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Testo del comunicato

PRESS RELEASE 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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DETERMINATION OF THE CONSIDERATION TO BE PAID IN THE CONTEXT OF THE JOINT PROCEDURE

MODALITIES AND TERMS FOR THE EXERCISE OF THE PURCHASE RIGHT PURSUANT TO ARTICLE 111 OF THE TUF AND THE FULFILLMENT OF THE PURCHASE OBLIGATION PURSUANT TO ARTICLE 108, PARAGRAPH 2, OF THE TUF

DELISTING OF THE ORDINARY SHARES OF TINEXTA AS OF 9 SEPTEMBER 2026

Milan, 1st September 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**"), following the press release issued on 22 July 2026, the Offeror hereby announces the following.

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 by the Offeror on 26 June 2026 (the "**Offer Document**").

Determination of the consideration for the Joint Procedure

Based on the final results of the Offer, as set forth in the press release dated 22 July 2026, taking into account

(i) the no. 126,300 Shares tendered in response to the Offer during the Acceptance Period, equal to 0.27% of the Issuer's share capital;

(ii) 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, has come to hold a total shareholding equal to 90.34% of the Issuer's share capital and equal to 91.82% of the related voting rights.

Therefore, the legal requirements for the fulfillment 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 met. To this end, on 24 July 2026, the Offeror submitted 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 respect to the Purchase Right under Article 111, paragraph 2, of the TUF) and Article 50, paragraph 10, of the Issuers' Regulation (as referred to, in relation to the Purchase Right, under Article *50-quater*, paragraph 1, of the Issuers' Regulation).

It should be noted that, following the conclusion of the Offer, and up to the date hereof, the Offeror has purchased no. 59.566 Shares on the market, equal to 0.13% of the Issuer's share capital. Therefore, as of today, the Offeror, together with the Persons Acting in Concert, holds a total shareholding equal to 90.47% of the Issuer's share capital and equal to 91.93% of the related voting rights.

The Offeror hereby announces that CONSOB, by Resolution No. 24118 of September 1st 2026, pursuant to Article 50, paragraph 11, of the Issuers' Regulation, has determined the consideration for the Joint Procedure to be equal to Euro 15.02, corresponding to the average of the parameters referred to in Article 50, paragraph 5, letters (a), (b) and (d) of the Issuers' Regulations (*i.e.*, the consideration for the Offer of Euro 15.00 per Share; the weighted average market price of the Shares in the six-month period prior to the announcement of the Offer, amounting to Euro 15.06 per Share; and the price of purchases made by the Offeror in the twelve months prior to the arising of the Purchase Obligation, which never exceeded Euro 15.00 per Share), for each of the 4,500,163 Shares still outstanding, *i.e.*, the Shares that were not tendered during the Acceptance Period and were not purchased by the Offeror outside the Offer, and excluding the Treasury Shares, equal to approximately 9.53% of the Issuer's share capital and equal to approximately 8.07% of the related voting rights (the "**Remaining Shares**").

<u>Modalities and Terms of the Joint Procedure</u>

In accordance with the Offer Document, the Offeror will therefore exercise the Purchase Right and, at the same time, will fulfill the Purchase Obligation pursuant to Article 108, paragraph 2, of the TUF, by carrying out the Joint Procedure in relation to the Remaining Shares, paying a consideration for each Remaining Share equal to Euro 15.02 (the "**Consideration for the Joint Procedure**").

Therefore, taking into account the total number of Remaining Shares, the total consideration for the Joint Procedure will be equal to Euro 67,592,448.26 (the "**Total Consideration**").

The Total Consideration will be deposited by the Offeror with Intesa Sanpaolo S.p.A. (the "**Bank**") on a bank account in the name of the Offeror and bound to the payment of the Total Consideration.

The Joint Procedure will take place on 9 September 2026, when the Offeror will confirm to the Issuer that the funds have been deposited with the Bank and are available for payment of the Total Consideration.

Therefore, on that same date, the ownership of the Remaining Shares will be transferred to the Offeror, with the Issuer recording this in the shareholders' register pursuant to Article 111, paragraph 3, of the TUF.

Holders of the Remaining Shares will be entitled to obtain payment of the Consideration for the Joint Procedure directly through their respective intermediaries. The obligation to pay the Consideration for the Joint Procedure will be deemed fulfilled once the relevant amounts are transferred to the Intermediaries in Charge from which the Remaining Shares subject to the Joint Procedure originate. Holders of the Remaining Shares bear the sole risk that the Intermediaries in Charge or the Custodian Intermediaries fail or delay in transferring the amounts to the entitled holders.

It should also be noted that – once the expiration of the five-year statute of limitations provided for under Article 2949 of the Civil Code, without prejudice to the provisions of Articles 2941 *et seq.* of the Civil Code – the right of holders of the Remaining Shares to obtain payment of the Consideration for the Joint Procedure will be extinguished by statute of limitations and the Offeror will be entitled to obtain the refund of any portion of the Total Consideration not collected by the entitled holders.

<u>Delisting of the Shares</u>

The Offeror also hereby announces that, upon fulfilment of the Joint Procedure, pursuant to Article 2.5.1, paragraph 6, of the Stock Exchange Regulation, Borsa Italiana will order the suspension of trading in the Shares on Euronext Milan on the trading sessions of 7 and 8 September 2026 and their delisting starting from the trading session of 9 September 2026.

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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 was 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.

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