

TINEXTA S.p.A.

Registered Office in Rome, Piazza Sallustio no. 9
 Share capital subscribed and paid-up: Euro 47,207,120.00
 subdivided into 47,207,120 ordinary shares
 Tax code and Rome Register of Companies no.: 10654631000
 Rome Economic and Administrative Index: 1247386

ORDINARY SHAREHOLDERS' MEETING NOTICE

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 28 April 2022 at 12:00 (CET), in single calling, to discuss and pass resolutions on the following

AGENDA

1. Appointment of a director following resignation and subsequent co-option pursuant to Article 2386 of the Italian Civil Code and the current Articles of Association. Related and consequent resolutions.
2. Approval of the financial statements as at 31 December 2021; Directors' management Report; Board of Statutory Auditors' Report and the Independent Auditors' Report. Presentation of the consolidated financial statements as at 31 December 2021 and the consolidated statement of non-financial information pursuant to Legislative Decree no. 254 of 30 December 2016 relating to the financial year 2021. Related and consequent resolutions.
3. Allocation of net profit for the year. Related and consequent resolutions.
4. Report on Remuneration Policy for the fiscal year 2022 and Compensation Paid in 2021:
 - 4.1 approval of the first section of the report pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree no. 58/1998;
 - 4.2 resolutions relating to the second section of the report pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/1998.
5. Authorisation to purchase and dispose of treasury shares pursuant to Articles 2357 et seq. of the Italian Civil Code, as well as Article 132 of Legislative Decree no. 58 of 24 February 1998 and Article 144-bis of Consob Regulations adopted by resolution no. 11971/1999 and subsequent amendments. Related and consequent resolutions.

INFORMATION IN RELATION TO THE COVID-19 HEALTH EMERGENCY

In accordance with article 106, paragraph 4 of Italian Decree Law no. 18 of 17 March 2020, concerning "*Measures to strengthen the National Health Service and economic support for families, workers and businesses connected to COVID-19 epidemiological emergency*" (the "**Cura Italia Decree**"), as converted with amendments and whose application has been lastly extended by article 3 of Legislative Decree no. 228 of 30 December 2021, in compliance with the fundamental principles of health protection, the intervention of those entitled to vote at the Shareholders' Meeting may take place exclusively through the representative appointed pursuant to article 135-undecies of Italian Legislative Decree no. 58/98 as subsequently amended and supplemented (the "**Consolidated Finance Act**") *i.e.* through Computershare S.p.A., (the "**Designated Representative**"), in compliance with the provisions of the law and the regulations in force, as further specified below.

It should be noted that the date, place and modalities of holding the Shareholders' Meeting indicated in the notice of call remain subject to the compatibility with the regulations in force and the measures issued from time to time by the competent Authorities due to the COVID-19 emergency, as well as to the strict compliance with the

fundamental principles of safeguarding the health and safety of shareholders, employees, representatives and consultants of the Company.

The Company reserves the right to supplement and/or modify the contents of this notice, should it become necessary as a result of developments in the current COVID-19 emergency.

Any changes will be promptly notified in the same way as the publication of the notice of call or, in any case, through the information channels provided for by the regulations in force from time to time.

* * *

SHARE CAPITAL AND VOTING RIGHTS

At the date of this notice of call, pursuant to article 5 of the Articles of Association, the share capital, subscribed and paid-up, of Tinexta S.p.A. (the "**Company**") is Euro 47,207,120.00, subdivided into 47,207,120 ordinary shares with no indicated nominal value; each ordinary share confers the right to vote in the Company's ordinary and extraordinary shareholders' meetings. No shares of a category other than ordinary shares have been issued. The shares are indivisible.

As an exception to the general rule by which each share is entitled to one vote, pursuant to article 5 of the Articles of Association, in compliance with article 127-*quinquies* of Italian Legislative Decree no. 58/1998, each share held by the same person for a continuous period of at least 24 months starting from the date of its registration in the specifically created Special List, shall be assigned 2 votes. As at today, a number of shareholders have registered in the Special List in order to establish their right to the loyalty shares; however, none of the shareholders is entitled to said benefit. The list of shareholders that as at 19 April 2022 (*record date*) have asked to be registered in the aforementioned special list will be published on the Company's Internet website within the terms set out in art. 85-bis of the regulation adopted by Consob Resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented (the "**Issuers' Regulations**").

