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Societa' : TINEXTA

Utenza - referente : TINEXTANSS01 - MASTRAGOSTINO JOSEF

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Oggetto : FINAL RESULTS 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.

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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 REOPENING OF THE TERMS: 88.84% OF THE SHARE CAPITAL OF TINEXTA S.P.A. ACQUIRED BY THE OFFEROR

THE PAYMENT OF THE CONSIDERATION FOLLOWING THE REOPENING OF THE TERMS WILL TAKE PLACE ON 14 APRIL 2026

Milan, 10 April 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 Reopening of the Terms issued on 7 April 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 Reopening of the Terms.

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 Reopening of the Terms of the Offer

Based on the final results of the Reopening of the Terms 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 Reopening of the Terms, a total of 5,707,368 Shares were tendered to the Offer, representing 29.16% of the Shares Subject to the Offer and approximately 12.09% of the Issuer’s share capital, corresponding to approximately 10.49% of the related voting rights, for a total consideration (calculated based on the Consideration) of Euro 85,610,520.00.

Payment of the Consideration (equal to Euro 15.00 per Share) for the Shares tendered in acceptance of the Offer during the Reopening of the Terms 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 period of the Reopening of the Terms, and therefore on 14 April 2026.

It should be noted that, in the period between the 8 April 2026 and the date hereof, the Offeror purchased Shares outside the Offer at a unit price per Share not exceeding the Consideration, as communicated to CONSOB and to the market pursuant to Article 41, paragraph 2, letter c), of the Issuers’ Regulation, for a total of no. 411,790 Shares, equal to approximately 0.87% of the Issuer’s share capital, corresponding to approximately 0.76% of the related voting rights.

Therefore, based on the above, on the basis of the final results of the Offer, taking into account

- (i) the no.411,790 Shares purchased by the Offeror outside the Offer starting from April 8, 2026 until [today], equal to 0.87% of the Issuer’s share capital;

- (ii) the no. 5,707,368 Shares tendered in acceptance of the Offer during the Reopening of the Terms according to the final results of the Reopening of the Terms, equal to 12.09% of the Issuer's share capital;
- (iii) 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;
- (iv) the no. 17,777,695 Shares already owned by the Offeror, equal to 37.66% of the Issuer's share capital;
- (v) the no. 8,540,265 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
- (vi) the no. 1,315,365 treasury shares held by the Issuer, equal to 2.79% of the relevant share capital,

following the Reopening of the Terms, the Offeror, together with the Persons Acting in Concert, will reach a total shareholding equal to 88.84% of the Issuer's share capital. Moreover, taking into account the foregoing results, the Offeror, together with the Persons Acting in Concert, will hold 90,32% of the voting rights exercisable at shareholders' meetings of Tinexta (net of the Issuer's treasury shares) (88.52% 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.).

The aforementioned aggregate shareholding held by the Offeror together with the Persons Acting in Concert does not take into account the Shares that may be purchased by the Offeror outside the Offer on Trading Days until the Payment Date following the Reopening of the Acceptance Period (inclusive) (*i.e.* April 14, 2026). Any such purchases will be disclosed to the market pursuant to Article 41, paragraph 2, letter c) of the Issuers' Regulation.

It is specified that, based on the results following the Reopening of the Offer Period, the conditions for the Delisting of the Issuer's shares pursuant to Articles 108, paragraphs 1 and 2, of the TUF and/or Article 111, paragraph 1, of the TUF have not been met.

As indicated in the Offer Document, it is recalled that the Offer was intended to acquire the entire share capital of the Issuer and, in any case, to achieve Delisting. Therefore, as specified in the Offer Document, as 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 have not been 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.

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 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.20053-59-2026

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