TINEXTA

Annual Financial Report as at 31/12/2022

This English version of Tinexta's 2022 Annual Financial Report 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. Only the original text in Italian language is authoritative and constitutes the official version which is compliant with the provisions of the Commission Delegated Regulation (EU) 2019/815.

CONTENTS

COMPANY DATA and COMPOSITION OF CORPORATE BODIES

Parent Company's Registered Office
TINEXTA S.p.A.
Piazza Sallustio 9
00187 Rome - Italy

Statutory Information about the Parent Company
Share capital resolved, subscribed and paid-in €47,207,120
Rome Corporate Registry no. RM 1247386
Tax ID and VAT no. 10654631000
Institutional website www.tinexta.com

Corporate bodies currently in office

Board of Directors

Enrico Salza	Chairman
Riccardo Ranalli	Deputy Chairman
Pier Andrea Chevallard	Chief Executive Officer
Laura Benedetto	Director
Eugenio Rossetti	Director (independent)
Valerio Veronesi	Director (independent)
Elisa Corghi	Director (independent)
Paola Generali	Director (independent)
Caterina Giomi	Director (independent)
Laura Rovizzi	Director (independent)
Gianmarco Montanari	Director (independent)

Control, Risks and Sustainability Committee

Eugenio Rossetti	Chairman
Riccardo Ranalli	
Laura Rovizzi	

Related Party Committee

Valerio Veronesi	Chairman
Paola Generali	
Caterina Giomi	

Remuneration Committee

Elisa Corghi	Chairman
Laura Benedetto	
Gianmarco Montanari	

Board of Statutory Auditors

Luca Laurini	Chairman
Andrea Bignami	Standing Auditor
Monica Mannino	Standing Auditor
Maria Cristina Ramenzoni	Alternate Auditor

Independent Auditors
KPMG S.p.A.

Manager responsible for the preparation of the corporate accounting documents
Nicola Di Liello

Registered and operating headquarters
Piazza Sallustio 9 - 00187 Rome

Operating headquarters
Via Meravigli, 7 – 20123 Milan
Piazza Luigi Da Porto, 3 – 35131 Padua
Via Principi d'Acaia, 12 – 10138 Turin

SUMMARY OF GROUP RESULTS

Summary income statement data *(Amounts in thousands of Euro)*	**2022**	**2021 Restated**[1]	**Change**	**% change**
Revenues	357,163	301,546	55,618	18.4%
EBITDA	86,294	71,317	14,977	21.0%
Adjusted EBITDA	94,758	76,477	18,281	23.9%
Operating profit	51,613	44,989	6,624	14.7%
Adjusted operating profit	77,573	61,122	16,451	26.9%
Net profit from continuing operations	32,601	28,711	3,890	13.5%
Adjusted net profit from continuing operations	52,368	40,315	12,053	29.9%
Profit from discontinued operations	45,527	9,964	35,563	356.9%
Net profit	78,128	38,675	39,453	102.0%
Free cash flow	48,661	56,375	-7,714	-13.7%
Free Cash Flow from continuing operations	40,013	49,744	-9,731	-19.6%
Adjusted Free Cash Flow from continuing operations	49,456	52,265	-2,809	-5.4%
Earnings per Share (in Euro)	1.65	0.81	0.84	103.1%
Earnings per share from continuing operations (in Euro)	0.62	0.61	0.01	2.4%
Dividend	23,260	13,802	9,458	68.5%
Dividend per Share (in Euro)	0.51	0.30	0.21	70.0%

Summary income statement data *(Amounts in thousands of Euro)*	**4th quarter 2022**	**4th quarter 2021 Restated**[2]	**Change**	**% change**
Revenues	110,494	94,518	15,977	16.9%
EBITDA	37,420	27,522	9,899	36.0%
Adjusted EBITDA	39,979	29,504	10,475	35.5%
Operating profit	27,984	19,998	7,986	39.9%
Adjusted operating profit	35,030	25,204	9,826	39.0%
Profit from continuing operations	17,868	13,413	4,454	33.2%
Adjusted net profit from continuing operations	24,770	17,678	7,092	40.1%
Profit from discontinued operations	62	1,370	-1,308	-95.5%
Net profit	17,929	14,783	3,146	21.3%
Free cash flow	25,514	26,712	-1,198	-4.5%
Free Cash Flow from continuing operations	23,898	28,900	-5,003	-17.3%
Adjusted Free Cash Flow from continuing operations	26,428	31,421	-4,993	-15.9%

[1] The comparative figures of 2021 have been restated in relation to the completion, in the second quarter of 2022, of the activities to identify the fair values of the assets and liabilities of Forvalue S.p.A., consolidated on a line-by-line basis from 1 July 2021 and Financial Consulting Lab S.r.l., consolidated on a line-by-line basis from 1 October 2021, and in connection with the completion, in the fourth quarter of 2022, of the activities to identify the fair values of the assets and liabilities of CertEurope S.A., consolidated on a line-by-line basis from 1 November 2021. The comparative figures for 2021 have also been restated due to the reclassification of the Credit Information & Management division's discontinued operations as a result of the conclusion of binding agreements for the sale, as disclosed in Note 13 *Discontinued Operations* to the Consolidated Financial Statements.

[2] The comparative figures of fourth quarter 2021 have been restated in relation to the completion, in the second quarter of 2022, of the activities to identify the fair values of the assets and liabilities of Forvalue S.p.A., consolidated on a line-by-line basis from 1 July 2021 and Financial Consulting Lab S.r.l., consolidated on a line-by-line basis from 1 October 2021, and in connection with the completion, in the fourth quarter of 2022, of the activities to identify the fair values of the assets and liabilities of CertEurope S.A., consolidated on a line-by-line basis from 1 November 2021. The comparative figures for the first half of 2021 have been restated due to the reclassification of the Credit Information & Management division's discontinued operations as a result of the conclusion of binding agreements for the sale, as disclosed in Note 13 Discontinued Operations to the Consolidated Financial Statements.

Summary financial position statement data *(Amounts in thousands of Euro)*	31/12/2022	31/12/2021 Restated[3]	Change	% change
Share capital	47,207	47,207	0	0.0%
Shareholders' equity	402,015	242,682	159,333	65.7%
Total financial indebtedness	77,557	264,388	-186,831	-70.7%

LETTER TO SHAREHOLDERS

Dear Shareholders,

The global context in which we are all called to operate and live has been extremely complex for some years now. The Covid-19 pandemic, which caused a profound destabilization in the world between 2019 and 2021, dragged its effects for a long time, and to this day the level of attention in the world remains high.

After a period of peace lasting over 70 years, this was followed by the outbreak of a violent conflict that has upset global geopolitics and whose main cause is the desire of some to redesign its spheres of influence.

Uncertainty of the future and difficulties in identifying prospects for expansion have slowed down the entrepreneurial drive of the country and led to a preference for prudent expectation over development. Moreover, if in 2021 the main central banks, as a result of the protraction of the pandemic crisis, continued to implement significant measures to support the economy, a clear reversal of this trend instead characterised 2022, marked by sudden restrictive policies to combat the inflation, which reached a peak of 10.6% in the Eurozone in October, and the persistent difficulties encountered in the supply chain of raw materials.

In this context, our Group has maintained the growth prospects identified in the business plan and has chosen not to compress the development lines set. Convinced of the farsightedness of our projects, at the beginning of the year - through the subsidiary Warrant Hub - we entered the Spanish market with the acquisition of Evalue Innovacion, which boasts a widespread presence in that country and with which Tinexta has completed another step towards the process of full internationalization, in line with the announced strategy.

The Group's attractiveness has grown considerably due to its high capacity to offer integrated and advantageous services. Bregal Milestone has entered the share capital of InfoCert with a large share and, boasting specific know-how in the technology sector, will strengthen the relational network on all European markets.

Many acquisitions were completed successfully. Enhancers, Nomesia, Plannet, PrivacyLab. Transactions that are different from each other and generated by different contexts, but

[3] The comparative figures as at 31 December 2021 have been restated in relation to the completion, in the second quarter of 2022, of the activities to identify the fair values of the assets and liabilities of Forvalue S.p.A., consolidated on a line-by-line basis from 1 July 2021 and of Financial Consulting Lab S.r.l., consolidated on a line-by-line basis from 1 October 2021, and in connection with the completion, in the fourth quarter of 2022, of the activities to identify the fair values of the assets and liabilities of CertEurope S.A., consolidated on a line-by-line basis from 1 November 2021.

nevertheless united by the desire to refine and perfect the Group's ability to support the digitalisation of business processes in an increasingly complete manner.

In May, Tinexta entered into binding agreements for the sale to CRIF S.p.A. of the Credit Information and Management division, which offers business information and technical-valuation services in the real estate sector, through the sale of Tinexta's stakes in Innolva and ReValuta. Today, therefore, Tinexta operates with three business units and is active in the strategic sectors of Digital Trust, Cyber Security and Business Innovation. The common denominator of its operating units is advanced digital innovation and its identity is well defined.

The year 2022 saw the market success relating to the convergence of “Digital Trust” and “Cybersecurity” services, which together represent an important competitive advantage for the Group and with respect to which we are confident of further progress. With regard to the “Business Innovation” business, we recorded very positive responses to the offer of supportive services for innovation, and to consultancy at the service of innovation, an aspect that enjoys a favorable moment driven by the issues of Digitisation, Energy and Sustainability, and in which the Group intends to continue to invest.

The characterisation of “digital hub” has become more solid. At the end of the year we signed an agreement for the acquisition of 20% of the capital of Defence Tech Holding S.p.A., an Italian operator of strategic importance for national security that operates in the Cyber Security & Technology for intelligence, Communication & Control System and Micro Electronics sectors, and whose reference markets are those of Cyber Security and the Defence and Space domains.

Our economic parameters are positive: Revenues were up by 18.4% compared to 2021, adjusted EBITDA by 23.9%, EBITDA by 21.0%, Operating profit by 14.7%, and Net profit from continuing operations by 13.5%.

What we are presenting to you today is therefore a solid Group that has maintained its strategic guidelines despite the difficult context: internationalization, focus and consolidation on the reference markets.

We have the skills and capacity to be increasingly a development and modernization reference for the country's digital infrastructure and the vision to progress in widespread and broad development.

9 March 2023

Enrico Salza
Chairman
Tinexta S.p.A.

DIRECTORS' REPORT ON OPERATIONS

INTRODUCTION

This Directors' Report on Operations relates to the Financial Statements and Consolidated Financial Statements of Tinexta at 31 December 2022, prepared in accordance with the International Financial Reporting Standards (IFRS) and International Accounting Standards (IAS) issued by the International Accounting Standards Board (IASB) and approved by the European Union. The Report should be read together with the corresponding Tables and related Notes, which together make up the Separate and Consolidated Financial Statements for the year ended 31 December 2022.

Unless otherwise indicated, all the amounts in this Report are in thousands of Euro.

GROUP ACTIVITIES

The Tinexta Group provides, mainly in Italy, a wide range of services of Digital Trust, Cybersecurity and Business Innovation services. On 30 May 2022, Tinexta S.p.A. entered into binding agreements for the sale to CRIF S.p.A. ("CRIF") of its Credit Information & Management division through the sale of the equity investments held by Tinexta in Innolva S.p.A. and ReValuta S.p.A; Forvalue S.p.A. - a subsidiary of Innolva - was not sold to CRIF as it was transferred by Innolva S.p.A. to Warrant Hub S.p.A. before the closing with the aim of continuing the strategic partnership with Intesa Sanpaolo. The closing of the transaction with reference to the Innolva Group took place on 3 August 2022. The closing of the transaction with reference to the RE Valuta took place on 7 March 2023.

The Group has developed rapidly in recent years, due to both organic growth and acquisitions aimed at expanding the portfolio of products/services and extending the offering to market sectors considered strategic and synergistic.

The Group operates through the following Business Units (BUs):

1. the Digital Trust BU offers the market IT solutions for the digital identity and dematerialisation of processes in line with applicable regulations (including eIDAS European regulations issued in 2016, EU Regulation 910/2014) and compliance standards of customers and industry. Products can also be broken down between Off the Shelf products (Telematic Trust Solutions) such as certified e-mail (CEM), electronic storage, digital signature, e-invoicing and Enterprise Solutions such as Trusted Onboarding Platform (TOP) and GoSign, within the market of Digital Transaction Management. Digital Trust activities are provided by the Group through InfoCert S.p.A., its subsidiaries and associates and Visura S.p.A.
   For the purpose of carrying out activities as a manager of certified e-mail, electronic storage and Digital Signature, InfoCert is qualified as a Certification Authority and accredited by the AgID (Agenzia per l'Italia Digitale - Italian Digital Agency) of the Italian Presidency of the Council of Ministers. The ability to provide said IT solutions is reserved for entities that meet certain legal requirements, in terms of both assets and organic and technological infrastructure. InfoCert has also been accredited by AgID as a Qualified Trust Service Provider ("QTPS"), i.e. a Digital Identity manager,

which can issue digital identities to citizens and businesses, managing in total security the user authentication.
Sixtema S.p.A., 80%-owned by InfoCert since April 2017, provides IT and management services to companies, entities, associations and institutions, with a particular focus on the world of the CNA - Confederazione Nazionale dell'Artigianato (National Confederation of Artisans). It has its own data centre through which it provides software services in ASP and/or SaaS mode. Moreover, as service provider, it provides an integrated technological infrastructure service. Its offering includes software solutions to comply with all tax obligations, employment legislation and other regulations in general.
AC Camerfirma S.A. (hereinafter also "Camerfirma"), 51%-owned by InfoCert since May 2018, operating in Spain in the Digital Trust sector and present in the South American market as well (Camerfirma Perù S.A.C. and Camerfirma Colombia S.A.S.), offers mainly digital certification services. It has launched the marketing of higher value-added InfoCert products to banks and large companies operating on the Spanish market.
Visura S.p.A. is active in the Digital Trust market mainly through the sale of Telematic TrustSolutions and resale services of products such as certified e-mail, digital signature and electronic invoicing. It offers also IT products and services to professional associations such as telematic certificates, Quadra (electronic filing of documents and management of civil proceedings), electronic filing of practices and financial statements, and CAF Facile (the filing of 730 tax returns and ISEE statements). It manages around 450 thousand customer records including professionals, professional firms, public administrations, professional associations and companies.
In November 2021, the acquisition by Infocert S.p.a. of Certeurope S.a.S. CertEurope, based in Paris, was finalised. This is one of the three largest Certification Authorities in France with a very well-known brand and a market share of around 40% in the eIDAS certificate sector. The company has the authorisations and accreditations necessary to issue all types of certificates required by the French market, in compliance with the technical requirements established by the French Agency for the Security of Information Systems (ANSSI). Through the acquisition, Tinexta is entering the French market, the second largest in the European Community, and InfoCert, the largest Certification Authority in Europe, will be able to sell its solutions on the territory. CertEurope's well-established business relationships with a number of important trade associations (attorneys, inter alia) and with large national retailers (resellers of digital services) represent a potentially significant accelerator for the penetration of InfoCert solutions into the French market.

2. In October 2020 Tinexta announced the creation of the Cybersecurity BU to assist private and public customers in digital transformation processes with the best technologies and protocols for digital security and identity. Tinexta signed binding agreements for the acquisition of the majority of the share capital of three major Italian companies: the company containing the Projects and Solutions - IT and R&D divisions of Corvallis (acquisition completed on 22 January 2021), Yoroi S.r.l. (acquisition completed on 26 January 2021) and Swascan S.r.l. (acquisition completed on 20 October 2020).

