



**DIRECTORS' EXPLANATORY REPORT TO
THE ORDINARY SHAREHOLDERS'
MEETING OF TINEXTA S.P.A.
CALLED FOR THE DAY OF 14
APRIL 2025 IN SINGLE CALL**

(drafted in accordance with Art. 125-ter of Italian Legislative Decree no. 58 of 24 February 1998, as amended and supplemented, and Art. 84-ter of the regulation adopted by CONSOB resolution no. 11971 of 14 May 1999, as amended and supplemented)

Dear Shareholders,

we are making available to you, at the registered office and on the website of Tinexta S.p.A. (the "**Company**") at www.tinexta.com and through the eMarket Storage authorised storage mechanism, pursuant to Art. 125-ter of Italian Legislative Decree No. 58/98 as amended and supplemented (the "**Consolidated Finance Act**") and Art. 84-ter of CONSOB Regulation No. 11971/1999 as amended and supplemented (the "**Issuers' Regulations**"), a report on the proposals concerning the following subject on the agenda for the ordinary Shareholders' Meeting, called through a single call for 14 April 2025 at 14:30 p.m..

SECOND ITEM ON THE AGENDA

Allocation of financial year profit and dividend distribution proposal. Related and consequent resolutions.

Dear Shareholders,

In regard to the second item on the agenda, you are called to the Shareholders' Meeting to resolve on the allocation of the profit for the year. In particular, the Company's financial statements as at 31 December 2024 show a net profit for the year of EUR 21.311.348,53.

In relation to these profits, we propose to allocate the profit of EUR 21.311.348,53 as follows:

- for EUR 7.543.822,03 to profits carried forward;
- for EUR 13.767.526,50 to distribution of the dividend, amounting to gross EUR 0,30 for each of the ordinary shares that will have right to payment on the *record date* (i.e. 3 June 2025) with the "coupon date" on 2 June 2025 and payment date on 4 June 2025, or for a different total amount that may result from any change to the number of treasury shares in the Company's portfolio at the time of distribution, with the warning that such changes will not have any effect on the amount of the unitary dividend established above, but will be used to increase or decrease the amount assigned to the Reserve for profits carried

Registered office Tinexta SpA

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00196 Rome – Italy
Tel. +39.06.42012631
tinexta.com

VAT number 10654631000
REA Number RM 1247386
Subscribed and paid share
capital €47.207.120,00



In view of the above, the Board of Directors submits for your approval the following proposal:

"The ordinary Shareholders' Meeting of Tinexta S.p.A.,

- *having examined the Financial Statements as at 31 December 2024, in the draft presented by the Board of Directors and accompanied by the respective reports presented by the Board of Directors, Board of Statutory Auditors and Independent Auditors, which record a net financial year profit of EUR 21.311.348,53;*
- *having examined the explanatory report of the Board of Directors;*
-

resolves

- *to allocate the 2024 financial year net profit of Tinexta S.p.A. amounting to EUR 21.311.348,53 as follows:*
 - (i) *for EUR 7.543.822,03 to profits carried forward;*
 - (ii) *for EUR 13.767.526,50 to distribution of the dividend, amounting to gross EUR 0,30 for each of the ordinary shares that will have right to payment on the record date (i.e. 3 June 2025) , after coupon accrual, or for a different total amount that may result from any change to the number of treasury shares in the Company's portfolio at the time of distribution, with the warning that such changes will not have any effect on the amount of the unitary dividend established above, but will be used to increase or decrease the amount assigned to the Reserve for profits carried forward.*
- *to pay the aforementioned 2024 dividend equal to EUR 0,30 per ordinary share - net of any withholdings required by law - from 4 June 2025, the "coupon date" being 2 June 2025 and the record date (that is, the date at which there is entitlement to payment of the dividend, pursuant to Art. 83-terdecies of Italian Law Decree No. 58, 24 February 1998 and Art. 2.6.6, paragraph 2, of the Regulation for Markets organised and managed by Borsa Italiana S.p.A.) being 3 June 2025."*

Rome, 13 March 2025

On behalf of the Board of Directors
Chairman Enrico Salza

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