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Diffusione presunta
Oggetto : Shareholders' Meeting: appointment of a
Board member, buy back, change in
corporate name

Testo del comunicato

Vedi allegato.



TECNOINVESTIMENTI

PRESS RELEASE

The Shareholders' Meeting was held today

- **TINEXTA: the New Name of Tecnoinvestimenti**
- **Buy-back Approved**

Rome, 7 November 2018. The Shareholders' Meeting of **Tecnoinvestimenti S.p.A.** met in Single Call today in Milan under the chairmanship of Enrico Salza and approved:

- in the Extraordinary Part:
 - the modification to the Articles of Association, including the modification of the corporate name, thus approving the new name **TINEXTA S.p.A.**;
- in the Ordinary Part:
 - the authorisation to purchase and dispose of Own Shares
 - the appointment of Gian Paolo Coscia as Director.

Tinexta is the new name of Tecnoinvestimenti

The Extraordinary Shareholders' Meeting approved the proposal to modify the Articles of Association, including the modification of the Corporation's name. The Group has greatly evolved in recent years both in terms of size and diversification of the activity carried out. In line with the new corporate reality, Shareholders approved the name change from Tecnoinvestimenti S.p.A. to **Tinexta S.p.A.**, with the aim of choosing a name more representative and more consistent with the Group's goals to develop internationally. An advertising information campaign in the main newspapers and a new web platform will be launched shortly to publicize the new name.

Tinexta was born from the desire to unite past and present, looking towards an international dimension, and semiotically adapt its visual communication. The name recalls the traditional denomination of the Group with "TI", a clear reference to the current name and the genesis of the company; the suffix NEXTA is instead composed of the word NEXT, in English *future*, and has a strongly positive and proactive connotation, enriched by the terminal "a" which refers to the plural in classical languages (Greek, Latin) and alludes to multiplicity and plurality.

The Group's Chairman, **Enrico Salza**, said "*The new symbol combines a captivating aesthetic with a sense of dynamism. It is a brand that looks forward, that moves upwards, that wants to inspire confidence and positivity. Tinexta takes a step forward. Our past, our growth in recent years are present in the initial TI. Nexta then recalls the willingness to take other steps, to overcome national borders, as we have already done in Spain and Luxembourg, entering a European dimension that will surely have new developments.*

The modifications of the Articles of Association will be take effect upon the registration with the Corporate Registry of Rome.



TECNOINVESTIMENTI

Proposal Approved to Authorise the Purchase and Dispose of Own Shares – Buy-back

The Ordinary Shareholders' Meeting of Tecnoinvestimenti S.p.A., based on the proposal from the Board of Directors, approved the proposal to authorise the purchase and dispose of Own Shares – in accordance with the effects of Articles 2357 and subsequent of the Italian Civil Code, as well as Art. 132 of the Consolidated Financial Law (in Italian, "TUF") and Art. 144-bis of Consob Regulation adopted by resolution No. 11971/1999 ("Issuers' Regulations"), as subsequently amended – in the light of the reasons, in accordance with the detailed terms and conditions described below.

Objective of the Program to Purchase and Dispose Own Shares

The program to purchase and dispose of Own Shares is aimed at equipping the Company with an instrument used by listed companies, in order to seize investment opportunities for any purpose permitted by the existing regulations, including the purposes covered by market practices accepted by Consob, pursuant to Art. 180, paragraph 1 c) of the TUF, as identified by Consob Resolution No. 16839 of 19 March 2009, with reference to the purchase of Own Shares for the support of the liquidity of the stock and for the creation of a so-called "securities inventory", as provided by Regulation (EU) No 596/2014 and its implementing provisions, where applicable. It should be noted that the program to purchase Own Shares is not aimed at reducing the Share Capital by cancelling the Own Shares purchased.

