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Societa' : TINEXTA

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Oggetto : Ordinary Shareholders' Meeting notice of call

Testo del comunicato

Vedi allegato

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 9:30 a.m. on 17 December 2025 in first call, and if necessary at 12:00 p.m. on 19 December 2025, in second call, using the mechanisms indicated below, to discuss and pass resolutions on the following

AGENDA

1. Amendment to the remuneration policy for the year 2025 approved by the Shareholders' Meeting on 14 April 2025, in the section relating to the "2023/2025 LTI Performance Shares Plan" and consequent update of Section I of the "Report on the Remuneration Policy for the year 2025 and on remuneration paid for the year 2024". Related and consequent resolutions.
2. Amendment to the 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 58/1998, with effectiveness subject to approval of the amendment to the remuneration policy for the year 2025, referred to in point 1 above. Related and consequential resolutions.
3. Appointment of the Board of Directors, with effect subject to the conditional resignations received by the Company from the majority of the members of the Board of Directors currently in office. Related and consequent resolutions:
 - 3.1 Determination of the number of members;
 - 3.2 Determination of the term in office;
 - 3.3 Appointment of the Directors;
 - 3.4 Appointment of the Chairperson of the Board of Directors;
 - 3.5 Determination of the total compensation for each year in office of the members of the Board of Directors.

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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 n. 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 first call, i.e. **8 December 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 first call (i.e. by **12 December 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 ("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 first call (i.e. by **15 December 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 (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.

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 17 November 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.

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 **2 December 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 **2 December 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. 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 **4 December 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.

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 first call, i.e. **8 December 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. **11 December 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 **14 December 2025**, by publication on the Company's website at the address <https://tinexta.com/it-IT/company/governance/assemblea-azionisti>.

APPOINTMENT OF THE BOARD OF DIRECTORS

With regard to item 3 on the ordinary agenda, it should be noted that, in accordance with the provisions of the binding contractual agreements signed on 4 August 2025 and concerning, *inter alia*, the sale by Tecno Holding S.p.A., the controlling shareholder of Tinexta, of 17,777,695 shares in the Company (equal to 38.74% of the share capital, net of treasury shares, and equal to 32.66% of the related voting rights, net of treasury shares) to a vehicle ("**BidCo**") wholly owned by Zinc TopCo S.r.l. - a company indirectly controlled by funds and/or investment vehicles managed and/or assisted by Advent International L.P. or its affiliates and by Nextalia SGR S.p.A. (the "**Sale**"), the members of the Company's Board of Directors Caterina Giomi ("**CG**"), Barbara Negro ("**BN**"), Francesca Reich ("**FR**") and Eugenio Rossetti ("**ER**") have tendered their resignations (the "Resignations of CG, BN, FR, ER") with effect from the date of completion (the "Closing") of the Sale, it being understood that the Resignations of CG, BN, FR, ER will be ineffective if the Closing does not take place by 30 April 2026. The Director Paola Generali also resigned (the "**Resignation of PG**") with effect from the earlier of the Closing date and 1 January 2026. Finally, the Director Riccardo Ranalli has resigned (the "**RR Resignation**" and, together with the Resignations of CG, BN, FR, ER, and the PG Resignation, the "**Resignations of the Majority of Directors**") with effect from the Closing date, it being understood that, if the Closing does not take place by 31 December 2025, RR's Resignation will take effect on the earlier of the Closing date (after 31 December 2025) and the different date that will be communicated by the director in writing in a subsequent communication. The effectiveness of the Resignation of the Majority of Directors on the Closing Date is also subject to the delivery to the resigning party by TopCo and BidCo of the letter of discharge and indemnity attached thereto.

In view of the above and in order to allow, upon fulfilment of the conditions for the Resignation of the Majority of Directors to take effect (as detailed in the directors' explanatory report on this item on the agenda), the new Board of Directors to take office without interruption, you are called to resolve, with effect subject to the Resignation of the Majority of Directors, on the appointment of the Board of Directors, in accordance with the procedures set out below. The appointment of the Board of Directors will take place, in accordance with and in the manner established by Article 10 of the Articles of Association, on the basis of lists submitted by the Shareholders, each of which may contain a number of candidates not exceeding the number of Directors to be elected, listed in sequential order.

