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Oggetto : Board of Directors: granting of powers

Testo del comunicato

Vedi allegato



PRESS RELEASE

BOARD OF DIRECTORS OF TINEXTA: GRANTING OF EXECUTIVE POWERS AND ASSESSMENTS OF REQUIREMENTS

Rome, 31 December 2025. Tinexta S.p.A. (“**Tinexta**” or the “**Company**”), following the communications made to the market on 30 December 2025, announces that the Board of Directors of Tinexta, appointed by the Shareholders' Meeting on 17 December 2025 and taking office on 30 December 2025 following the completion (the “**Closing**”) of the sale by Tecno Holding S.p.A., controlling shareholder of Tinexta, of no. 17,777,695 shares of the Company to a vehicle Zinc BidCo S.p.A. wholly owned by Zinc TopCo S.p.A., a company indirectly controlled by investment funds managed by Advent International L.P. and Nextalia SGR S.p.A. (the “**Sale**”), met for the first time today, chaired by Mr. Enrico Salza, and, in particular, appointed Mr. Pier Andrea Chevallard as Chief Executive Officer, granting him and the Chairman of the Board of Directors, Mr. Enrico Salza, with the relevant powers and proxies.

The Board of Directors assessed that all Directors meet the requirements of professionalism and integrity set forth by the applicable law and the by laws of the Company, as well as assessed that the Directors Romina Guglielmetti, Mariafrancesca De Leo, Maria Letizia Ermetes and Marco Taricco meet the requirements of independence set forth by Articles 147-*ter* and 148 of Legislative Decree of 24 February 1998 No. 58 and the Corporate Governance Code on the basis of the information provided by them, defining the qualitative and quantitative criteria for their assessment.

The Board also established the following internal Committees, appointing their members, namely the Control, Risks Committee: Mariafrancesca De Leo (Chairwoman), Romina Guglielmetti, Maria Letizia Ermetes, Valentina Pippolo and Francesco Casiraghi; Related Party and Sustainability Committee: Romina Guglielmetti (Chairwoman), Mariafrancesca De Leo and Maria Letizia Ermetes; and the Remuneration and Appointments Committee: Romina Guglielmetti (Chairwoman), Mariafrancesca De Leo, Marco Taricco, Valentina Pippolo and Francesco Casiraghi.

Furthermore, the Board of Directors confirmed, in continuity with the previous mandate, which expired together with the Board that had appointed it, the members of the Supervisory Board: Mr. Ugo Lecis (Chairman), Mrs. Monica Mannino, Standing Auditor, and Mr. Gianluca Rosboch, Chief Group Internal Audit.

At the same meeting, the Board acknowledged the requirements imposed by the Italian Prime Minister's Office (*Presidenza del Consiglio dei Ministri*) in the context of the resolution notified on 24 December 2025 (the “**Resolution**”), whereby the Authority authorised the Sale. In particular, the Board resolved to implement the requirements applicable to Tinexta, including, inter alia, the establishment of a trust with the objective of selling the entire stake held by Tinexta in Tinexta Defence Holding S.r.l.. For further information on the requirements contained in the Resolution,



please refer to the press release issued on 24 December 2025 on behalf of and at the request of Tecno Holding S.p.A.

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

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 3,000 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 | Stock ticker: TNXT, ISIN Code IT0005037210

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