The IT and R&D divisions of Corvallis (now merged into Corvallis S.r.l. together with the 100% equity investment in Payotik S.r.l.) have a long experience on the market as a provider of high value solutions. The skills developed by Corvallis are essential to create solutions for large projects of financial companies and other sectors. This activity is based on a broad client base, developed on strong relationships and on processes aligned to international best practices. It boasts also a training model based on an "Academy", also thanks to the collaboration with the University of Padua and the University of Milan-Bicocca.
Yoroi S.r.l. (which had incorporated Cybaze and @Mediaservice, before joining Tinexta) provides cutting-edge solutions to companies and organisations that must contain and manage all levels of IT risk, in order to prevent or reduce the damages potentially deriving from a cyberattack. The company has a diversified commercial offer that covers the entire IT security value chain for large companies, with highly specialised technologies and well-known brands such as Cybaze, Emaze, Yoroi and Mediaservice.net. Lastly, Yoroi carries out intensive R&D activities, collaborating with the University of Bologna, La Sapienza University in Rome, and the University of Sannio.
Swascan S.r.l. is an innovative Italian Cybersecurity start-up, owner of the Swascan Cloud Security Testing platform and a recognised Cyber Competence Centre. The combination of the “SaaS ready to use” platform and the company's vertical and highly specialised skills make it a point of reference for SMEs for IT security and legislative compliance requirements.

3. The Business Innovation BU operates in the market through Co.Mark S.p.A. (acquired in 2016) and its subsidiaries and Warrant Hub S.p.A. and its subsidiaries. Through a team of TES® (Temporary Export Specialists®), Co.Mark provides value-added services aimed at supporting small and medium-sized companies or networks of companies in their internationalisation, in the search for customers and in creating business opportunities in Italy and abroad. In July 2015, Co.Mark TES was established in Barcelona with the objective of developing the innovative export model to support Spanish SMEs, which operate in a market very similar to the Italian one. On 28 January 2021, Co.Mark S.p.A. completed the acquisition of control of Queryo Advance S.r.l. (Queryo), a Digital Agency founded in 2014, which offers mainly services for the design and management of Digital ADV, SEM (Search Engine Marketing) - SEA (Search Engine Advertising) and SEO (Search Engine Optimisation), Social Media Marketing, Remarketing and advanced Web Analytics campaigns, with a distinctly Data Driven and performance-oriented vision.

   Warrant Hub and its subsidiaries offer mainly consulting services to companies that invest in productivity and innovation/R&D to obtain subsidised and integrated loans primarily from the Italian Ministry of Economic Development and the Regions, as well as the tools provided by the National Industry 4.0 Plan. BeWarrant and the European Funding Division of Warrant Hub support European projects for research, development or innovation, facilitating access to the European co-financing through dedicated programmes such as Horizon 2020 (in the future Horizon Europe), Life, SME Instruments and Fast Track to Innovation. Warrant Hub offers specific support to companies in managing relations with banks and in analysing company ratings in order to identify the most critical variables on which to implement actions to improve the company in view of Basel 2. Warrant Innovation Lab focuses on promoting the sharing of knowledge, ideas, products, technologies and methodologies among companies, universities and research centres, in order to systematically generate and support industrial innovation. Privacy Lab, acquired in January 2020, operates in the sale of licenses, consulting, training and tools for managing GDPR compliance. On 11 November 2020, Warrant Hub S.p.A. finalised the acquisition of Euroquality SAS, based in Paris, and its affiliate Europroject OOD (“Europroject”), based in Sofia (Bulgaria), consulting companies specialised in supporting their own customers in accessing European funds for innovation.

In January 2022, the Tinexta Group, through its subsidiary Warrant Hub S.p.A., acquired the majority of the Spanish company Evalue Innovación SL ("Evalue"), leader in consulting to companies for subsidised finance operations in support of innovation and development projects. The new acquisition strengthens the European vocation of Warrant Hub, already present in Belgium, France and Bulgaria, allowing it to exploit both commercial development potential – especially as regards opportunities linked to European finance – and industrial, starting a virtuous exchange of know-how and best practices. Evalue boasts a widespread presence throughout the Spanish territory with offices in Valencia, Madrid, Barcelona, Seville and Murcia. The company offers support services for obtaining tax incentives for R&D and technological innovation projects and national and European subsidised finance services.

In March 2022, the Tinexta Group through its subsidiary Warrant Hub S.p.A. completed the acquisition of Enhancers S.p.A. (Enhancers). The transaction presents a high degree of complementarity between the Warrant Hub offer in the Digital Manufacturing area and the skills of Enhancers. In fact, the Warrant Innovation Lab structure, which currently operates in consultancy and project management activities in projects for the optimisation of digitisation processes, will be able to integrate its offer downstream with the development and implementation of the technological component. Enhancers, with offices in Turin and Bologna, combines design and planning activities, aimed at improving the user experience, with the creation of digital products and, in particular, the development of "task-oriented" digital systems (Digital Product Suite) and services aimed at manufacturing companies on products in the Internet of Things (IoT) and Human Machine Interface (HMI) fields.

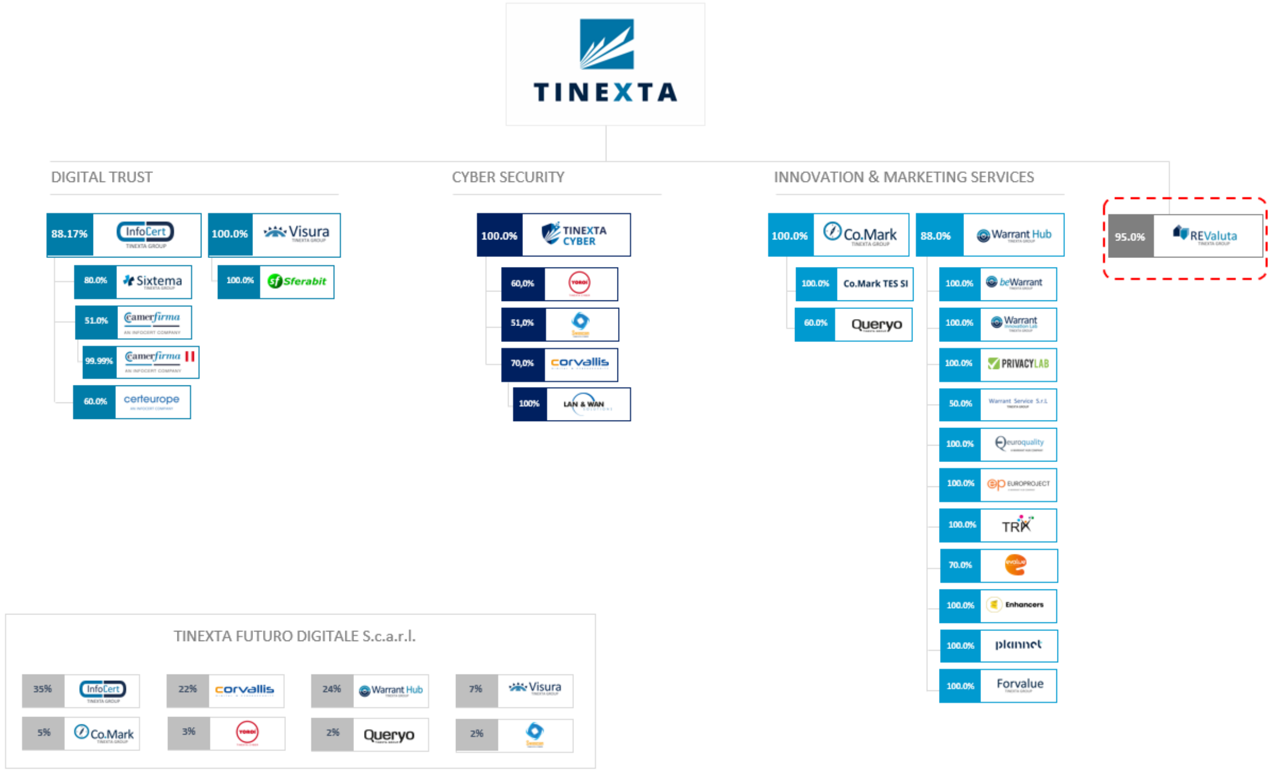
In June 2022, again through its subsidiary Warrant Hub S.p.A., the Tinexta Group announced the acquisition of Plannet S.r.l. (Plannet). With this transaction, Warrant Hub completes its offering range of services in the Digital Manufacturing area with Plannet's specialised skills aimed at optimising supply chain control and planning processes. Plannet, based in Reggio Emilia and operating for twenty years, offers consultancy on process innovation and digitisation and operate through proprietary software products.

Forvalue S.p.A., acquired by the Group in July 2021 and transferred from Innolva S.p.A. to Warrant Hub S.p.A. in 2022, offers services and products through a network of partners to support business innovation, growth and the efficiency of management processes.

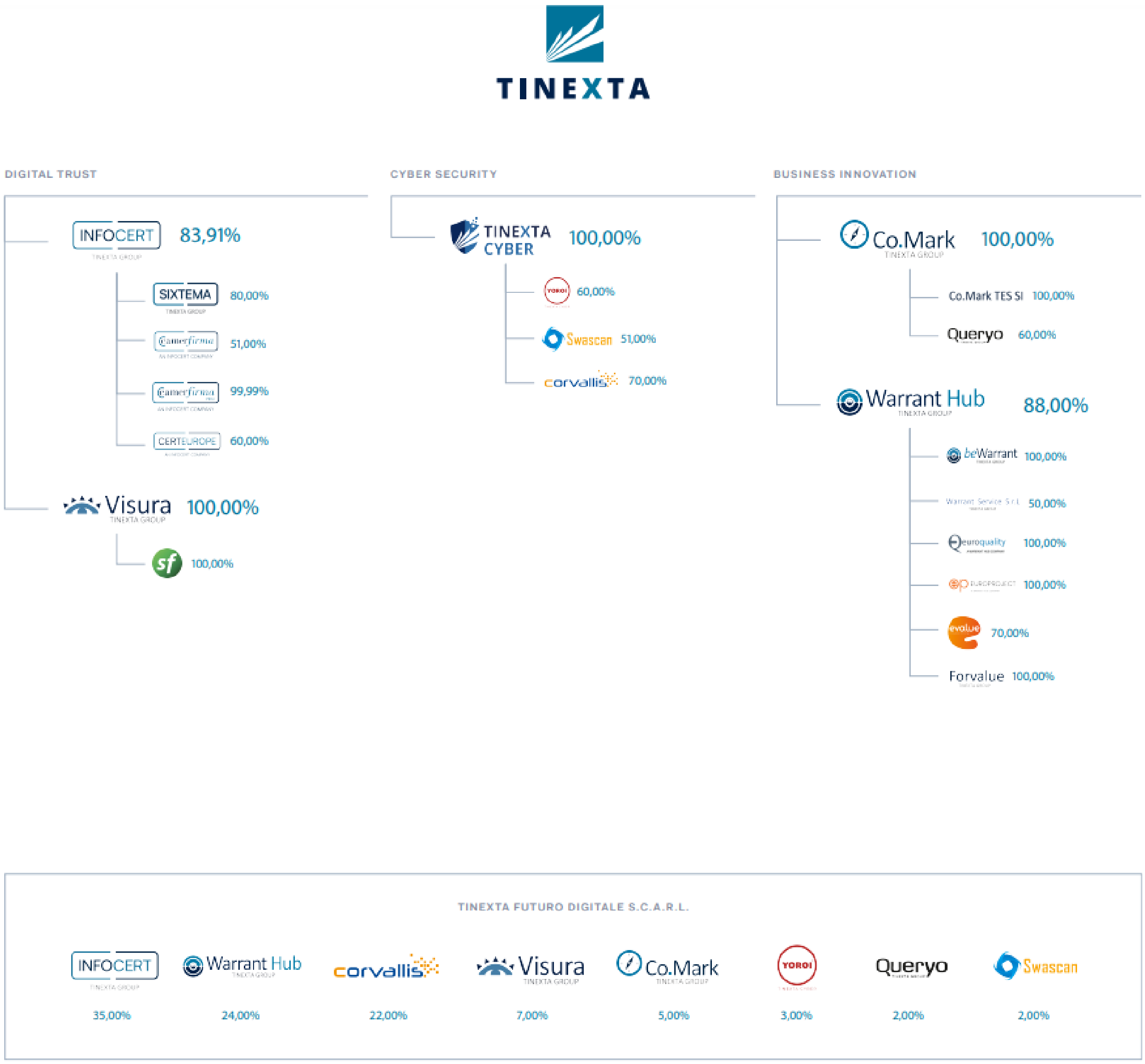
In February 2023, as part of the industrial growth project undertaken in recent years, Warrant Hub completed the merger by incorporation of the subsidiaries Enhancers SpA, Plannet Srl, PrivacyLab Srl, Trix Srl and Warrant Innovation Lab Srl, creating the Digital Area. The merger represents a further advance in the proposal of integrated consulting solutions and technologies to support the digital transition of companies and is aimed at simplifying the organisational structure, further increasing the efficiency of operating processes and, above all, enhancing the strong business synergies between the different business areas. The Digital Area is a hub in which specific solutions and skills are concentrated for the design and implementation of innovation projects and digital transformation of processes, products and services, also with a view to 4.0: from the design and development of digital ecosystems and advanced
human-centered IoT solutions, to the optimisation of supply chain control and planning processes, also through proprietary software or through scouting and technology transfer activities and consultancy in the field of intangible assets.

4. The Credit Information & Management BU, reclassified under discontinued operations as a result of the conclusion of binding agreements on the sale as described above, operates through the company Re Valuta S.p.A., which carries out and provides valuation services for property guarantees during the granting of financing or in the process of verifying the values of real estate assets recorded in the financial statements, mainly targeting bank customers.

Structure of the Tinexta Group, including only controlling interests held, as at 31 December 2022:



Structure of the Tinexta Group, including only controlling interests held, at the date of this meeting of the Board of Directors:

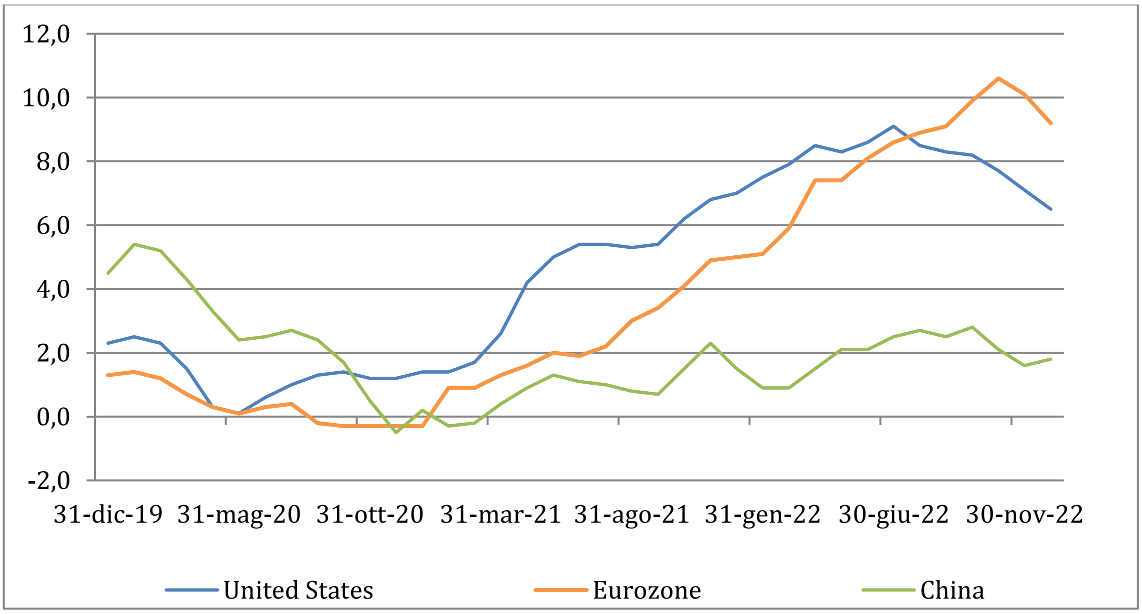


ECONOMIC CONTEXT

The year 2022 was characterised by restrictive policies promoted globally by central banks to combat high inflation, already seen at the end of 2021 and aggravated by the outbreak of the war between Russia and Ukraine in February. The emergency caused by the virus called COVID-19, which in 2020 expanded from China to the rest of the world and which had characterised 2021, has gradually eased with most of the world's economies that did not place restrictions in 2022 to curb to slow down. the virus, with the exception of China, which reiterated its zero-Covid policy for most of the year, forcing the population to stringent lockdowns.

