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Diffusione presunta

Oggetto : Shareholders' Meeting approves 2021
Annual Report. Dividend of Euro 0.30 per
share

Testo del comunicato

Vedi allegato.



PRESS RELEASE

**TINEXTA: SHAREHOLDERS' MEETING APPROVES 2021 ANNUAL REPORT
DIVIDEND OF EURO 0.30 PER SHARE**

The Shareholders' Meeting of Tinexta S.p.A., which met today,

- approved the Tinexta S.p.A. Annual Report as of 31 December 2021
- approved the dividend distribution, equal to €0.30 per share
- approved Remuneration policy and expressed its favourable opinion on the remuneration paid in 2021
- confirmed the co-optation of a new director
- approved the plan for the purchase and disposal of own shares

Milan 28 April 2022. The Ordinary Shareholders' Meeting of Tinexta S.p.A., meeting today under the Chairmanship of Enrico Salza, through video and telecommunications means under the terms of Decree Law No. 18 of 17 March 2020 ("Cura Italia") as part of the measures to contain the COVID-19 epidemic and with the intervention of members in the Assembly exclusively through the Designated Representative, approved the Financial Statements as of 31 December 2021 which has a profit of € 29,5 million.

Chairman Enrico Salza said: "The Shareholders' Meeting today approved an Annual Report that demonstrates the validity of Tinexta's strategy and confirms its further potential for development in Italy and abroad".

Pier Andrea Chevallard, the Chief Executive Officer, added: *"Tinexta continues to consolidate, its positioning, confirming its goal of supporting companies in their growth paths and contributing to the country's digital transition."*

Consolidated 2021 results

The Consolidated Financial Statements as at 31 December 2021 were presented at the Shareholders' Meeting, which, in line with the results already approved by the Board of Directors and illustrated in the press release of 17 March 2022, reported Revenues of € 375.4 million (+ 39.5% compared to 2020), Adjusted EBITDA of € 98.7 million (+21.5%), an Operating Result of € 56.9 million (+8.1%), a net profit of € 39.6 million (+4.9%).

The 2021 Consolidated Non-Financial Statement pursuant to Legislative Decree no. 254/16 of 30 December 2016 was also presented to the Shareholders' Meeting.



Destination of operating profit

The Shareholders' Meeting has resolved on the proposal of the Board of Directors, to distribute to shareholders a dividend of Euro 0.30 gross for each share outstanding, for a total of €13,802,061.9. The dividend will be paid as from 8 June 2022, with ex-dividend date no. 8 on 6 June 2022 and *record date* on 7 June 2022.

The Shareholders' Meeting also approved to allocate the remaining part of the profit for the year of € 1,476,801.79 to the legal reserve, and for € 14,257,172.18 to retained earnings.

Report on Remuneration

The ordinary Shareholders' Meeting, having examined the Report on the remuneration policy and on the remuneration paid prepared pursuant to the current applicable regulations and statutory provisions, approved the Company's Remuneration Policy for the 2022 financial year, pursuant to art. 123-ter, paragraphs 3-bis and 3-ter of Italian Legislative Decree 58/98 ("Consolidated Law on Finance") and expressed a favourable opinion, pursuant to art. 123-ter, paragraph 6 of the TUF, on compensation relating to the implementation in 2021 of the Policy approved by the Shareholders' Meeting of 27 April 2021.

Confirmation of the co-option of a new Board Member

The Ordinary Shareholders' Meeting confirmed the appointment, following the resignation of a member of the Board of Directors, of the director Gianmarco Montanari, with the qualification of independent board member. Mr. Montanari will remain in office until the expiry of the mandate of the Board of Directors (set to take place on the date of approval of the Annual Report as at 31 December 2023). For further details, please refer to the press release of 15 July 2021, published on the Company's *website* in the section https://www.tinexta.com/en_GB/mr-comunicati-stampa.

Approval of the proposal to authorise the purchase and disposal of own shares

The Ordinary Shareholders' Meeting approved the authorisation for the purchase and disposal of treasury shares, pursuant to art. 2357 et seq. of the Italian Civil Code and art. 132 of the Consolidated Law on Finance, also in several *tranches*, up to a maximum number that, taking into account the Company's ordinary shares held from time to time in the portfolio by the Company and its subsidiaries, and therefore of the ordinary shares held by the Company as of today, does not exceed the 10% of the share capital, in compliance with the provisions of art. 2357, paragraph 3, of the Italian Civil Code. As of today, the Company holds 1,200,247 treasury shares. The purpose of the authorisation to purchase and dispose of treasury shares is to allow the Company's ordinary shares to be purchased and disposed of, in accordance with applicable EU and national regulations and accepted market practices recognised by Consob, for the following purposes: (i) to dispose of treasury shares to be used to service the "2020-2022 Stock Option Plan", the "2021-2023 Stock Option Plan", as well as any future incentive plans in order to incentivise and retain employees, collaborators, directors of the Company, subsidiaries and/or other categories of persons discretely chosen by the Board of Directors; (ii) to carry out operations such as the sale and/or exchange of treasury shares for the acquisition of equity



