

<p>Informazione Regolamentata n. 20053-17-2023</p>	<p>Data/Ora Ricezione 22 Marzo 2023 14:48:06</p>	<p>Euronext Star Milan</p>
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Societa' : TINEXTA

Identificativo : 173888

Informazione  
Regolamentata

Nome utilizzatore : TINEXTANSS01 - MASTRAGOSTINO

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Diffusione presunta

Oggetto : Ordinary Shareholders' Meeting Notice

<p><i>Testo del comunicato</i></p>
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Vedi allegato.

**TINEXTA S.p.A.**

Registered Office in Rome, Piazza Sallustio no. 9  
 Share capital subscribed and paid-up: €47,207,120.00,  
 divided into 47,207,120 ordinary shares  
 Tax code and Rome Register of Companies no.: 10654631000  
 Rome Economic and Administrative Index: 1247386

**ORDINARY SHAREHOLDERS' MEETING NOTICE**

The Shareholders entitled to participate and exercise voting rights are called to the Ordinary Shareholders' Meeting in Milan, at the office of Notary Marchetti, Via Agnello 18, on 21 April 2023 at 11.30 a.m. in a single call, to discuss and resolve on the following

**AGENDA**

1. Approval of the Financial Statements as at 31 December 2022, accompanied by the Report of the Board of Directors on management, the Report of the Board of Statutory Auditors and the Report of the Independent Auditing Company. Presentation of the consolidated financial statements as at 31 December 2022 and the consolidated non-financial disclosure pursuant to Italian Legislative Decree no. 254 of 30 December 2016, for the 2022 financial year. Related and consequent resolutions.
2. Allocation of financial year profit and dividend distribution proposal. Related and consequent resolutions.
3. Report on the Remuneration Policy for the year 2023 and on Remuneration Paid for the year 2022:
  - 3.1 approval of the first section of the report pursuant to article 123-ter, paragraphs 3-bis and 3-ter, of Italian Legislative Decree no. 58/1998;
  - 3.2 resolutions on the second section of the report, pursuant to article 123-ter, paragraph 6, of Italian Legislative Decree no. 58/1998.
4. Integration of the Board of Statutory Auditors through the appointment of an Alternate Auditor. Related and consequent resolutions.
5. Authorisation to purchase and sell treasury shares in accordance with and for the effects of Articles 2357 et seq. of the Italian Civil Code, as well as Article 132 of Italian Legislative Decree no. 58 of 24 February 1998 and Article 144-bis of the CONSOB Regulation adopted with resolution no. 11971/1999 as amended, subject to prior revocation of the authorisation granted by the Shareholders' Meeting of 28 April 2022, for the part not executed. Related and consequent resolutions.
6. Approval of a plan based on ordinary shares of Tinexta S.p.A. called "2023-2025 Performance Shares Plan" pursuant to art. 114-bis of Italian Legislative Decree no. 58 of 24 February 1998. Related and consequent resolutions.

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**PROCEDURES FOR CONDUCTING THE SHAREHOLDERS' MEETING PURSUANT TO ITALIAN DECREE LAW NO. 18 OF 17 MARCH 2020**

In accordance with the provisions of article 106, paragraph 4 of Italian Decree Law no. 18 of 17 March 2020, on "*Measures to strengthen the National Health Service and economic support for families, workers and businesses affected by the COVID-19 epidemiological emergency*" (the "**Cura Italia Decree**"), as transposed with amendments and whose application has most recently been extended by Italian Decree Law no. 198 of 29 December 2022, converted with amendments by Italian Law no. 14 of 24 February 2023, the intervention of those with voting rights at the Shareholders' Meeting may only take place through the representative appointed pursuant to article 135-undecies of Italian Legislative Decree no. 58/98 as amended and supplemented (the "**Consolidated Finance Act**") or Computershare S.p.A., with registered office in Rome, Via Monte Gilberto 33 - (the "**Designated Representative**"), in compliance with the provisions of the law and the regulations in force, as further specified below.

The procedures for conducting the Shareholders' Meeting may be supplemented, modified and communicated well in advance.

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## SHARE CAPITAL AND VOTING RIGHTS

On the date of this meeting notice, pursuant to article 5 of the Articles of Association, the share capital, subscribed and paid-up, of Tinexta S.p.A. (the "**Company**") is €47,207,120.00, subdivided into 47,207,120 ordinary shares with no indicated nominal value; each ordinary share confers the right to vote in the Company's ordinary and extraordinary shareholders' meetings. No shares of a category other than ordinary shares have been issued. The shares are indivisible.

