

Informazione Regolamentata n. 20053-18-2026	Data/Ora Inizio Diffusione 19 Febbraio 2026 08:47:07	Euronext Star Milan
---	---	---------------------

Societa' : TINEXTA
Utenza - referente : TINEXTANSS01 - MASTRAGOSTINO JOSEF
Tipologia : 3.1
Data/Ora Ricezione : 19 Febbraio 2026 08:47:07
Data/Ora Inizio Diffusione : 19 Febbraio 2026 08:47:07
Oggetto : Approval of the Offer Document

Testo del comunicato

PRESS RELEASE RELEASED TO THE MARKET BY TINEXTA S.P.A. ON BEHALF OF
ZINC BIDCO S.P.A.

PRESS RELEASE RELEASED TO THE MARKET BY TINEXTA S.P.A. ON BEHALF OF ZINC BIDCO S.P.A.

THE DISCLOSURE, PUBLICATION, OR DISTRIBUTION OF THIS PRESS RELEASE IS PROHIBITED IN OR TO THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA, JAPAN OR ANY OTHER COUNTRY WHERE SUCH ACTION WOULD CONSTITUTE A VIOLATION OF THE RELEVANT APPLICABLE REGULATIONS

MANDATORY TOTALITARIAN PUBLIC TENDER OFFER FOR THE ORDINARY SHARES OF TINEXTA S.P.A. PROMOTED BY ZINC BIDCO S.P.A.

PRESS RELEASE

APPROVAL OF THE OFFER DOCUMENT

Milan, 19 February 2026 – Zinc BidCo S.p.A. (the “**Offeror**”) announces that CONSOB, by resolution no. 23876 dated February 18, 2026, pursuant to Article 102, paragraph 4, of Legislative Decree No. 58 of 24 February 1998 (the “**TUF**”), has approved the offer document (the “**Offer Document**”) relating to the mandatory public tender offer (the “**Offer**”) launched by the Offeror, pursuant to Articles 102,106, paragraph 1, and 109 of the TUF, for a maximum of 19,573,795 shares (the “**Shares**”) of Tinexta S.p.A. (“**Tinexta**” or the “**Issuer**” or the “**Company**”), equal to 41.46% of the relevant share capital, corresponding to the entirety of the ordinary shares of Tinexta less: (i) 17,777,695 shares of the Issuer already owned by the Offeror, equal to 37.66% of the relevant share capital; (ii) 8,540,265 shares of the Issuer held by Tecno Holding S.p.A., a person acting in concert with the Offeror, equal to 18.09% of the relevant share capital; and (iii) 1,315,365 treasury shares held by the Issuer, equal to 2.79% of the relevant share capital.

The Offer Document, which includes a description of the Offer and the procedures for adhering to it, will be made available within the terms provided by law for consultation at:

- Intesa Sanpaolo, as Intermediary in Charge of Coordinating the Collection of Acceptances, in Milan, Largo Mattioli no. 3;
- the registered office of the Offeror in Milan, via Santa Maria Segreta no. 5;
- the registered office of the Issuer in Rome, Piazzale Flaminio no. 1/B;
- the Issuer's website, at www.tinexta.com; and
- the Global Information Agent's website, at www.georgesond.com/it.

The Offer Document will include the statement approved by the Issuer's Board of Directors pursuant to Articles 103, paragraph 3, of the TUF and 39 of the Regulation issued by Consob with Resolution no.11971 of 14 May 1999, as subsequently amended and supplemented (“**Issuers' Regulation**”), along with the opinion of the Issuer's Independent Directors pursuant to Article 39-*bis* of the Issuers' Regulation.

The acceptance period for the Offer, agreed with Borsa Italiana, corresponding to 20 Trading Days, will begin at 8:30 AM (Italian time) on February 23, 2026, and will end at 5:30 PM (Italian time) on March 20, 2026, inclusive, unless extended (the “**Acceptance Period**”).

Therefore, March 20, 2026 (unless the Acceptance Period is extended) will be the last available day to accept the Offer, without prejudice to the possible Reopening of the Terms (as defined below).

On the fifth Trading Day following the closing date of the Acceptance Period, *i.e.*, on March 27, 2026 (the “**Payment Date**”), the Offeror will pay each shareholder who has accepted the Offer during the Acceptance Period a consideration of €15.00 *cum* dividend (the “**Consideration**”) for each Share tendered in the Offer.

If the conditions are met, pursuant to Article 40-*bis* of the Issuers' Regulation, the Acceptance Period will be reopened for five Trading Days starting from the first open Trading Day after the Payment Date, and thus, unless the Acceptance Period is extended, for March 30 and 31 and April 1, 2 and 7, 2026, from 8:30 AM (Italian time)

to 5:30 PM (Italian time) (the “**Reopening of the Terms**”). In such case, April 7, 2026, will therefore be the last available day to accept the Offer.

In the event of Reopening of the Terms, the payment of the Consideration for the Shares tendered in the Offer during the Reopening of the Terms will take place on the fifth Trading Day following the closing date of the Reopening of the Terms, i.e., on April 14, 2026 (unless the Acceptance Period is extended).

The purpose of the Offer is to acquire the entire share capital of the Issuer and, in any case, to achieve the delisting of the Issuer from Euronext Milan.

Pending the publication of the Offer Document, for anything not expressly indicated, please refer to the notice, pursuant to Article 102, paragraph 1, of the TUF and Article 37, paragraph 1, of the Issuers’ Regulation, issued on December 30, 2025 and published, *inter alia*, on the Issuer’s website at www.tinexta.com, which sets forth the legal requirements and the key elements of the Offer.

*** * ***

This press release does not constitute and is not intended to constitute an offer, invitation or solicitation to buy or otherwise acquire, subscribe, sell or otherwise dispose of financial instruments, and no sale, issue or transfer of financial instruments of Tinexta S.p.A. will be made in any country in violation of the applicable regulations therein.

The Offer will be made through the publication of the relevant Offer Document, subject to approval by CONSOB. The Offer Document will contain a full description of the terms and conditions of the Offer, including the methods of acceptance. The publication or dissemination of this press release in countries other than Italy may be subject to restrictions under applicable law and, therefore, any person subject to the laws of any country other than Italy is required to independently obtain information on any restrictions provided for by applicable laws and regulations and ensure compliance with them. Any failure to comply with these restrictions may constitute a violation of the applicable laws of the relevant country. To the maximum extent permitted by applicable law, the parties involved in the Offer shall be exempt from any liability or adverse consequences that may arise from the violation of the above restrictions by the aforementioned persons. This press release has been prepared in accordance with Italian law and the information disclosed herein may differ from that which would have been disclosed if the notice had been prepared in accordance with the laws of countries other than Italy.

No copy of this press release or other documents relating to the Offer shall be, or may be, sent by mail or otherwise transmitted or distributed in any country where local regulations may give rise to civil, criminal, or regulatory risks if information concerning the Offer is transmitted or made available to shareholders of Tinexta S.p.A. in that country or other countries where such conduct would constitute a violation of the laws of that country, and any person receiving such documents (including custodians, trustees, or fiduciaries) is required not to send by mail or otherwise transmit or distribute them to or from any such country.

Fine Comunicato n.20053-18-2026

Numero di Pagine: 4