



TINEXTA

PRESS RELEASE

Notice of Calling of the Ordinary Shareholders' Meeting on 21 April 2023

Rome, 22 March 2023. The following is an excerpt of the Notice of Calling of the Ordinary Shareholders' Meeting of Tinexta S.p.A. published today in Il Sole 24 Ore:

TINEXTA S.p.A.

Registered Office in Roma at Piazza Sallustio, 9

Subscribed and paid-up share capital

€47.207.120,00 divided into 47.207.120 ordinary shares

Tax code and Rome Registry of Companies number
10654631000 Rome Economic and Administrative Index
(REA): 1247386

EXCERPT OF THE NOTICE OF CALLING OF ORDINARY SHAREHOLDERS' MEETING

Shareholders entitled to attend and exercise voting rights are called to the Shareholders' Meeting in ordinary session in Milan, at Via Agnello 18, at the offices of Studio Notarile Marchetti on 21 April 2023 at 11:30 (CET) in single calling, to discuss and pass resolutions on the following

AGENDA

1. Approval of the Financial Statements as at 31 December 2022, accompanied by the Report of the Board of Directors on management, the Report of the Board of Statutory Auditors and the Report of the Independent Auditing Company. Presentation of the consolidated financial statements as at 31 December 2022 and the consolidated non-financial disclosure pursuant to Italian Law Decree no. 254 of 30 December 2016, for the 2022 financial year. Related and consequent resolutions.
2. Allocation of financial year profit and dividend distribution proposal. Related and consequent resolutions.
3. Report on the Remuneration Policy for the year 2023 and on Remuneration Paid for the year 2022:
 - 3.1 approval of the first section of the report pursuant to article 123-ter, paragraphs 3-bis and 3-ter, of Italian Legislative Decree no. 58/1998;
 - 3.2 resolutions on the second section of the report, pursuant to article 123-ter, paragraph 6, of Italian Legislative Decree no. 58/1998.
4. Integration of the Board of Statutory Auditors through the appointment of an Alternate Auditor Related and consequent resolutions.
5. Authorisation to purchase and sell treasury shares in accordance with and for the effects of

Articles 2357 et seq. of the Italian Civil Code, as well as Article 132 of Italian Legislative Decree no. 58 of 24 February 1998 and Article 144-bis of the CONSOB Regulation adopted with resolution no. 11971/1999 as amended, subject to prior revocation of the authorisation granted by the Shareholders' Meeting of 28 April 2022, for the part not executed. Related and consequent resolutions.

6. Approval of a plan based on ordinary shares of Tinexta S.p.A. called "2023-2025 Performance Shares Plan" pursuant to art. 114-bis of Italian Legislative Decree no. 58 of 24 February 1998. Related and consequent resolutions.

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In accordance with the provisions of article 106, paragraph 4 of Italian Decree Law no. 18 of 17 March 2020, on "Measures to strengthen the National Health Service and economic support for families, workers and businesses affected by the COVID-19 epidemiological emergency" (the "Cura Italia Decree"), as transposed with amendments and whose application has most recently been extended by Italian Decree Law no. 198 of 29 December 2022, converted with amendments by Italian Law no. 14 of 24 February 2023, the intervention of those with voting rights at the Shareholders' Meeting may only take place through the representative appointed pursuant to article 135-undecies of Italian Legislative Decree no. 58/98 as amended and supplemented (the "Consolidated Finance Act") or Computershare S.p.A., with registered office in Rome, Via Monte Gilberto 33 - (the "Designated Representative"), in compliance with the provisions of the law and the regulations in force, to whom proxies and/or sub-proxies may also be conferred pursuant to article 135-novies of the TUF.

For information on the share capital, on the right to attend and vote at the Shareholders' Meeting (record date April 12, 2023) and on representation at the Shareholders' Meeting, exclusively through the Designated Representative (Computershare S.p.A.), on the right to add to the agenda and to submit resolution proposals by shareholders holding at least 2.5% of the share capital pursuant to article 126-bis paragraph 1, first sentence of the Consolidated Finance Act and the presentation of individual resolution proposals by the holders of the right to vote pursuant to art. 126-bis, paragraph 1, next to last sentence, of Legislative Decree no. 58/1998, as well as on the right to ask questions before the Shareholders' Meeting and on the organisational aspects of the Shareholders' Meeting, please refer to the full text of this notice published on the Company's website at www.tinexta.com, Governance/Shareholders' Meeting section.

The documentation relating to the Shareholders' Meeting, including the illustrative reports of the Board of Directors and the proposals for resolutions on the items on the agenda, will be made available to the public within the terms and according to the procedures provided for by the regulations in force, with the right of shareholders and those with voting rights to obtain a copy. Such documentation will be made available to the public at the Company's registered office, on the Company's website www.tinexta.com, in the Governance/Shareholders' Meeting section, as well as at the eMarket SDIR-Storage mechanism and in accordance with the additional procedures provided for by applicable laws and regulations.

Rome, 22 March, 2023

On behalf of the Board of Directors
The Chairman Enrico Salza

TINEXTA SpA

Tinexta is an industrial Group that offers innovative solutions for the digital transformation and growth of companies, professionals and institutions. Listed on the Euronext STAR Milan (MIC: MTAA), it is included in the European Tech Leader index as a high-growth tech company. Based in Italy and present in 9 countries from Europe to Latin America with over 2,000 employees, Tinexta is active in the strategic Digital Trust, Cyber Security and Business Innovation sectors. As at 31 December 2022, the Group reported consolidated revenues of € 357.4 million, Adjusted EBITDA of € 94.8 million and Net profit of € 78.1 million.

[tinexta.com](https://www.tinexta.com) | Stock ticker: TNXT, ISIN Code IT0005037210

Corporate Communication

Alessandra Ruzzu
Tel. +39 06 42 01 26 31
alessandra.ruzzu@tinexta.com

Press Office

Carla Piro Mander
Tel. +39 06 42 01 26 31
carla.piro@tinexta.com

Stefania Bassi
Tel. +39 335 6282 667
s.bassi@barabino.it

Investor Relations

Josef Mastragostino
Tel. +39 06 42 01 26 31
investor@tinexta.com