As an exception to the general rule by which each share is entitled to one vote, pursuant to article 5 of the Articles of Incorporation, in compliance with article 127-*quinquies* of the Consolidated Finance Act, each share held by the same subject for a continuous period of at least 24 months from the date of its registration on the specifically created Special List, shall be assigned 2 votes. As of today, a number of shareholders have registered in the Special List in order to establish their right to the loyalty shares; however, none of the shareholders is entitled to said benefit. The list of shareholders that as of 12 April 2023 (record date) have asked to be registered in the aforementioned special list will be published on the Company's Internet website according to the terms set out in art. 85-*bis* of the regulation adopted with Consob decision no. 11971 of 14 May 1999, as subsequently amended and supplemented (the "**Issuers' Regulations**").

The Company holds 1,600,247 treasury shares, equal to 3.39% of the share capital, whose right to vote is suspended pursuant to article 2357-*ter*, paragraph 2, of the Italian Civil Code. However, treasury shares are included in the share capital for the purposes of calculating the shares required for the establishment and for the resolutions of the Shareholders' Meeting.

## ENTITLEMENT TO PARTICIPATE AND EXERCISE OF VOTING RIGHTS

Pursuant to article 83-*sexies* of the Consolidated Finance Act, entitlement to participate in the Shareholders' Meeting and exercise voting rights – which can take place exclusively by designated representative – is subject to the Company's receipt of the notification, which each entitled party must request to its depositary intermediary, issued by a qualified intermediary in accordance with applicable rules, on the basis of evidence of own accounting records relating to the end of the record date of the seventh open market day prior to the date of the Shareholders' Meeting on single call, i.e. **12 April 2023** (the "*Record Date*"). Credit and debit entries made after said date are not relevant for the purposes of entitlement to exercise voting rights at the Shareholders' Meeting. Therefore, anyone holding shares only after that date will not have the right to participate or vote at the Meeting, and therefore, may not delegate (or sub-delegate) the Designated Representative.

Pursuant to article 83-*sexies*, paragraph 4, of the Consolidated Finance Act, intermediaries' notifications must reach the Company by the end of the third open market day prior to the date fixed for the a combined (ordinary and extraordinary) Shareholders' Meeting (i.e. by **18 April 2023**). Moreover, the entitlement to participate, attend and vote remains valid, if the notifications reach the Company after the aforementioned deadline, provided that they arrive before the work of the Shareholders' Meeting has begun. Please be reminded that notification to the Company is made by the intermediary, at the request of the party with the right.

Postal or electronic voting procedures are not envisaged for this Shareholders' Meeting.

Entitled parties (members of the corporate bodies, the Designated Representative, company representatives, representatives of the Auditing Company and the meeting secretary) may also (or exclusively) participate by means of telecommunication systems that allow identification, in compliance with the applicable regulatory provisions. The Company will provide instructions for participating in the Shareholders' Meeting by audio/telecommunication means to the above-said parties.

## REPRESENTATION AT THE SHAREHOLDERS' MEETING

Pursuant to article 106, paragraph 4, of the Cura Italia Decree, participation in the Shareholders' Meeting by those entitled to vote is allowed exclusively through the Designated Representative (i.e. Computershare S.p.A.) in its role of representative designated by the Company pursuant to article 135-*undecies* of the Consolidated Finance Act.

Shareholders who wish to attend the Shareholders' Meeting must therefore grant the Designated Representative a proxy – with voting instructions – on all or some of the proposed resolutions on the items on the agenda using the specific proxy form available on the Company's website at [www.tinexta.com](http://www.tinexta.com) ("Governance/Shareholder Meeting" <https://tinexta.com/it-IT/company/governance/assemblea-azionisti-2023>).

The proxy form with voting instructions, together with the requested documentation, must be submitted following the instructions on the form itself and on the Company's website by the second trading day prior to the combined (ordinary and extraordinary) Shareholders' Meeting (i.e. by **19 April 2023**) and within the same deadline the proxy and voting instructions may be revoked.

Thus granted, the proxy is effective solely for the proposals for which voting instructions were provided; the Designated Representative shall not cast any vote at the Shareholders' Meeting related to the proposals for which he or she did not receive precise voting instructions.