The Company holds 1,200,247 treasury shares, equal to 2.543% of the share capital, whose voting rights are suspended pursuant to article 2357-*ter*, paragraph 2, of the Italian Civil Code. The treasury shares are however counted in the capital for the purposes of calculating the shares required for the valid constitution and the resolutions of the Shareholders' Meeting.

ENTITLEMENT TO PARTICIPATE AND EXERCISE OF VOTING RIGHTS

Pursuant to article 83-*sexies* of the Consolidated Finance Act, the entitlement to attend the Shareholders' Meeting and exercise voting rights – which can take place exclusively by means of the Designated Representative – is subject to the receipt by the Company of the notification, which each entitled party must request to its depositary intermediary, issued by a qualified intermediary in accordance with applicable rules, on the basis of evidence of own accounting records relating to the end of the record date of the seventh open market day prior to the date of the Shareholders' Meeting on single call, *i.e.* **19 April 2022** (the "*Record Date*"). Credit and debit entries made on the accounts after said date are not relevant for the purposes of entitlement to exercise voting rights at the Shareholders' Meeting. Therefore, anyone holding shares only after that date will not have the right to attend and vote at the Shareholders' Meeting, and therefore, may not delegate (or sub-delegate) the Designated Representative.

Pursuant to article 83-*sexies*, paragraph 4, of the Consolidated Finance Act, intermediaries' notifications must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting on single call (*i.e.* by **25 April 2022**). However, the entitlement to attend and vote remains valid, if the notifications are received by the Company after the aforementioned deadline, provided that they are received before the work of the Shareholders' Meeting has begun. Please be reminded that notification to the Company is made by the intermediary, at the request of the party with the right.

Postal or electronic voting procedures are not envisaged for this Shareholders' Meeting.

In view of the limitations that may arise due to health requirements, entitled parties (members of the corporate bodies, the designated representative, the representatives of the company, of the auditing company and the meeting secretary) may also (or exclusively) participate in the Shareholders' Meeting by means of telecommunication systems that allows identification, in compliance with the current and applicable regulatory

provisions. The Company will provide instructions for participating in the Shareholders' Meeting by audio/telecommunication means to the above-said parties.

REPRESENTATION AT THE SHAREHOLDERS' MEETING

Pursuant to article 106 of the Cura Italia Decree, participation in the Shareholders' Meeting by those entitled to vote is allowed exclusively through the Designated Representative.

Consequently, the Company has charged Computershare S.p.A. – with headquarters in Via Monte Giberto, 33 Rome, – with representing the shareholders pursuant to article 135-undecies of Italian Legislative Decree no. 58/98 and the cited Decree Law (the “**Designated Representative**”). Shareholders who wish to attend the Shareholders' Meeting must therefore grant the Designated Representative a proxy – with voting instructions – on all or some of the proposed resolutions on the items on the agenda using the specific proxy form prepared by the Designated Representative in agreement with the Company, available on the Company's website at www.tinexta.com (“Governance/Shareholders' Meeting” section - <https://www.tinexta.com/assemblea-azionisti-2022>).

The proxy form with voting instructions, along with the required documentation, must be submitted following the instructions on the form itself and on the Company's website by the second trading day prior to the Shareholders' Meeting in single calling (*i.e.* by **26 April 2022**) and within the same deadline the proxy and voting instructions may be revoked.

Thus granted, the proxy is effective solely for the proposals for which voting instructions were provided; the Designated Representative shall not express any vote at the Shareholders' Meeting related to the proposals for which he or she did not receive precise voting instructions.

Shares for which the proxy has been conferred, even in part, are taken into account for the purpose of due constitution of the Shareholders' Meeting. In relation to proposals for which voting instructions have not been provided, the shares are not taken into account for the purpose of calculating the majority and the share of capital required for the approval of resolutions.

Moreover, the Designated Representative may also receive proxies or sub-proxies pursuant to article 135-novies of the Consolidated Finance Act, as an exception to article 135-undecies, paragraph 4 of the Consolidated Finance Act exclusively using the form, following the methods and within the deadline detailed on the mentioned Company's website www.tinexta.com (“Governance/Shareholders' Meeting” section - <https://www.tinexta.com/assemblea-azionisti-2022>). The proxy must be received by 12.00 pm of the day prior to the Shareholders' Meeting (and in any case prior to the start of the meeting). By the aforementioned deadline the proxy and the voting instructions may always be revoked according to the procedures detailed above.

