

**DIRECTORS' EXPLANATORY REPORT TO THE
ORDINARY AND EXTRAORDINARY SHAREHOLDER'S
MEETING OF
TINEXTA S.P.A.
CALLED FOR
27 APRIL 2021 IN SINGLE CALL**

Dear Shareholders,

We are making available to you, at the Company's registered office and on its website at www.tinexta.com and through the e-market SDIR-Storage authorised storage mechanism, pursuant to Art. 125-ter of Law Decree 58/98 as amended and supplemented ("Consolidated Law on Finance") and Art. 84-ter of CONSOB Regulation No. 11971/1999 as amended and supplemented ("Issuers' Regulation"), a report on the proposals concerning the following matter on the agenda for the ordinary and extraordinary Shareholders' Meeting, which you have been invited to attend, in Milan, via Agnello No. 18, at the Marchetti Public Notary Practice, on 27 April 2021 at 14:30, in single call.

FIFTH ITEM ON THE AGENDA

Approval, as set forth in Art. 114-bis of Law Decree 58/1998 of the 2021 - 2023 Stock Option Plan concerning ordinary shares of Tinexta S.p.A. reserved for executive directors, key managers, and/or other employees and managers of Tinexta S.p.A. and/or its subsidiaries pursuant to Art. 93 of Law Decree No. 58, 24 February 1998. Related and consequent resolutions.

Dear Shareholders,

We would like to call your attention, pursuant to Art. 114-bis of the Consolidated Law on Finance, to the draft resolution submitted to the Ordinary Shareholders' Meeting, described below, deriving from the adoption of the long-term incentive system of the management of the Tinexta Group, as set forth in point 5 of the agenda of today's meeting, which provides for the free awarding of options ("Options") for the purchase and, if applicable, subscription of ordinary shares of the Company.

To adopt a long-term incentive tool based on the Company's financial instruments in favour of executive directors, key managers, and/or other employees and managers of Tinexta S.p.A. and/or its subsidiaries, the Board of Directors has drafted, after hearing the opinion of the Remuneration Committee, a specific plan ("2021 - 2023 Stock Option Plan" or, more concisely, "Plan") with the characteristics described below.

The information document on the Plan, drafted pursuant to Art. 84-bis and Annex 3A, Schedule 7, of the Issuers' Regulations, shall be made available to the public, within the statutory time limits, on the Company's website www.tinexta.com, in the Section "Governance/Shareholders' Meeting", together with this report.

a) Objectives of the Plan

The Company believes that the Plan, in line with the best market practices adopted by listed companies at the Italian and international level, represents an effective way to incentivise and promote the loyalty of those who hold key roles and employees to maintain high and improve performance and contribute to increasing the sustainable growth and success of the Company and the Group.

Notably, in line with the above, by adopting the Plan, Tinexta intends to promote and pursue the following objectives:

- (i) to attract, retain and motivate professionals with the skills and experience required by their position in the Company;
- (ii) to link the overall remuneration and in particular the incentive system for the Group's management and key Group employees to the performance of the Company and the creation of new value for the Tinexta Group, pursuing success in a sustainable manner;
- (iii) to direct key corporate resources towards strategies aimed at the pursuit of long-term results;
- (iv) to further develop retention policies aimed at retaining key corporate resources and encouraging them to remain with the Company or the Tinexta Group; and
- (v) to further develop attraction policies towards talented managerial and professional service providers to continue to develop and strengthen Tinexta's key and distinctive skills.

The Plan is articulated over a time horizon believed to be appropriate to the achievement of the incentive and loyalty purposes pursued.

b) Plan Beneficiaries

The Plan Beneficiaries shall be identified at the unquestionable judgement of the Board of Directors, after hearing the opinion of the Remuneration Committee, among the executive directors, key managers and/or other employees and managers of Tinexta S.p.A. and its subsidiaries holding positions believed to be relevant within the Group and with a significant impact on the creation of value for the Company, the Companies of the Group and the shareholders.

c) Object of the Plan

The object of the Plan is the award to its beneficiaries of a maximum total number of 300,000 Options granting the right to buy and, if applicable, subscribe, Shares in the ratio of No. 1 Share for each No. 1 Option exercised. The Options awarded shall become vested, and therefore be exercisable by the Beneficiaries in the exercise period, only upon achievement of the specific performance targets provided for by the Plan regulation.

d) Procedures and clauses for the implementation of the Plan

The Plan provides for a single Option allocation cycle and envisages a vesting period of three years from the date the Options are awarded to the beneficiaries. Each beneficiary shall be allowed to exercise the Options Awarded conditional on the achievement of specific annual performance targets linked to the EBITDA from the consolidated financial statements of the Company as at 31 December 2023.

