

<p>Informazione Regolamentata n. 20053-100-2026</p>	<p>Data/Ora Inizio Diffusione 2 Luglio 2026 20:30:15</p>	<p>Euronext Star Milan</p>
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Societa' : TINEXTA

Utenza - referente : TINEXTANSS01 - MASTRAGOSTINO JOSEF

Tipologia : 2.2

Data/Ora Ricezione : 2 Luglio 2026 20:30:15

Data/Ora Inizio Diffusione : 2 Luglio 2026 20:30:15

Oggetto : The 90% threshold of the Issuer's share capital has been reached

Testo del comunicato

NOTICE RELEASED TO THE MARKET BY TINEXTA S.P.A. ON BEHALF OF ZINC BIDCO S. P.A.

PRESS RELEASE TO THE MARKET ISSUED BY TINEXTA S.P.A. ON BEHALF OF ZINC BIDCO S.P.A.

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VOLUNTARY 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 38, paragraph 2, of the Regulation adopted by CONSOB by Resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented (the “Issuers’ Regulation”)

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THE 90% THRESHOLD OF THE ISSUER’S SHARE CAPITAL FOR THE SO-CALLED “SQUEEZE-OUT” AND *DELISTING* HAS BEEN REACHED

THE OFFEROR WILL THEREFORE EXERCISE ITS PURCHASE RIGHT UPON THE COMPLETION OF THE OFFER

17 JULY 2026 WILL BE THE LAST DAY TO ACCEPT THE OFFER

Milan, 2 July 2026 – With reference to the voluntary totalitarian public tender offer (the “Offer”) promoted by Zinc BidCo S.p.A. (the “Offeror”) pursuant to Articles 102 et seq. of Legislative Decree No. 58 of 24 February 1998 (the “TUF”) and concerning the ordinary shares (the “Shares”) of Tinexta S.p.A. (“Tinexta” or the “Issuer” or the “Company”).

Unless otherwise defined, capitalized terms used in this press release have the meanings attributed to them in the offer document relating to the Offer, approved by CONSOB by resolution No. 24046 of 24 June 2026, and published by the Offeror on June 26, 2026 (the “Offer Document”).

The Offeror announces that, based on information provided by Intesa Sanpaolo S.p.A. in its capacity as the Intermediary in Charge of Coordinating the Collection of Acceptances, during the Acceptance Period that began on 29 June 2026, until today, a total of no. 6,624 Tinexta Shares have been tendered to the Offer.

Therefore, based on the acceptances of the Offer received as of today:

- **The Offeror will hold a shareholding greater than 90% of the Issuer’s share capital;**
- **As stated in the Offer Document, the Offeror will not restore a free float sufficient to ensure the regular trading of the Shares and will exercise its right to purchase the remaining Shares pursuant to Article 111 of the TUF (the “Purchase Right”).**

The aforementioned shareholding is calculated taking into account

- (i) the no. 6,624 Shares tendered to the Offer during the Acceptance Period, equal to 0.014% of the Issuer’s share capital;
- (ii) the no. 4,497 Shares purchased today on the market, equal to 0.010% of the Issuer’s share capital;
- (iii) the no. 32,627,116 Shares already held by the Offeror, equal to 69.11% of the Issuer’s share capital;
- (iv) 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
- (v) the no. 1,315,365 treasury shares held by the Issuer, representing 2.79% of the Issuer’s share capital.

Following the completion of the Offer, provided the legal requirements are met, through the exercise of the Purchase Right, the Offeror will also fulfill —also in the name and on behalf of the Persons Acting in Concert—the obligation to purchase the remaining Shares from the Issuer’s shareholders who have requested such purchase pursuant to Article 108, paragraphs 1 or 2, of the TUF (the “**Obligation to Purchase**”), thereby initiating a single procedure (the “**Joint Procedure**”).

Please note that the Acceptance Period ends at 5:30 p.m. (Italian time) on 17 July 2026, and that, pursuant to and for the purposes of Article 40-bis, paragraph 3, subparagraph b), of the Issuers’ Regulation, there will be no Reopening of the Acceptance Period. Therefore, 17 July 2026, is the deadline for Shareholders to tender their Shares to the Offer.

It should be noted that the Offer is subject to the fulfillment of the conditions for effectiveness set forth in the Offer Document (the “**Effectiveness Conditions**”) and is not conditional on a minimum number of acceptances.

Notwithstanding the foregoing, the Offeror may waive, in whole or in part, one or more of the Effectiveness Conditions, or amend them, in whole or in part, at its sole discretion, in compliance with applicable laws and regulations, by providing notice in accordance with Article 36 of the Issuers’ Regulation. The Offeror will give notice of the fulfillment or non-fulfillment, as the case may be, of each Condition of Effectiveness—or any waiver thereof—by providing notice in the manner prescribed by Article 36 of the Issuers’ Regulation, in the Press Release regarding the Final Results of the Offer, which will be published no later than 7:29 a.m. on the Trading Day preceding the Payment Date (*i.e.*, 23 July 2026, unless the Acceptance Period is extended in accordance with applicable regulations).

Please note that, upon the occurrence of the conditions for the exercise of the Purchase Right and the Obligation to Purchase pursuant to Article 108, paragraph 1 and/or 2, of the TUF, Borsa Italiana will order the suspension of trading and/or their delisting of the Issuer’s Shares, taking into account the time required for exercising the Purchase Right.

The Press Release regarding the Final Results of the Offer will provide details on the procedures and terms under which the Offeror will fulfill the Obligation to Purchase pursuant to Article 108, paragraph 1 and/or 2, of the TUF and exercise the Right of Purchase, as well as on the delisting.

For further information regarding the Offer, please refer to the Offer Document, which contains a detailed description of the terms and conditions of the Offer. The Offer Document is available for public inspection at:

- Intesa Sanpaolo, acting as the 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 the purposes of carrying out its activities in relation to the Offer, the Global Information Agent has set up a dedicated email account, opa-tinexta@georgeson.com, and a toll-free number, 800 189037. For those calling from abroad, the number 06 45229398 is available. These telephone numbers will be active for the entire duration of the Acceptance Period, on weekdays, from 9:00 a.m. to 6:00 p.m. (*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.20053-100-2026

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