The Designated Representative will be available for clarification or information at +39 06 4541 7401 or at the e-mail address ufficiorm@computershare.it.

Shareholders are hereby informed that the company reserves the right to supplement and/or amend the above instructions in consideration of the intervening needs as a result of the current COVID-19 epidemiological emergency and any developments that cannot be anticipated at this time.

INCLUSION OF ITEM ON THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR DELIBERATION

Pursuant to article 126-*bis* of the Consolidated Finance Act, Shareholders who, including jointly, represent at least one fortieth of the share capital with voting rights may request in writing, within ten days of publication of this notice (*i.e.* by **7 April 2022**), the integration of the list of the items to be discussed, indicating in the request the additional items proposed, or submit proposals for resolution on items already included in the agenda by this meeting notice.

The request for inclusion of an item and further proposals for resolution must be submitted in writing by the proposing Shareholders, together with the notice attesting the ownership of the aforementioned shareholding, issued by the intermediaries who hold the accounts on which the shares are registered, to the registered office of the Company in Piazza Sallustio no. 9, in Rome, or by certified e-mail to tinexta@legalmail.it.

Any updated list of items to be discussed at the Shareholders' Meeting or further proposals for resolutions presented on items already on the agenda, will be published at least fifteen days prior to the date set for the Shareholders' Meeting (by **13 April 2022**) by the same means of publication as for this notice in order to enable

those entitled to vote to express themselves consciously also taking into account such new proposals and to allow the Designated Representative to gather voting instructions on them if necessary.

Within the aforementioned timeframe of ten days a report must be submitted, by the proposing Shareholders, on the matters that they propose to discuss or on the further proposals for deliberation presented on matters already on the agenda.

The integration of the agenda is not permitted for those items on which the Shareholders' Meeting resolves, in accordance with the law, upon proposal of Directors or on the basis of a plan or report prepared by the latter, other than those indicated in article 125-*ter*, paragraph 1, of the Consolidated Finance Act.

SUBMISSION OF PROPOSALS FOR RESOLUTIONS BY THOSE ENTITLED TO VOTE (PURSUANT TO ARTICLE 126-BIS, PARAGRAPH 1, NEXT-TO-LAST SENTENCE, OF THE CONSOLIDATED FINANCE ACT)

Since participation in the Shareholders' Meeting is exclusively allowed through the Designated Representative, for the sole purposes of this Shareholders' Meeting and taking into account the circumstances and extraordinary measures related to the COVID-19 pandemic, those entitled to vote may individually submit proposals for resolutions at the Shareholders' Meeting pursuant to article 126-*bis*, paragraph 1, penultimate sentence of the Consolidated Finance Act.

It is recommended to ensure that such proposals are formulated clearly and completely and submitted in writing to the Company within fifteen days prior to the Shareholders' Meeting (*i.e.* **13 April 2022**) following the same procedures required for submitting pre-meeting questions, that is, by sending them to the Company's registered office in Piazza Sallustio no. 9, Rome, 00187, by fax to 06.420.042.50 for the attention of the *Investor Relator* or to the certified e-mail address tinexta@legalmail.it. The interested parties must provide information enabling them to be identified and demonstrating their entitlement to exercise voting rights.

The Company will promptly publish (and, in any event by **15 April 2022**) the above said proposals in a designated section on the website, so that the holders of voting rights may view them for the purpose of granting proxies and/or sub-proxies, with related voting instructions, to the Designated Representative, reserving the right to verify – for the purposes of their publication – their relevance with regard to the items on the agenda, their completeness, their compliance with applicable regulations, as well as the entitlement of the relative proponents.

RIGHT TO ASK QUESTIONS BEFORE THE SHAREHOLDERS' MEETING

Those with voting rights, pursuant to article 127-*ter* of the Consolidated Finance Act, may ask questions about the matters on the agenda, by sending them to the registered office of the Company in Piazza Sallustio no. 9, Rome, 00187, by fax to 06.420.042.50 for the attention of the *Investor Relator* or to the certified e-mail address tinexta@legalmail.it. The interested parties must provide information enabling them to be identified and demonstrating their entitlement to exercise voting rights. The questions must reach the Company by the seventh open market day prior to the date of the Shareholders' Meeting in single calling, *i.e.* **19 April 2022** (the "*Record Date*"). Voting right entitlement may also be certified after sending the requests provided it is within three days of the seventh day of open market prior to the Shareholder's Meeting, *i.e.* **22 April 2022**.

