



Technoprobe S.p.A.
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BOARD OF DIRECTORS AND BOARD OF STATUTORY AUDITORS' DIVERSITY POLICY

pursuant to Article 2, Recommendations No. 8 of the Corporate Governance Code

Traditional management and control model

Issuer: Technoprobe S.p.A.

(hereinafter also referred to as "Technoprobe" or "Company")

Website

www.technoprobe.com - "Governance/Corporate Documentation" section

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



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1. GENERALITY

1.1 Purpose and scope

The purpose of this document is to define the principles and guidelines adopted by Technoprobe S.p.A. (hereinafter "**Technoprobe**" or the "**Company**") regarding the diversity of its Corporate Bodies, with reference to age, seniority, gender, competences and independence.

This document (the "**Policy**" or the "**Diversity Policy**") takes the form of a "Policy" and applies to the members of Technoprobe's Corporate Bodies.

Technoprobe recognizes that greater diversity in the composition of the Corporate Bodies is a value to be preserved and promoted in order to guarantee a constructive discussion with heterogeneous points of view and opinions on the issues addressed.

Diversity in terms of gender, age, educational and managerial profiles guarantees the critical sense that fuels a collaborative discussion among members, thus improving the management of Technoprobe's organization and activities.

This Policy outlines the guidelines currently adopted by Technoprobe to ensure an appropriate level of diversity within its governance, with the goal of:

- (i) fostering a rich and effective exchange of views among Board members that delivers additional value in performing Board functions and activities;
- (ii) ensuring a better understanding of diversity needs by the stakeholders;
- (iii) encouraging an adequate turnover of members of the Corporate Bodies;
- (iv) ensuring a thoughtful and conscious reasoning around strategic and management decisions.

Indeed, as stated in Directive 2014/95/EU, "*Diversity of competences and views of the members of administrative, management and supervisory bodies [...] facilitates a good understanding of the business organization and affairs [...]. It enables members of those bodies to constructively challenge the management decisions and to be more open to innovative ideas, addressing the similarity of views of members, also known as the 'group-think' phenomenon. It contributes thus to effective oversight of the management and to successful governance [...]. It is therefore important to enhance transparency regarding the diversity policy applied. This would inform the market of corporate governance practices and thus put indirect pressure on undertakings to have more diversified boards*".

This Policy has been drafted, taking into account the nature and complexity of the Company's business, the environmental and social context in which the Company operates, the experience gained by the Board of Directors itself with regard to the activities and the way in which the Board and its intra-Board committees operate, as well as the findings of the self-assessment processes conducted over time.

1.2 Reference legislation

This section lists the regulatory references (internal and external) considered in the definition of the Diversity Policy of Technoprobe's Corporate Bodies.

National regulations and guidelines

- Legislative Decree No. 231/2001 (Administrative responsibility of legal entities) and subsequent amendments and additions;
- Law no. 120/2011 ("Golfo-Mosca") on gender balance in the bodies of listed companies;



- Legislative Decree No. 254/2016”, implementing Directive 2014/95/EU of the European Parliament and of the Council on the communication of non-financial information and information on diversity, with particular reference to Article 10 of the Legislative Decree No. 254/2016 with provisions on diversity;
- Legislative Decree No. 58/1998 (Consolidated Law on Finance - “TUF”);
- “Codice di Corporate Governance” (Corporate Governance Code) for listed companies of the Italian Stock Exchange (Borsa Italiana – 2020);

International regulations and guidelines

- Directive 2014/95/EU of the European Parliament regarding the disclosure of non-financial and diversity information by certain large undertakings and groups;

Relevant corporate regulations

- Technoprobe’s By-Laws;
- Code of Business Conduct of Technoprobe SpA and of the Group;
- Model 231 of Technoprobe SpA.

1.3 Approval of the policy and subsequent review

This Policy has been approved by the Board of Directors of Technoprobe S.p.A. on February 26, 2024, following the favourable opinion of the Appointment and Remuneration Committee.

The Policy shall be reviewed at least annually to ensure that it is updated with respect to any amendments and developments that may occur in applicable legislation, market and best practices.

2. REFERENCE PRINCIPLES

This Policy is inspired by the following principles:

- Diversity and inclusion: enhancing and improving the diversity of gender, age, ethnicity, socioeconomic background, country of origin, nationality, experience, and skills as a distinctive element in response to the growing challenges of the market in which Technoprobe operates, including diversity within its administration, management and corporate bodies, in compliance with the regulatory requirements imposed for a listed company;
- Training and promotion of the sustainability culture: accountability for the impact of daily activities with regards to relevant social, environmental and governance issues, through mandatory training plans and awareness-raising initiatives aimed at the Group's people, corporate bodies and stakeholders;
- Transparency and compliance with current regulations: alignment with the legal provisions for listed companies as well as with the relevant regulations including the TUF and the Corporate Governance Code for listed company.

3. GOVERNANCE

3.1 ROLES AND RESPONSABILITIES

The Company's Board of Directors (hereinafter also referred to as the “**BoD**”) is the body responsible for establishing the criteria and recommendations with regards to Board Diversity and for their application. Specifically:



- It defines and adopts the principles and guidelines regarding the Diversity of Corporate Bodies included in this Policy;
- It monitors the application of this Policy and updates it in order to ensure that it is up-to-date with respect to developments in applicable legislation, to the market and relevant best practices.

