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Utenza - referente	:	TINEXTANSS01 - Mastragostino Josef
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Testo del comunicato

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

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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THE OFFEROR HAS CARRIED OUT THE JOINT PROCEDURE 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 STARTING FROM TODAY

Milan, 9 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**"), 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**").

Settlement of the Joint Procedure

It should be noted that, as announced in the press release of September 1st, 2026, 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' Regulation (*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**").

The Offeror hereby announces that, as of today, it has exercised the Purchase Right and, at the same time, has fulfilled the Purchase Obligation pursuant to Article 108, paragraph 2, of the TUF, thus having carried out the Joint Procedure in relation to all the Remaining Shares.

In particular, the Offeror hereby announces that, on the date hereof, it has communicated to the Issuer - pursuant to and for the purposes of Article 111, paragraph 3, of the TUF - the deposit and availability of an amount equal to the total consideration for the Remaining Shares, equal to Euro 67,592,448.26 (the "**Total Consideration**"), 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, in accordance with irrevocable instructions provided by the Offeror to the Bank.

Therefore, pursuant to Article 111, paragraph 3, of the TUF, as of the date of notification of the deposit with the Bank, the transfer of the Remaining Shares to the Offeror has been completed on the date hereof, with the consequent registration by the Issuer in the shareholders' register of the Offeror as holder of the Remaining Shares.

Holders of the Remaining Shares will be entitled to obtain payment of the Consideration for the Joint Procedure - equal to Euro 15.02 for each Remaining Share - 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 – upon expiry of the five-year limitation period 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 the payment of the Consideration for the Joint Procedure will be extinguished by the 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.

Delisting of the Shares

The Offeror also notes that, as of the date hereof, with decision No. 9142 dated September 2nd, 2026, Borsa Italiana has ordered the delisting of the Shares from Euronext Milan, Euronext STAR Milan segment (following the suspension from trading in the sessions of September 7 and 8, 2026).

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