

**TINEXTA S.p.A.**

Registered office in Rome, Piazzale Flaminio 1/B  
 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 OF CALL**

The Shareholders entitled to participate and exercise voting rights are called to the Ordinary Shareholders' Meeting at 2:30 p.m. on 14 April 2025 in single call, using the mechanisms indicated below, to discuss and pass resolutions on the following

**AGENDA**

1. Approval of the Financial Statements as at 31 December 2024, accompanied by the Report of the Board of Directors (including the consolidated sustainability report, prepared in accordance with the Italian Legislative Decree no 125 of 6 September 2024), the Report of the Board of Statutory Auditors and the Report of the Independent Auditors. Presentation of the consolidated financial statements as at 31 December 2024. 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 2025 and on Remuneration Paid for the year 2024:
  - 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. Authorisation to purchase and sell treasury shares in accordance with and for the effects of Art. 2357 et seq. of the Italian Civil Code, as well as Art. 132 of Italian Legislative Decree no. 58 of 24 February 1998 and Art. 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 23 April 2024, for the part not executed. Related and consequent resolutions.

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**PROCEDURES FOR CONDUCTING SHAREHOLDERS' MEETINGS**

In accordance with Art. 7 of the articles of association (the "**Articles of Association**") of Tinexta S.p.A. ("**Tinexta**" or the "**Company**"), and pursuant to Art. 135-undecies.1 of Italian Legislative Decree 58/1998 as amended and supplemented (the "**Consolidated Finance Act**"), the intervention of those with voting rights at Shareholders' Meeting may only take place through a designated representative appointed pursuant to Art. 135-undecies of the Consolidated Finance Act, through Computershare S.p.A. (the "**Designated Representative**"), in compliance with the provisions of the law and the regulations in force, as further specified below.

Any changes and/or additions to the information contained in this notice of call will be made available promptly through the Company's website and with the other methods envisaged by current legislation.

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**SHARE CAPITAL AND VOTING RIGHTS**

At the date of this notice of call, pursuant to Art. 5 of the Articles of Association, the subscribed and paid-up share capital of Tinexta amounts to Euro 47,207,120.00 divided into 47,207,120 ordinary shares with no indication of the value, of which 20,889,160 with the right to one vote and 26,317,960 which have obtained the increased voting right pursuant to Art. 5 of the Articles of Association, and, therefore, with the right to two votes each. At the date of publication of this notice, the total number of voting rights stands at 73,525,080. The Company holds 1.315.365 treasury shares, equal to 2,786% of the share capital.

## ENTITLEMENT TO PARTICIPATE AND EXERCISE OF VOTING RIGHTS

Pursuant to Art. 83-*sexies* of the Consolidated Finance Act, entitlement to participate in Shareholders' Meetings and exercise voting rights – which can take place exclusively by Designated Representative – is subject to the Company receiving notification, which each entitled party must request from its custodian intermediary, issued by a qualified intermediary in accordance with applicable laws, certifying the ownership of shares on the basis of findings of its accounting records relating to the end of the record date of the seventh open market day prior to the date of the shareholders' meeting in a single call, i.e. **3 April 2025** (the "Record Date"). Credit and debit entries made after said date are not relevant for the purposes of entitlement to exercise voting rights at shareholders' meeting. Therefore, anyone holding shares after that date will not have the right to participate or vote at the Meeting, and therefore, may not issue proxies (or sub-proxies) to the Designated Representative.

Pursuant to Art. 83-*sexies*, paragraph 4, of the Consolidated Finance Act, intermediary notifications must reach the Company by the end of the third open market day prior to the date fixed for the Shareholders' Meeting in single call (i.e. by **9 April 2025**). 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 said shareholders' meeting.

Entitled parties (e.g. members of the corporate bodies, the Designated Representative, representatives of the company, the auditing firm and the secretary of the meeting) may exclusively participate by means of remote connection systems that permit identification. The Company will provide instructions for participating at shareholders' meeting by audio/telecommunication means to the above-said parties.

## REPRESENTATION AT THE SHAREHOLDERS' MEETING

Pursuant to Art. 7 of the Articles of Association and pursuant to Art. 135-*undecies*.1 of the Consolidated Finance Act, participation in 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 Art. 135-*undecies* of the Consolidated Finance Act.

Shareholders who wish to attend 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/Shareholders' Meeting" section).

The proxy form with voting instructions, together with the requested documentation, must be submitted following the instructions on the form and on the Company's website by the end of the second open market day prior to the date of the Shareholders' Meeting in single call (i.e. by **10 April 2025**) and the proxy and voting instructions may also be revoked by the same deadline.

A proxy granted in this manner shall be effective solely for the proposals for which voting instructions were provided; the Designated Representative shall not cast any vote at a Shareholders' Meeting related to the proposals for which has not received precise voting instructions.