The lists of candidates must be filed by Shareholders, together with the certification proving they own a sufficient number of Tinexta shares to entitle them to present the list, at least by the twenty-fifth day prior to the date scheduled for the Shareholders' Meeting, in first or single call (i.e., by 22 November 2025) according to the following procedures: (i) at the registered office of the Company in Piazzale Flaminio No. 1/B, in Rome or (ii) via e-mail to the certified e-mail address tinexta@legalmail.it, together with the information that allows the person filing the lists to be identified, also indicating a telephone number. Therefore the Company will make the lists available to the public at least twenty-one days prior to the date of the Shareholders' Meeting (i.e. by 26 November 2025), according to the procedures required by current legislation and regulations. The ownership of the minimum shareholding required for the presentation of the list is determined with regard to the Tinexta shares that are registered to the Shareholder on the day on which the lists are filed with the Company. In order to prove ownership of the number of shares needed to present the lists, the shareholders who present or contribute to the presentation of the lists must submit and/or have delivered to the registered office a copy of the appropriate certification issued by a qualified intermediary pursuant to law by the deadline set for the publication of the lists, i.e. by 26 November 2025.

The shareholders who alone or together with other submitting shareholders form a total of shareholders, as at the date the list is submitted, with voting rights in Shareholders' Meeting resolutions concerning the appointment

of the Board of Directors and Board of Statutory Auditors representing a percentage of stake in the share capital made up of said shares, as subscribed on the date the list is submitted, at least equal to 2.5% are entitled to submit the lists. The shareholders may not submit individually or jointly, nor, as for any other shareholder with the right to vote, may they vote on, not even through a third party or trustee, more than one list. In addition, the Shareholders who: i) belong to the same group (or pursuant to article 93 of the Consolidated Finance Act are in a control relationship with each other or are subject to joint control, even if the controlling party is a physical person), or ii) participate in a shareholders' agreement under article 122 of the Consolidated Finance Act concerning the shares of the company, or iii) participate in such shareholders' agreement and are, pursuant to the law, controlling or controlled by, or subject to a joint control by, one of these participating shareholders, may not submit individually or jointly with others more than one list, nor, as for any other shareholder with the right to vote, may they vote on different lists. The agreements and votes expressed in breach of said prohibition shall not be attributed to any list.

Pursuant to article 10 of the Articles of Association, the Directors must meet all the requirements set forth in all applicable regulations or other provisions in force and in the Articles of Association, and they are re-electable. At least three directors must meet the independence requirements set forth in Art. 148, Par. 3 of the Consolidated Finance Act. Pursuant to the combined provisions of article 10 of the Articles of Association and article 147-ter of the Consolidated Finance Act for the purposes of appointment of the "minority lists", lists with less than three independent directors are also allowed, if that list has a single or two names. Each list must include (identifying them by name) candidates meeting the independence requirements, as set forth in Art. 148, Par. 3 of the Consolidated Finance Act, in a number that cannot be below the minimum specified in the Articles of Association.

The lists with three or more candidates shall also include candidates of different gender, in order to ensure compliance with the regulations in force from time to time on gender balance. Regarding gender balance, the quota to be reserved to the less-represented gender is at least two fifths of the elected Directors, with rounding up to the next whole number in case the number is a fraction.

The lists must be accompanied by the curricula of the candidates containing comprehensive information on the personal and professional characteristics of each of them and signed by the shareholders who submitted them, or their agent, with an indication of their respective identity and the overall percentage interest held on the date of submission. At the time of the submission of the list, the candidates must also lodge the declarations with which they accept their candidacy and declare, under their own responsibility:

- 1) the non-existence of causes for ineligibility for election and incompatibility, as well as the satisfaction of the necessary requirements based on the provisions of current primary and secondary legislation; and
- 2) compliance with the independence requirements as set forth in Art. 148, paragraph 3 of the Consolidated Finance Act.

Lists submitted without the foregoing provisions being observed are considered as not submitted.

Reference is also to be made to the CONSOB Communication No. DEM/9017893 of 26 February 2009, in which Consob recommends that Shareholders other than those who hold, including jointly, a controlling interest or relative majority, should submit a minority list declaring the absence of significant interests referred to in art. 144-quinquies of Consob Regulation no. 11971/1999, to provide the following information in the aforementioned statement:

- (i) any existing relationships, if significant, with Shareholders who hold, including jointly, a controlling interest or relative majority. In particular, it is recommended to indicate among the aforementioned relationships at least those listed in point 2 of the aforementioned CONSOB Communication. Alternatively, the absence of significant relationships must be indicated;
- (ii) the reasons why these relationships were not considered determining factors for the existence of significant interests pursuant to art. 147-ter, third paragraph of the Consolidated Finance Act and art. 144-quinquies of CONSOB Regulation no. 11971/1999, as subsequently amended and supplemented.

For further information on the appointment of the Board of Directors, please refer to Article 10 of the Articles of Association and to the Directors' explanatory report on the items on the agenda, prepared by the Board of Directors pursuant to Article 125-ter of the Consolidated Law on Finance, which will be made available to the public, together with this notice of call, in accordance with the terms and conditions set forth in current legislation.

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, *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, *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 "IlSole24Ore".

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Rome, 6 November 2025

On behalf of the Board of
Directors

The Chairman Enrico Salza

