

TINEXTA S.p.A.

Legal Headquarters in Rome, Piazza Sallustio, 9
Share Capital subscribed and paid-up: Euro 47,207,120.00
subdivided into 47,207,120 Ordinary Shares
Tax code and Rome Corporate Registry number: 10654631000
Rome Economic and Administrative Register: 1247386

ADJUSTMENT AND INTEGRATION OF THE CONVOCAZIONE NOTICE OF THE ORDINARY SHAREHOLDERS' MEETING

To adjust and integrate the Convocation Notice published 29 March 2020, we inform that the Shareholders, pursuant to Article 106, paragraph 4, of Law Decree no. 18 of 2020, the methods of participation in the Shareholders' Meeting are limited exclusively to recourse to the representative appointed pursuant to Article 135-undecies of the Legislative Decree n. 58 of 24 February 1998 and subsequent amendments. As specified in and pursuant to Art. 126-bis, paragraph 1, third sentence, of the Consolidated Law on Finance, those entitled to vote can individually submit proposed resolutions at the Shareholders' Meeting which will be published by the Company (within the procedures thereby established). The Agenda remains unchanged.

The text of the Convocation Notice is reported below, as integrated and corrected with those parts highlighted and underlined.

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ORDINARY SHAREHOLDERS' MEETING CONVOCAZIONE

Shareholders who are entitled to participate and exercise their right to vote are called to an Ordinary Shareholders' Meeting in Milan, Via Agnello n. 18, at the Notary Marchetti's office on 28 April 2020 at 12:30 pm in single call, to discuss and decide on the following:

AGENDA

1. Financial Statements of Tinexta S.p.A. at 31 December 2019. Directors' Management Report for 2019. Report. Report from the external audit firm and the Board of Statutory Auditors. Presentation of Consolidated Financial Statements at 31 December 2019 and the consolidated non-financial declaration pursuant to Legislative Decree No. 254 of 30 December 2016 relating to the financial year 2019. Related and consequent resolutions.
2. Allocation of Profit for the fiscal year. Related and consequent resolutions.
3. Approval pursuant to Article 114-bis of Legislative Decree 58/1998 of the Stock Option Plan 2020 - 2022 concerning Ordinary Shares of Tinexta S.p.A. reserved for Directors, Executives with strategic responsibility, and/or other employees and other managerial figures of Tinexta S.p.A. and/or its subsidiaries pursuant to Article 93 of Legislative Decree No. 58 of 24 February 1998. Related and consequent resolutions.
4. Authorisation to purchase and dispose of Treasury Shares pursuant to and for the purposes of 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 the Consob Regulation adopted by Resolution No. 11971/1999 and

subsequent amendments, subject to revocation of the previous authorisation resolved by the Ordinary Shareholders' Meeting on 7 November 2018. Related and consequent resolutions.

5. Remuneration policy: approval of the first section of the Report on Remuneration Policy and remuneration paid. Related and consequent resolutions.
6. Consultation on the second section of the Report on Remuneration Policy and remuneration paid.

INFORMATION IN RELATION TO THE COVID-19 HEALTH EMERGENCY

In accordance with the provisions of Art. 106, paragraph 4 of 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 "**Decree**"), in compliance with the fundamental principles of health protection, the participation of Shareholders at the Shareholders' Meeting may only take place through the Designated Representative appointed pursuant to Article 135-undecies of Legislative Decree No. 58/98 (the "TUF"), in compliance with the provisions of the law and the regulations in force, as further specified in the paragraph, "Attendance of the designated representative at the Shareholders' Meeting by proxy vote".

It should be noted that the date, place and manner of holding the Shareholders' Meeting indicated in the Meeting Convocation remain subject to the relative 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 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 situation.

Any changes will be promptly disclosed in the same manner as the meeting notice or, in any case, through the information channels provided for by the regulations in force from time to time.

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SHARE CAPITAL AND VOTING RIGHTS

At the date of this meeting notice, in accordance with Article 5 of the Articles of Association, the subscribed and paid-up Share Capital 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.