With a sharp turnabout compared to what was done in 2021, the year in which the main central banks, as a result of the protraction of the pandemic crisis, continued to implement significant measures to support the economy, 2022 was a year marked by sudden restrictive policies to combat the inflation, which reached a peak of 10.6% in the Eurozone in October. Due to the lockdowns, China maintained inflation at around 2%.

Evolution of inflation in the main world economies
(31 December 2019 - 31 December 2022)

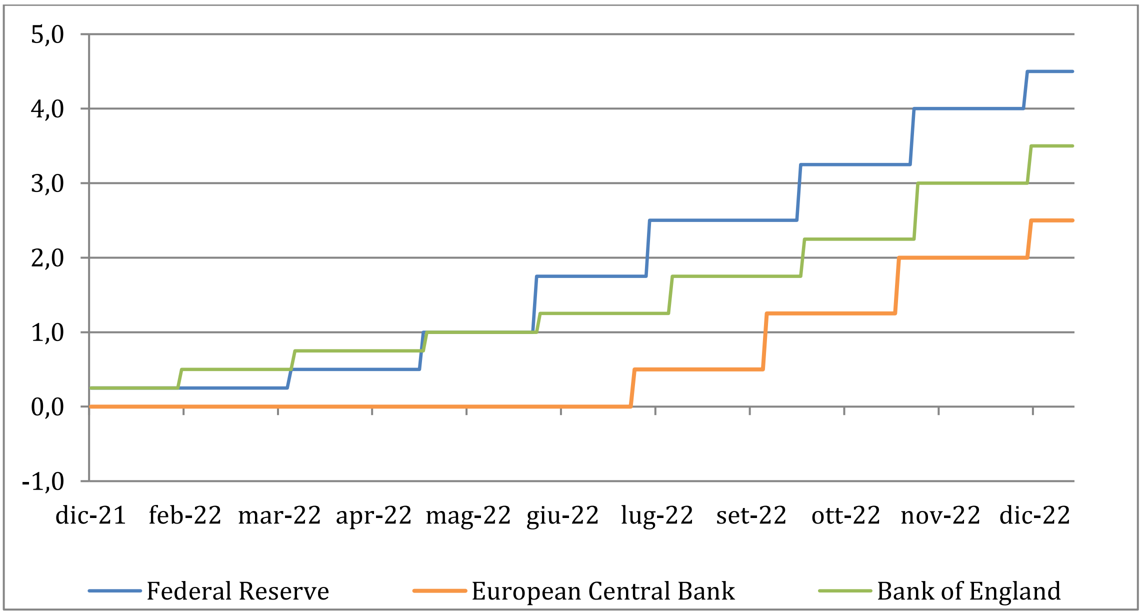


As 2021 was winding to an end, the impacts of the health emergency on prices saw the prevalence of inflationary effects caused by a shortage of raw materials and bottlenecks in supply chains. The inflationary context was aggravated towards the end of February 2022, when tensions between Russia and Ukraine increased, leading to a war. The Western reaction was not long in coming, promoting a series of economic sanctions, such as the removal of a "select" number of Russian banks from the Swift international payments system and military support to the Ukrainian government. From this, the world financial markets reacted by further amplifying the volatility seen in the first months of 2022 and rewarding "protective" assets.

The main consequence of the outbreak of the conflict was the sudden increase in natural gas prices. The price of electricity, strongly correlated with the trend in the price of gas, consequently increased. The sharp acceleration in prices, initially limited to raw materials, increased the costs for the production of goods and services and subsequently spread to other sectors of the economy, with a consequent acceleration of consumer inflation. The inflationary pressures of the more volatile components of the index led to an increase in costs that companies transferred to the final prices of goods and services.

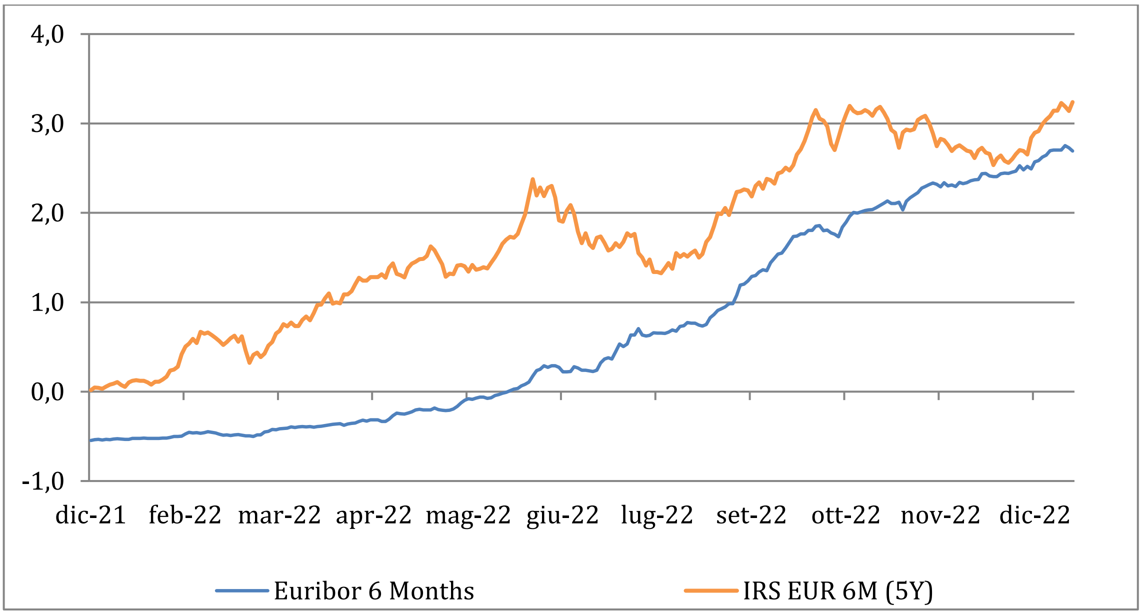
The response of the main global central banks, the Fed and the ECB in the lead, was a sudden increase in interest rates in order to counteract the inflationary phenomenon. The first of the major central banks to raise interest rates was the Bank of England in December 2021. The upward path culminated in 2022 with the interest rate set at 3.5% at the December meeting. Shortly afterwards, the same upward path was also undertaken by the Federal Reserve. In March, in fact, it raised the Fed Funds rate corridor by 25 basis points to 0.25% -0.50%, to then make more substantial increases; 50 basis points in May, then 75 in June, July, September and November. In December, it slightly moderated the tone of its restrictive monetary policy by deciding for a 0.50% rate increase and bringing the target rate range for the Fed Funds to 4.25% -4.5%. In the Eurozone, in April 2022 the ECB reported a gradual tightening of monetary conditions, confirming that net purchases of debt securities under the Asset Purchase Program (APP) would be interrupted in July, while it would have continued the reinvestment of expiring PEPP (Pandemic Emergency Purchase Program) securities. In July, the ECB also began the restrictive cycle, with an increase in the reference rates of 50 basis points, followed in September and October by further increases of 75 basis points and in December by half a percentage point, bringing the interest rate of reference to 2.5%.

Evolution of the reference interest rates of the main central banks
(31 December 2021 - 31 December 2022)



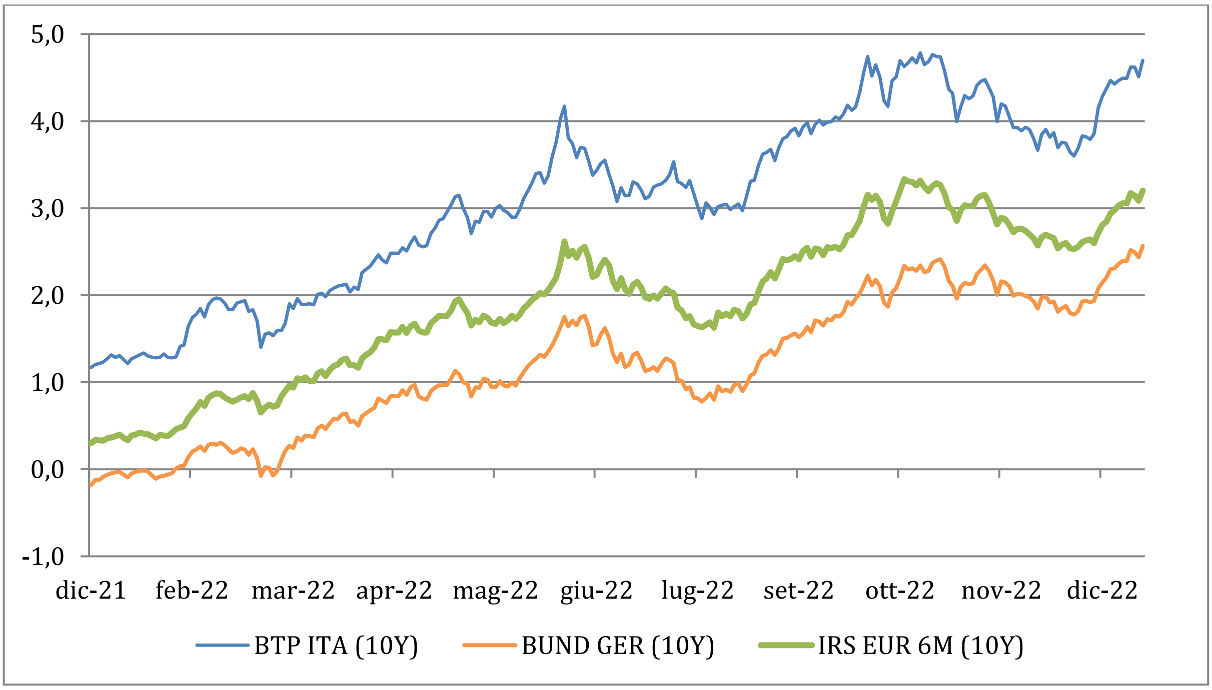
6-month Euribor and 5-year EUR IRS figures

(31 December 2021 - 31 December 2022)



10-year BTP, 10-year Bund and 10-year EUR IRS yield evolution

(31 December 2021 - 31 December 2022)



The only major economy whose central bank has gone in the opposite direction is Japan. In fact, the Bank of Japan reiterated its accommodative policy for most of the year despite the fact that the core inflation rate exceeded the 2% target for seven consecutive months, rising to 3.8%, a record in the last 40 years. Only at the end of the year, in December, was the tolerance threshold for fluctuating 10-year Japanese government bond yields changed, extending it from 0.25% to 0.5% (from the current range between -0.25% and 0.25%). This will allow long-term interest rates to rise further, a move aimed at alleviating some of the costs of prolonged monetary stimulus.

In the first half of 2022, the volume of trade in goods and services continued to grow. While on the one hand international trade has shown signs of resilience, on the other global production has been more affected by the persistent difficulties encountered in the production chain and by growing inflationary pressures. In addition, in the second quarter of 2022, global production was also affected by a contraction in Chinese production due to the severe restrictions taken by the country to counter the spread of Covid-19. Confirmation came from the trend in the global composite purchasing managers index (PMI), which, after reaching its highest level since the start of the pandemic in May 2021, tended to decline during 2022, until reaching its highest level. to reach the level below the expansion threshold of 50 points in August. This is because from July 2022 the United States and Europe entered a phase of economic contraction, to which the United Kingdom and Japan were added in the following month, thus causing a decline in the global index.

According to the latest OECD estimates, global economic growth of 3.1% is expected in 2022, with a marginal slowdown in 2023 to 2.2% and a recovery in 2024 to 2.7%. The driver of the expansion will be China, even if its performance remains well below the pre-pandemic years. GDP is expected to grow by 4.6% and 4.1% for 2023 and 2024, respectively. The restrictions implemented by the government to deal with Covid-19 and the weakening of the real estate sector, which held back growth of private investments, slowed down the Chinese economy. However, towards the end of 2022 the Chinese government gradually reduced the restrictions against Covid-19 even though the number of cases did not show signs of decreasing. In the Eurozone, the GDP of 2023 is seen to increase by 0.5% while that of 2024 by 1.4%. In this context, Italy should slightly underperform the other countries with an increase of 0.2% and 1.0%, respectively. Lagging behind will be the United States which, again according to OECD analysts, will see GDP in 2023 rise by 0.5%, with growth just above 1.0% in 2024.

KEY EVENTS OF THE PERIOD

At the end of February, the macroeconomic environment, already extremely complex due to various issues related to the supply of raw materials, inflationary pressures and a still uncertain health situation, was further characterised by an escalation of tensions between Russia and Ukraine. The Tinexta Group has no direct exposure to these markets.

An overview of the key events that occurred in the first nine months of 2022 is provided as follows:

1. On **18 January 2022**, the Tinexta Group acquired a majority stake in the Spanish company Evalue Innovación SL ("Evalue"), through the company Warrant Hub S.p.A., which operates in business consultancy for subsidised finance operations to

support innovation and development projects. Evalue boasts a widespread presence throughout the Spanish territory with offices in Valencia, Madrid, Barcelona, Seville and Murcia. The company offers support services for obtaining tax incentives for R&D and technological innovation projects and national and European subsidised finance services. The agreement marks a new stage in Tinexta's internationalisation process, in line with the announced strategic lines. Furthermore, the new acquisition strengthens the European vocation of Warrant Hub, already present in Belgium, France and Bulgaria, allowing it to exploit both commercial development potential – especially as regards opportunities linked to European finance – and industrial, starting a virtuous exchange of know-how and best practices. The acquisition of 70.0% of Evalue Innovación involved the payment of a closing consideration of €16.5 million, which was paid from the Group's existing liquidity, plus a deferred payment of €4.0 million paid on the contractually agreed terms after the approval of the 2021 financial statements. The remaining 30% of Evalue, held by the founding shareholders, will be regulated through Put/Call options that can be exercised in 2024 on a 15% stake and in 2026 on a further 15% stake, based on specific agreements.

2. On **3 February 2022**, the transaction involving the entry into the share capital of InfoCert by Bregal Milestone with a 16.09% interest was completed. In executing agreements already signed on 27 October 2021, the transaction involves an investment by Bregal Milestone of €100 million (of which €70 million at closing and €30 million within the following 12 months) through subscribing a dedicated capital increase of InfoCert S.p.A. Following the subscription of the first €70 million, Bregal Milestone comes to hold 11.83% of InfoCert S.p.A.; Tinexta S.p.A.'s investment in InfoCert S.p.A. drops to 88.17%. Bregal Milestone is an important European private equity fund, with specific know-how in the technology sector and an extensive relational network of companies in Europe, and will support the Tinexta Group and, in particular, InfoCert to accelerate the internationalisation process already started with some recent acquisitions (Camerfirma, CertEurope and Authada).
3. On **16 March 2022**, Tinexta S.p.A. concluded the acquisition of the company Enhancers S.p.A. (Enhancers), through its subsidiary Warrant Hub which operates in consulting to companies for subsidised finance operations and in support of innovation and development projects. The transaction presents a high degree of complementarity between the Warrant Hub offer in the Digital Manufacturing area and the skills of Enhancers. In fact, the Warrant Innovation Lab structure, which currently operates in consultancy and project management activities in projects for the optimisation of digitisation processes, will be able to integrate its offer downstream with the development and implementation of the technological component. Enhancers, with offices in Turin and Bologna, combines design and planning activities, aimed at improving the user experience, with the creation of digital products and, in particular, the development of "task-oriented" digital systems (Digital Product Suite) and services aimed at manufacturing companies on products in the Internet of Things (IoT) and Human Machine Interface (HMI) fields. The transaction provides for the acquisition of 100% of the shares of Enhancers against a consideration of €16.4 million, paid from the Group's existing liquidity and the payment of an Earn Out calculated on the basis of 2024 results, currently estimated at €10.2 million.