The achievement of the targets shall be verified by the Board of Directors of the Company, after hearing the opinion of the Remuneration Committee, following approval by the Shareholders' Meeting of the financial statements as at 31 December 2023. If the minimum Target of 80% of EBITDA as at 31 December 2023 is not reached, the Options awarded shall expire and be considered to all intents and purposes extinguished.

The Shares used to service the Plan may be shares purchased on the market and/or held by the Company for any other reason.

e) Any support for the Plan by the Special Fund for encouraging worker participation in companies, as set forth in Art. 4, Par. 112, Law no. 350, 24 December 2003

The Plan shall not receive any support by the Special Fund for encouraging worker participation in companies, as set forth in Art. 4, Par. 112, Law no. 350, 24 December 2003.

f) Criteria to calculate the exercise price of the shares used to service the Plan

The exercise price shall be calculated by the Board of Directors, after hearing the opinion of the Remuneration Committee, based on the arithmetic mean of the official prices recorded by the Company's shares on the Mercato Telematico Azionario in the six months before the Option award date.

g) Restrictions on the transfer of Options

The Options and all the rights incorporated in these are strictly personal, nominative, non-transferable and non-negotiable; they are, therefore, unattachable and cannot be used to meet the debts or obligations assumed by each Beneficiary towards the Company or third parties.

70% (seventy percent) of the Shares acquired and, if applicable, subscribed, as a result of the exercise of Vested Options by Beneficiaries holding the position of Executive Directors and by those who are Key Managers connected to the Company or a Subsidiary by a permanent employment relationship will be immediately available; 15% (fifteen percent) of the Shares acquired and, if applicable, subscribed, will be available after 12 (twelve) months from the date the Shares were received following the exercise of Vested Options; the remaining 15% (fifteen percent) of the Shares acquired and, if applicable, subscribed, will be available after 24 (twenty-four) months from the date they were received.

For more information on the Plan, we refer to the Information Document, drafted pursuant to Art. 84-bis of the Issuers' Regulations, implementing Art. 114-bis of the Consolidated Finance Act, made available to the public, within the statutory time limits, on the Company's website www.tinexta.com, in the Section "Governance/Shareholders' Meeting", together with this report.

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In the light of the above, we submit for your approval the following draft resolution:

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

- *after hearing and approving the presentation by the Board of Directors;*
- *after reviewing the Information Document of the "2021-2023 Stock Option Plan" made available to the public pursuant to the relevant laws and regulations;*

resolves

- *to approve, pursuant to Art. 114-bis, Law Decree No. 58, 24 February 1998, and subsequent amendments and integrations, the "2021-2023 Stock Option Plan" concerning the award to Executive Directors, Key Managers and/or other employees and managers of Tinexta S.p.A. and/or its Subsidiaries of a maximum total number of 300,000 Options that give the right to purchase and, if appropriate, subscribe Shares in the ratio of 1 Share for every 1 Option exercised, conditional to the achievement of certain performance targets and having the characteristics described in detail in the Information Document drafted pursuant to Art. 84-bis of the Regulation adopted by CONSOB with resolution No. 11971/1999 and subsequent amendments and integrations;*
- *to grant, therefore, to the Board of Directors all powers needed for the practical implementation to the aforementioned 2021 - 2023 Stock Option Plan, with the right to sub-delegate, to be exercised according to the criteria described above, making any change and/or addition found to be needed to implement the resolution. By way of example and not limited to, the Board of Directors shall have the power, with the right to sub-delegate, after hearing the opinion of the Remuneration Committee: (i) to implement the Plan; (ii) to identify the beneficiaries by name and to set the number of options to be awarded to each; (iii) to award the Options to the beneficiaries; (iv) to set the exercise price; (iv) to prepare, approve and modify the documentation related to the implementation of the Plan; (vi) to carry out any act, fulfilment, formality, communication as needed or appropriate to manage and/or implement the Plan;*
- *to grant the Chairman of the Board of Directors all powers, with the right to sub-delegate, to fulfil the legal and regulatory formalities resulting from the resolutions adopted."*

Rome, 12 March 2021

For the Board of Directors

The Chairman

This English version is made available to provide non-Italian speakers a translation of the original document. Please note that in the event of any inconsistency or discrepancy between the English version and the Italian version, the original Italian version shall prevail.