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Oggetto : Shareholders' Meeting approves 2024 financial statements and dividend distribution of € 0.30 per share

*Testo del comunicato*

Vedi allegato



## PRESS RELEASE

# SHAREHOLDERS' MEETING APPROVES 2024 FINANCIAL STATEMENTS AND DIVIDEND DISTRIBUTION OF € 0.30 PER SHARE

Ordinary Shareholders' Meeting of Tinexta S.p.A. approved:

- the Financial Statement as at 31 December 2024;
- the dividend distribution of € 0.30 per share;
- the first section of the report on remuneration policy and compensation paid pursuant to Art. 123-ter, Para. 3, 3-bis of Italian Legislative Decree No. 58/98 and resolved in a favorable manner on the second section of mentioned report on remuneration paid in 2024, pursuant to Art. 123-ter, Para. 6, of Italian Legislative Decree No. 58/98;
- the authorisation proposal to purchase and dispose of treasury shares.

**14 April 2025** – The Ordinary Shareholders' Meeting of Tinexta S.p.A. ("**Tinexta**" or the "**Company**") held today, by means of video and telecommunication, with shareholders' intervention that took place only through the appointed designated representative, in accordance with Art. 7 of the Articles of Association and Art. 135-undecies.1 of the Italian Legislative Decree No.58/1998 (the "**Consolidated Finance Act**"), approved the Financial Statement as at 31 December 2024, as presented by the Board of Directors on 6 March 2025.

## CONSOLIDATED GROUP RESULTS AS AT 31 DECEMBER 2024

The Consolidated Financial Statement as at 31 December 2024 (including the consolidated sustainability report, drafted in accordance with the Italian Legislative Decree no 125 of 6 September 2024), presented to the Ordinary Shareholders' Meeting as approved by the Board of Directors on 6 March 2025, report the following results (compared to 2023):

- Revenues: €455 million (+15% vs FY 2023)
- Adjusted EBITDA: €111 million (+8% vs FY 2023) with a revenue margin of 24.4%
- Operating profit: €39 million (-25% vs FY 2023)
- Net profit from continuing operations: €25 million (-27% vs FY 2023)
- Adjusted net profit: €50 million
- Adjusted Free Cash Flow of continuing operations: €42 million (vs €57 million as at 31 December 2023)
- Net Financial Indebtedness: €321.8 million (vs €102.0 million as at 31 December 2023) with a leverage ratio (Net Financial Position/Adjusted EBITDA) of 2.79x (proforma<sup>1</sup>)

<sup>1</sup> Includes contribution of Defence Tech's Adjusted EBITDA (from 1 January 2024).



## ALLOCATION OF THE PROFIT OF FINANCIAL YEAR 2024

The Ordinary Shareholders' Meeting has resolved, upon proposal of the Board of Directors, the dividend distribution of gross € 0.30 per share, with the exclusion of treasury shares, for a total of € 13.767.526,50, that will have right to payment on the record date 3 June 2025, with coupon n. 11 date being 2 June 2025 and payment date starting from 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 forward.

The Ordinary Shareholders' Meeting also resolved to allocate the remaining part of the profit of the year for € 7.543.822,03 to profits carried forward.

## REPORT ON THE REMUNERATION POLICY

The Ordinary Shareholders' Meeting having examined the Report on the remuneration policy and compensation paid drafted pursuant to Art. 123-*ter* of the Consolidated Finance Act, Art. 84-*quater* and Annex 3A, Schedule 7-*bis* of CONSOB Regulation No. 11971/1999 (the “**Issuers' Regulations**”) and Art. 5 of the Corporate Governance Code adopted by the Corporate Governance Committee of Borsa Italiana S.p.A., has approved the remuneration policy for year 2025 pursuant to Art. 123-*ter*, Para. 3, 3-*bis* of the Consolidated Finance Act and resolved in a favorable manner, pursuant to Art. 123-*ter*, Para. 6 of the Consolidated Finance Act on remuneration paid in 2024.

## APPROVED THE AUTHORISATION PROPOSAL TO PURCHASE AND DISPOSAL OF TREASURY SHARES

The Shareholders' Meeting, after revocation of the authorisation granted by the Ordinary Shareholders' Meeting of 23 April 2024 for the portion not executed, approved the authorisation to purchase and dispose of treasury shares, pursuant to Article 2357 of the Italian Civil Code and subsequent articles and Article 132 of the Consolidated Finance Act, even in several tranches and on a revolving basis, up to a maximum number that, taking account the ordinary shares of the company held at the time in the Company portfolio and by the subsidiaries, does not exceed overall 10% of the Company's share capital, in accordance with Art. 2357, Para. 3 of the Italian Civil Code. As of today's date, the Company holds 1,315,365 treasury shares, equal to 2.786% of the share capital.