4. On **7 April 2022**, the subsidiary Queryo Advance S.r.l. finalised the acquisition of 100% of the capital of Nomesia S.r.l., a company specialising in the provision of digital marketing services based in Milan, paying the agreed price of €1.0 million at the closing. The transaction was finalised with the aim of expanding the Group synergies in relation to the digital marketing services offered. On 21 June 2022, the Deed of Merger by incorporation of Nomesia into Queryo Advance was signed. The merger becomes legally effective on 29 June 2022, with the accounting and tax effects being retroactive to 1 January 2022.
5. On **27 April 2022**, Tinexta S.p.A. signed a new lease agreement for office use in Milan to consolidate the Group's offices in the area. The property was handed over in May and the lease expires in May 2032. Work on the fit-out of the building is ongoing. At the delivery date, a right of use on the property was recognised in the amount of €15.2 million, with a consequent impact on the Group's financial indebtedness of €16.1 million, which includes the payment of the security deposit recorded in non-current financial receivables for the discounted value.
6. On **28 April 2022**, the Shareholders' Meeting of Tinexta S.p.A.:

- resolved the proposed dividend of €13,802,061.90, i.e. €0.30 per share for the outstanding shares of 46,006,873 at the date of the Shareholders' Meeting. The Shareholders' Meeting resolved also to allocate the remainder of the Profit for the year (€14,257,172.18) to Retained Earnings, less 5% to be allocated to the legal reserve, amounting to €1,476,801.79;
- approved the authorisation for the purchase and disposal of treasury shares, pursuant to arts. 2357 et seq. of the Italian Civil Code and art. 132 of the Consolidated Finance Act, also in several tranches, up to a maximum number that, taking into account the Company's ordinary shares held from time to time in portfolio by the Company and its subsidiaries, and therefore the ordinary shares held by the Company as of today's date, does not exceed a total of more than 10% of the share capital, in accordance with the provisions of art. 2357, paragraph 3 of the Italian Civil Code, for the following purposes:
    - to dispose of treasury shares to be allocated in service of the "2020-2022 Stock Option Plan", the "2021-2023 Stock Option Plan", as well as any future incentive plans in order to incentivise and retain employees, partners and directors of the Company, the subsidiaries and/or other categories of persons chosen at the discretion of the Board of Directors;
    - to implement transactions such as the sale and/or exchange of treasury shares for acquisitions of equity investments, direct or indirect, and/or properties and/or to enter into agreements with strategic partners and/or to implement industrial projects or extraordinary finance operations, falling within the targets for expansion of the Company and of the Group;
    - to complete subsequent purchase and sale operations of shares, within the limits of permitted market practices;
    - to carry out, directly or by way of intermediaries, any stabilisation and/or support operations of the liquidity of the Company's stock in respect of permitted market practices;

- to set up a "stockpile", useful in any future extraordinary financial transactions;
- to implement a medium and long-term investment or in any case to grasp the opportunity to make a good investment, in view of the expected risk and return of alternative investments and also through the purchase and resale of shares when considered appropriate;
- to use surplus liquid resources.

The duration of the authorisation is set at 18 months from the date of the resolution of the shareholders' meeting approving the proposal.

7. On **19 May 2022**, through the subsidiary Visura S.p.A., the closing of Sferabit S.r.l. was signed. The company is based in Turin and has a proven and consolidated experience in providing management software for Professional Associations. The transaction will allow Visura, on the one hand, to acquire an important market share linked to the forensic field by consolidating its leadership in the Italian Bar sector and, on the other hand, to acquire the technological know-how of the Sfera solution and use the best practices also for the management software offered in other Professional Associations thanks to the product complementarity between the modules of the Sfera solution and the Visura solution. The transaction provided for the acquisition of 100% of the shares of Sferabit for a consideration paid at closing of €2.8 million and a price deferral of €0.7 million to be paid in three annual tranches. An Earn Out payment calculated on the basis of the 2023 results is currently estimated at €0.5 million.
8. On **30 May 2022**, Tinexta S.p.A. entered into binding agreements for the sale to CRIF S.p.A. of the Credit Information and Management division, which offers business information and technical-valuation services in the real estate sector, through the sale of Tinexta's stakes in Innolva S.p.A. and ReValuta S.p.A. The transaction values the division at a total enterprise value of €237.5 million. The division[4] generated €75.4 million in revenues in 2021 and €22.0 million in Adjusted EBITDA, resulting in an implied valuation of 10.8x EV/2021 Adjusted EBITDA, which places the overall transaction in the premium area compared to the valuation ranges achieved by the most recent benchmarks in Italy. In the Consolidated Financial Statements, the sold division is presented as Discontinued Operations in accordance with IFRS 5.
9. On **23 June 2022**, through the subsidiary Warrant Hub S.p.A., the option rights on the remaining 40% of the share capital of PrivacyLab S.r.l. were exercised for €1.6 million. With this transaction, Warrant Hub S.p.A. holds 100% of PrivacyLab S.r.l. On the same date , the Deed of Merger by incorporation of Financial Consulting LAB S.r.l. and Financial CLAB S.r.l. into Warrant Hub S.p.A. was signed. The legal effects of the merger start from 30 June 2022, the accounting and tax effects are retroactive to 1 January 2022. The purpose of the merger is to achieve greater efficiency in terms of market placement and management integration, as well as to centralise the coordination of operations and, at the same time, optimise the structure for the benefit of long-term investments in profitable areas.

[4] Excluding Forvalue S.p.A. and the associated company Wisee S.r.l. Società Benefit, not included in the transaction scope.

10. On **5 July 2022**, through the subsidiary Warrant Hub S.p.A., the closing of the acquisition of Plannet S.r.l. was signed. The company, based in Reggio Emilia and operating for twenty years, offers consultancy on process innovation and digitisation and operate through proprietary software products. Following the recent acquisition of Enhancers, aimed at strengthening the combination of design and engineering activities, with the Warrant Hub operation it has completed its offering range of services in the Digital Manufacturing area with Plannet's specialised skills aimed at optimising supply chain control and planning processes. The transaction involved the acquisition of 100% of the shares of Plannet against a consideration paid at the closing of €6.3 million. The transaction also provides for the payment of an Earn Out calculated on the basis of the 2024 result, currently estimated at €4.6 million.
11. On **11 July 2022**, Tinexta S.p.A. signed a new lease agreement for office use in Rome to consolidate the Group's offices in the area. The property was handed over in December and the lease expires in May 2032. Work on the fit-out of the building is ongoing. At the delivery date, a right of use was recognised on the property of €13.6 million, with the same impact on the Group's financial debt.
12. On **27 July 2022**, in line with the agreements relating to the sale of the Credit Information & Management division dated 30 May 2022, Innolva S.p.A. sold its 36.8% stake in Wisee S.r.l. Società Benefit to Tinexta S.p.A.
13. On **28 July 2022**, through the subsidiary Corvallis S.r.l., the closing of LAN&WAN Solutions S.r.l. was signed. The company is based in the province of Padua and has proven and consolidated experience in the provision of technological solutions and professional services (system integrators), mainly intended for manufacturing companies for the management and safety of company networks, with interesting propositions on Network Security and ITSecurity. The transaction provided for the acquisition of 100% of the shares of LAN&WAN S.r.l. for a consideration paid at the closing of €1.0 million and a price deferment of €0.3 million to be paid by 31 December 2025. An Earn Out payment calculated on the basis of the 2024 results of Polo Cyber is anticipated, currently estimated at €0.1 million.
14. On **28 July 2022** the closing relating to the purchase of the business unit of the Company Teknesi S.r.l., provider of technological solutions and professional services to businesses for the management of risks/vulnerabilities, Disaster & Recovery and Business Continuity, with operational headquarters in Bologna, was signed through the subsidiary Corvallis S.r.l. The purchase of the business unit envisaged a consideration paid at the closing of €0.7 million and a price deferment payable in two tranches of €1.1 million (20% to be paid upon approval of the 2022 financial statements and 40% to be paid upon approval of the 2023 financial statements). An Earn Out payment calculated on the basis of the 2024 results of Polo Cyber is anticipated, currently estimated at €0.1 million.
15. On **1 August 2022**, in line with the agreements relating to the sale of the Credit Information & Management division dated 30 May 2022, Innolva S.p.A. sold its 100% stake in Forvalue S.p.A. to Warrant Hub S.p.A. As the transaction is identifiable as "under common control", it did not produce accounting effects in the Tinexta Consolidated Financial Statements.

16. On **3 August 2022**, following the communication to the market on 30 May 2022, Tinexta S.p.A. finalised the transfer to CRIF S.p.A. of 75% of the share capital of Innolva S.p.A. for a consideration of €170.1 million, paid in part in cash and in part by offsetting receivables. The total equity value of €226.8 million was determined on the basis of an Enterprise value for Innolva S.p.A. of €187.5 million, adjusted for the net financial position at the closing of €39.3 million. The sale of the equity investment held in Innolva was finalised upon fulfilment of all the conditions precedent set forth in the related binding agreement, including the sale to CRIF S.p.A. by Intesa Sanpaolo S.p.A. of the remaining 25% share capital of Innolva S.p.A. and the transfer of the whole share capital of Forvalue S.p.A. from Innolva S.p.A. to Warrant Hub S.p.A., a company wholly owned by Tinexta.
17. On **26 September 2022**, Tinexta Futuro Digitale S.c.a.r.l., a subsidiary the Group, was established with a share capital of €15 thousand: InfoCert S.p.A. (35%), Warrant Hub S.p.A. (24%), Corvallis S.r.l. (22%), Visura S.p.A. (7%), Co.Mark S.p.A. (5%), Yoroi S.r.l. (3%), Queryo Advance S.r.l. (2%), Swascan S.r.l. (2%). With consortium and mutualistic purposes, in compliance with current legislation, the company proposes to carry out its activities in the sector of public and private tenders, also in order to contribute to the development and qualification of associated companies.
18. On **11 October 2022**, the Boards of Directors of the companies Warrant Innovation Lab S.r.l., Enhancers S.p.A., Plannet S.r.l. and PrivacyLab S.r.l. as well as of Warrant Hub S.p.A. approved the merger project by incorporating the first four in the fifth, pursuant to art. 2501 of the Italian Civil Code, thus complying with the simplified merger procedure. The merger is part of the process of rationalisation and reorganisation of the companies belonging to the Tinexta Group and, in particular, of simplification of the Group structure. It moreover responds to a need to strengthen the market position of the companies participating in the merger into the “Business Innovation” BU. Pursuant to art. 2504-bis of the Italian Civil Code, the legal effects of the merger will take effect from the last of the entries of the merger deed in the Corporate Registry with which the companies participating in the merger are registered, or from the subsequent date that will be indicated in the deed itself.
19. On **9 November 2022**, InfoCert S.p.A. established a new company in Tunisia, IC TECH LAB Suarl, a wholly-owned subsidiary which supports the subsidiary CertEurope for Customer Care, Inside sales, administrative back office and software development activities and that may represent a point of reference for these issues for the entire InfoCert Group.
20. On **10 November 2022**, the closing of the subscription by Intesa SanPaolo of the capital increase of €55.0 million resolved by Warrant Hub SpA, a company that currently holds 100% of the share capital of Forvalue - income deriving from the sale to CRIF S.p.A. of its equity investment in Innolva. As a result of the transaction, 88% of the share capital of Warrant Hub is held by Tinexta and 12% by Intesa Sanpaolo. The strategic partnership currently in place between Tinexta and Intesa Sanpaolo S.p.A. is confirmed and strengthened by virtue of commercial agreements relating to the activities of Forvalue, aimed at supporting Italian SMEs along their growth path. There are also Put&Call option rights on the stake held by Intesa Sanpaolo in the share capital of Warrant Hub, among other things subject to the termination of the partnership and/or to some results with respect to the plan objectives. An earn-out is

also envisaged if certain plan objectives are achieved with the approval of the 2025 financial statements of Forvalue.

21. On **24 November 2022**, the sale of the entire 30% stake in Innovazione 2 Sagl was concluded by Warrant Hub S.p.A.. The sale price was set at €27 thousand plus a variable amount, estimated at €116 thousand, equal to a portion of the revenues that Innovazione 2 Sagl will receive by virtue of the service contracts signed before 1 January 2022.
22. on **7 December 2022**, the option for the acquisition of the remaining shares of the company Trix S.r.l., equal to 30% of the share capital, for an amount of €60 thousand plus a potential consideration, currently estimated at €140 thousand, was exercised in advance by Warrant Hub S.p.A., in agreement with the minority shareholders.
23. On **22 December 2022**, the company LAN & WAN Solutions S.r.l. was incorporated into the company Corvallis S.r.l. with effect from 1 January 2023.
24. On **28 December 2022** Tinexta S.p.a. announced the signing of a binding agreement for the acquisition of 20% of the capital of Defence Tech Holding S.p.A. Società Benefit ("Defence Tech") through a wholly-owned vehicle ("Tinexta Vehicle"). Defence Tech, based in Rome, is a company with shares traded on the Euronext Growth market of Borsa Italiana and is a strategically important Italian operator in terms of national security. The group operates in three main business areas: Cyber Security & Technology for intelligence, Communication & Control Systems and Micro Electronics. The reference markets are those of Cyber Security, both Government and Corporate, and the Defence and Space domains, with a predominantly national character. In the area of Cyber Security, in particular, the group offers proprietary Cyber Communication, End Point Protection and Technology for Intelligence solutions and technological laboratories dedicated to security and Ce.Va. (Assessment Centre authorised to conduct security assessments in accordance with the "National Scheme for the assessment and certification of information technology security) accredited. Following the Transaction, Tinexta and Defence Tech will draw up a plan of industrial and commercial synergies that will mainly concern the possibility of cross-selling and upselling, both of Defence Tech products to be sold to Tinexta Cyber corporate customers, and of Tinexta Cyber products to be sold to Defence Tech Government customers. Defence Tech is specialised in services and products for protecting critical infrastructures, which complement and are synergistic with Tinexta Cyber's offer. Furthermore, through this transaction, the Tinexta Group expands its presence in the Public Administration market. The agreement provides for the purchase, by the Tinexta Vehicle, of 20% of the capital of Defence Tech (equal to 5,108,571 shares) pro-rata from the reference shareholders, Comunimpresa S.r.l., GE.DA Europe S.r.l. and Starlife S.r.l. ("Starlife"), at €4.9 per share, for a total consideration of approximately €25.0 million. Within two working days of the closing, the reference shareholders Comunimpresa S.r.l., GE.DA Europe S.r.l. and Starlife S.r.l. will initiate a reverse accelerated bookbuilding transaction concerning the pro-rata purchase on the market of 1,428,571 shares (equal to approximately 5.6% of the share capital, or approximately 20% of the share currently held by the market) at the price of €4.9 per share. The agreement between the parties also provides for a Call option, which can be exercised by Tinexta in 2024 ("Tinexta Call") on a share corresponding to the residual equity investments of the shareholders Comunimpresa

