

<p>Informazione Regolamentata n. 20053-42-2026</p>	<p>Data/Ora Inizio Diffusione 24 Marzo 2026 22:51:04</p>	<p>Euronext Star Milan</p>
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Societa' : TINEXTA

Utenza - referente : TINEXTANSS01 - MASTRAGOSTINO JOSEF

Tipologia : 3.1

Data/Ora Ricezione : 24 Marzo 2026 22:51:04

Data/Ora Inizio Diffusione : 24 Marzo 2026 22:51:04

Oggetto : Final results of the Offer - Confirmation of the reopening of the terms

*Testo del comunicato*

NOTICE 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.**

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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**

pursuant to Article 41, paragraph 6, of the Regulation adopted by CONSOB with resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented (the “Issuers’ Regulation”)

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**FINAL RESULTS OF THE OFFER: TOTAL SHAREHOLDING OF ZINC BIDCO, TOGETHER WITH THE PERSONS ACTING IN CONCERT, EQUAL TO 75.87% OF THE SHARE CAPITAL OF TINEXTA S.P.A.**

**CONFIRMATION OF THE REOPENING OF THE TERMS OF THE ACCEPTANCE PERIOD FOR THE SESSIONS OF 30 AND 31 MARCH AND 1, 2 AND 7 APRIL 2026 – PAYMENT DATE FOLLOWING THE REOPENING OF THE TERMS ON 14 APRIL 2026**

**Milan, 24 March 2026** – With reference to the mandatory public tender offer (the “Offer”) promoted by Zinc BidCo S.p.A. (the “Offeror”) pursuant to Articles 102, 106, paragraph 1, and 109 of Legislative Decree No. 58 of February 24, 1998 (the “TUF”) and concerning the ordinary shares (the “Shares”) of Tinexta S.p.A. (“Tinexta” or the “Issuer” or the “Company”), following the press release on the provisional results of the Offer issued on 20 March 2026, the Offeror discloses, pursuant to art. 41, paragraph 6 of the Issuers’ Regulation, the final results of the Offer for acceptances received during the Acceptance Period.

Capitalised terms used in this press release, unless otherwise defined herein, shall have the same meaning ascribed to them in the offer document relating to the Offer, approved by CONSOB by resolution no. 23876 of 18 February 2026 and published on 20 February 2026 (the “Offer Document”).

**Final results of the Offer for acceptances received during the Acceptance Period**

Based on the final results of the Offer in respect of the acceptances received during the Acceptance Period, communicated by Intesa Sanpaolo S.p.A. in its capacity as Intermediary in Charge of Coordinating the Collection of Acceptances, at the conclusion of the Acceptance Period, a total of 8,183,986 Shares were tendered to the Offer, representing 41.81% of the Shares Subject to the Offer and approximately 17.34% of the Issuer’s share capital, corresponding to approximately 15.04% of the related voting rights (net of the Issuer’s treasury shares), for a total consideration (calculated based on the Consideration) of Euro 122,759,790.00.

Therefore, the final results set forth above are unchanged compared to the provisional results communicated in the press release on the provisional results of the Offer published on 20 March 2026.

Payment of the Consideration (equal to Euro 15.00 per Share) per Share tendered in acceptance of the Offer during the Acceptance Period will be made, upon the simultaneous transfer of ownership of such Shares to the Offeror, on the 5th (fifth) Trading Day following the end of the Acceptance Period, and therefore on 27 March 2026.

It should be noted that, in the period between the Offer Document Date (*i.e.*, 20 February 2026) and the date of conclusion of the Acceptance Period (*i.e.*, 20 March 2026), neither the Offeror nor the Persons Acting in Concert have purchased Shares outside the Offer.

Therefore, based on the aforementioned final results of the Offer, and taking into account

- (i) the no. 8,183,986 Shares tendered in acceptance of the Offer during the Acceptance Period, equal to 17.34% of the Issuer's share capital;
- (ii) the no. 17,777,695 Shares already owned by the Offeror, equal to 37.66% of the 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; and
- (iv) the no. 1,315,365 treasury shares held by the Issuer, equal to 2.79% of the relevant share capital,

following the Offer, net of any additional Shares that may be tendered during the Reopening of Terms, the Offeror, together with the Persons Acting in Concert, on the Payment Date (*i.e.* 27 March 2026), will reach a total shareholding equal to 75.87% of the Issuer's share capital. Moreover, in respect of the acceptances received during the Acceptance Period, net of any additional shares that may be tendered during the Reopening of Terms, the Offeror, together with the Persons Acting in Concert, will hold 79.08% of the voting rights exercisable at Shareholders' Meetings of Tinexta (net of the Issuer's treasury shares) (75.18% 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.).

### Reopening of the Terms

Based on the final results of the Offer in respect of the acceptances received during the Acceptance Period, the Offeror hereby announces and confirms that the Reopening of the Terms will take place, pursuant to and for the purposes of Article 40-*bis*, paragraph 1, letter b), no. 1 of the Issuers' Regulation.

Therefore, the Acceptance Period 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 tender their Shares during the Acceptance Period may tender them during the Reopening of the Terms at the same Consideration.

The Offeror will pay the Consideration (equal to Euro 15.00 per Share) to those shareholders who tendered their Shares during the Reopening of the Terms on the Payment Date following the Reopening of the Terms (*i.e.* 14 April 2026).

As indicated in the Offer Document, it is recalled that the Offer is intended to acquire the entire share capital of the Issuer and, in any case, to achieve Delisting. Therefore, as specified in the Offer Document, taking into account the Reopening of the Terms: (i) in the event that a shareholding in Tinexta's share capital exceeding 90% but below 95% is reached, the Offeror does not intend to restore a sufficient free float to ensure the regular trading of the Shares and will fulfill the Obligation to Purchase pursuant to Article 108, paragraph 2, of the TUF, and/or, should the threshold of 95% of Tinexta's share capital be reached, the Offeror will implement the Joint Procedure for the exercise of the Purchase Right pursuant to Article 111 of the TUF and the fulfillment of the Obligation to Purchase pursuant to Article 108, paragraph 1, of the TUF; or (ii) should the conditions for fulfilling the Obligation to Purchase pursuant to Article 108, paragraph 2, of the TUF or for exercising the Purchase Right pursuant to Article 111 of the TUF and fulfilling the Obligation to Purchase pursuant to Article 108, paragraph 1, TUF not be met – the Offeror intends to achieve the Delisting, within the shortest timeframe technically possible, by way of a merger by incorporation of the Issuer into the Offeror (or into another unlisted company of the Offeror's group).

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](http://www.tinexta.com); and
- the Global Information Agent's website, at [www.georgeson.com/it](http://www.georgeson.com/it).

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For any further information regarding the Offer, the holders of the Shares can use 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.*

Fine Comunicato n.20053-42-2026

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