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Societa' : TINEXTA

Utenza - referente : TINEXTANSS01 - MASTRAGOSTINO JOSEF

Tipologia : 3.1

Data/Ora Ricezione : 19 Marzo 2026 22:32:01

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Oggetto : The threshold for the reopening of the offer has been reached

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

PRESS RELEASE

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ZINC BIDCO EXCEEDS THE TWO-THIRDS THRESHOLD OF THE ISSUER'S SHARE CAPITAL

FRIDAY, 20 MARCH 2026, LAST DAY OF THE ACCEPTANCE PERIOD, WITHOUT PREJUDICE TO ANY REOPENING OF THE TERMS

Milan, 19 March 2026 – We make reference to the mandatory public tender offer (the “**Offer**”) promoted by Zinc BidCo S.p.A. (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.

Unless otherwise defined, capitalized terms used in this press release have the meanings attributed to them in the offer document relating to the Offer published by the Offeror on 20 February 2026 (the “**Offer Document**”).

In particular the Offeror announces that, together with the Persons Acting in Concert, based on the acceptance of the Offer received during the Acceptance Period up to today's date, it has reached a shareholding exceeding the two-thirds threshold of the Issuer's share capital, having to date reached an aggregate shareholding of no. 31,907,315 Tinexta Shares, equal to 67.59% of the Issuer's share capital taking into account:

- (i) the acceptances of the Offer, to date equal to a total of no. 4,273,990 Tinexta Shares, representing 9.05% of the Issuer's share capital;
- (ii) the no. 17,777,695 Tinexta Shares already owned by the Offeror, equal to 37.66% of Issuer's share capital;
- (iii) the no. 8,540,265 Tinexta Shares held by Tecno Holding S.p.A., a Person Acting in Concert with the Offeror, equal to 18.09% of the Issuer's share capital;
- (iv) the no. 1,315,365 treasury shares held by the Issuer, equal to 2.79% of the relevant share capital.

Therefore, as indicated in the Offer Document, as a result of exceeding that threshold of two-thirds of the Issuer's share capital, please note that, notwithstanding the below, the conditions for the Reopening of the Terms have been met, pursuant to and for the purposes of Article 40-*bis*, paragraph 1, letter b), no. 1 of the Issuers' Regulation.

In case of Reopening of the Terms, the Acceptance Period – that will end at 5:30 p.m. (Italian time) on 20 March 2026 - will be reopened for 5 (five) Trading Days starting from the Trading Day following the Payment Date, and therefore for the sessions of 30 and 31 March and 1, 2 and 7 April 2026. As a result, the Issuer's shareholders who did not accept the Offer during the Acceptance Period may accept the same during the Reopening of the Terms, with the same Consideration.

It is in any case understood that the Reopening of the Terms will not take place if at the end of the Acceptance Period, the Offeror (together with the Persons Acting in Concert) holds a shareholding sufficient to trigger the Obligation to Purchase pursuant to Article 108, paragraph 2, of the TUF (i.e. greater than 90% of the Issuer's share capital), the Offeror having declared its intention not to restore the free float, or the Right to Purchase pursuant to Article 111 of the TUF and the Obligation to Purchase pursuant to Article 108, paragraph 1, of the TUF (i.e. at least 95% of the Issuer's share capital).

Moreover, based on the acceptance of the Offer received as of today, the Offeror, together with the Persons Acting in Concert, will hold 71.89% of the voting rights of the Issuer (net of the Issuer's treasury shares) (66.66% of the voting rights of the Issuer (net of the Issuer's treasury shares) without taking into account the increased voting rights held by Tecno Holding S.p.A.). Therefore, the Offeror, together with the Persons Acting in Concert, holds the voting rights sufficient to approve the merger by incorporation of the Issuer into the Offeror (or into another unlisted company of the Offeror's group) (the “**Merger**”).

In this regard, as already disclosed to the market, it is the Offeror's intention – should, following the Offer, the conditions for the fulfilment of the Obligation to Purchase pursuant to Article 108, paragraph 2, of the TUF or for the exercise of the Right to Purchase pursuant to Article 111 of the TUF and the fulfilment of the Obligation to Purchase pursuant to Article 108, paragraph 1 of the TUF not be met – to achieve the Delisting, within the shortest timeframe technically possible, by way of the Merger.

For further information regarding the Offer, please refer to the Offer Document, containing a detailed description of the terms and conditions of the Offer. The Offer Document 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; and
- the Global Information Agent's website, at www.georgeson.com/it.

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For any further information regarding the Offer, the holders of Tinexta Shares can use dedicated e-mail account, 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”.

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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.

Fine Comunicato n.20053-34-2026

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