S.r.l. and GE.DA Europe S.r.l. The Call price was defined as 2023 Adjusted EBITDA for a multiple of 12x, plus a pro rata Adjusted NFP. If the Tinexta Call option is not exercised, the shareholders Comunimpresa S.r.l. and GE.DA Europe S.r.l. may exercise a Call option on the Tinexta share at the higher of the price paid by Tinexta at the time of purchase of 20% and the Tinexta Call price for the 20% share. At the closing date, a shareholders' agreement already defined between the parties will be signed, replacing the one currently in force between the reference shareholders, containing provisions pertaining to the governance of Defence Tech. This agreement is aimed at allowing Defence Tech to continue the process of organic growth by implementing the business plan and protecting Tinexta's investment as well as the possible exercise of the Tinexta Call option. As a result of the possible exercise of the Tinexta Call option, the Tinexta Vehicle would reach a stake in Defence Tech of more than 50%, which would therefore entail, for the Tinexta Vehicle, an obligation to launch a public takeover bid on all of the shares of Defence Tech ("takeover bid"), as envisaged by the Articles of Association of Defence Tech. If the Tinexta Call option was exercised with the consequent launch of the takeover bid, the shareholder Starlife - which reflects the management- has already expressed its intention to: (i) tender a portion of its shareholding to the Offer, representing 3% of Defence Tech's share capital and, after completion of the Offer, (ii) transfer the residual portion of the share capital of Defence Tech, to the Tinexta Vehicle. As a result of the transfer, the possible success of both the tender offer and the reverse accelerated bookbuilding transaction, the Tinexta Vehicle would be held for approximately 85% by Tinexta and for a share of approximately 15% by Starlife, and would hold 100% of Defence Tech, which in this case would no longer be listed. At the date of the transfer, the stipulation of shareholder agreements is also envisaged between Tinexta and Starlife regulating the governance of the Tinexta Vehicle and Defence Tech and agreements relating to relations between top management and the Tinexta Vehicle after the investment is carried out by Starlife. Provision is also made for a Put&Call option between Tinexta and Starlife - regarding the investment of Starlife in the Tinexta Vehicle - to be exercised in 2029, following the pursuit of the 2024-2028 plan, the period in which Defence Tech will be headed up by the current management. The 2029 Put&Call option will be measured at the fair market value of Defence Tech. The Transaction will be financed with own funds. The 100% Equity Value of the company was measured at €125.2 million, equal to €4.9 per share. In the first half of 2022, the Defence Tech group recorded a value of production amounting to €12.9 million, up 16% compared to the previous year, and adjusted EBITDA of €4.1 million. As at 30 June 2022, the net financial position was positive, amounting to €8.1 million. In 2021, the Defence Tech group recorded a value of production of €22.7 million (+ 19% compared to the previous year) and an adjusted EBITDA of €6.7 million. As at 31 December 2021, the net financial position was positive, amounting to €12.3 million. In the 12-month period prior to 30 June 2022 (Last Twelve Months), the Defence Tech group recorded a value of production of €24.4 million and an adjusted EBITDA of €7.3 million. The Transaction closing is expected by the end of the first six months of 2023. The transaction is subject to certain conditions precedent that are normal for this type of transaction, in addition to the Golden Power authorisation and obtaining the confirmation of the Borsa Italiana S.p.A. Panel of the non-existence of the obligation to put forward a takeover bid following the mere signing of the Tinexta Call option. Equita SIM SpA, based on the structure of the Transaction described and as

Euronext Growth Advisor of Defence Tech, granted the partial waiver to the lock-up agreements signed by Comunimpresa S.r.l., GE.DA Europe S.r.l. and Starlife S.r.l. at the time of IPO of Defence Tech.

DEFINITION OF "NON-GAAP" ALTERNATIVE PERFORMANCE INDICATORS

Tinexta management evaluates the performance of the Group and of the business segments also on the basis of a number of indicators not envisaged by the IFRS. With regard to said indicators, on 3 December 2015, CONSOB issued Communication no. 0092543/15, authorising application of the Guidelines issued on 5 October 2015 by the European Securities and Markets Authority (ESMA/2015/1415), regarding their presentation in the regulated information disclosed or in the statements published starting from 3 July 2016. These guidelines are intended to promote the usefulness and transparency of the alternative performance indicators included in the regulated information or in the statements falling within the scope of application of Directive 2003/71/EC, in order to improve their comparability, reliability and comprehensibility, when such indicators are not defined or envisaged by the financial reporting framework. The criteria used to calculate these indicators are provided below, in line with the aforementioned communications.

EBITDA: is calculated as "Net profit (loss) from continuing operations" before "Taxes", "Net financial income (charges)", "Share of profit of equity-accounted investments", "Amortisation and depreciation", "Provisions" and "Impairment", or as "Revenues" net of "Costs of raw materials", "Service costs", "Personnel costs", "Contract costs" and "Other operating costs".

Adjusted EBITDA: is calculated as EBITDA before the cost relating to the Stock Option Plans and medium-term incentive plan reserved for the Group's key manager (both recognised under "Personnel costs") and before the non-recurring components.

Operating profit: although the IFRS do not contain a definition of Operating profit, it is presented in the Statement of Profit or Loss and other comprehensive income and is calculated by subtracting "Amortisation/depreciation", "Provisions" and "Impairment" from EBITDA.

Adjusted operating profit: is calculated as "Operating profit" before the non-recurring components, before the cost relating to the Stock Option Plans and medium-term incentive plan reserved for the Group's key manager and before the amortisation of Other intangible assets that emerged at the time of allocation of the price paid in Business Combinations.

Adjusted net profit from continuing operations: is calculated as "Net profit from continuing operations" before non-recurring elements, net of the cost of stock-option and medium-term incentive plans for the Group's strategic managers, amortisation of Other intangible assets that emerged at the time of allocation of the price paid in Business Combinations, and before the adjustment of liabilities for contingent considerations related to the acquisitions, net of the related tax effects. This indicator reflects the Group's economic performance, net of non-recurring factors that are not directly attributable to the activities and operation of its business.

Adjusted earnings per share: obtained from the ratio of Adjusted net profit and the weighted average number of ordinary shares outstanding during the year.

Total financial indebtedness (also **Net financial indebtedness**): is calculated in accordance with CONSOB Communication no. 6064293 of 28 July 2006 and in compliance with the Warning Notice no. 5/21 issued by CONSOB on 29 April 2021 with reference to the Guideline ESMA32-382-1138 dated 4 March 2021, by adding together “Cash and cash equivalents”, “Other current financial assets” and “Current derivative financial instruments receivable”, "Non-current derivative financial instruments receivable[5]", “Current financial liabilities”, “Derivative financial instruments payable”, “Non-current financial liabilities” and "Assets (Liabilities) held for sale".

Total adjusted financial indebtedness: is calculated by adding to the Total financial indebtedness the amount of “Other non-current financial assets” and “Non-current derivative financial instruments receivable[6]”.

Free Cash Flow: represents the cash flow available for the Group and is the sum of the cash flow from operating activities and the cash flow from investments in fixed capital. It is equal to the sum of “Net cash and cash equivalents generated by operations” and the sum of “Investments in property, plant and equipment” and “Investments in intangible assets” included in the Statement of Cash Flows.

Adjusted Free Cash Flow: calculated as Free Cash Flow gross of cash flows from non-recurring components.

Free Cash Flow from continuing operations: represents the cash flow available for the Group and is the difference between the cash flow from operating activities of continuing operations and the cash flow from investments in fixed capital of continuing operations. It is equal to the difference between “Net cash and cash equivalents generated by continuing operations” and the sum of “Investments in property, plant and equipment” and “Investments in intangible assets” of continuing operations included in the Statement of Cash Flows.

Adjusted Free Cash Flow from continuing operations: calculated as Free Cash Flow from continuing operations gross of cash flows from non-recurring components.

Net non-current assets: this is the algebraic sum of:

- "Property, plant and equipment";
- "Intangible assets and goodwill";
- "Investment property";
- "Equity-accounted investments";
- "Other investments";
- "Non-current financial assets[7]".

Net working capital: this is the algebraic sum of:

+ "Inventories";
+ Current and non-current "Trade and other receivables";
+ "Contract assets";
+ "Contract cost assets";
+ "Current and deferred tax assets";
- Current and non-current "Trade and other payables";

[5] Limited to derivative instruments used for hedging purposes on financial liabilities
[6] Limited to derivative instruments used for non-hedging purposes on financial liabilities
[7] With the exception of derivative instruments used for non-hedging purposes on financial liabilities

- "Contract liabilities" and "Deferred income";
- "Current and deferred tax liabilities".

Total net working capital and provisions: this is the algebraic sum of:
+ "Net working capital" as determined above;
- Current and non-current "Provisions";
- Current and non-current "Employee benefits".

Net invested capital: is the algebraic sum of "Net non-current assets", "Total net working capital and provisions" and "Non-financial assets (Liabilities) held for sale".

SUMMARY OF 2022 RESULTS

The Group closed 2022 with Revenues of €357,163 thousand. Adjusted EBITDA amounted to €94,758 thousand, or 26.5% of revenues. EBITDA amounted to €86,294 thousand, equal to 24.2% of revenues Operating profit and Net profit from continuing operations amounted to €51,613 thousand and €32,601 thousand, respectively, equal to 14.5% and 9.1% of revenues. Net profit, which includes Profit (loss) from discontinued operations, amounted to €78.128.

Condensed Consolidated Income Statement ***(Amounts in thousands of Euro)***	**2022**	**%**	**2021 Restated[8]**	**%**	**Change**	**% change**
Revenues	357,163	*100.0%*	301,546	*100.0%*	55,618	*18.4%*
Adjusted EBITDA	94,758	*26.5%*	76,477	*25.4%*	18,281	*23.9%*
EBITDA	86,294	*24.2%*	71,317	*23.7%*	14,977	*21.0%*
Operating profit	51,613	*14.5%*	44,989	*14.9%*	6,624	*14.7%*
Net profit from continuing operations	32,601	*9.1%*	28,711	*9.5%*	3,890	*13.5%*
Profit from discontinued operations	45,527	*N/A*	9,964	*N/A*	35,563	*356.9%*
Net profit	78,128	*N/A*	38,675	*N/A*	39,453	*102.0%*

Revenues increased compared to 2021 by €55,618 thousand or 18.4%, adjusted EBITDA by €18,281 thousand or 23.9%, EBITDA by €14,977 thousand or 21.0%, Operating profit by €6,624 thousand or 14.7%, as well as Net profit from continuing operations by €3,890 thousand or 13.5%. Net profit, which includes Profit (loss) from discontinued operations, increased by €39,453 thousand and includes the net capital gain realised from the sale of the Innolva S.p.A. Group amounting to €41,123 thousand.

The results for the period include the contribution of the acquisitions: Forvalue S.p.A. (consolidated from 1 July 2021), CertEurope S.A.S (consolidated from 1 November 2021), Evalue Innovación SL (consolidated from 1 January 2022), Enhancers S.p.A. (consolidated

[8] The comparative figures of 2021 have been restated in relation to the completion, in the second quarter of 2022, of the activities to identify the fair values of the assets and liabilities of Forvalue S.p.A., consolidated on a line-by-line basis from 1 July 2021 and Financial Consulting Lab S.r.l., consolidated on a line-by-line basis from 1 October 2021, and in connection with the completion, in the fourth quarter of 2022, of the activities to identify the fair values of the assets and liabilities of CertEurope S.A., consolidated on a line-by-line basis from 1 November 2021. The comparative figures for 2021 have also been restated due to the reclassification of the Credit Information & Management division's discontinued operations as a result of the conclusion of binding agreements for the sale, as disclosed in Note 13 Discontinued Operations to the Consolidated Financial Statements.

from 1 April 2022), Sferabit S.r.l. (consolidated from 1 May 2022), Plannet S.r.l. (consolidated from 1 July 2022) and LAW&WAN Solutions S.r.l. (consolidated from 1 July 2022). The contributions from these companies are shown below as a change in the scope of consolidation.

2022 Income statement, compared with the same period of the previous year:

Consolidated Income Statement (Amounts in thousands of Euro)	2022	%	2021 Restated	%	Change	% change
Revenues	**357,163**	**100.0%**	**301,546**	**100.0%**	**55,618**	**18.4%**
Total Operating Costs*	**262,405**	**73.5%**	**225,069**	**74.6%**	**37,337**	**16.6%**
Costs of raw materials	14,297	4.0%	12,688	4.2%	1,609	12.7%
Service costs	105,959	29.7%	88,297	29.3%	17,662	20.0%
Personnel costs	134,860	37.8%	117,729	39.0%	17,131	14.6%
Contract costs	4,226	1.2%	4,191	1.4%	36	0.9%
Other operating costs	3,062	0.9%	2,164	0.7%	898	41.5%
Adjusted EBITDA	**94,758**	**26.5%**	**76,477**	**25.4%**	**18,281**	**23.9%**
Stock Option cost**	2,101	0.6%	2,551	0.8%	-450	-17.6%
Non-recurring components	6,363	1.8%	2,609	0.9%	3,755	143.9%
EBITDA	**86,294**	**24.2%**	**71,317**	**23.7%**	**14,977**	**21.0%**
Amortisation and depreciation	15,192	4.3%	12,936	4.3%	2,256	17.4%
Amortisation of other intangible assets from consolidation	17,496	4.9%	10,974	3.6%	6,522	59.4%
Provisions	830	0.2%	1,515	0.5%	-685	-45.2
Impairment	1,163	0.3%	904	0.3%	260	28.7%
Operating profit	**51,613**	**14.5%**	**44,989**	**14.9%**	**6,624**	**14.7%**
Financial income	733	0.2%	1,083	0.4%	-350	-32.3
Financial charges	6,981	2.0%	4,198	1.4%	2,783	66.3%
Net financial charges	**6,248**	**1.7%**	**3,115**	**1.0%**	**3,133**	**100.6%**
Profit of equity-accounted investments	-246	-0.1%	-172	-0.1%	-74	43.1%
Profit before tax	**45,119**	**12.6%**	**41,702**	**13.8%**	**3,417**	**8.2%**
Income taxes	12,518	3.5%	12,991	4.3%	-473	-3.6%
Net profit from continuing operations	**32,601**	**9.1%**	**28,711**	**9.5%**	**3,890**	**13.5%**
Profit from discontinued operations	**45,527**	**N/A**	**9,964**	**N/A**	**35,563**	**356.9%**
Net profit	**78,128**	**N/A**	**38,675**	**N/A**	**39,453**	**102.0%**
of which minority interests	***2,401***	***N/A***	***1,204***	**N/A**	**1,197**	**99.4%**

* *Operating Costs* are stated net of non-recurring components and net of the cost relating to the Stock Option Plans and medium-term incentive plan reserved for the Group's key manager (both recognised under "Personnel costs").
** The Stock Option Cost includes the cost of the medium-term incentive plan reserved for the Group's key manager.

Revenues increased from €301,546 thousand in 2021 to €357,163 thousand in 2022, with an increase of €55,618 thousand, equal to 18.4%. The increase in revenues attributable to the change in the scope of consolidation was 12.0% (€36,235 thousand), organic growth was 6.4% (€19,383 thousand).

Operating costs increased from €225,069 thousand in 2021 to €262,405 thousand in 2022, with an increase of €37,337 thousand, equal to 16.6%. The increase in Operating costs attributable to the change in the scope of consolidation was 9.6% (€21,618 thousand), the remaining 7.0% was attributable to organic growth (€15,719 thousand).

Adjusted EBITDA rose from €76,477 thousand in 2021 to €94,758 thousand in 2022, with an increase of €18,281 thousand, or 23.9%. The increase in adjusted EBITDA attributable to the change in the scope of consolidation was 19.1% (€14,617 thousand), organic growth was 4.8% (€3,664 thousand).

EBITDA rose from €71,317 thousand in 2021 to €86,294 thousand in 2022, with an increase of €14,977 thousand, or 21.0%. The increase in EBITDA attributable to the change in the scope of consolidation was 19.8% (€14,099 thousand), while organic growth was 1.2% (€877 thousand).

Amortisation, depreciation, write-downs and provisions totalled €34,681 thousand (€26,328 thousand in 2021) and includes €17,496 thousand of amortisation of Amortisation of other intangible assets from consolidation arising from allocation of the price paid in Business Combinations (€10,974 thousand in 2021), mainly of the Cybersecurity, CertEurope, Evalue Innovacion, Warrant Hub, Forvalue and Queryo. Impairment increased by €260 thousand, Provisions for risks decreased by €685 thousand.

