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Oggetto : THE SHAREHOLDERS' MEETING  
APPROVES THE AMENDMENT TO THE  
REMUNERATION POLICY FOR THE YEAR  
2025 AND THE 2023-2025 LTI  
PERFORMANCE SHARES PLAN

*Testo del comunicato*

Vedi allegato



## PRESS RELEASE

# THE SHAREHOLDERS' MEETING APPROVES THE AMENDMENT TO THE REMUNERATION POLICY FOR THE YEAR 2025 AND THE 2023-2025 LTI PERFORMANCE SHARES PLAN.

BOARD OF DIRECTORS APPOINTED, SUBJECT TO THE CONDITIONAL RESIGNATIONS RECEIVED BY THE COMPANY FROM THE MAJORITY OF THE MEMBERS OF THE CURRENT BOARD OF DIRECTORS.

**Rome, 17 December 2025.** The Ordinary Shareholders' Meeting of Tinexta S.p.A. ("**Tinexta**" or the "**Company**") met today, via video and telecommunication means, with shareholders participating exclusively through their designated Representative, in accordance with the provisions of Article 7 of the Articles of Association and Article 135-*undecies*.1 of Legislative Decree No. 58/1998 (the "**Consolidated Finance Act**").

## REPORT ON THE REMUNERATION POLICY AND LTI PERFORMANCE SHARES PLAN 2023-2025

The Ordinary Shareholders' Meeting approved the proposed amendments to the remuneration policy for the 2025 financial year approved by the Shareholders' Meeting on April 14, 2025, in the part relating to the 2023/2025 LTI Performance Shares Plan (the "**Plan**"), and the consequent update of Section I of the "Report on the 2025 remuneration policy and 2024 remuneration paid" approved by the same Shareholders' Meeting on April 14, 2025, and drawn up in accordance with the provisions of Article 123-*ter* of the Consolidated Finance Act, Article 84-*quater* and Annex 3A, Schedule 7-*bis* of Consob Regulation no. 11971/1999, as amended (the "**Issuers' Regulation**") and Article 5 of the Corporate Governance Code adopted by the Corporate Governance Committee of Borsa Italiana S.p.A..

Consequently, the Ordinary Shareholders' Meeting also approved the amendment of certain provisions of the Plan, which, it should be noted, are aimed, among other things, at introducing the possibility for the Board of Directors - upon the occurrence of certain events, including a change of control over Tinexta – to recognize to the beneficiaries as an alternative to the share allocation the corresponding cash value calculated according to the criteria indicated in the Plan, as well as to proceed with the early allocation of the shares themselves (or the corresponding cash amount) if such events occur at any time prior to their allocation.

## CONDITIONAL APPOINTMENT OF THE BOARD OF DIRECTORS

As announced on 6 November 2025, the members of the Board of Directors Caterina Giomi, Barbara Negro, Francesca Reich and Eugenio Rossetti tendered their resignations with effect from the date



of completion (the “**Closing**”) of the sale by Tecno Holding S.p.A. and Zinc TopCo S.r.l. (“**Zinc TopCo**”), for the purchase of 17,777,695 Tinexta shares by Zinc TopCo (the “**Sale**”), it being understood that the aforementioned resignations will be void if the Closing does not take place by 30 April 2026. On the same date, director Paola Generali also resigned with effect from the earlier of the Closing date and 1<sup>st</sup> January 2026. Finally, on the same date, director Riccardo Ranalli resigned (the “**RR Resignation**” and, together with the resignations of the other directors, the “**Resignation 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 Resignation will take effect on the earlier of the Closing date (after December 31, 2025) and the different date that will be communicated by the Director in writing with subsequent notice.

