

Informazione Regolamentata n. 20053-122-2026	Data/Ora Inizio Diffusione 17 Luglio 2026 21:11:41	Euronext Star Milan
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Societa' : TINEXTA

Utenza - referente : TINEXTANSS01 - Mastragostino Josef

Tipologia : 3.1

Data/Ora Ricezione : 17 Luglio 2026 21:11:41

Data/Ora Inizio Diffusione : 17 Luglio 2026 21:11:41

Oggetto : Provisional results of the Offer

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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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 36 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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CONCLUSION OF THE OFFER ACCEPTANCE PERIOD

PROVISIONAL RESULTS OF THE OFFER: 90.34% OF THE SHARE CAPITAL OF TINEXTA S.P.A. ACQUIRED BY THE OFFEROR

Milan, 17 July 2026 – Zinc BidCo S.p.A. (the “**Offeror**”) announces that today, at 5:30 p.m. (Italian time), the acceptance period (the “**Acceptance Period**”) relating to the voluntary totalitarian public tender offer (the “**Offer**”) promoted by 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**”) has concluded.

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. 24046 of 24 June 2026 and published on 26 June 2026 (the “**Offer Document**”).

Provisional results of the Offer

Based on the provisional results of the Offer, 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 126,300 Shares, representing 2.67% of the Shares Subject to the Offer and approximately 0.27% of the Issuer’s share capital, corresponding to approximately 0.23% of the related voting rights, for a total consideration (calculated based on the Consideration) of Euro1,894,500.00.

Payment of the Consideration per Share (equal to Euro 15.00 per Share) tendered in acceptance of the Offer during the Offer 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 24 July 2026.

Therefore, based on the aforementioned provisional results of the Offer, if confirmed, and taking into account

- (i) the no. 126,300 Shares tendered in acceptance of the Offer during the Offer Period according to the provisional results of the Offer, equal to 0.27% of the Issuer’s share capital;
- (ii) of the no. 38,345 Shares purchased on the market during the Acceptance Period, equal to 0.08% of the Issuer’s share capital;
- (iii) the no. 32,627,116 Shares already owned 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, equal to 2.79% of its share capital,

following the Offer, the Offeror, together with the Persons Acting in Concert, will reach a total shareholding equal to 90.34% of the Issuer's share capital and equal to 91.82% of the related voting rights.

The final results of the Offer will be announced through a specific press release pursuant to Article 41, paragraph 6, of the Issuers' Regulations, which will be issued by the Offeror by 7:29 a.m. on the Trading Day preceding the Payment Date, i.e., by 7:29 a.m. on 23 July 2026.

Effectiveness Conditions of the Offer

It should be noted that, as indicated in the Offer Document, the effectiveness of the Offer is subject to the occurrence of the conditions of effectiveness indicated in the Offer Document (the "**Effectiveness Conditions**") or to the waiver of the same by the Offeror and is not conditional on a minimum number of acceptances.

The Offeror will give notice of the fulfilment, non-fulfilment or waiver of each Effectiveness Condition by giving notice in the forms provided for by Article 36 of the Issuers' Regulation, through a specific press release, which will be released by 7:29 a.m. on the Trading Day prior to the Payment Date (i.e., 23 July 2026) .

Failure of the Reopening of the Terms and legal requirements for the fulfilment of the Purchase Obligation pursuant to Article 108, paragraph 2, of the TUF and the Purchase Right pursuant to Article 111 of the TUF (so-called "squeeze-out")

As already disclosed to the market on 2 July 2026 – without prejudice to the occurrence of the Effectiveness Conditions of the Offer and/or waiver of the same – in light of the Offeror having reached, together with the Persons Acting in Concert, a shareholding equal to 90.34% of the Issuer's share capital based on the provisional results of the Offer (if confirmed) and the Offeror having already declared in the Offer Document its intention to not restore a sufficient free float to ensure the regular trading of the Shares, as well as that it will exercise its right to purchase the remaining Shares pursuant to Article 111 of the TUF, it should be noted that:

- (i) the Reopening of the Terms will not take place, pursuant to Article 40-*bis*, paragraph 3, letter b), of the Issuers' Regulation; and
- (ii) the legal requirements for the fulfilment of the Purchase Obligation pursuant to Article 108, paragraph 2 of the TUF and for the exercise of the Purchase Right pursuant to Article 111 of the TUF have been fulfilled.

Therefore, following the confirmation of the provisional results of the Offer, the Offeror will not restore a sufficient free float to ensure the regular trading of the Shares and, by exercising the Purchase Right (so-called "*squeeze-out*"), will also fulfil the Purchase Obligation pursuant to Article 108, paragraph 2 of the TUF in relation to the remaining no. 4,559,729 Shares of the Issuer, equal to 9.66% of the Issuer's share capital (excluding the treasury shares held by the Issuer), implementing the Joint Procedure to be agreed with CONSOB and Borsa Italiana pursuant to Article 50-*quinquies*, paragraph 1, of the Issuers' Regulation.

Pursuant to the provisions of Article 108, paragraph 4, of the TUF, as referred to in Article 111 of the TUF, the consideration due for the Shares purchased through the exercise of the Purchase Right and the fulfilment of the Purchase Obligation will be determined by CONSOB according to the *criteria* set out in Article 50, paragraph 5, of the Issuers' Regulation.

It should be noted that, following the implementation of the Joint Procedure, pursuant to Article 2.5.1, paragraph 6, of the Stock Exchange Regulation, Borsa Italiana will order the suspension of the trading of the Shares and/or the Delisting, taking into account the time required for exercising the Purchase Right.

The manner and terms with which the Offeror will implement the Joint Procedure, as well as the manner and timing of the suspension of the trading of the Shares and of the Delisting will be communicated as soon as CONSOB has determined the consideration for the exercise of the Purchase Right and for the simultaneous fulfilment of the Purchase Obligation through the Joint Procedure pursuant to the aforementioned legal and regulatory provisions. To this end, the Offeror will submit an application to CONSOB for the determination of the consideration for the Joint Procedure pursuant to the combined provisions of Article 108, paragraph 4, of the TUF (as referred to, with reference to the Purchase Right, by Article 111, paragraph 2, of the TUF) and Article 50, paragraph 10, of the Issuers' Regulation (as referred to, with reference to the Purchase Right, by Article 50-*quater*, paragraph 1, of the Issuers' Regulation).

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, opatinexta@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.