In 2022, **Net financial charges** totalled €6,248 thousand (€3,115 thousand in 2021). The increase in Net financial charges was affected by higher charges for the adjustment of contingent considerations linked to acquisitions for €1,984 thousand compared to 2021 and the write-down of €997 thousand of the equity investment in Authada GMBH consolidated using the equity method. The balance of interest income/expense in 2022 was negative for €3,413 thousand (€3,377 thousand in 2021).

Income taxes, calculated based on the tax rates envisaged for the year by the current tax laws, amounted to €12,518 thousand (€12,991 thousand in 2021). The tax rate was 27.7% due to non-recurring tax income of €3,649 thousand, mainly related to the tax relief (pursuant to art. 15, paragraph 10 of Italian Legislative Decree no. 185/2008) of statutory/fiscal value differentials for a total of €2,733 thousand. The tax rate in 2021 was 31.2% due to non-recurring tax income of €533 thousand.

Net profit from continuing operations in 2022 amounted to €32,601 thousand compared to €28,711 thousand in 2021, up by 13.5%.

Profit (loss) from discontinued operations, amounting to €45,527 thousand, includes the economic values of the Innolva Group up to the closing of the sale (July 2022) and of Re Valuta S.p.A. presented as Discontinued Operations pursuant to IFRS 5, the capital gain realised from the sale of the Innolva Group and the costs already incurred for the planned sale of RE Valuta. Details of Profit (loss) from discontinued operations:

	Twelve-month period closed as at 31 December	
Amounts in thousands of Euro	**2022**	**2021 Restated**
Revenues	**47,493**	**73,808**
Operating costs	**40,680**	**63,173**
OPERATING PROFIT	**6,813**	**10,635**
Financial income	131	33
Financial charges	350	217
Net financial income (charges)	**-219**	**-184**
Share of profit of equity-accounted investments, net of tax	-29	-28
PROFIT BEFORE TAX	**6,565**	**10,423**
Income taxes	1,893	459
PROFIT FROM DISCONTINUED OPERATIONS (A)	**4,673**	**9,964**
Capital gains on sale of the Innolva Group	41,821	0
Tax effect of capital gains	699	0
NET GAINS FROM SALE OF INNOLVA (B)	**41,123**	**0**
ACCESSORY CHARGES FOR SALE OF REVALUTA (C)	**-269**	**0**
PROFIT (LOSS) FROM DISCONTINUED OPERATIONS (A+B+C)	**45,527**	**9,964**

As at 31 December 2022, **Profit from Discontinued Operations** amounted to €4,673 thousand, and benefited from less amortisation and depreciation on property, plant and equipment and intangible assets recognised until 31 May, the date from which the different presentation of the Credit Information & Management division's contribution begins. The decrease in Profit from discontinued operations was affected by:

- Deconsolidation of the Innolva Group as at 31 July 2022 with respect to the twelve months of the comparative period;
- Net non-recurring income recognised in the first nine months of 2021 amounting to €2,337 thousand, of which €2,307 thousand for realignment and release of statutory/tax value differentials.

The net capital gain from the sale of the Innolva Group amounted to €41,123 thousand.

Net profit in 2022 was €78,128 thousand (of which €2,401 thousand was minority interest) compared to €38,675 thousand in 2021.

Adjusted Group Results

Adjusted income statement results calculated before the non-recurring components, before the cost relating to the Stock Option plans and medium-term incentive plan reserved for the Group's key manager, before the amortisation of Other intangible assets that emerged at the time of allocation of the price paid in Business Combinations, and before the adjustment of liabilities for contingent considerations related to the acquisitions, net of related tax effects and net of "Profit from discontinued operations". These indicators reflect the Group's economic performance, excluding non-recurring factors not strictly related to the activities and management of the business.

Adjusted Income Statement *(Amounts in thousands of Euro)*	2022	%	2021 Restated	%	Change	% change
Revenues	357,163	*100.0%*	301,546	*100.0%*	55,618	*18.4%*
Adjusted EBITDA	94,758	*26.5%*	76,477	*25.4%*	18,281	*23.9%*
Adjusted operating profit	77,573	*21.7%*	61,122	*20.3%*	16,451	*26.9%*
Adjusted net profit from continuing operations	52,368	*14.7%*	40,315	*13.4%*	12,053	*29.9%*

Adjusted results show an increase in EBITDA compared to 2021 of 23.9%, in EBIT of 26.9% and in Net profit from continuing operations of 29.9%, with all revenue indicators improving.

Non-recurring components

During 2022, Non-recurring operating costs of €6,363 thousand were recognised, of which €3,424 related to acquisitions of target companies, € 2,336 thousand for reorganisation activities and € 227 thousand for a one-off amount envisaged by the National Collective Labor Agreement for trade to be disbursed in the 2023 for the portion of the contractual holiday 2020 and 2021.

Non-recurring Net financial charges include €997 thousand of charges related to the write-down of the equity investment Authada GMBH consolidated using the equity method and income of €53 thousand related to the sale of the equity investment in the associated company Innovazione 2 Sagl.

Non-recurring taxes included non-recurring income of €3,649 thousand, of which €2,733 thousand related to the tax relief (pursuant to art. 15, paragraph 10 of Italian Legislative Decree no. 185/2008) of statutory/fiscal value differentials and €916 thousand related to the tax effect on non-recurring components of Profit before taxes.

In 2021, Non-recurring operating costs of €2,609 thousand were recorded and income under Non-recurring taxes amounted to €533 thousand.

Stock Option cost

The costs recognised, amounting to €2,101 thousand, refer to the 2020-2022 Stock Option Plan as detailed in paragraph 2020-2022 Stock Option Plan for €1,617 thousand and to the 2021-2023 Stock Option Plan as detailed in the paragraph 2021-2023 Stock Option Plan for €1,062 thousand. In the period, provisions of €577 thousand related to the medium-term incentive plan for the Group's key manager were also released.

Amortisation of Other intangible assets from Business Combinations

The amortisation of Other intangible assets that emerged at the time of the allocation of the price paid in Business Combinations came to €17,496 thousand (€10,974 thousand in the previous year).

Adjustment of the contingent considerations connected to acquisitions

Adjustments of the contingent considerations connected to acquisitions entailed the recognition of Net financial charges for €1,640 thousand (€344 thousand in Net financial income in the same period of the previous year).

Method of calculation of the adjusted economic indicators:

Calculation of adjusted economic results	**EBITDA**		**Operating profit**		**Net profit from continuing operations**	
(Amounts in thousands of Euro)	**2022**	**2021 Restated**	**2022**	**2021 Restated**	**2022**	**2021 Restated**
***Reported* income statement results**	**86,294**	**71,317**	**51,613**	**44,989**	**32,601**	**28,711**
Non-recurring service costs	5,088	2,566	5,088	2,566	5,088	2,566
Stock Option cost	2,101	2,551	2,101	2,551	2,101	2,551
Non-recurring personnel costs	1,210	0	1,210	0	1,210	0
Other non-recurring operating costs	66	43	66	43	66	43
Amortisation of Other intangible assets from consolidation			17,496	10,974	17,496	10,974
Non-recurring financial income					53	0
Adjustment of contingent consideration					1,640	-344
Non-recurring financial charges					997	0
Tax effect on adjustments					-6,151	-4,003
Non-recurring taxes					-2,733	-183
***Adjusted* income statement results**	**94,758**	**76,477**	**77,573**	**61,122**	**52,368**	**40,315**
Change from previous year	*23.9%*		*26.9%*		*29.9%*	

Results by business segment

After concluding binding agreements for the sale of the Credit Information & Management division, the segment's contribution to the consolidated figures is presented as discontinued operations, and therefore excluded from the Group's business segments (comparative data were restated).

Condensed Income Statement by business segment ***(Amounts in thousands of Euro)***	**2022**	**EBITDA *MARGIN* 2022**	**2021 Restated**	**EBITDA *MARGIN* 2021**	**Change**	**% change**		
						Total	**Organic**	**Scope of consolidation**
Revenues								
Digital Trust	156,977		131,296		25,681	19.6%	9.5%	10.0%
Cybersecurity	77,508		72,825		4,683	6.4%	4.1%	2.3%
Business Innovation	125,665		98,330		27,335	27.8%	6.0%	21.8%
Other segments (Parent Company)	3,371		2,110		1,260	59.7%	59.7%	0.0%
Intra-segment	-6,358		-3,016		-3,341	110.8%	106.4%	4.4%
Total Revenues	**357,163**		**301,546**		**55,618**	**18.4%**	**6.4%**	**12.0%**
EBITDA								
Digital Trust	44,251	28.2%	34,924	26.6%	9,328	26.7%	11.9%	14.8%
Cybersecurity	9,718	12.5%	8,727	12.0%	991	11.4%	11.6%	-0.2%
Business Innovation	49,386	39.3%	41,064	41.8%	8,323	20.3%	-1.5%	21.8%
Other segments (Parent Company)	-17,062	N/A	-13,397	N/A	-3,665	-27.4%	-27.4%	0.0%
Total EBITDA	**86,294**	**24.2%**	**71,317**	**23.7%**	**14,977**	**21.0%**	**1.2%**	**19.8%**

Adjusted income statement results by business segment:

Adjusted **condensed Income Statement by business segment** ***(Amounts in thousands of Euro)***	**2022**	**EBITDA *MARGIN* 2022**	**2021 Restated**	**EBITDA *MARGIN* 2021**	**Change**	**% change**		
						Total	**Organic**	**Scope of consolidation**
Revenues								
Digital Trust	156,977		131,296		25,681	19.6%	9.5%	10.0%
Cybersecurity	77,508		72,825		4,683	6.4%	4.1%	2.3%
Business Innovation	125,665		98,330		27,335	27.8%	6.0%	21.8%
Other segments (Parent Company)	3,371		2,110		1,260	59.7%	59.7%	0.0%
Intra-segment	-6,358		-3,016		-3,341	110.8%	106.4%	4.4%
Total Revenues	**357,163**		**301,546**		**55,618**	**18.4%**	**6.4%**	**12.0%**
EBITDA								
Digital Trust	47,306	30.1%	36,392	27.7%	10,914	30.0%	14.3%	15.7%
Cybersecurity	10,311	13.3%	10,098	13.9%	213	2.1%	2.3%	-0.2%
Business Innovation	51,643	41.1%	41,881	42.6%	9,763	23.3%	2.0%	21.3%
Other segments (Parent Company)	-14,503	N/A	-11,894	N/A	-2,609	-21.9%	-21.9%	0.0%
Total *adjusted* EBITDA	**94,758**	**26.5%**	**76,477**	**25.4%**	**18,281**	**23.9%**	**4.8%**	**19.1%**

Digital Trust

Revenues from the Digital Trust segment amounted to €156,977 thousand. The increase over 2021 amounted to 19.6%, or €25,681 thousand in absolute terms. This growth is the effect of both the change in the scope of consolidation, which accounted for 10%, and the sustained organic growth of 9.5%.

The 2022 financial year was a further year of consolidation and development for the BU, which strengthened its offer, necessary to support the growth in sales, through:

- completion of the development and internationalisation of the GoSign platform and the new ecosystem of electronic signature platforms (TRISS-Q);
- enrichment of the Legalmail offer, integrating cyber security functions for the Enterprise market and launching new proposals for the retail market;
- “refactoring” of all the main applications for the end user, such as eCommerce, SPID selfcare, eSignature SelfCare;
- consolidation of all the main onboarding and identification procedures, such as the "QuickStart", "eDoc ID" and "eIDGateway" platform;
- release of the first version of GoNotice, the international eDelivery platform.

These results, together with a new 'alliance' strategy launched in 2022 and more effective integration, have made it possible to consolidate the position of market leader with sales that recorded another year of 'double digit' growth.

The result of the first full year of the subsidiary Certeurope S.A.S. was positive, whose acquisition made it possible to consolidate the BU's position in the French market.

From a market perspective, several operators are pursuing a strategy of expanding their offer or establishing a strong international presence through mergers and acquisitions.

The imminent introduction of eIDAS 2 will change the entire framework in which the BU and the other QTSPs operate. Certified email will evolve into the new REM standards, long-term archiving will become a qualified service, the attestation of attributes will open up new market opportunities, the digital identity schemes will evolve from federated to distributed and the EUDIW (EU Digital Identity Wallet) will gradually become the main digital trust tool for citizens.

Market success relating to the convergence of "Digital Trust and Cybersecurity" services, which together represent an important competitive advantage for the Group, was also confirmed during the year. In this regard, the "Legalmail Security Premium" service was consolidated, based on Yoroi's proprietary Yomi Sandbox technology, which allows suspicious communications to be blocked by intercepting and neutralising malicious elements such as attachments and/or links before the message is delivered; sales related to this product have exceeded expectations. In addition, the Swascan “Mail Defender” service was launched. Aimed at SMEs, professionals and private citizens, it ensures the continuous monitoring of their email accounts, with the detection of theft and fraudulent exposures of their credentials.

Adjusted EBITDA for the segment amounted to €47,306 thousand, up by €10,914 thousand (30.0%) compared to 2021, of which 14.3% due to organic growth and 15.7% due to the change in scope, demonstrating also in 2022 a significant ability to combine high standards of innovation of products and solutions with double digit revenue growth and a constant improvement in marginal profitability.

Cybersecurity

Revenues from the Cybersecurity segment amounted to €77,508 thousand. The increase compared to 2021 is equal to 6.4%, €4,683 thousand in absolute terms, attributable for 4.1% to organic growth and for 2.3% to the change in the scope of consolidation, due to the consolidation from 1 July 2022 of LAN&WAN Solutions S.r.l.

The BU operates in Cybersecurity and Digital Transformation markets, in which a positive growth trend is expected in the coming years with a CAGR of 8% and 6% respectively.

For 2022, the international geopolitical context and the presence of inflationary dynamics influenced the business performance, recording slower growth for the entire Cyber and Digital market than expected at the beginning of the year.

During 2022, the Cybersecurity BU further developed its strategy, aiming to strengthen its offer portfolio with a view to end-to-end management of the security of its Customers. In particular, the development of "Asset Based" services was pursued, achieving results both in the "Managed Security Services" area (with the SOC-H24 services of Swascan and CSDC of Yoroi), and in the field of "Implementation Services" (on proprietary "Asset Based" solutions and on third-party solutions, with the integration of the same in the operating scenarios of the customers). In addition, new products were launched on the market, fully developed by our companies, such as "Cyber Exposure Index" (CEI), "Kanwa" and "Intelligence HUB". With respect to the Advisory offer, the E-Learning platform installed and already operating with over numerous customers was developed and successfully launched, and the "Incident Response" and "Digital Forensic" services were also consolidated as market leaders.

The growth in revenues compared to the previous year is consistent in the various business areas (Digital Transformation, Advisory, Implementation Services, Product, Managed Security Services).

The market interest in the convergence of "Digital trust" and CyberSecurity services, which together represent an important competitive advantage for the Group, was also confirmed during the year. In this regard, the "Legalmail Security Premium" service was consolidated, based on Yoroi's proprietary Yomi Sandbox technology, which allows suspicious communications to be blocked by intercepting and neutralising malicious elements such as attachments and/or links before the message is delivered; sales related to this product have exceeded expectations. In addition, the Swascan "Mail Defender" service was launched. Aimed at SMEs, professionals and private citizens, it ensures the continuous monitoring of their email accounts, with the detection of theft and fraudulent exposures of their credentials.

From the point of view of resale channels, important intercompany collaborations have been launched through the InfoCert, Large Enterprise Infocert, and ForValue marketplace for the proposition of cyber services.

Adjusted EBITDA for the segment amounted to €10,311 thousand, up €213 thousand (+2.1%) compared to 2021, which stood at 13.3% of revenues. During the year, the BU further strengthened its innovation, commercial and delivery capacity with specific resources, with a number of FTEs from 722 in 2021 to 780 in the current year (+ 8%), with a significant investment. This investment, sustained especially in the first part of the year, allowed an increase in the order portfolio obtained in particular during the last four months of the year.

