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Societa' : TINEXTA

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Oggetto : CANCEL AND REPLACE - COMMUNICATION  
RELEASED ON BEHALF OF AND AT THE  
REQUEST OF ZINC BIDCO S.P.A. AND  
TECNO HOLDING S.P.A.

*Testo del comunicato*

Correzione refuso cognome di un consigliere

**COMMUNICATION RELEASED BY TINEXTA S.p.A. ON BEHALF OF AND AT THE REQUEST OF ZINC BIDCO S.p.A. AND TECNO HOLDING S.p.A.**

**Completion of the change of control of Tinexta S.p.A. in favour of Zinc BidCo S.p.A., a company indirectly controlled by investment funds managed by Advent International L.P. and Nextalia SGR S.p.A.**

**The new Board of Directors appointed on 17 December 2025 has taken office**

**Launch of a mandatory tender offer by Zinc BidCo S.p.A. on the remaining shares of Tinexta S.p.A., for a consideration equal to Euro 15.00 per share, aimed at delisting**

**30 December 2025** – Following the communications made to the market on 5 August 2025, 7 August 2025 and 24 December 2025, it is hereby announced that, on the date hereof, Zinc BidCo S.p.A. (“**Zinc BidCo**” or the “**Offeror**”), a company indirectly controlled by investment funds managed by Advent International L.P. and Nextalia SGR S.p.A., completed the acquisition of a stake in Tinexta S.p.A. (“**Tinexta**” or the “**Company**”) equal to 38.74% of the share capital (net of treasury shares) and 32.66% of the related voting rights (net of treasury shares) at a price equal to Euro 15.00 per share (the “**Transaction**”) pursuant to the sale and purchase agreement signed with Tecno Holding S.p.A. and disclosed to the market on 5 August 2025.

As a result of the completion of the Transaction, (i) the resignations of directors Caterina Giomi, Barbara Negro, Francesca Reich, Eugenio Rossetti, Paola Generali and Riccardo Ranalli became effective, and (ii) the new Board of Directors of Tinexta, appointed by the Shareholders’ Meeting on 17 December 2025, took office, with effect subject to the closing of the Transaction.

The new Board of Directors is composed of Enrico Salza (Chairman), Pier Andrea Chevallard, Francesco Casiraghi, Lorenzo Santulli, Romina Guglielmetti (independent director), Francesco Canzonieri, Valentina Pippolo, Mariafrancesca De Leo (independent director), Elena Vasco, Maria Letizia Ermetes (independent director) and Marco Taricco (independent director).

Following the completion of the Transaction, as of today, Zinc BidCo will launch a mandatory tender offer for the remaining shares of Tinexta (other than treasury shares, Tinexta shares held by Zinc BidCo and the remaining Tinexta shares held by Tecno Holding<sup>1</sup>), at a price equal to Euro 15.00 per Tinexta share, aimed at the delisting of the Company’s shares from trading on Euronext STAR Milan (the “**Offer**”).

Through the Offer and the delisting, the Offeror intends to support and accelerate a medium- to long-term industrial and strategic development plan aimed at strengthening the Company’s competitive positioning, also through increased managerial and financial flexibility. The exit from the regulated market would, in fact, enable the Company to pursue organic and external growth initiatives more effectively, as well as to support international expansion and the evolution of its offering in its core reference segments, in line with a medium-to-long-term investment horizon.

The Offeror and the persons acting in concert with it will announce the Offer following the completion of the Transaction by means of a separate press release, to be published in accordance with the terms and within the time limits set forth in Article 102 of Legislative Decree No. 58 of 24 February 1998.

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<sup>1</sup> It should be noted that, following the Transaction, Tecno Holding holds a stake equal to 18.61% of Tinexta’s share capital, net of treasury shares, and, as a result of the voting rights increase pursuant to Article 127-*quinquies* of the Legislative Decree No. 58 of 24 February 1998 provided for in Article 5 of Tinexta’s bylaws, 31.38% of the related voting rights.

