

<p>Informazione Regolamentata n. 20053-50-2026</p>	<p>Data/Ora Inizio Diffusione 8 Aprile 2026 16:27:29</p>	<p>Euronext Star Milan</p>
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Societa' : TINEXTA

Utenza - referente : TINEXTANSS01 - MASTRAGOSTINO JOSEF

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Data/Ora Ricezione : 8 Aprile 2026 16:27:29

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Oggetto : The Board of Directors initiates the preliminary activities for the merger by incorporation of Tinexta into Zinc Bidco, aimed at the delisting

Testo del comunicato

Vedi allegato



PRESS RELEASE

THE BOARD OF DIRECTORS INITIATES THE PRELIMINARY ACTIVITIES FOR THE MERGER BY INCORPORATION OF TINEXTA INTO ZINC BIDCO, AIMED AT THE DELISTING

Rome, April 8, 2026. The Board of Directors of Tinexta S.p.A. (the “**Company**” or “**Tinexta**”), which met today, following the announcement made on 31 March 2026, has taken note of the results of the acceptances of the mandatory total public tender offer (the “**Offer**”) promoted by Zinc BidCo S.p.A. (“**Zinc BidCo**” or the “**Offeror**”) on the Company’s shares following the reopening of the Offer period (the “**Reopening of the Terms**”).

Since, following the Reopening of the Terms and on the basis of the information communicated by the Offeror, the 90% threshold was not reached and, therefore, the conditions for the delisting of Tinexta were not met, the Board of Directors positively assessed the opportunity to carry out the delisting through the merger by incorporation of Tinexta into Zinc BidCo (the “**Merger**”), initiating the preliminary activities thereto.

In particular, the Board of Directors (i) today approved the filing of the joint application for the appointment of the independent expert required to prepare the report on the fairness of the exchange ratio of the Merger pursuant to Article 2501-sexies of the Italian Civil Code, granting the relevant powers to proceed with the filing of such application with the Court of Milan, and (ii) resolved to appoint the financial advisor to the Board of Directors for the determination of the exchange ratio of the Merger and for the issuance of the related fairness opinion.

The Company will inform the market of subsequent decisions relating to the Merger in accordance with the timing and methods provided for by applicable laws and regulations. In this regard, it is expected that the merger plan may be approved by the companies involved in the Merger by approximately April 2026.

TINEXTA SpA

Tinexta is an industrial Group that offers innovative solutions for the digital transformation and growth of companies, professionals and institutions. Listed on the 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 from Europe to Latin America with over 3000 employees, Tinexta is active in the strategic Digital Trust, Cyber Security and Business Innovation sectors. As at 31 December 2024, the Group reported consolidated revenues of € 455 million, Adjusted EBITDA of € 111 million and Net profit of € 25 million.

[tinexta.com](https://www.tinexta.com) | Stock ticker: TNXT, ISIN Code IT0005037210

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