Business Innovation

Revenues of the Business Innovation segment amounted to €125,665 thousand, an increase compared to 2021 of 27.8%, €27,335 thousand in absolute terms, of which 6.0% was attributable to organic growth and the remainder to the change in the scope of consolidation (21.8%), mainly due to the consolidation of Evalue Innovación SL from 1

January 2022, Enhancers S.p.A. from 1 April 2022, Plannet S.r.l. from 1 July 2022 and Forvalue S.p.A. from 1 July 2021.

Within this segment, in 2022 the Warrant group pursued the strategy set in terms of internationalisation, growth of the offer and integration of innovation services by carrying out four significant extraordinary transactions in terms of acquisitions: the Spanish company Evalue, the Italian companies Enhancers, Plannet and Forvalue. In addition to these, the entry of Intesa San Paolo into the capital of Warrant Hub and the consolidation through merger by incorporation into Warrant Hub of the companies Financial Consulting Lab and Financial Club, acquired in 2021.

The acquisition of Evalue is part of the strategy of extending the Group's services in Europe with particular reference to the Spanish market; the acquisitions of Enhancers and Plannet, companies specialised in the creation of projects and digital products at the service of industrial processes, were aimed at expanding the range of services offered to customers on the issues of digital innovation and the acquisition of Forvalue was finalised carried out with the aim of maximising the market penetration capacity in Italy.

The Italian market for subsidised innovation services was distinguished by two significant phenomena in 2022. The first, deriving from a changed customer attitude towards the use of the R&D tax credit instrument as a result of the restrictive interpretations issued ex post by the Italian Revenue Agency; the second is represented by the positive performance of Credito Investimenti 4.0 (Investment Credit 4.0) and the related Bonus Formazione 4.0 (Training Bonus 4.0) that exceeded expectations and showed figures significantly on the rise compared to the previous year, confirming the effectiveness of the measures aimed at the 4.0 transition of Italian SMEs. In Europe, and in particular in Spain, the growth trends of the proposition of subsidised instruments have been mitigated by the complication of the geopolitical situation in Eastern Europe and by the significant inflationary peak. Parallelly, the innovation Consulting market is enjoying a favourable moment, driven by the issues of Digitisation, Energy and Sustainability in which the group will continue to invest.

Volumes of internationalisation services remained high in 2022, also due to the support provided by subsidised finance calls obtained from customers and prospects in the first half of the year. During 2022, support to SMEs for export services provided by the Ministry of Foreign Affairs and International Cooperation through the MAECI call for tenders ceased, resulting in a contraction in demand from SMEs, which generated a contraction in volumes of new orders. with the consequent effect, on revenues, recorded starting from the last quarter of 2022.

Digital Marketing services continued their growth path in 2022 with a development trend in the consolidating market.

Adjusted EBITDA for the segment was €51,643 thousand. The increase in EBITDA compared to 2021 came to 23.3%, of which 21.3% is attributable to changes in the scope and 2.0% to organic growth.

SUMMARY OF RESULTS FOR THE FOURTH QUARTER OF 2022

The Group closed the fourth quarter of 2022 with Revenues of €110,494 thousand. Adjusted EBITDA amounted to €39,979 thousand, or 36.2% of Revenues. EBITDA amounted to €37,420 thousand, equal to 33.9% of Revenues. Operating profit and Net profit from continuing operations amounted to €27,984 thousand and €17,868 thousand respectively, or 25.3% and 16.2% of Revenues. Net profit, which includes Profit (loss) from discontinued operations, amounted to €17,929.

Condensed Consolidated Income Statement ***(Amounts in thousands of Euro)***	**4th Quarter 2022**	**%**	**4th quarter 2021 Restated[9]**	**%**	**Change**	**% change**
Revenues	110,494	*100.0%*	94,518	*100.0%*	15,977	*16.9%*
Adjusted EBITDA	39,979	*36.2%*	29,504	*31.2%*	10,475	*35.5%*
EBITDA	37,420	*33.9%*	27,522	*29.1%*	9,899	*36.0%*
Operating profit	27,984	*25.3%*	19,998	*21.2%*	7,986	*39.9%*
Net profit from continuing operations	17,868	*16.2%*	13,413	*14.2%*	4,454	*33.2%*
Profit from discontinued operations	62	*N/A*	1,370	*N/A*	-1,308	*-95.5%*
Net profit	17,929	*N/A*	14,783	*N/A*	3,146	*21.3%*

Revenues increased compared to the fourth quarter of 2021 by €15,977 thousand or 16.9%, adjusted EBITDA by €10,475 thousand or 35.5%, EBITDA by €9,899 thousand or 36.0%, Operating profit by €7,986 thousand or 39.9%, as well as Net profit from continuing operations by €4,454 thousand or 33.2%. Net profit, which includes Profit from discontinued operations, increased by €3,146 thousand and was affected by the non-consolidation of the Innolva SpA Group, whose sale was completed in the third quarter of 2022.

The results for the period include the contribution of the acquisitions: CertEurope S.A.S (consolidated from 1 November 2021), Evalue Innovación SL (consolidated from 1 January 2022), Enhancers S.p.A. (consolidated from 1 April 2022), Sferabit S.r.l. (consolidated from 1 May 2022), Plannet S.r.l. (consolidated from 1 July 2022) and LAW&WAN Solutions S.r.l. (consolidated from 1 July 2022). The contributions from these companies are shown below as a change in the scope of consolidation.

[9] The comparative figures of 2021 have been restated in relation to the completion, in the second quarter of 2022, of the activities to identify the fair values of the assets and liabilities of Forvalue S.p.A., consolidated on a line-by-line basis from 1 July 2021 and Financial Consulting Lab S.r.l., consolidated on a line-by-line basis from 1 October 2021, and in connection with the completion, in the fourth quarter of 2022, of the activities to identify the fair values of the assets and liabilities of CertEurope S.A., consolidated on a line-by-line basis from 1 November 2021. The comparative figures for 2021 have also been restated due to the reclassification of the Credit Information & Management division's discontinued operations as a result of the conclusion of binding agreements for the sale, as disclosed in Note 13 Discontinued Operations to the Consolidated Financial Statements.

Income statement for the fourth quarter of 2022 compared with the same period of last year:

Consolidated Income Statement (Amounts in thousands of Euro)	IV Quarter 2022	%	4th Quarter 2021 Restated	%	Change	% change
Revenues	**110,494**	**100.0%**	**94,518**	**100.0%**	**15,977**	**16.9%**
Total Operating Costs*	**70,515**	**63.8%**	**65,013**	**68.8%**	**5,501**	**8.5%**
Costs of raw materials	4,463	4.0%	4,202	4.4%	261	6.2%
Service costs	30,574	27.7%	27,020	28.6%	3,554	13.2%
Personnel costs	33,533	30.3%	31,557	33.4%	1,976	6.3%
Contract costs	932	0.8%	1,391	1.5%	-459	-33.0%
Other operating costs	1,012	0.9%	844	0.9%	168	19.9%
Adjusted EBITDA	**39,979**	**36.2%**	**29,504**	**31.2%**	**10,475**	**35.5%**
Stock Option cost**	860	0.8%	787	0.8%	73	9.3%
Non-recurring components	1,699	1.5%	1,196	1.3%	504	42.1%
EBITDA	**37,420**	**33.9%**	**27,522**	**29.1%**	**9,899**	**36.0%**
Amortisation and depreciation	5,170	4.7%	3,613	3.8%	1,557	43.1%
Amortisation of Other intangible assets from consolidation	4,486	4.1%	3,224	3.4%	1,262	39.2%
Provisions	-74	-0.1%	465	0.5%	-539	-116.0%
Impairment	-145	-0.1%	222	0.2%	-367	-165.4%
Operating profit	**27,984**	**25.3%**	**19,998**	**21.2%**	**7,986**	**39.9%**
Financial income	598	0.5%	987	1.0%	-388	-39.4%
Financial charges	2,679	2.4%	1,362	1.4%	1,317	96.7%
Net financial charges	**2,081**	**1.9%**	**376**	**0.4%**	**1,706**	**454.0%**
Profit of equity-accounted investments	-104	-0.1%	69	0.1%	-173	-250.3%
Profit before tax	**25,798**	**23.3%**	**19,691**	**20.8%**	**6,107**	**31.0%**
Income taxes	7,931	7.2%	6,278	6.6%	1,653	26.3%
Net profit from continuing operations	**17,868**	**16.2%**	**13,413**	**14.2%**	**4,454**	**33.2%**
Profit from discontinued operations	**62**	**N/A**	**1,370**	**N/A**	**-1,308**	**-95.5%**
Net profit	**17,929**	**N/A**	**14,783**	**N/A**	**3,146**	**21.3%**
of which minority interests	**2,383**	***N/A***	***620***	**N/A**	**1,763**	**284.3**

* *Operating Costs* are stated net of non-recurring components and net of the cost relating to the Stock Option Plans and medium-term incentive plan reserved for the Group's key manager (both recognised under "Personnel costs").
** The Stock Option Cost includes the cost of the medium-term incentive plan reserved for the Group's key manager.

Revenues increased from €94,518 thousand in the fourth quarter of 2021 to €110,494 thousand in the fourth quarter of 2022, an increase of €15,977 thousand or 16.9%. The increase in Revenues attributable to the change in the scope of consolidation was 10.5% (€9,918 thousand), while organic growth was 6.4% (€6,059 thousand).

Operating costs increased from €65,013 thousand in the fourth quarter of 2021 to €70,515 thousand in the fourth quarter of 2022, an increase of €5,501 thousand or 8.5%. The increase in Operating costs attributable to the change in the scope of consolidation was 7.9% (€5.111 thousand), the remaining 0.6% was attributable to organic growth (€390 thousand).

Adjusted EBITDA rose from €29,504 thousand in the fourth quarter of 2021 to €39,979 thousand in the fourth quarter of 2022, an increase of €10,475 thousand or 35.5%. The increase in adjusted EBITDA attributable to organic growth was 19.2% (€5,669 thousand), organic growth of 16.3% was due to the change in scope (€4,806 thousand).

EBITDA increased from €27,522 thousand in the fourth quarter of 2021 to €37,420 thousand in the fourth quarter of 2022, an increase of €9,899 thousand or 36.0%. The increase in EBITDA attributable to organic growth was 19.0% (€5,217 thousand), while the change in perimeter was 17.0% (€4,682 thousand).

Amortisation, depreciation, write-downs and provisions totalled €9,437 thousand (€7,524 thousand in the fourth quarter of 2021) and includes €4,486 thousand of amortisation of Other intangible assets arising from allocation of the price paid in Business Combinations (€3,224 thousand in the fourth quarter of 2021), mainly pertaining to Cyber Security, CertEurope, Evalue Innovación, Warrant Hub, Forvalue and Queryo. Impairment decreased by €367 thousand, Provisions for risks by €539 thousand.

Net financial charges in the fourth quarter of 2022 amounted to €2,081 thousand (€376 thousand in the fourth quarter of 2021). The increase in Net financial charges was affected by higher charges for the adjustment of contingent considerations linked to acquisitions for €930 thousand compared to the fourth quarter of 2021 and the write-down of €997 thousand of the equity investment in Authada GMBH consolidated using the equity method.

Income taxes, calculated based on the tax rates envisaged for the year by the current tax laws, amounted to €7,931 thousand (€6,278 thousand in the fourth quarter of 2021). The tax rate was 30.7%, down slightly compared to the fourth quarter of 2021 (31.9%).

Net profit from continuing operations in the fourth quarter of 2022 amounted to €17,868 thousand compared to €13,413 thousand in the fourth quarter of 2021, up by 33.2%.

Adjusted Group Results

Adjusted income statement results calculated before the non-recurring components, before the cost relating to the Stock Option plans and medium-term incentive plan reserved for the Group's key manager, before the amortisation of Other intangible assets that emerged at the time of allocation of the price paid in Business Combinations, and before the adjustment of liabilities for contingent considerations related to the acquisitions, net of related tax effects and net of "Profit from discontinued operations". These indicators reflect the Group's economic performance, excluding non-recurring factors not strictly related to the activities and management of the business.

Adjusted Income Statement *(Amounts in thousands of Euro)*	4th quarter 2022	%	4th quarter 2021 Restated	%	Change	% change
Revenues	110,494	*100.0%*	94,518	*100.0%*	15,977	*16.9%*
Adjusted EBITDA	39,979	*36.2%*	29,504	*31.2%*	10,475	*35.5%*
Adjusted operating profit	35,030	*31.7%*	25,204	*26.7%*	9,826	*39.0%*
Adjusted net profit from continuing operations	24,770	*22.4%*	17,678	*18.7%*	7,092	*40.1%*

Adjusted results show an increase in EBITDA compared to the fourth quarter of 2021 of 35.5%, in Operating profit of 39.0% and in Net profit from continuing operations of 40.1%.

Non-recurring components

During the fourth quarter of 2022, Non-recurring operating costs of €1,699 thousand were recognised, of which €819 related to acquisitions of target companies, €668 thousand for reorganisation activities and €227 thousand for a one-off amount envisaged by the National Collective Labor Agreement for trade to be disbursed in the 2023 for the portion of the contractual holiday 2020 and 2021.

Non-recurring Net financial charges include €997 thousand of charges related to the write-down of the equity investment Authada GMBH and income of €53 thousand related to the sale of the equity investment in the associated company Innovazione 2 Sagl.

Non-recurring taxes include non-recurring income of €103 thousand, relating to the tax effect on non-recurring components of the result before tax.

In the fourth quarter of 2021, Non-recurring operating costs of €1,196 thousand were recorded and charges under Non-recurring taxes amounted to €616 thousand.

Stock Option cost

The costs recognised, amounting to €860 thousand, refer to the 2020-2022 Stock Option Plan as detailed in paragraph **2020-2022 Stock Option Plan** for €592 thousand and to the 2021-2023 Stock Option Plan as detailed in the paragraph **2021-2023 Stock Option Plan** for €268 thousand.

Amortisation of Other intangible assets from Business Combinations

The amortisation of Other intangible assets that emerged at the time of the allocation of the price paid in Business Combinations came to €4,486 thousand (€3,224 thousand in the previous year).

Adjustment of the contingent considerations connected to acquisitions

Adjustments of the contingent considerations connected to acquisitions entailed the recognition of Net financial charges for €331 thousand (€598 thousand in Net financial income in the same period of the previous year).

Method of calculation of the adjusted economic indicators:

Calculation of adjusted economic results	**EBITDA**		**Operating profit**		**Net profit from continuing operations**	
(Amounts in thousands of Euro)	**IV Quarter 2022**	**4th quarter 2021 Restated**	**IV Quarter 2022**	**4th quarter 2021 Restated**	**IV Quarter 2022**	**4th quarter 2021 Restated**
***Reported* income statement results**	**37,420**	**27,522**	**27,984**	**19,998**	**17,868**	**13,413**
Non-recurring service costs	1,230	1,153	1,230	1,153	1,230	1,153
Stock Option cost	860	787	860	787	860	787
Non-recurring personnel costs	483		483		483	0
Other non-recurring operating costs	-13	43	-13	43	-13	43
Amortisation of Other intangible assets from Business Combinations			4,486	3,224	4,486	3,224
Non-recurring financial income					53	0
Adjustment of contingent consideration					331	-598
Non-recurring financial charges					997	0
Tax effect on adjustments					-1,526	-1,187
Non-recurring taxes					0	844
***Adjusted* income statement results**	**39,979**	**29,504**	**35,030**	**25,204**	**24,770**	**17,678**
% change from previous year	*35.5%*		*39.0%*		*40.1%*	

Results by business segment

After concluding binding agreements for the sale of the Credit Information & Management division, the segment's contribution to the consolidated figures is presented as discontinued operations, and therefore excluded from the Group's business segments (comparative data were restated).