investments, direct or indirect, and/or real estate and/or the conclusion of agreements with strategic partners and/or for the implementation of industrial projects or extraordinary finance operations, which are part of the expansion objectives of the Company and the Group; (iii) to carry out future transactions for the purchase and sale of shares, within the limits allowed by accepted market practices; (iv) to carry out, directly or through intermediaries, any transactions to stabilise and/or support the liquidity of the Company's shares in accordance with accepted market practices; (v) to build up a so-called "securities warehouse", useful for any future extraordinary financial transactions; (vi) to make a medium- and long-term investment or, in any case, to take advantage of the opportunity to make a good investment, also in consideration of the risk and expected return of alternative investments and also through the purchase and resale of shares whenever appropriate; (vii) to employ excess liquid resources.

The duration of the authorisation is set at 18 months starting from the date of the shareholders' resolution approving the proposal.

The authorisation provides for the purchases of treasury shares to be carried out in compliance with legal and regulatory requirements, including those in Regulation (EU) 596/2014 and Delegated Regulation (EU) 2016/1052, as well as acceptable market practices at the time in force, where applicable. In any case, purchases must be made (i) at a price per share which shall not deviate downwards or upwards by more than 10% from the reference price recorded by the stock exchange session preceding each individual transaction; (ii) at a price which shall not exceed the highest price of the last independent transaction and the price of the highest current independent bid on the trading venue where the purchase is made.

In view of the different purposes that can be served by transactions on treasury shares, authorisation is granted for purchases to be made, in compliance with the principle of equal treatment of shareholders provided for in Article 132 of the Consolidated Law on Finance, according to any of the methods set out in Article 144-bis of the Consob Regulations (including through subsidiaries), to be identified, from time-to-time, at the discretion of the Board. For any further information on the matter, please refer to the Directors' report published on the Company's *website* www.tinexta.com, in Governance Section.

The Manager responsible for preparing the company's financial reports, Nicola Di Liello, declares, pursuant to paragraph 2 of Article 154-bis of the Consolidated Law on Finance, that the accounting information contained in this press release corresponds to the document results, books and accounting records.

The Annual Report and Consolidated Financial Statements as at 31 December 2021 are available at the company's registered office and on the website www.tinexta.com, in Governance/Shareholders' Meeting/2022 Financial Year section. The summary report of the votes and the minutes of the Meeting will be made available to the public in accordance with the terms and conditions of Law.



TINEXTA S.p.A.

Tinexta, listed on the Euronext Milan – STAR segment, reported the following Consolidated Results as at 31 December 2021: Revenues of € 375.4 million, EBITDA of € 93.0 million and Net Profit of € 39.6 million. Tinexta Group is one of Italy's leading operators in its four business areas: Digital Trust, Cyber Security, Credit Information & Management, Innovation & Marketing Services. The Digital Trust Business Unit provides, through the companies InfoCert S.p.A., Visura S.p.A., Sixtema S.p.A. and the Spanish company Camerfirma S.A., products and services for digitisation, digital signature, digital identity, customer onboarding, electronic invoicing and certified e-mail (PEC) for large companies, banks, insurance and financial companies, SMEs, associations and professionals. The Cyber Security Business Unit operates through the companies Yoroi, Swascan and Corvallis and constitutes one of the national poles in the research and provision of the most advanced solutions for data protection and security. In the Credit Information & Management Business Unit, Innolva S.p.A. and its subsidiaries offer services to support decision-making processes (Chamber of Commerce and real estate information, aggregated reports, synthetic ratings, decision-making models, credit assessment and recovery) while RE Valuta offers real estate services (appraisals and evaluations). In the Innovation & Marketing Services Business Unit, Warrant Hub S.p.A. is a leader in consultancy in grants, loans and tax relief as well as industrial innovation, while Co.Mark S.p.A. provides Temporary Export Management consultancy to SMEs to support them in their commercial expansion. As at 31 December 2021, the Group had 2,393 employees.

Website: www.tinexta.com, Stock ticker: TNXT, ISIN Code IT0005037210

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