

Informazione Regolamentata n. 20053-22-2026	Data/Ora Inizio Diffusione 20 Febbraio 2026 19:24:10	Euronext Star Milan
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Societa' : TINEXTA

Utenza - referente : TINEXTANSS01 - MASTRAGOSTINO JOSEF

Tipologia : 3.1

Data/Ora Ricezione : 20 Febbraio 2026 19:24:10

Data/Ora Inizio Diffusione : 20 Febbraio 2026 19:24:10

Oggetto : Offer Document Publication

*Testo del comunicato*

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

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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**

pursuant to Article 38, paragraph 2, of the Regulation adopted by CONSOB with resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented (“Issuers’ Regulation”)

**\*\* \* \*\***

**PUBLICATION OF THE OFFER DOCUMENT**

**Milan, 20 February 2026** – Zinc BidCo S.p.A. (the “**Offeror**”) hereby announces that on the date hereof it has published the offer document, approved by CONSOB, with resolution no. 23876 dated February 18, 2026 (the “**Offer Document**”) related to the mandatory public tender offer (the “**Offer**”) promoted by the Offeror on a maximum of no. 19,573,795 shares (the “**Shares**”) of Tinexta S.p.A. (“**Tinexta**” or the “**Issuer**” or the “**Company**”), representing the 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 has been published today and it is available 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](http://www.tinexta.com); and
- the Global Information Agent's website, at [www.georgeson.com/it](http://www.georgeson.com/it).

The Offer Document includes the statement approved by the Issuer's Board of Directors pursuant to Articles 103, paragraph 3, of the TUF and 39 of the Issuers’ Regulation, which contains the opinion of the Issuer's Independent Directors pursuant to Article 39-*bis* of the Issuers’ Regulation.

The main elements of the Offer, as described in detail in the Offer Document, are outlined below.

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.

Acceptance to the Offer must be made by signing and delivering a specific acceptance form (the “**Acceptance Form**”), duly completed in all its parts, with simultaneous deposit of the Shares with the following appointed intermediaries: (i) Intesa Sanpaolo S.p.A.; (ii) Banca Akros – Gruppo Banco BPM; (iii) Banca Monte dei Paschi di Siena S.p.A.; (iv) BNP PARIBAS, Succursale Italia; (v) Equita SIM S.p.A..

The Issuer’s shareholders intending to tender Shares to the Offer may also deliver the Acceptance Form and deposit the Shares indicated therein with the authorized intermediaries participating in the centralized management system at Euronext Securities Milan (formerly, Monte Titoli S.p.A.), provided that delivery and deposit are made in sufficient time to enable such intermediaries to deposit the Shares with Intesa Sanpaolo S.p.A. (as the intermediary in charge for coordinating the collection of acceptances) by and no later than the last day of the Acceptance Period, or, where applicable, by the last day of the potential Reopening of the Terms.

For a detailed description of all terms and conditions of the Offer, please refer to the Offer Document.

Please note that to assist certain readers a courtesy English translation of the Offer Document and the Acceptance Form will be published. For clarity, it is specified that the Italian version of the Offer Document and the Acceptance Form are the only official and binding documents and shall prevail over the English version.

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Georgeson S.r.l. has been appointed by the Offeror as the global information agent, i.e., the entity in charge of providing information regarding the Offer to all shareholders of the Issuer (the “**Global Information Agent**”).

For the purpose of carrying out its activities in relation to the Offer, the Global Information Agent has set up a dedicated e-mail account, [opa-tinexta@georgeson.com](mailto:opa-tinexta@georgeson.com), and the toll-free number 800 189037. For those calling from abroad, the number 06 45229398 is available. These telephone numbers will be active for the duration of the Acceptance Period, on weekdays, from 9:00 to 18:00 (Central European Time).

The reference website of the Global Information Agent is “[www.georgeson.com/it](http://www.georgeson.com/it)”.

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*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 is made through the publication of the relevant Offer Document, approved by CONSOB. The Offer Document contains 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.*

