

**DIRECTORS' ILLUSTRATIVE REPORT
TO THE ORDINARY SHAREHOLDERS'
MEETING OF
TINEXTA S.P.A.
CALLED FOR
18 APRIL 2019 IN SINGLE CALL**

SHAREHOLDERS' MEETING 18 APRIL 2019

ILLUSTRATIVE REPORT

Dear Shareholders,

We place at your disposal, at the registered office and on the Company's website, at www.tinexta.com, and on the e-market SDIR-NIS authorised storage device, pursuant to article 125-*ter* of Legislative Decree 58/98, as subsequently amended and modified (the "TUF") and article 84-*ter* of Consob Regulation no. 11971/1999, as subsequently amended and modified (the "**Issuers Regulation**"), a Report on the proposals concerning the following matters in the agenda of the Ordinary Shareholders' Meeting, to which you have been invited to participate, at Via Meravigli 7, in the room that shall be indicated by instructions in the venue, in Milan, for 18 April 2019 at 12:00 pm, in single call, to discuss and resolve upon the following:

AGENDA

ORDINARY PART

1. Financial Statements for the year ended 31 December 2018; Directors' Management Report; External Auditors' Report; Statutory Auditors' Report; related and consequent resolutions. Presentation of Consolidated Financial Statements as at 31 December 2018.
2. Proposed allocation of Profit for the year; related and consequent resolutions.
3. Remuneration Report (Section 1) pursuant to art 123-*ter*, paragraph 6, of Legislative Decree 58/98; related and consequent resolutions; related and consequent resolutions.

First item of the agenda

Financial Statements for the year ended 31 December 2018; Directors' Management Report; External Auditors' Report; Statutory Auditors' Report; related and consequent resolutions. Presentation of Consolidated Financial Statements as at 31 December 2018.

Dear Shareholders,

in relation to the first item in the agenda, you are called to the meeting to approve the Financial Statements for the financial year ending on 31 December 2018, the draft of which was approved by the Company's Board of Directors on 12 March 2019.

The Company's Financial Statements as of 31 December 2018 closed with a profit of € 21,621,639.99.

The Consolidated Financial Statements of the Company ending as of 31 December 2018, ending with a Net Profit relating to the Tinexta Group of € 32,521,082.41, will also be explained at the meeting. A copy of the documentation required pursuant to the legal and regulatory provisions in force and, in particular, a copy of the folder relating to the financial statements and the consolidated financial statements ending as of 31 December 2018, together with the report of the Board of Statutory Auditors and the Independent Auditors appointed for the statutory audit of the accounts (to which reference is made for further information), will be filed at the registered office, on the Company's website as well as on the authorised storage device, within the terms established by the applicable laws and regulations, together with the annual report on corporate governance and the ownership structure, available to those who wish to view them.

In view of the above, the Board of Directors submits for your approval the following proposal:

"The Ordinary Shareholders' Meeting of Tinexta S.p.A.,

- *having examined the data of the Financial Statements for the financial year ending on 31 December 2018 with the related reports presented by the Board of Directors, the Board of Statutory Auditors and the external auditing company;*
- *acknowledging the data of the Consolidated Financial Statements for the financial year ending on 31 December 2018 with the related reports presented by the Board of Directors, the Board of Statutory Auditors and the external auditing company;*

resolved

- to approve the Financial Statements for the financial year ending on 31 December 2018."

Second item of the agenda

Allocation of profit for the financial year.

Dear Shareholders,

in relation to the second item on the agenda, you are called to the meeting to resolve on the allocation of the Profit for the financial year. In particular, the Company's Financial Statements as of 31 December 2018 closed with a profit for the financial year of € 21,621,639.99.

In view of the above, the Board of Directors submits for your approval the following proposal:

"The Ordinary Shareholders' Meeting of Tinexta S.p.A.,

resolved

- to allocate the net profit for the year 2018 of Tinexta equal to € 21,621,639.99 as follows:

- 5% of the profit for the financial year to legal reserve, in an amount of € 1,081,082.00;*
- with regard to € 10,690,947.36 for dividend distribution, equal to € 0.228 for each of the ordinary shares in circulation on 4 June 2018, the scheduled "coupon date";*
- as to € 9,849.610.63 to profits carried forward.*

- to pay the indicated dividend for the 2018 financial year of € 0.228 per ordinary share - gross of any legal withholdings - starting from 5 June 2018, with a "coupon date" coinciding with 3 June 2019 and record date (i.e., date of entitlement to payment of the dividend itself, pursuant to art. 83-terdecies of Legislative Decree no. 58 of 24 February 1998 and article 2.6.6, paragraph 2, of the Regulation on Markets organised and managed by Borsa Italiana S.p.A.) coinciding with 4 June 2019."

Third item of the agenda

Remuneration Report (section I) pursuant to art. 123-ter, paragraph 6, of Legislative Decree 58/98.

Dear Shareholders,

in relation to the third item on the agenda, refer to the Remuneration Report - prepared pursuant to art. 123-ter of the TUF and art. 84-quater of the Issuers Regulation, in accordance with the provisions of the Code of Conduct of Borsa Italiana S.p.A. - which will be made available to you at the registered office and will be available on the Company's website as well as on the authorised storage device in accordance with the law.

According to the art. 123-ter, paragraph 6, of the TUF, you are called to resolve in favour of or against the first section of the Remuneration Report, pursuant to paragraph 3 of the same article 123-ter of the TUF, which explains the Company's remuneration policy for members of the administrative bodies, the general manager and managers with strategic responsibilities, as well as the procedures used for the adoption and implementation of this policy.

Note that pursuant to the aforementioned art. 123-ter, paragraph 6, of the TUF, the resolution that you are called to pass will not, in any case, be binding.

In view of the above, the Board of Directors submits for your approval the following proposal:

"The Ordinary Shareholders' Meeting of Tinexta S.p.A.,

- *having examined and discussed the section of the Remuneration Report pursuant to art. 123-ter, paragraph 3, of Legislative Decree 58/1998, prepared by the Board of Directors, containing an explanation of the Company's policy on the remuneration of the members of the administrative bodies, the general manager and executives with strategic responsibilities, as well as the procedures used for the adoption and implementation of this policy, made available to the public according to the procedures and time frames under the law;*

resolved

in favour of the first section of the Remuneration Report adopted by the Board of Directors on [...] pursuant to art. 123-ter of Legislative Decree 58/1998".

** * **

Rome, 15 March 2019

On behalf of the Board of Directors

Enrico Salza

The Chairman