Maximum Number and Category of Purchasable Own Shares

As of today the Company's subscribed and wholly paid capital is Euro 46,890,120.00, divided into No. 46,890,120 ordinary shares, without nominal value. The approved program entails the right to purchase, in one or more transactions, to an extent freely determinable by the Board of Directors, a maximum number of ordinary shares of the Company, without a nominal value, such as to not exceed the limit of 10% of the Company's Share Capital in compliance with statutory and regulatory provisions in force at the date of operation.

Maximum Purchase Amount

The maximum purchase disbursement for the transaction is fixed at 35 million Euros. In any case, the purchase operations will be carried out within the limits of the distributable profit and the available reserves resulting from the last Financial Statements approved.

Period for which the Program has been Authorized

The program to purchase Own Shares was approved for the maximum period prescribed by Art. 2357, paragraph 2 of the Italian Civil Code, specifically 18 (eighteen) months from today's date. The program to dispose of Own Shares in portfolio has been approved without time limit, due to the absence of limits in existing legal regulations and to the opportunity in this regard to consent maximum flexibility to the Board of Directors.

Modalities for the Purchase/Disposal, Indication of Minimum and Maximum Price

Purchase operations may be carried out in accordance with Art. 132 of TUF and Art. 144-bis of the Issuers' Regulations and, in any case, in accordance with the rules permitted by the current



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regulation in force. In particular, purchases must be made taking into account the need to respect the principle of equal treatment of Shareholders.

Purchases will be made at a minimum unitary price not less than the Milano Stock Exchange official price of the day preceding the purchase transaction, decreased by 10%, and a maximum not exceeding the Milano Stock Exchange official price of the day preceding the purchase operation, increased by 10%. In addition, purchases of Own Shares will be carried out in accordance with the market practices accepted by Consob, pursuant to Art. 180, paragraph 1 c) of the TUF, as identified by Consob Resolution No. 16839 of 19 March 2009, with reference to market practices inherent in the acquisition of Own Shares for liquidity support of a stock and for the establishment of a so-called "stock inventory".

As regards disposal operations, the authorisation was approved under Art. 2357-ter of the Italian Civil Code, that is, the Board of Directors may dispose the Own Shares purchased in any manner deemed necessary or opportune to the pursuit of the purpose for which the transaction is executed, in compliance with applicable provisions of law and regulations as well as, where appropriate, accepted market practices.

Confirmation of the appointment of Director Gian Paolo Coscia

Finally, the Ordinary Shareholders' Meeting confirmed the appointment of the independent Director Gian Paolo Coscia. as a new member of the Control and Risk Committee, as communicated on September 20, 2018.

For further details, please refer to the Press Release of 23 July 2018 concerning the nomination by co-optation of the aforementioned administrator, published on the Company's website in section <http://tecnoinvestimenti.it/media-relations/>.

TECNOINVESTIMENTI GROUP

The **Tecnoinvestimenti Group** reported the following **consolidated results for First Half 2018: Revenues of €114.5 million, EBITDA of €28.9 million and Net profit of €14.6 million**. The Group, listed on the STAR segment of the Milan Stock Exchange, is one of Italy's top operators in its three areas of business: Digital Trust, Credit Information & Management and Innovation & Marketing Services. The Digital Trust Business Unit, through the companies InfoCert, Visura and Sixtema, provides products and services for digitalisation, electronic billing, certified e-mail and digital signature, as well as services for professionals, associations and SMEs. InfoCert, the biggest European Certification Authority, recently acquired 51% of Camerfirma in Spain and in September announced a partnership to purchase 50% of LuxTrust, the Luxembourg TSP. The Credit Information & Management Business Unit, which includes the newly renamed Innolva, offers decision-making support services such as real estate and Chamber of Commerce-based information, aggregate reports, summary ratings, decision-making models, and credit assessment and collection services, and REValuta that offers real estate services, including appraisals and valuations. The Innovation & Marketing Services Business Unit, through the companies Co.Mark and Warrant Group, offers a platform of advisory services to SMEs, to support them through the phases of growth in production and expansion of their commercial capacity. At 30 June 2018 the employees of the Group totalled 1,246.

Website: www.tecnoinvestimenti.it; Stock ticker: TECN; ISIN Code IT0005037210



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