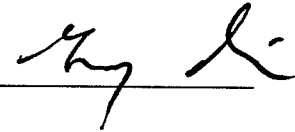
**LIST OF ADMINISTRATIVE AND SUPERVISORY POSITIONS  
HELD AT OTHER COMPANIES**

COMPANY	TAX CODE	HEADQUARTERS
Teradyne, Inc.	042272148	600 Riverpark Drive, 01864, North Reading, Massachusetts

Place: North Reading, Massachusetts, USA

Date: November 14, 2024

In faith,

Signature: 

# GREG SMITH

Gregory.smith@teradyne.com | (508) 308-6972

## Experience

### Teradyne

*President and CEO | February 2023 – Present*

*President – Industrial Automation Group | October 2020 – July 2022*

*President – Semiconductor Test | February 2016 – October 2020*

*Business Unit Manager | September 2007 – February 2016*

*Marketing Manager | January 2006 – September 2007*

### LTX

*VP – SOC Business Unit | May 2003 – October 2005*

- Developed business plans for high performance digital and mixed signal test equipment and services.
- Established and managed Business Unit P&L with top line quarterly revenues from \$20m to \$50m.
- Improved product margins from 20% to 35% through introduction of new products and entry into higher margin market segments.
- Directly managed relationships with major customers in North America, Taiwan and Korea.
- Established corporate reputation as market leader in data communications test, through the development of a differentiated product portfolio and strategic applications.

*VP Product Development | April 2001 – May 2003*

- Managed annual R&D Budget of \$60m.
- Led design centers in Massachusetts and California including a staff of 250.
- Managed design of CMOS and GaAs custom ICs, object-oriented software, digital & mixed technology instruments, product & mechanical design, thermal management & power control systems.
- Led the development of the Fusion HFi. Reduced component count by >75% and product footprint by >50%. Delivered within 8 months of first silicon, and within budget.
- Led development of fully integrated 12 Gbps data communications analyzer. Located 5 times closer to the device under test than competing solutions, this product enabled more than 6 new customer wins.
- Outsourced ASIC development, PWB layout. Developed offshore (India) capability to provide sustaining software engineering support.
- Created a structured product development process. This process decreased average product development cycle time from greater than 12 months to less than 6 months.



### *Applications Engineering and Management | December 1994 – April 2001*

Held the following positions:

- Director, Applications Technology (March 2000 – April 2001): Managed 30 applications engineers in 2 locations. Managed the development applications hardware and techniques for emerging device technologies, including GSM, Wireless Networking, WAN/LAN and power devices.
- Manager, Multimedia Applications (October 1997 – March 2000): Managed group of 15 engineers developing applications solutions for Mass Storage and networking Devices.
- Principal Engineer (December 1994 – October 1997): Developed techniques, authored application notes and presented at User Conferences. Received best paper awards at two User Conferences.

### **Raytheon Company**

#### *Test Equipment Design and Management | July 1985 – December 1994*

Held the following positions:

- Section Manager, Test Systems Design (1992 – 1994): Design Engineering manager for MILSTAR Test Equipment Program. Included development of 8 test systems and 117 test programs with a budget of \$25m. Managed staff of up to 40 engineers and support staff. Managed customer interface with Air Force procurement staff.
- Production Test Director, MILSTAR Program (1991 – 1992): Led a team of 15 engineers providing 24/7 engineering support for production test.
- Group Leader (1988 – 1991): Led a team of 15 engineers developing 42 test programs for USAF.
- Lead Engineer (1987 – 1988): Developed single board 80186 based serial communications tester.
- Engineer (1985 – 1987): Developed test systems for laser velocimeter, phased array radar, satellite communications products.

### **Education**

#### **Worcester Polytechnic Institute**

##### *Electrical Engineering | September 1985*

Completed Master's level course work in:

- Phase Locked Loops
- Digital Signal Processing
- State Space Analysis
- Computer System Design

#### **University of Pennsylvania**

##### *BSEE, Electrical Engineering | September 1981 – May 1985*