

Informazione Regolamentata n. 20053-20-2026	Data/Ora Inizio Diffusione 19 Febbraio 2026 19:08:26	Euronext Star Milan
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Societa' : TINEXTA

Utenza - referente : TINEXTANSS01 - MASTRAGOSTINO JOSEF

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Data/Ora Ricezione : 19 Febbraio 2026 19:08:26

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Oggetto : The Issuer's press release pursuant to Article 103 has been approved.

Testo del comunicato

Vedi allegato



PRESS RELEASE

THE BOARD OF DIRECTORS OF TINEXTA S.P.A. UNANIMOUSLY APPROVES THE ISSUER' STATEMENT REGARDING THE MANDATORY TOTALITARIAN PUBLIC TENDER OFFER LAUNCHED BY ZINC BIDCO S.P.A.

THE BOARD OF DIRECTORS CONSIDERS, UNANIMOUSLY OF THOSE VOTING, THAT THE OFFERED CONSIDERATION IS FAIR FROM A FINANCIAL POINT OF VIEW

Rome, 19 February 2026 – The Board of Directors of Tinexta S.p.A. ("**Tinexta**" or the "**Company**") met today and unanimously approved the issuer' statement (the "**Issuer' Statement**") drafted pursuant to Article 103, paragraphs 3 and 3-bis, of Legislative Decree 58/1998 (the "**TUF**") and Article 39 of Consob Regulation 11971/1999 (the "**Issuers' Regulation**"), relating to the mandatory totalitarian public tender offer launched by Zinc BidCo S.p.A. (the "**Offeror**"), pursuant to and for the purposes of Articles 102, 106, paragraph 1, and 109 of the TUF and concerning a maximum no. of 19,573,795 ordinary shares of Tinexta (the "**Offer**").

The Issuer' Statement contains the Board of Directors' reasoned assessment (i) of the Offer and (ii) of the financial fairness of the related consideration of Euro 15.00 per share that will be tendered in to the Offer (the "**Consideration**").

For the purposes of its assessments, the Board of Directors took note of the Offer and its terms and conditions as described in the offer document (the "**Offer Document**"), which was approved by Consob on 18 February 2026 with resolution no. 23876.

The Board of Directors also took into account (i) the *fairness opinion* issued by Intermonte SIM S.p.A., as financial *advisor* of the Board, (ii) the opinion issued today by the independent directors pursuant to Article 39-bis of the Issuers' Regulations (to which reference should be made for comprehensive information) and (iii) the *fairness opinion* issued by Vitale & Co. S.p.A., as independent expert appointed by the independent directors themselves.

Following the meeting, the Board of Directors unanimously deemed the Consideration to be fair from a financial point of view. For details and considerations made by the Board of Directors, please refer to the Issuer' Statement, which will be attached to the Offer Document, together with *the fairness opinion* of Intermonte SIM S.p.A., the opinion of the independent directors and the *fairness opinion* of Vitale & Co. S.p.A.

All these documents will be published in accordance with the terms and conditions provided for by law.



The Issuer' Statement, including the Opinion of the Independent Directors, is made available to the market by including it in the Offer Document, to be published by the Offeror as well as by the Company on its website at www.tinexta.com in the "Media/Press Releases" section, as well as on the authorized storage mechanism "eMarket STORAGE" (www.emarketstorage.com).

This press release is available on the Company's website www.tinexta.com in the "Media/Press Releases" section, as well as on 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 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 | Stock ticker: TNXT, ISIN Code IT0005037210

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