



**EXPLANATORY REPORT OF THE BOARD OF
DIRECTORS ON ITEM NO. 3 ON THE AGENDA -
ORDINARY SHAREHOLDERS' MEETING
APRIL 23, 2026**



Technoprobe SpA
Registered office Via Cavalieri di Vittorio Veneto, 2 23870, Cernusco Lombardone (LC)
Share capital Euro 6,532,608.70 fully paid in
Fiscal Code and Registration Number in the Como-Lecco Company Register
no. 02272540135 - REA LC-283619

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3. *Approval pursuant to Article 114-bis of Legislative Decree 58/1998 of the incentive plan called "Restricted Shares Plan 2026/2029".*

Website

www.technoprobe.com- "Governance/Shareholders' Meetings" section

Approved by the Board of Directors on March 18, 2026

Courtesy translation This document has been translated into English from the Italian original solely for the convenience of international readers. In case of discrepancy between the Italian language original text and the English language translation, the Italian version shall prevail.

REPORT OF THE BOARD OF DIRECTORS TO THE ORDINARY MEETING

Dear Shareholders,

we make available to you, at the registered office and on the *website* of Technoprobe S.p.A. ("**Technoprobe**" or the "**Company**") at the address www.technoprobe.com the "*Governance/Shareholders' Meetings*" section and at the authorized storage mechanism called "eMarketStorage" (www.emarketstorage.it), pursuant to Article 125-*ter* of Legislative Decree no. 58 of 24 February 1998 as amended (the "**TUF**") and Article 84-*ter* of Consob Regulation no. 11971 of 14 May 1999 as amended (the "**Issuers' Regulation**"), an explanatory report on the item 3 on the agenda of the Shareholders' Meeting convened for **23 April 2026 at 3 p.m.** in single call.

Item no. 3 on the agenda – Approval pursuant to Article 114-bis of Legislative Decree 58/1998 of the incentive plan called "Restricted Shares Plan 2026/2029".

In relation to the third item on the agenda, the Board of Directors, with the support and opinion of the Nomination and Remuneration Committee, resolved to submit to the Ordinary Shareholders' Meeting the approval, pursuant to Article 114-*bis*, paragraph 1, of the TUF, of an incentive plan called "Restricted Shares Plan 2026/2029", aimed at the persons identified by the Board of Directors of Technoprobe, having heard the opinion of the Nomination and Remuneration Committee, among the Directors with delegated powers, the Managers with Strategic Responsibilities, as well as the other employees with strategic roles of the Company or of its subsidiaries, to be submitted, pursuant to art. 114-*bis* of the TUF, to the approval of the Technoprobe Shareholders' Meeting, which will be called for 23 April 2026 (in a single call) (the "**2026/2029 Restricted Shares Plan**" or the "**Plan**").

The 2026/2029 Restricted Shares Plan provides that the beneficiaries identified by the Company will be assigned certain rights free of charge – conditional, free of charge, non-transferable *inter vivos* and not subject to constraints or other acts of disposal for any reason – to the free allocation of shares by the Company under certain conditions. With the implementation of the Plan, the Company intends to align the interests of the beneficiaries of the Plan with those of the shareholders, as well as to ensure the balancing of the remuneration *pay-mix* (relative weight of fixed remuneration, short-term and long-term variable remuneration), in line with market practices, through a remuneration tool useful for the attraction and retention of key resources.

The 2026/2029 Restricted Shares Plan is divided into three *vesting periods*, each lasting two years, according to a so-called attribution logic *rolling*: January 1, 2026 – December 31, 2027; January 1, 2027 – December 31, 2028; and January 1, 2028 – December 31, 2029. It is also provided for certain beneficiaries, at the end of the *vesting* period, of a lock-up period for a certain period of time.

The assignment of the relevant number of shares to the individual beneficiary is subject to the maintenance, during the *vesting* period, by the beneficiary of the management and/or employment relationship with the Company or one of the subsidiaries on an ongoing basis.

For a description of the 2026/2029 Restricted Shares Plan, please refer to the information document prepared pursuant to Article 114-*bis*, paragraph 1, of the TUF, Article 84-*bis* and Annex 3A, Schedule 7 of the Issuers' Regulation.

The information document relating to the Plan is reported in full in the annex.

In light of the above, we therefore submit the following resolution proposals for your approval:

"The Ordinary Shareholders' Meeting of Technoprobe S.p.A.,

- having taken note of the explanatory report of the Board of Directors;

- having examined the information document prepared pursuant to Article 114-bis of the TUF and Article 84-bis of the Issuers' Regulation (the "**Information Document**")

resolves

- 1) *to approve pursuant to and for the purposes of art. 114-bis of the TUF, sharing the reasons, the adoption of a plan for the free assignment of rights to receive ordinary shares of the Company called the 2026-2029 Restricted Shares Plan, reserved for the persons identified by the Board of Directors of Technoprobe, having heard the opinion of the Nomination and Remuneration Committee, among the Directors with proxies, the Executives with Strategic Responsibilities, as well as other employees with strategic roles of the Company or its subsidiaries, under the terms, conditions and methods of implementation described in the Information Document;*
- 2) *to confer on the Board of Directors, with the express power of sub-delegation, all the broadest powers necessary or appropriate to instruct and fully implement the 2026/2029 Restricted Shares Plan, including, by way of example but not limited to, the power to:*
 - a. *identify the beneficiaries of the 2026/2029 Restricted Shares Plan and determine the amount of the incentive and, consequently, the number of shares to be assigned, modify the performance conditions to which the allocation of shares is subject in the cases provided for in the 2026/2029 Restricted Shares Plan, exercise all the powers and functions attributed to the Board of Directors by the 2026/2029 Restricted Shares Plan and take the related decisions;*
 - b. *to draw up and approve the rules of the 2026/2029 Restricted Shares Plan and to make any amendments and/or additions to it deemed necessary and/or appropriate in the event of extraordinary transactions on the Company's capital and/or legislative or regulatory amendments affecting the Company and/or its subsidiaries, in order to keep unchanged, within the limits permitted by the regulations applicable from time to time, the substantial and economic contents of the 2026/2029 Restricted Shares Plan;*
 - c. *provide information to the market, the drafting and/or finalization of any necessary or appropriate document in relation to the 2026/2029 Restricted Shares Plan, pursuant to applicable laws and regulations, as well as, in general, the execution of these resolutions."*