

**DIRECTORS' EXPLANATORY REPORT
TO THE ORDINARY SHAREHOLDERS'
MEETING OF TINEXTA S.P.A.
CALLED FOR THE DAY OF
21 APRIL 2023 IN SINGLE CALL**

(drafted in accordance with Art. 125-ter of Italian Legislative Decree No. 58 of 24 February 1998, as amended and supplemented, and Art. 84-ter of the regulation adopted by CONSOB resolution No. 11971 of 14 May 1999, as amended and supplemented)

Dear Shareholders,

We are making available to you, at the registered office and on the website of Tinexta S.p.A. (the "**Company**") at www.tinexta.com and through the eMarket Storage authorised storage mechanism, pursuant to Art. 125-ter of Italian Legislative Decree no. 58/98 as amended and supplemented (the TUF, "**Consolidated Finance Act**") and Art. 84-ter of CONSOB Regulation no. 11971/1999 as amended and supplemented (the "**Issuers' Regulations**"), a report on the proposals concerning the following matters on the agenda for the ordinary Shareholders' Meeting, called at single call on 21 April 2023 at 11.30 a.m., in Milan, at the NOTARY MARCHETTI'S OFFICE.

FIRST ITEM ON THE AGENDA

Approval of the Financial Statements as at 31 December 2022, accompanied by the Report of the Board of Directors on management, the Report of the Board of Statutory Auditors and the Report of the Independent Auditing Company. Presentation of the consolidated financial statements as at 31 December 2022 and the consolidated non-financial disclosure pursuant to Italian Law Decree no. 254 of 30 December 2016, for the 2022 financial year. Related and consequent resolutions.

Dear Shareholders,

In regard to the first item on the agenda, you have been called to the shareholders' meeting to approve the financial statements as at 31 December 2022, the draft of which was approved by the Company's Board of Directors on 9 March 2023. The financial statements include the Report of the Board of Directors on the management performance, the Report of the Board of Statutory Auditors, the Report of the Independent Auditing Company and the Certification of the Manager in Charge of preparing the corporate accounting documents in accordance with Art. 154-bis, Para. 5 of the Consolidated Finance Act.

The Company's financial statements as at 31 December 2022 show a net profit of €81,568,529.45.

The Company's consolidated financial statements closing as at 31 December 2022 will also be presented at the shareholders' meeting; they close with a net profit for the Tinexta Group (or the "Group") of €75,726,362.39. The

Group's consolidated Financial Statements as at 31 December 2022 were examined and approved by the Company's Board of Directors, meeting on 9 March 2023.

Furthermore, the Board of Directors intends to submit for your examination, in accordance with law, the Consolidated Declaration containing non-financial information of the Group, prepared in accordance with Italian Legislative Decree No. 254 of 30 December 2016 (the "NFS"), which constitutes a report separate from the financial statements, which was examined and approved by the Company's Board of Directors, meeting on 9 March 2023, and then made available to the audit bodies (namely the Board of Statutory Auditors and the Independent Auditing Company) for the activities under their remit.

A copy of the documentation required by applicable legal and regulatory provisions and, in particular, a copy of the file relating to the financial statements and to the consolidated financial statements both closing as at 31 December 2022, along with the report from the Board of Statutory Auditors and the Independent Auditing Company responsible for the statutory account audit (to which reference is made for further information), as well as the NFS relative to the 2022 financial year, is filed at the Company's registered office, published on Company's website, as well as on the authorised storage mechanism, under the terms set out by applicable legal and regulatory provisions, along with the annual report on corporate governance and ownership structure, available to anyone wishing to see 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 financial statements closing at 31 December 2022 with the respective reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditing Company;*
- *having acknowledged the consolidated financial statements as at 31 December 2022 with the corresponding reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditing Company;*
- *having acknowledged the certification indicated in Art. 154-bis, Para. 5 of Italian Legislative Decree No. 58 of 24 February 1998 and the non-financial declaration for the 2022 financial year prepared in accordance with Italian Legislative Decree No. 254 of 30 December 2016*

resolves

- *to approve, both as a whole and in their individual posts, the financial statements closing at 31 December 2022, as presented by the Board of Directors, which record a financial year net profit of €81,568,529.45."*

Rome, 9 March 2023

For the Board of Directors

The Chairman

SECOND ITEM ON THE AGENDA

Allocation of financial year profit and dividend distribution proposal. Related and consequent resolutions.

Dear Shareholders,

In regard to the second item on the agenda, you are called to the shareholders' meeting to decide on the allocation of the profit for the year. In particular, the Company's financial statements as at 31 December 2022 show a net profit for the year of €81,568,529.45.

In relation to these profits, we propose to allocate the profit of €81.568.529,45 as follows:

- for €2,291,090.87 to the legal reserve so that the total amount of the legal reserve, currently equal to €7,150,333.13, represents one-fifth of the share capital as required by Article 2430 of the Italian Civil Code;
- for €56,017,933.35 to profits carried forward;
- for €23,259,505.23 to distribution of the dividend, amounting to gross €0.51 for each of the ordinary shares that will have right to payment on the record date (i.e., 6 June 2023) with the "coupon date" on 5 June 2023 and payment date on 7 June 2023, or for a different total amount that may result from any change to the number of treasury shares in the Company's portfolio at the time of distribution, with the warning that such changes will not have any effect on the amount of the unitary dividend established above, but will be used to increase or decrease the amount assigned to the Reserve for profits carried forward.

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 financial statements as at 31 December 2022, in the draft presented by the Board of Directors and accompanied by the respective reports presented by the Board of Directors, Board of Statutory Auditors and Independent Auditing Company, which record a financial year net profit of €81,568,529.45;*
- *having examined the explanatory report of the Board of Directors;*

resolves

- *to allocate the 2022 financial year net profit of Tinexta S.p.A. amounting to €81,568,529.45 as follows:*
 - (i) for €2,291,090.87 to the legal reserve so that the total amount of the legal reserve, currently equal to €7,150,333.13, represents one-fifth of the share capital as required by Article 2430 of the Italian Civil Code;*
 - (ii) for € 56.017.933,35 to profits carried forward;*
 - (iii) for €23,259,505.23 to distribution of the dividend, amounting to gross €0.51 for each of the ordinary shares that will have right to payment on 6 June 2023 (record date), the date set as the "coupon date", or for a different amount that may result from any change to the number of treasury shares in the Company's portfolio at the time of distribution, with the warning that such changes will not have any effect on the amount of the unitary dividend established above, but will be used to increase or decrease the amount assigned to the Reserve for profits carried forward.*

- *to pay the aforementioned 2022 dividend equal to €0.51 per ordinary share (gross of any statutory deductions) from 7 June 2023, the "coupon date" being 5 June 2023 and the record date (that is, the date at which there is entitlement to payment of the dividend, pursuant to Art. 83-terdecies of Legislative Decree No. 58, 24 February 1998 and Art. 2.6.6, Para. 2, of the Regulation for Markets organised and managed by Borsa Italiana S.p.A.) being 6 June 2023."*

Rome, 9 March 2023

For the Board of Directors

The Chairman

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