The authorisation to carry out purchase and disposal transactions of treasury shares is aimed at allowing the Company to purchase and sell ordinary shares of the Company, in respect of the EU and domestic legislation in force and permitted market practices recognised by CONSOB, for the following purposes: (i) to dispose of treasury shares to be allocated in service of current and future incentive plans in order to incentivise and retain employees, partners, and directors of the Company, the subsidiaries and/or other categories of persons chosen at the discretion of the Board of Directors; (ii) to implement transactions such as the sale and/or exchange of treasury shares for acquisitions of equity investments, direct or indirect, and/or properties, and/or to enter into agreements with strategic partners, and/or to implement industrial projects or extraordinary finance operations, falling within the targets for expansion of the Company and of the Group; (iii) to carry out subsequent purchase and sale transactions of shares, within the limits of permitted market practices; (iv) to carry out, directly or by way of intermediaries, any stabilisation and/or support operations of the liquidity of the Company's stock in respect of permitted market practices; (v) to set

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up a "stockpile", useful in any future extraordinary financial transactions; (vi) to implement a medium and long-term investment or in any case to grasp the opportunity to make a good investment, in view of the expected risk and return of alternative investments and also through the purchase and resale of shares when considered appropriate; (vii) to use surplus liquid resources.

The duration of the authorisation to purchase treasury shares is fixed for the maximum duration envisaged by applicable legislation.

The authorisation for the disposal of treasury shares is granted without time limits, in the absence of regulatory constraints.

The authorisation provides for the purchases of treasury shares to be carried out in compliance with legislative and regulatory provisions, including those set out in Regulation (EU) 596/2014 and Commission Delegated Regulation 2016/1052, as well as acceptable market practices in force at the time, if applicable. In any case, the purchases must be made: (i) at a price per share that may not deviate downwards or upwards by more than 10% with respect to the reference price recorded by the share in the trading session prior to each individual transaction or in the trading session preceding the date of announcement of the transaction, according to the technical formalities identified by the Board of Directors; and, in any case, (ii) if with orders on the regulated market, at a price that is not higher than the highest price between the price of the last independent transaction and the price of the highest current independent purchase offer present in the trading venue where the purchase is made.

In view of the different purposes that may be pursued by way of transactions on treasury shares, authorisation is granted for purchases to be made, in compliance with the principle of equal treatment of shareholders envisaged by Art. 132 of the Consolidated Finance Act, according to any of the methods set out in Art. 144-bis of the Issuers' Regulations (even by way of subsidiaries), to be identified, each time, at the discretion of the Board of Directors. For any further information on this regard, please refer to the Directors' report published on the Company's website [www.tinexta.com](http://www.tinexta.com), Governance section.

## DOCUMENTATION

The approved Financial Statement and the Consolidated Financial Statement, with the relevant report required by the law, are available at the Company's registered office and on the Company's website [www.tinexta.com](http://www.tinexta.com) "Company/Governance/Shareholders' Meeting" and in "Investor Relations/Financial Calendar and Data". The Shareholders' Meeting minutes and the summary report of the votes will be available within terms and conditions of the law.

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The Manager responsible for preparing the company's financial reports, Oddone Pozzi, declares, pursuant to Art. 154-bis(2) of the Consolidated Finance Act, that the accounting information contained in this press release corresponds to the results in the documents, books, and accounting records.



## TINEXTA SpA

Tinexta is an industrial Group that offers innovative solutions for the digital transformation and growth of companies, professionals and institutions. Listed on the Euronext STAR Milan (MIC: MTAA), it is included in the European Tech Leader index as a high-growth tech company. Based in Italy and present in 12 countries from Europe to Latin America with over 3000 employees, Tinexta is active in the strategic Digital Trust, Cyber Security and Business Innovation sectors. As at 31 December 2024, the Group reported consolidated revenues of € 455 million, Adjusted EBITDA of € 111 million and Net profit of € 25 million.

[tinexta.com](https://tinexta.com) | Stock ticker: TNXT, ISIN Code IT0005037210

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