



DIRECTORS' EXPLANATORY REPORT
TO THE ORDINARY SHAREHOLDERS'
MEETING OF TINEXTA S.P.A.
CALLED FOR THE DAY OF
22 APRIL 2026 IN SINGLE CALL

(drafted in accordance with Art. 125-ter of Italian Legislative Decree No. 58 of 24 February 1998, as amended and supplemented, and Art. 84-ter of the regulation adopted by CONSOB resolution No. 11971 of 14 May 1999, as amended and supplemented)

Dear Shareholders,

we are making available to you, at the registered office and on the *website* of Tinexta S.p.A. (the "**Company**") at www.tinexta.com and through the eMarket Storage authorised storage mechanism, pursuant to Art. 125-ter of Italian Legislative Decree No. 58/98 as amended and supplemented (the "**Consolidated Finance Act**") and Art. 84-ter of CONSOB Regulation No. 11971/1999 as amended and supplemented (the "**Issuers' Regulations**"), a report on the proposals concerning the following subject on the agenda for the ordinary Shareholders' Meeting, called at single call on 22 April 2026 at 14:30 p.m..

FIRST ITEM ON THE AGENDA

Approval of the Financial Statements as at 31 December 2025:

- 1.1. Approval of the Financial Statements as at 31 December 2025 accompanied by the Report of the Board of Directors (including the consolidated sustainability report, prepared in accordance with the Italian Legislative Decree no 125 of 6 September 2024), the Report of the Board of Statutory Auditors and the Report of the Independent Auditors. Presentation of the consolidated financial statements as at 31 December 2025. Related and consequent resolutions.**
- 1.2. Allocation of the operating result as at 31 December 2025. Related and consequent resolutions.**

Dear Shareholders,

with regard to the first item on the agenda, you have been called to the Shareholders' Meeting to approve the financial statements as at 31 December 2025, the draft of which was approved by the Company's Board of Directors on 5 March 2026, and to approve the allocation of the operating result of the year.

The financial statements include the Report of the Board of Directors on operations, the Report of the Board of Statutory Auditors, the Report of the Independent Auditors and the Certification of the Manager in Charge of preparing the corporate accounting documents in accordance with Art. 154-*bis*, paragraph 5, of the Consolidated

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Resolved Shareholders Equity € 47.207.120,00



Finance Act.

The Company's financial statements as at 31 December 2025 show a net loss of EUR 5.546.120,26. In light of the results achieved, we propose that you carry forward the operating loss.

The Shareholders' Meeting will also present the Company's consolidated financial statements for the year ended December 31, 2025, which show a net loss attributable to the Tinexta Group (or the "**Group**") of EUR 43,013,676.46. The Group's consolidated financial statements for the year ended December 31, 2025, were reviewed and approved by the Company's Board of Directors at its meeting on March 5, 2026.

Furthermore, the Board of Directors intends to submit for your examination the Consolidated Report on Sustainability prepared in accordance with Italian Legislative Decree No. 125 of 6 September 2024, which constitutes a specific section of the Report of the Board of Directors on operations, which as anticipated is included in the draft of financial statements - examined and approved by the Company's Board of Directors at its meeting on 5 March 2026 - and then made available to the audit bodies (namely the Board of Statutory Auditors and the Independent Auditors) for the activities under their remit. The Consolidated Report on Sustainability is accompanied by the certification issued by the manager responsible pursuant to Article 154-*ter*, paragraph 5-*ter*, of the Consolidated Finance Act.

A copy of the documentation required by applicable legal and regulatory provisions and, in particular, a copy of the file relating to the financial statements and to the consolidated financial statements, both closing as at 31 December 2025, along with the report of the Board of Statutory Auditors and the Independent Auditors's report responsible for the statutory account audit (to which reference is made for further information), is filed at the Company's registered office, published on Company's website, as well as on the authorised storage mechanism, under the terms set out by applicable legal and regulatory provisions, along with the annual report on corporate governance and ownership structure, available to anyone wishing to see them.

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In view of the above, the Board of Directors submits for your approval the following proposal:

"The Ordinary Shareholders' Meeting of Tinexta S.p.A.,

- *having examined the financial statements for the year ended December 31, 2025, as drafted by the Board of Directors and accompanied by the related reports submitted by the Board of Directors, the Board of Statutory Auditors, and the Independent Auditors, which show a net loss for the year of EUR 5,546,120.26;*
- *having acknowledged the consolidated financial statements as at 31 December 2025, with the corresponding reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors;*
- *having acknowledged the certification indicated in Art.154-bis, paragraph 5 and 5-ter, of Italian Legislative Decree No. 58 of 24 February 1998*

resolves

- *to approve, both as a whole and in their individual posts, the financial statements closing at 31 December 2025, as presented by the Board of Directors, which record a financial year net loss of EUR 5.546.120,26;*
- *to carry forward the net loss for the year ended December 31, 2025, amounting to EUR 5,546,120.26."*

Rome, 5 March 2026

On behalf of the Board of Directors
Chairman Enrico Salza

This English version is made available to provide non-Italian speakers a translation of the original document. Please note that in the event of any inconsistency or discrepancy between the English version and the Italian version, the original Italian version shall prevail.