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Informazione Regolamentata n. 20053-26-2021	Data/Ora Ricezione 18 Marzo 2021 17:35:15	MTA - Star
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Societa' : TINEXTA S.p.A.
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Informazione
Regolamentata
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Tipologia : 3.1
Data/Ora Ricezione : 18 Marzo 2021 17:35:15
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Diffusione presunta
Oggetto : Notice of Calling of the Ordinary and
Extraordinary Shareholders' Meeting

Testo del comunicato

Vedi allegato.



PRESS RELEASE

**Notice of Calling of the Ordinary and Extraordinary Shareholders'
Meeting of 27 April 2021**

Rome, 18 March 2021. The following is an excerpt of the Notice of Calling of the Ordinary and Extraordinary Shareholders' Meeting of Tinexta S.p.A. published today in *Il Sole 24 Ore*:

TINEXTA S.p.A.

Registered Office in Rome at Piazza Sallustio 9
Subscribed and paid-up share capital €47,207,120.00
divided into 47,207,120 ordinary shares
Tax code and Rome Registry of Companies number 10654631000
Rome Economic and Administrative Index (REA): 1247386

NOTICE OF CALLING OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Shareholders entitled to attend and exercise voting rights are called to the Shareholders' Meeting in ordinary and extraordinary session in Milan, at Via Agnello 18, at the offices of Studio Notarile Marchetti on 27 April 2021 at 14:30 (CET) in single calling, to discuss and pass resolutions on the following

AGENDA

Ordinary Session

1. Financial Statements of Tinexta S.p.A. at 31 December 2020. Directors' Report on Operations for 2020. Reports of the Independent Auditors and the Board of Statutory Auditors. Presentation of the Consolidated Financial Statements at 31 December 2020 and the Consolidated Disclosure of Non-financial Information for 2020 pursuant to Legislative Decree No. 254 of 30 December 2016. Related and consequent resolutions.
2. Allocation of net profit for the year. Related and consequent resolutions.
3. Appointment of the Board of Directors. Related and consequent resolutions:
 - 3.1. definition of the number of Board members;
 - 3.2. definition of the term of office;
 - 3.3. appointment of Directors;
 - 3.4. appointment of the Chairman of the Board of Directors;
 - 3.5. definition of the overall remuneration of the members of the Board of Directors for each year of the term.
4. Appointment of the Board of Statutory Auditors. Related and consequent resolutions:
 - 4.1. appointment of three Acting Auditors and two Alternate Auditors;
 - 4.2. appointment of the Chairman of the Board of Statutory Auditors;
 - 4.3. definition of the overall remuneration of the members of the Board of Statutory Auditors for each year of the term.



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5. Approval pursuant to Article 114-*bis* of Legislative Decree No. 58/1998 of the 2021-2023 Stock Option Plan regarding the ordinary shares of Tinexta S.p.A. in favour of Executive Directors, Key Management Personnel and/or other employees and managers of Tinexta S.p.A. and/or of other companies controlled by Tinexta S.p.A. pursuant to Article 93 of Legislative Decree No. 58 of 24 February 1998. Related and consequent resolutions.
6. Report on Remuneration Policy and Compensation Paid:
 - 6.1. approval of the remuneration policy pursuant to Article 123-*ter*, paragraphs 3-*bis* and 3-*ter*, of Legislative Decree No. 58/1998;
 - 6.2. resolutions on Section 2 of the Report, pursuant to Article 123-*ter*, paragraph 6, of Legislative Decree No. 58/1998;

Extraordinary Session:

1. Proposal to amend Article 5 of the Articles of Association for adopting the increased voting rights system. Related and consequent resolutions.
2. Proposal to vest the Board of Directors, following the relevant amendment to the Articles of Association, with the powers, pursuant to Article 2443 of the Italian Civil Code, to effect the paid share capital increase, in one or more tranches, with or without warrants, including with exemption from the option right as per Article 2441, paragraphs 4 and 5, of the Italian Civil Code, for a total amount of €100,000,000.00 (one hundred million), inclusive of share premium. Amendment to Article 5 of the Articles of Association; Related and consequent resolutions.

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As permitted under Article 106, paragraph 4, of Legislative Decree No. 18 of 17 March 2020, “*Measures to strengthen the National Health Service and economic support for families, workers and businesses related to the COVID-19 epidemiological emergency*”, as most recently amended, in accordance with the fundamental health protection principles, shareholders may only participate through the Designated Representative pursuant to Article 135-*undecies* of Legislative Decree No. 58/98, as amended, in accordance with the law and applicable regulations.

For information regarding the right to attend and vote at the Shareholders' Meeting (record date: 16 April 2021) and representation at the Shareholders' Meeting, including through the Company's Designated Representative (Computershare S.p.A.), the right to add to the Agenda and submit new draft resolutions, the right to ask questions before the Shareholders' Meeting and submit slates for the election of the Board of Directors and Board of Statutory Auditors and the organisational aspects of the Shareholders' Meeting, please see the full text of this notice of calling published on the Company's website www.tinexta.com, *Governance/Shareholders' Meeting*.

The documentation for the Shareholders' Meeting — including the illustrative reports by the Board of Directors and the draft resolutions on the items on the Agenda — will be made available to the public according to the terms and conditions of applicable legislation, with the right of the shareholders and those entitled to voting rights to obtain a copy thereof. This documentation will be made available to the public at the Company's registered office, on its website www.tinexta.com, in the section *Governance/Shareholders' Meeting*, on the authorized storage mechanism eMarket SDIR-STorage and according to the additional methods established by applicable laws.

The Company reserves the right to announce any changes in the information in this notice as a result of information received in the interim in the interest of the Company and its shareholders.

Rome, 18 March 2021

On behalf of the Board of Directors
The Chairman Enrico Salza



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TINEXTA S.p.A.

Tinexta, listed on the STAR segment of the Milan Stock Exchange, reported the following **Consolidated Results as of 31 December 2020: Revenues of €269.1 million, EBITDA equal to €77.9 million and Net Profit of €37.9 million.** Tinexta Group is among the leading operators in Italy in four business areas: Digital Trust, Cybersecurity, Credit Information & Management and 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 solutions for digitalisation: digital signature, digital identity, customer onboarding, electronic invoicing and certified electronic mail (PEC) for large companies, banks, insurance and financial companies, SMEs, associations and professionals. The Cybersecurity 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 in support of decision-making processes (chamber of commerce and real estate information, aggregated reports, synthetic ratings, decision-making models, credit evaluation and recovery) and RE Valuta S.p.A. offers real estate services (appraisals and evaluations). In the Innovation & Marketing Services Business Unit, Warrant Hub S.p.A. is a leader in subsidized finance and industrial innovation consultancy, while Co.Mark S.p.A. provides Temporary Export Management consultancy to SMEs to support them in their commercial expansion. As of 31 December 2020, the Group had 1,403 employees.

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

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