ENTITLEMENT TO INTERVENTION AND EXERCISE OF THE RIGHT TO VOTE AND REPRESENTATION IN THE ASSEMBLY

Pursuant to Article 83-sexies of the TUF, entitlement to participate in the Shareholders' Meeting and exercise voting rights is subject to receipt by the Company of notification 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 trading day prior to the date of the Shareholders' Meeting in single call, i.e. 17 April 2020 (the Record Date). The registration of credit and debit entries made after that date are not relevant for the purposes of entitlement to exercise voting rights at the Shareholders' Meeting.

Pursuant to Art. 83-sexies, paragraph 4 of the TUF, intermediaries' notifications must reach the Company by the end of the third trading day prior to the date fixed for the Shareholders' Meeting on single call (i.e. by 23 April 2020). The entitlement to participate, attend and vote remains valid, moreover, if the notifications reach the

Company after the aforementioned deadline, provided that they arrive before the work of the Shareholders' Meeting has begun. Please remember that notification to the Company is made by the intermediary, at the request of the party with the right.

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

Pursuant to Art. 106 of Decree Law No. 18 of 17 March 2020 (the so-called "**Cura Italia**" Decree) the participation in the Shareholders' Meeting by those who have the right to vote is allowed exclusively through the designated representative.

Consequently, the Company appointed Computershare S.p.A. - with registered office in Rome, via Monte Giberto, 33 - to represent the Shareholders pursuant to Article 135-*undecies* of Legislative Decree No. 58/98 and the aforementioned 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, also available electronically, prepared by the Designated Representative in agreement with the Company, available on the Company's website at www.tinexta.com ("Governance/Shareholder Meeting" section) where a link to a procedure for the electronic submission of the proxy is provided.

The proxy form with voting instructions 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 call (i.e. by 24 April 2020) and within the same deadline the proxy may be revoked.

The proxy, thus conferred, shall take effect only for those proposals in relation to which voting instructions have been given.

Shares for which the power of attorney 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.

It should be noted that the Designated Representative may also be granted proxies or sub-powers of attorney pursuant to Art. 135-*novies* of the TUF, as an exception to Art. 135-*undecies*, paragraph 4 of Legislative Decree No. 58/98 exclusively by means of the form, in the manner and within the term indicated on the Company's website, www.tinexta.com ("Governance /Shareholders' Meeting" section).

In view of the limitations that may arise due to health requirements, entitled parties (members of management bodies, the Secretary designate and the Designated Representative) may also (or exclusively) participate in the Shareholders' Meeting by means of telecommunications in the manner individually communicated to them, in compliance with the regulatory provisions applicable in such case.

The Designated Representative will be available for clarification or information at +390645427413 or at ufficiorm@computershare.it.

Shareholders are 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 ITEMS ON THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR DELIBERATION

Pursuant to Art. 126-*bis* of the TUF, 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 2017), the inclusion of the list of matters to be discussed, indicating in the request the further items proposed, or present

proposals for deliberation on matters already put on the Agenda by this Meeting Convocation (without prejudice, in this latter regard, to the possibility of anyone with voting rights individually presenting proposals for deliberation to the Shareholders' Meeting).

Qualified Shareholders wishing to make proposals for deliberation and voting on the items on the Agenda must submit them within ten days of the publication of this notice (i.e. by 7 April 2020).

The request for inclusion of an item and further proposals for deliberation must be submitted in writing by the proposing Shareholders, along with the notification attesting to the ownership of the aforementioned shareholding, issued by the intermediaries who hold the accounts on which the Shares are registered, to the Legal Headquarters of the Company or by certified email to *tinexta@legalmail.it*.

Any updated list of matters to be discussed at the Shareholders' Meeting or further proposals for deliberation presented on matters already on the Agenda, will be published at least fifteen days prior to the date set for the Shareholders' Meeting 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.

Inclusion on the Agenda is not permitted for items deliberated by the Shareholders' Meeting, in accordance with Law, at the proposal of Directors or on the basis of a plan or report prepared by the latter, other than those indicated in Art. 125-ter, paragraph 1 of the TUF.