Shares for which the proxy has been conferred, even in part, are taken into account for the purpose of the 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 portion of capital required for the approval of resolutions.

Moreover, pursuant to Art. 135-*undecies*.1 of the Consolidated Finance Act, the Designated Representative may also receive proxies or sub-proxies pursuant to Art. 135-*novies* of the Consolidated Finance Act, as an exception to Art. 135-*undecies*, paragraph 4 of the Consolidated Finance Act using the form, following the methods and meeting the deadline detailed on the above-mentioned Company website [www.tinexta.com](http://www.tinexta.com) (section "<https://tinexta.com/it-IT/company/governance/assemblea-azionisti>").

The granting of proxies pursuant to Art. 135-*undecies* and Art. 135-*novies* of the Consolidated Finance Act does not involve expenses for the Shareholder, with the exception of transmission/sending 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 PROPOSED RESOLUTIONS PURSUANT TO ART. 126-BIS, PARAGRAPH 1, CONSOLIDATED FINANCE ACT**

Pursuant to Art. 126-*bis* of the Consolidated Finance Act, Shareholders who, including jointly, represent at least 2.5% of the share capital may request in writing, within ten days of publication of this notice (i.e. by 23 March 2025), the addition of the list of matters to be discussed, indicating in the request the additional items proposed, or present proposed resolutions on matters already put on the agenda by this meeting notice. Adding to the agenda is not permitted for items decided on 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 Art. 125-*ter*, paragraph one, of the Consolidated Finance Act.

The request for inclusion of an item and further proposals for decision 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 Piazzale Flaminio 1/B 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 proposed resolutions presented on matters already on the agenda.

Any updated list of matters to be discussed at the Shareholders' Meeting or further proposed resolutions presented on matters already on the agenda, will be published at least fifteen days prior to the date set for the Shareholders' Meeting (i.e. by **28 March 2025**) by the same means of publication as for this notice in order to enable those entitled to vote to express themselves in a fully informed manner, 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 DECISION PURSUANT TO ARTICLE 135-UNDECIES.1, PARAGRAPH 2, OF THE CONSOLIDATED FINANCE ACT**

Since the participation of shareholders at Shareholders' Meeting is permitted exclusively through the Designated Representative pursuant to Art. 7 of Articles of Association and Art. 135-*undecies*.1 of the Consolidated Finance Act, without the physical participation by shareholders, for the purpose of this Shareholders' Meeting, in order to make it possible for the interested parties to exercise the right pursuant to Art. 135-*undecies*.1, paragraph 2, 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 **30 March 2025** so that the Company can proceed with the their publication.

Said proposals should be formulated clearly and completely and submitted in writing to the Company by sending them to the Company's registered office in Piazzale Flaminio 1/B, Rome, 00196, 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 **1 April 2025**) 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 POSE QUESTIONS BEFORE THE SHAREHOLDERS' MEETING**

Pursuant to Art. 135-*undecies*.1, paragraph 3, of the Consolidated Finance Act, those with voting rights, in favour of which the Company has received the specific communication pursuant to Art. 83-*sexies*, paragraph 1 of the Consolidated Finance Act from an intermediary authorised in accordance with the legislation in force, may pose questions about the matters on the agenda, pursuant to Art. 127-*ter* of the Consolidated Finance Act, solely before the Shareholders' Meeting, by sending them to the registered office of the Company in Piazzale Flaminio 1/B, Rome, 00196, 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 Shareholders' Meeting in single call, i.e. **3 April 2025** (the "*Record Date*"). Voting right entitlement may also be certified after sending the questions provided it is within three days of the seventh open market day prior to the

Shareholder's Meeting, i.e. **6 April 2025**.

The Company reserves the right to provide a single answer to questions with the same content.

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.

Questions received within the deadline indicated above, after verifying their relevance and the legitimacy of the applicant, will be answered at least three days before the Shareholders' Meeting, i.e. by **9 April 2025**, by publication on the Company's website at the address <https://tinexta.com/it-IT/company/governance/assemblea-azionisti>.

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

Any dividend resolved by the Shareholders' Meeting will be paid, in accordance with applicable laws and regulations, starting from 4 June 2025 (payment date) with coupon date of 2 June 2025 (ex date). Those who are shareholders based on evidence from accounts relating to the end of 3 June 2025 (record date) will be entitled to receive the dividend.

## **DOCUMENTATION**

The documentation relative to the Shareholders' Meeting - including the explanatory reports of the items on the agenda and the complete text of the proposed resolutions, 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 set forth 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>, as well as at the authorised storage mechanism named e-Market SDIR-Storage.

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This notice of call 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 section* – <https://tinexta.com/it-IT/company/governance/assemblea-azionisti>) and at the storage mechanism called e-Market SDIR-Storage, as well as in excerpt form in the daily newspaper "lSole24Ore".

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Rome, 13 March 2025

On behalf of the Board of  
Directors

The Chairman Enrico Salza