Shares for which the proxy has been conferred, even in part, are taken into account for the purpose of due constitution of the Shareholders' Meeting. In relation to proposals for which voting instructions have not been provided, the shares are not taken into account for the purpose of calculating the majority and the share of capital required for the approval of resolutions.

Moreover, the Designated Representative may also delegate or sub-delegate pursuant to article 135-*novies* of the Consolidated Finance Act, as an exception to article 135-*undecies*, paragraph 4 of the Consolidated Finance Act using the form, following the methods and deadline given on the mentioned Company's website [www.tinexta.com](http://www.tinexta.com) ("Governance/Shareholders' Meeting" <https://tinexta.com/it-IT/company/governance/assemblea-azionisti-2023>). The proxy must be received by 12.00 a.m. on the day before the meeting (and in any case by the start of the meeting's work). The proxy and the voting instructions may always be revoked in the according to the aforementioned procedure before the aforementioned deadline.

The granting of proxies pursuant to art. 135-*undecies* and art. 135-*novies* of Italian Legislative Decree no. 58/1998 does not involve expenses for the Shareholder, with the exception of transmission/shipping costs.

The Designated Representative will be available for clarification or information at +39 06 4541 7401 or at the e-mail address [ufficiorm@computershare.it](mailto:ufficiorm@computershare.it).

## **INCLUSION OF ITEM ON THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR DELIBERATION BY SHAREHOLDERS HOLDING AT LEAST 2.5% OF THE SHARE CAPITAL**

Pursuant to article 126-*bis* of the Consolidated Finance Act, Shareholders who, including jointly, represent at least one fortieth of the share capital with voting rights may request in writing, within ten days of publication of this notice (i.e. by **1 April 2023**), the integration of the list of matters to be discussed, indicating in the request the further items proposed, or present proposals for deliberation on matters already put on the agenda by this meeting notice. Inclusion on the agenda is not permitted for items deliberated by the Shareholders' Meeting, in accordance with the law, at the proposal of Directors or on the basis of a plan or report prepared by the latter, other than those indicated in article 125-*ter*, paragraph one of the Consolidated Finance Act.

The request for inclusion of an item and further proposals for deliberation must be submitted in writing by the proposing Shareholders, along with the notification attesting the ownership of the aforementioned shareholding, issued by the intermediaries who hold the accounts on which the shares are registered, to the registered office of the Company in Piazza Sallustio no. 9, in Rome, or by certified e-mail to [tinexta@legalmail.it](mailto:tinexta@legalmail.it).

Within the aforementioned time-frame a report must be submitted, by the proposing Shareholders, on the matters that they propose to discuss or on the further proposals for deliberation presented on matters already on the agenda.

Any updated list of matters to be discussed at the Shareholders' Meeting or further proposals for deliberation presented on matters already on the agenda, will be published at least fifteen days prior to the date set for the Shareholders' Meeting (by **6 April 2023**) by the same means of publication as for this notice in order to enable those entitled to vote to express themselves consciously also taking into account such new proposals and to allow the Designated Representative to gather voting instructions on them if necessary.

## **PRESENTATION OF INDIVIDUAL PROPOSALS FOR DELIBERATION (PURSUANT TO ARTICLE 126-BIS, PARAGRAPH 1, PENULTIMATE, OF THE CONSOLIDATED FINANCE ACT)**

Since participation in the Shareholders' Meeting is permitted exclusively through the Designated Representative, for the purposes of this Shareholders' Meeting, in order to make it possible for the interested parties to exercise the right pursuant to art. 126-*bis*, paragraph 1, penultimate sentence, of the Consolidated Finance Act, it is envisaged that those with voting rights may individually submit resolution proposals on the items on the agenda by **6 April 2023** so that the Company can proceed with the their publication.

It is recommended to ensure that said proposals are formulated clearly and completely and submitted in writing to the Company by sending them to the Company's registered office in Piazza Sallustio 9, Rome, 00187, by fax to 06.420.042.50 for the attention of the *Investor Relator* or to the certified e-mail address [tinexta@legalmail.it](mailto:tinexta@legalmail.it). The interested parties must provide information enabling them to be identified and demonstrating their entitlement to exercise voting rights.

The Company will promptly publish (and, in any event by 9 April 2023) the proposals received by the deadline and through the procedures illustrated above in a designated section on the website, so that the voting right holders may view them for the purpose of assigning proxies and/or sub-proxies, with relative voting rights, to the Designated Representative, reserving the right to verify – for the purposes of their publication – their relevance with regard to the items on the agenda, their completeness, their compliance with applicable regulations, as well as the entitlement of the relative proponents.