The right of the person who has the right to vote individually to submit resolution proposals at the Shareholders' Meeting pursuant to art. 126-bis, paragraph 1, **third** sentence of the TUF. It is recommended that these proposals, which will be formulated at the Shareholders' Meeting by the Designated Representative, are brought forward to the Company fifteen days before the Shareholders' Meeting (**i.e. April 13, 2020**) in the same way as for the presentation of pre-meeting questions, **namely by sending them to the headquarters of the Company in Rome, Piazza Sallustio n. 9, 00187, by fax to +39 06 4200-4250 for the attention of the Investor Relator or to the certified e-mail address tinexta@legalmail.it. The interested parties must provide information that allows identification and that demonstrate their legitimacy to exercise the right to vote. The Company will promptly publish (and, in any case, by 17 April 2020) in a specific section of the website the aforementioned proposals, reserving the right to verify - for the purpose of publication of the same - the relevance, compliance with applicable legislation, as well as the legitimacy of the relevant proposers with respect to the matters of the Agenda,**

RIGHT TO ASK QUESTIONS BEFORE THE ASSEMBLY

Those who have the right to vote, pursuant to Art. 127-ter of the TUF, may ask questions on the items on the agenda, by sending them to the Company's registered office in Rome, Piazza Sallustio n. 9, 00187, by fax to +39 06-4200-4250 for the attention of the Investor Relator or to the certified e-mail address tinexta@legalmail.it. The interested parties will have to provide information that allows identification and that demonstrate legitimacy to exercise the right to vote. Applications must reach the Company by 21 April 2020.

Questions will be answered at the latest during the Meeting. The Company can provide a single answer to questions with the same content.

REPORT ON THE REMUNERATION POLICY AND REMUNERATION PAID

Pursuant to Article 123-*ter* of the TUF, the Report on the Remuneration Policy and remuneration paid (the "**Remuneration Report**") is divided into two sections:

(a) the first section illustrates the Company's policy on the remuneration of members of the Board of Directors, general managers and executives with strategic responsibilities with reference to at least the following financial year and, without prejudice to the provisions of Article 2402 of the Italian Civil Code, members of the control bodies, as well as the procedures used for the adoption and implementation of this Policy;

(b) the second section provides, in particular, an adequate representation of each of the items that make up the remuneration of the aforementioned parties and analytically illustrates the remuneration paid in the reference year for any reason and in any form by the Company and its subsidiaries or associated companies.

The Shareholders' Meeting called to approve the Annual Financial Statements is called to approve, with a binding vote, the remuneration policy illustrated in the first section of the Remuneration Report and to pass resolutions for or against the second section of the same. This last resolution is not binding.

DOCUMENTATION

The Report on the matters under item 3 of the Agenda and the related resolution proposal, together with the information document on the Stock Option Plan 2020 - 2022 pursuant to Article 84-*bis* of Consob Regulation No. 11971/1999, together with information on the amount of Share Capital, as well as the forms that can be used for voting through the Designated Representative, are made available to the public today at the Company's Legal Headquarters and on the Company's website at www.tinexta.com, in the Governance/Shareholders' Meeting section.

Further documentation relating to the Shareholders' Meeting, including illustrative reports by the Board of Directors and proposed resolutions on the other items on the Agenda, including the Annual Financial Report, will be made available to the public under the terms and methods established by applicable regulations, with Shareholders and persons with voting rights having the possibility of obtaining a copy. This documentation will be made available to the public at the Legal Headquarters of Tinexta, on the Company's website at www.tinexta.com, Governance/Shareholders' Meeting Section, as well as at the authorised storage mechanism known as "eMarket SDIR-Storage".

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Shareholders are entitled to inspect all filed documentation and obtain copies thereof.

This meeting notice is published today, in full, in accordance with Article 125-*bis* of the TUF on the Company's website (www.tinexta.com, Governance/Shareholders' Meeting section) and at the "eMarket SDIR-Storage" storage mechanism, as well as, in part, in the daily newspaper *lSole24Ore*.

Rome, 7 April 2020

On Behalf of the
Board of Directors
Chairman Enrico Salza