In view of the above and in order to allow the new Board of Directors to take office without interruption upon the occurrence of the conditions for the effectiveness of the Resignation of the Majority of Directors, the Ordinary Shareholders' Meeting, held today, has therefore appointed the new Board of Directors, based on the two lists of candidates submitted, determining the number of members of the Board of Directors to be 11 - who will remain in office for three financial years, and therefore until the date of the shareholders' meeting called to approve the financial statements for the last financial year of their term of office - and also resolved on the remuneration of the Board. The Board of Directors that will take office upon the effective Resignation of the Majority of the Directors will be composed as follows :

No.	CANDIDATE	
1	Enrico Salza	Chairman - Elected from the list submitted by the majority shareholder Tecno Holding S.p.A.
2	Pier Andrea Chevallard	Director - Elected from the list submitted by the majority shareholder Tecno Holding S.p.A.
3	Francesco Casiraghi	Director - Elected from the list submitted by the majority shareholder Tecno Holding S.p.A.
4	Lorenzo Santulli	Director - Elected from the list submitted by the majority shareholder Tecno Holding S.p.A.
5	Romina Guglielmetti (*)	Independent Director - Elected from the list submitted by the majority shareholder Tecno Holding S.p.A.
6	Francesco Canzonieri	Director - Elected from the list submitted by the majority shareholder Tecno Holding S.p.A.
7	Valentina Pippolo	Director - Elected from the list submitted by the majority shareholder Tecno Holding S.p.A.
8	Mariafrancesca De Leo (*)	Independent Director - Elected from the list submitted by the majority shareholder Tecno Holding S.p.A.
9	Elena Vasco	Director - Elected from the list submitted by the majority shareholder Tecno Holding S.p.A.
10	Maria Letizia Ermetes (*)	Independent Director - Elected from the list submitted by a group of minority shareholders
11	Marco Taricco (*)	Independent Director - Elected from the list submitted by a group of minority shareholders

(\*) Indicates directors who have declared that they meet the independence requirements established by Tinexta's articles of association and by the combined provisions of Articles 147-ter, paragraph 4,



and 148, paragraph 3, of the Consolidated Finance Act, as well as Article 2 of the Corporate Governance Code.

It should be noted that the list submitted by the majority shareholder Tecno Holding S.p.A., which holds 55.75% of the Company's share capital, obtained 86,04% of the votes, while the list submitted by the group of minority shareholders - who together hold 8.97030% of the Company's share capital – obtained 13,84% of the votes.

The Shareholders' Meeting also appointed as Chairman of the Board of Directors Mr. Enrico Salza.

The CVs of the Directors and other documentation required by current legislation are available on the Internet website [www.tinexta.com](http://www.tinexta.com) in the "Governance/Shareholders' Meeting" section.

To the best of the Company's knowledge, Director Enrico Salza holds 5,000 Tinexta ordinary shares and Director Pier Andrea Chevallard holds 10,615 Tinexta ordinary shares.

It should also be noted that the resolutions adopted regarding the appointment of the Board of Directors shall be deemed definitively ineffective if the Sale has not been completed by April 30, 2026.

Finally, it should be noted that following the appointment of the new Board of Directors, which will take effect from the Closing, the new Board of Directors will meet to resolve, *inter alia*, on (i) the appointment of the Chief Executive Officer, (ii) the verification of the absence of causes of ineligibility, forfeiture, and incompatibility and the possession by all directors of the integrity requirements established by current legislation, as well as the existence of the independence requirements for directors who have declared that they meet such requirements, and (iii) the appointment of the members of Company's Committees.

The minutes of the Shareholders' Meeting and the summary report of the votes will be made available in accordance with the procedures and terms established by law.

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This press release is available on the Company's website [www.tinexta.com](http://www.tinexta.com) in the "Media/Press Releases" section, as well as on the authorized storage mechanism "eMarket STORAGE" ([www.emarketstorage.com](http://www.emarketstorage.com)).



## TINEXTA SpA

Tinexta is an industrial group that offers innovative solutions for the digital transformation and growth of businesses, professionals, and institutions. Listed on 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 across Europe and Latin America with over 3,000 employees, Tinexta is active in the strategic sectors of Digital Trust, Cybersecurity, and Business Innovation. As of December 31, 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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