The Policy is reviewed at least every three years to ensure that it is up-to-date with regard to any amendments and developments that may occur in the applicable legislation, market and best practices.

4. GUIDELINES ON DIVERSITY IN TECHNOPROBE'S CORPORATE BODIES

4.1 Composition of the board of directors

In order to ensure an optimal Board composition in terms of diversity aspects, Technoprobe adopts the following.

4.1.1 Age and seniority

Technoprobe recommends that shareholders propose as members of Board of Directors people from different age groups, some of whom with a higher seniority, as director or statutory auditor, in order to ensure a proper balance between continuity and change.

4.1.2 Gender

In compliance with the provision art. 147-ter, paragraph 1-ter, of the TUF, at least two-fifths of the members of the Board of Directors belong to the less represented gender, except for the case of the first renew after the listing of the Company in which it is requested that at least one-fifth of the Board of Director is constituted by directors belonging to the less represented gender, pursuant to article 1 paragraph 304 of Law 27 December 2019, no. 160.

According to article 19 of the By-laws, during the period of application of the legislation in force, including the regulations pro tempore on the subject of gender balance and in compliance with the relevant provisions of the codes of corporate governance possibly adopted by the Company, any list containing a number of candidates greater than 3 (three) must include a number of candidates who represent at least the minimum percentage required by the laws and regulations in force at the time or by the aforementioned codes of corporate governance adopted by the company as specified in the notice of the relevant shareholders' meeting.

Technoprobe promotes the value of gender diversity in every corporate position of the company, from representative bodies to top management and employees.

4.1.3 Professional and managerial competences and educational profile

Board of Directors is constituted by members with diversified and complementary professional profiles, who together guarantee that the management body has adequate expertise in the economic-financial field, accounting, technical-scientific sector (with specific reference to the semiconductor field), IT, organizational and internal control and risk management systems, as well as knowledge of the relevant legislative and regulatory framework.

In line with the recommendations of the Corporate Governance Code (in particular, Recommendations 26 and 35) with regard to the composition of the intra-Board Committees: (a) at least one member of the Board of Directors should have adequate knowledge and experience in financial matters or remuneration policies; and (b) at least one member of the Board of Directors should have adequate knowledge and experience in financial matters or remuneration policies.



Technoprobe commits to promote the diversification of experiences and competences within the Company's administration, management and control bodies, in compliance with the regulatory requirements imposed on a listed company.

4.1.4 Independence

Technoprobe ensures that at least one-third of the members of the Board of Directors is constituted by independent directors, to guarantee the appropriate composition of the interests of all shareholders, both majority and minority. If such proportion corresponds to a non-integer number, it shall be rounded pursuant to the following criteria: rounding is done to the lower unit where the decimal place is less than 5; conversely, rounding is done to the higher unit where the decimal place is 5 or more.

In any case, pursuant to the TUF, regardless of the aforesaid criteria, where the BoD is composed of up to seven members, at least one director shall be independent, while where the BoD is composed of eight or more members, at least two directors shall be independent.

4.2 Composition of Board of Statutory Auditors

In order to ensure an optimal composition of the Board of Statutory Auditors with regard to diversity aspects, BoD adopts the following guidelines.

4.2.1 Age and seniority

The Board of Directors recommends that shareholders consider candidates of different age groups for the role of Statutory Auditors.

The Board of Directors also recommends that shareholders consider for the role of Statutory Auditor candidates who can ensure a proper balance between continuity and change in the composition of the Board of Statutory Auditors.

4.2.2 Gender

In compliance with the provision art. 148, paragraph 1-bis, of the TUF, at least two-fifths of the members of the Board of Statutory Auditors belong to the less represented gender, except for the case of the first renew after the listing of the Company in which it is requested that at least one-fifth of the members of the Board of Statutory Auditors is constituted by auditors belonging to the less represented gender, pursuant to article 1 paragraph 304 of Law 27 December 2019, no. 160.

The above-mentioned criteria applies for both the statutory auditors and the alternate auditors.

The Board recommends that the gender balance is also respected within the lists for both the statutory auditor candidates and the alternate auditors, where the number of candidates is greater than two.

4.2.3 Professional and managerial competences and educational profile

The Articles of Association require that Statutory Auditors must meet the requirements of honourableness and professionalism established by the applicable regulations.

For the purposes of Article 1(2)(b) and (c) of Ministry of Justice Decree No. 162 of 30 March 2000, which establishes the requirements of professionalism and honourableness, matters pertaining to the Company's of the Company's activities, subjects relating to commercial law and tax law, business economics and corporate finance, as well as matters pertaining to the Company's field of activity, shareholders are asked, when appointing the Board of Statutory Auditors, to deposit, together with the lists, the curriculum vitae of each candidate, containing exhaustive information on the professional characteristics professional characteristics and skills acquired.



4.2.4 Independence

The Statutory Auditors must meet independence requirements as stated by the applicable regulations.

5. DIFFUSION

This Diversity Policy is provided to all internal and external stakeholders who request it and is available on Technoprobe's website.