## **RIGHT TO ASK QUESTIONS BEFORE THE SHAREHOLDERS' MEETING**

Those with voting rights, pursuant to article 127-*ter* of the Consolidated Finance Act, may ask questions about the matters on the agenda, by sending them to the registered office of the Company in Piazza Sallustio no. 9, Rome, 00187, by fax to 06.420.042.50 for the attention of the *Investor Relator* or to the certified e-mail address [tinexta@legalmail.it](mailto:tinexta@legalmail.it). The interested parties must provide information enabling them to be identified and demonstrating their entitlement to exercise voting rights. The questions must reach the Company by the seventh open market day prior to the date of the combined (ordinary and extraordinary) Shareholders' Meeting, i.e. **12 April 2023** (the "*Record Date*"). Voting right entitlement may also be certified after sending the requests provided it is within three days of the seventh day of open market prior to the Shareholder's Meeting, i.e. **15 April 2023**.

Solely the questions pertinent to the items on the agenda will be taken into consideration. In order to facilitate the organisation of the responses, where applicable, please formulate the questions with the reference to the page number of the related Directors' Report or other document made available for the Meeting. As an exception to the minimum deadline required pursuant to article 127-*ter*, paragraph 1-*bis*, of Consolidated Finance Act, in order to enable those entitled to vote to reach informed decisions on the items of the agenda, the questions will be answered by 17 April 2023, after verifying their pertinence and the entitlement of the applicant. so that those entitled to vote may reach informed decisions on the items on the agenda. The Company may provide only one answer to questions with the same content.

We hereby specify that pursuant to the aforementioned art. 127-*ter* of the Consolidated Finance Act, no response to the questions addressed will be due prior to the Shareholder's Meeting if the information requested is already available in the "question and answer" format on a special page that will be set up and can be consulted on the Company's Internet website or when the answer is published on the same Internet website.

## **ALLOCATION OF PROFIT FOR THE YEAR**

Any dividend the Shareholders' Meeting passes resolution on will be paid, in accordance with applicable laws and regulations, starting from 7 June 2023 (payment date) with coupon date of 5 June 2023 (ex date). Those who are shareholders based on evidence from accounts relating to the record date of 6 June 2023 will be entitled to receive the dividend.

## **ITEM NO. 4 ON THE AGENDA**

With reference to point no. 4 on the agenda, please note that, pursuant to art. 20 of the Articles of Association, since it is not a question of appointment of the entire Board of Statutory Auditors, the list vote appointment

procedure does not apply, but the Shareholders' Meeting is called to resolve by relative majority with the specifications indicated therein. Further information in this regard is in any case provided in the specific Report prepared by the Board of Directors, published in the manner and in accordance with the law.

## DOCUMENTATION

The documentation relative to the Shareholder's Meeting - including the detailed report on the issues on the agenda and the complete text of the resolution proposals, as well as the annual Financial Report, the Report of the Board of Statutory Auditors, the Report of the Independent Auditing Company and the non-financial Consolidated Statement as at 31 December 2022 together with information on the total share capital, the forms to be used when voting through the Designated Representative - shall be made available to the public according to the terms and conditions provided by law, with all Shareholders and voting rights holders entitled to obtain a copy thereof.

This documentation will be made available to the public at Tinexta's registered office, on the company website at [www.tinexta.com](http://www.tinexta.com), *Governance/Shareholders' Meeting section* - <https://tinexta.com/it-IT/company/governance/assemblea-azionisti-2023>, as well as at the authorised storage mechanism named e-Market SDIR-Storage.

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This meeting notice is published today, in full, in accordance with art. 125-*bis* of the Consolidated Finance Act on the Company's website ([www.tinexta.com](http://www.tinexta.com), *Governance/Shareholders' Meeting* <https://tinexta.com/it-IT/company/governance/assemblea-azionisti-2023>). and at the eMarket SDIR-Storage storage mechanism, as well as in excerpt form in the daily newspaper "lSole24Ore".

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Rome, 22 March 2023

The Chairman Enrico Salza for the  
Board of Directors

*This English version is made available to provide non-Italian speakers a translation of the original document. Please note that in the event of any inconsistency or discrepancy between the English version and the Italian version, the original Italian version shall prevail.*

Fine Comunicato n.20053-17

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