Solely the questions pertinent to the items on the agenda will be taken into consideration. In order to facilitate the organisation of the answers, please formulate the questions with the reference to the page number of the related Directors' Report or other document made available for the Meeting. As an exception to the minimum deadline required pursuant to article 127-*ter*, paragraph 1-bis, of Consolidated Finance Act, the questions will be answered by **22 April 2022**, after verifying their pertinence and the entitlement of the applicant so that those entitled to vote may reach informed decisions on the items on the agenda. The Company may provide only one answer to questions with the same content.

We hereby specify that pursuant to the aforementioned art. 127-*ter* of the Consolidated Finance Law, no response to the questions addressed will be due prior to the Shareholder's Meeting if the information requested is already available in the "question and answer" format on a special page that will be set up and can be consulted on the Company's Internet website or when the answer is published on the same Internet website.

ALLOCATION OF PROFIT FOR THE YEAR

Any dividend approved by the Shareholders' Meeting will be paid, in accordance with applicable laws and regulations, starting from 8 June 2022 (payment date) with coupon date of 6 June 2022 (*ex date*). Those who are

shareholders based on evidence from accounts relating to the *record date* of 7 June 2022 will be entitled to receive the dividend.

APPOINTMENT OF A DIRECTOR FOLLOWING THE RESIGNATION AND SUBSEQUENT CO-OPTATION PURSUANT TO ART. 2386 OF THE ITALIAN CIVIL CODE AND THE CURRENT ARTICLES OF ASSOCIATION

With reference to the first item on the agenda, please be reminded that, as this constitutes a mere integration of the Board of Directors, pursuant to art. 2386 of the Italian Civil Code and art. 11 of the Articles of Association, the Shareholders' Meeting is called to resolve with the majority and in compliance with the principles for the composition of the Board set out by the law, without the application of the legal and statutory provisions regarding list votes.

In this regard, please be reminded that following the resignation of Ms. Gail Catherine Anderson from her office as independent director, the Company's Board of Director's Meeting of 15 June 2021, with the favorable opinion of the Board of Statutory Auditors, appointed by co-optation Mr. Gianmarco Montanari, selecting the new director from the list submitted to the Shareholders' Meeting of 27 April 2021 by a group of minority shareholders, to which the reignited director belonged, after having verified that Mr. Gianmarco Montanari met the independence and integrity requirements provided for by current legislation. Said director shall remain in office until the expiry of the term of the entire Board of Directors (*i.e.* until the date of approval of the financial statements as at 31 December 2023).

For further information on the integration of the Board of Directors, reference should be made to the explanatory report on the related item on the agenda, drawn up by the Board of Directors pursuant to art. 125-ter of Italian Legislative Decree no. 58 of 24 February 1998, that will be made available to the public within the terms and according to the conditions set out by current legislation.

DOCUMENTATION

The documentation relating to the Shareholder's Meeting - including the illustrative reports on the items on the agenda and the text of the resolution proposals, as well as the annual Financial Report, the Report of the Board of Statutory Auditors, the Independent Auditor's Report and the non-financial consolidated statement as at 31 December 2021 together with information on the amount of the share capital, as well as the forms to be used when voting through the Designated Representative - shall be made available to the public according to the terms and conditions set out by law, with Shareholders and voting rights holders having the possibility of obtaining a copy.

This documentation will be made available to the public at Tinexta's registered office, on the Company's website at www.tinexta.com, *Governance/Shareholders' Meeting section* - <https://www.tinexta.com/assemblea-azionisti-2022>, as well as at the authorised storage mechanism named e-Market SDIR-Storage.

* * *

This notice of call is published today, in its entirety, in compliance with article 125-*bis* of the Consolidated Finance Act on the Company's website (www.tinexta.com, *Governance/Shareholders' Meeting section* - <https://www.tinexta.com/assemblea-azionisti-2022>) and at the e-Market SDIR-Storage storage mechanism, as well as in excerpt form in the daily newspaper "IlSole24Ore".

Rome, 28 March 2022

For the Board of Directors
Chairman Enrico Salza

This English version is made available to provide non-Italian speakers a translation of the original document. Please note that in the event of any inconsistency or discrepancy between the English version and the Italian version, the original Italian version shall prevail.