Condensed Income Statement by business segment	IV Quarter 2022	EBITDA MARGIN 4th Quarter 2022	4th quarter 2021 Restated	EBITDA MARGIN 4th Quarter 2021	Change	% change		
						Total	Organic	Scope of consolidation
Revenues								
Digital Trust	43,094		38,072		5,023	13.2%	9.3%	3.9%
Cybersecurity	22,779		21,352		1,427	6.7%	2.3%	4.4%
Business Innovation	45,994		35,663		10,332	29.0%	7.8%	21.2%
Other segments (Parent Company)	1,026		475		551	116.2%	116.2%	0.0%
Intra-segment	-2,400		-1,043		-1,357	130.1%	125.6%	4.4%
Total Revenues	**110,494**		**94,518**		**15,977**	**16.9%**	**6.4%**	**10.5%**
EBITDA								
Digital Trust	13,723	31.8%	11,869	31.2%	1,854	15.6%	10.1%	5.5%
Cybersecurity	5,265	23.1%	3,665	17.2%	1,600	43.6%	44.2%	-0.5%
Business Innovation	23,349	50.8%	16,631	46.6%	6,718	40.4%	16.1%	24.3%
Other segments (Parent Company)	-4,916	N/A	-4,643	N/A	-272	-5.9%	-5.9%	0.0%
Total EBITDA	**37,420**	**33.9%**	**27,522**	**29.1%**	**9,899**	**36.0%**	**19.0%**	**17.0%**

Adjusted income statement results by business segment:

Adjusted condensed Income Statement by business segment	IV Quarter 2022	EBITDA MARGIN 4th Quarter 2022	4th quarter 2021 Restated	EBITDA MARGIN 4th Quarter 2021	Change	% change		
						Total	Organic	Scope of consolidation
Revenues								
Digital Trust	43,094		38,072		5,023	13.2%	9.3%	3.9%
Cybersecurity	22,779		21,352		1,427	6.7%	2.3%	4.4%
Business Innovation	45,994		35,663		10,332	29.0%	7.8%	21.2%
Other segments (Parent Company)	1,026		475		551	116.2%	116.2%	0.0%
Intra-segment	-2,400		-1,043		-1,357	130.1%	125.6%	4.4%
Total Revenues	**110,494**		**94,518**		**15,977**	**16.9%**	**6.4%**	**10.5%**
EBITDA								
Digital Trust	14,506	33.7%	12,170	32.0%	2,336	19.2%	12.8%	6.4%
Cybersecurity	5,537	24.3%	4,280	20.0%	1,257	29.4%	29.8%	-0.5%
Business Innovation	23,910	52.0%	16,717	46.9%	7,194	43.0%	18.8%	24.2%
Other segments (Parent Company)	-3,975	N/A	-3,662	N/A	-312	-8.5%	-8.5%	0.0%
Total adjusted EBITDA	**39,979**	**36.2%**	**29,504**	**31.2%**	**10,475**	**35.5%**	**19.2%**	**16.3%**

STATEMENT OF FINANCIAL POSITION OF THE GROUP

The Group’s financial position at 31 December 2022 compared with 31 December 2021:

Amounts in thousands of Euro	31/12/2022	%	31/12/2021 Restated[10]	%	Δ	% Δ
Intangible assets	171,278	35.7%	183,534	36.2%	-12,256	-6.7%
Goodwill	316,060	65.9%	366,853	72.3%	-50,793	-13.8%
Tangible fixed assets	5,194	1.1%	6,837	1.3%	-1,643	-24.0%
Leased tangible fixed assets	43,229	9.0%	19,032	3.8%	24,197	127.1%
Financial assets	7,887	1.6%	7,514	1.5%	373	5.0%
Net non-current assets	**543,647**	**113.4%**	**583,770**	**115.1%**	**-40,123**	**-6.9%**
Inventories	1,926	0.4%	1,342	0.3%	584	43.5%
Trade receivables	111,150	23.2%	100,525	19.8%	10,625	10.6%
Contract assets	16,979	3.5%	16,880	3.3%	98	0.6%
Contract cost assets	9,180	1.9%	7,138	1.4%	2,041	28.6%
Trade payables	-50,745	-10.6%	-47,923	-9.5%	-2,822	5.9%
Contract liabilities and deferred income	-84,466	-17.6%	-77,058	-15.2%	-7,408	9.6%
of which current	*-66,434*	-13.9%	*-59,511*	-11.7%	-6,923	11.6%
of which non-current	*-18,033*	-3.8%	*-17,548*	-3.5%	-485	2.8%
Payables to employees	-18,434	-3.8%	-19,618	-3.9%	1,184	-6.0%
Other receivables	20,717	4.3%	22,509	4.4%	-1,792	-8.0%
Other payables	-23,129	-4.8%	-22,435	-4.4%	-694	3.1%
Current tax assets (liabilities)	-1,784	-0.4%	-862	-0.2%	-922	107.0%
Deferred tax assets (liabilities)	-30,184	-6.3%	-32,949	-6.5%	2,765	-8.4%
Net working capital	**-48,791**	**-10.2%**	**-52,451**	**-10.3%**	**3,659**	**-7.0%**
Employee benefits	-16,613	-3.5%	-19,826	-3.9%	3,213	-16.2%
Provisions for risks and charges	-2,961	-0.6%	-4,423	-0.9%	1,462	-33.1%
Total NWC and Provisions	**-68,365**	**-14.3%**	**-76,699**	**-15.1%**	**8,334**	**-10.9%**
Non-financial assets (liabilities) held for sale	4,291	0.9%	0	0.0%	4,291	N/A
TOTAL LOANS - NET INVESTED CAPITAL	**479,573**	**100.0%**	**507,070**	**100.0%**	**-27,498**	**-5.4%**
Shareholders’ equity attributable to the Group	365,665	76.2%	195,815	38.6%	169,849	86.7%
Minority interests	36,351	7.6%	46,867	9.2%	-10,516	-22.4%
Shareholders’ equity	**402,015**	**83.8%**	**242,682**	**47.9%**	**159,333**	**65.7%**
Net financial Indebtedness related to continuing operations	79,075	16.5%	264,388	52.1%	-185,313	-70.1%
Net financial Indebtedness related to assets held for sale	-1,518	-0.3%	0	0.0%	-1,518	N/A
Total financial indebtedness	**77,557**	**16.2%**	**264,388**	**52.1%**	**-186,831**	**-70.7%**
TOTAL SOURCES	**479,573**	**100.0%**	**507,070**	**100.0%**	**-27,498**	**-5.4%**

Net invested capital decreased by €27.5 million compared to 31 December 2021 mainly due to the effect of the deconsolidation of the Innolva Group (€126.5 million), partially offset by the goodwill and allocations recorded on the acquisitions of the year (€72.7 million) and the

[10] The comparative figures as at 31 December 2021 have been restated in relation to the completion, in the second quarter of 2022, of the activities to identify the fair values of the assets and liabilities of Forvalue S.p.A., consolidated on a line-by-line basis from 1 July 2021 and of Financial Consulting Lab S.r.l., consolidated on a line-by-line basis from 1 October 2021, and in connection with the completion, in the fourth quarter of 2022, of the activities to identify the fair values of the assets and liabilities of CertEurope S.A., consolidated on a line-by-line basis from 1 November 2021.

signing of two new real estate lease agreements (for €28.1 million net of existing agreements being terminated early) which overall led to an increase in Net non-current assets of €100.8 million.

Net non-current assets as at 31 December 2022 amounted to €543,647 thousand, a decrease of €40,123 thousand (6.9%) compared to 31 December 2021 (€583,770 thousand). The change is mainly the result of the following factors:

- a decrease due to the deconsolidation of the Innolva Group for €131,402 thousand;
- a decrease in the reclassification to Non-financial assets held for sale of Re Valuta for €5,896 thousand;
- an increase due to the signing of two lease agreements for office use in Milan and Rome aimed at consolidating the Group's offices in the two areas. The property in Milan was handed over in May and the lease expires in May 2032. Work on the fit-out of the building is ongoing. At the delivery date, a right of use on the building in the amount of €15,243, thousand and the discounted financial receivable on the security deposit in the amount of €851 thousand were recognised. The property in Rome was handed over in May and the lease expires in May 2032. Work on the fit-out of the building is ongoing. At the date of delivery, a right of use on the property of €13,646 thousand was recognised and Rights of use of €1,614 thousand were reversed for the expected early termination of existing contracts.
- an increase due to goodwill and associated allocations (amortised balance as at 31 December 2022) arising from the following acquisitions for a total of €72,667 thousand:
  - Evalue Innovación SL goodwill equal to €19,808 thousand plus allocations of €12,838 thousand;
  - Enhancers S.p.A. goodwill amounting to €18,162 thousand plus allocations of €3,796 thousand;
  - Plannet S.r.l. goodwill amounting to €5,806 thousand plus allocations of €4,752 thousand;
  - Sferabit S.r.l. goodwill equal to €2,804 thousand plus allocations of €901 thousand;
  - LAN&WAN Solutions S.r.l. goodwill amounting to €805 thousand plus allocations of €439 thousand;
  - Teknesi business unit goodwill equal to €1,555;
  - Nomesia S.r.l. goodwill equal to €1,001 thousand provisionally allocated.

With regard to continuing operations, Investments in Intangible assets and Tangible fixed assets amounted to €20,026 thousand in 2022 (€8,883 thousand in 2021) while amortisation and depreciation, net of Other intangible assets that emerged at the time of allocation of the price paid in Business Combinations, amounted to €9,709 thousand (€8,225 thousand in 2021).

Net working capital went from -€52,451 thousand as at 31 December 2021 to -€48,791 thousand as at 31 December 2022:

- The sum of Trade receivables and Contract assets increased by €10,723 thousand or 9.1%, of which 17.5% due to organic growth, 5.4% due to changes in the scope[11] of consolidation, and 13.7% due to the deconsolidation of the Innolva Group and the reclassification to Non-financial assets held for sale of Re Valuta;

- Trade payables increased by €2,822 thousand or 5.9%, of which 18.0% due to organic reduction, 4.8% due to changes in the scope of consolidation and 16.9% due to the deconsolidation of the Innolva Group and the reclassification to Non-financial assets held for sale of Re Valuta;
- Contract liabilities and deferred income increased by €7,408 thousand or 9.6%, of which 14.7% due to organic growth, 1.5% due to changes in the scope of consolidation and 6.6% due to the deconsolidation of the Innolva Group and the reclassification to Non-financial assets held for sale of Re Valuta;
- Payables to personnel decreased by €1,184 thousand or 6.0%, of which 0.2% due to organic reduction, 6.1% due to changes in the scope of consolidation and 12.0% due to the deconsolidation of the Innolva Group and the reclassification in the Non-financial assets held for sale of Re Valuta;

Employee benefits as at 31 December 2022 amounted to €16,613 thousand and decreased by €3,213 thousand compared to 31 December 2021 (€19,826 thousand). The 16.2% decrease is attributable for 13.0% to actuarial gains (€2,577 thousand), for 3.8% to organic growth, 5.3% to the change in the scope of consolidation and 12.3% to the deconsolidation of the Innolva Group and the reclassification in the Non-financial assets held for sale of Re Valuta.

Provisions for risks and charges as at 31 December 2022 amounted to €2,961 thousand and decreased by €1,462 thousand compared to 31 December 2021 (€4,423 thousand). The 33.1% decrease is attributable for 3.5% to organic reduction, 1.3% to the change in the scope of consolidation and 30.9% to the deconsolidation of the Innolva Group and the reclassification in the Non-financial assets held for sale of Re Valuta.

Non-financial assets held for sale include the Net invested capital allocated to the company Re Valuta:

Shareholders’ equity increased by €159,333 thousand compared to 31 December 2021 primarily due to the combined effect of:

- positive result from comprehensive income for the period of €86,639 thousand;
- an increase of €70,000 thousand for the contribution refer to the cash payment relating to the entry of Bregal Milestone into the share capital of InfoCert S.p.A. following which the equity investment of Tinexta S.p.A. fell from 100% to 88.17%. The gain on the Group's shareholders' equity was €57,842 thousand;
- an increase of €54,920 thousand due to the cash contribution of €55 million (net of costs incidental to the share capital increase of €80 thousand) relating to the entry of Intesa Sanpaolo into the share capital of Warrant Hub S.p.A. as a result of which the equity investment of Tinexta S.p.A. fell from 100% to 88%. The gain on the Group's shareholders' equity was €36,457 thousand;
- a decrease of €39,740 thousand on Shareholders’ equity attributable to non-controlling interests due to the deconsolidation of the Innolva Group;

[11] The change in the scope of consolidation means the balances contributed by the companies Evalue Innovación SL, Enhancers S.p.A., Sferabit S.r.l., Plannet S.r.l., LAN&WAN Solutions S.r.l., Nomesia S.r.l. and the Teknesi business unit at the date of first consolidation.

- approved dividends amounting to €21,206 thousand (of which €815 thousand has not yet been distributed or collected by the entitled parties), of which €3,638 thousand was distributed by Group companies to minority shareholders;
- an increase due to the adjustment of Put options on minority interests for a total of €14,284 thousand (of which: €14,331 thousand on the subsidiaries of Tinexta Cyber, €2,133 thousand on Queryo Advance, -€1,233 thousand on Evalue Innovacion, -€686 thousand on CertEurope, and the remaining -€259 thousand on Sixtema, PrivacyLab, Trix) due to the change in the expected results of the companies concerned, the revaluation due to the passage of time, the distribution of dividends resolved during the year, and the upward change in the discount rate.
- a decrease due to the purchase of 400,000 treasury shares, equal to 0.847% of the Share Capital, for a purchase price of €8,109 thousand;
- increase of €2,956 thousand in the Stock Option Reserve;

Minority interests rose from €46,867 thousand as at 31 December 2021 to €36,351 thousand as at 31 December 2022. The decrease is attributable to the sale of Innolva SpA on which there was 25% minority interest, an effect only partially offset by the recognition of minority interest in InfoCert S.p.A. (11.83%) and Warrant Hub S.p.A. (12%) for the respective share capital increases signed by minority shareholders.

The reduction in Net Invested Capital of €27.5 million and the increase in Shareholders' Equity of €159.3 million led to a decrease in Total financial debt of €186.8 million. In detail, the deconsolidation of the Innolva Group led to a reduction in Net Invested Capital of €126.5 million, the elimination of the shareholders' equity pertaining to minority interests for €39.7 million, a gross capital gain of €43.6 million and consequently a benefit on the Total financial indebtedness of €130.3 million.

Group's total financial Indebtedness

Total financial indebtedness of the Group as at 31 December 2022 compared with 31 December 2021:

Amounts in thousands of Euro	31/12/2022	31/12/2021 Restated	Δ	% Δ
A Cash	116,890	68,253	48,638	71.3%
B Cash equivalents	0	0	0	N/A
C Other current financial assets	125,784	4,144	121,640	2935.4%
D Liquidity (A+B+C)	**242,674**	**72,397**	**170,278**	**235.2%**
E Current financial debt	40,067	7,811	32,256	412.9%
F Current portion of non-current financial debt	53,447	46,307	7,140	15.4%
G Current financial indebtedness (E+F)	**93,514**	**54,118**	**39,396**	**72.8%**
H Net current financial indebtedness (G-D)	**-149,160**	**-18,279**	**-130,882**	**716.0%**
I Non-current financial debt	226,717	282,666	-55,949	-19.8%
J Debt instruments	0	0	0	N/A
K Non-current trade and other payables	0	0	0	N/A
L Non-current financial indebtedness (I+J+K)	**226,717**	**282,666**	**-55,949**	**-19.8%**
M Total financial indebtedness (H+L) (*)	**77,557**	**264,388**	**-186,831**	**-70.7%**
N Other non-current financial assets	1,668	736	932	126.8%
O Total adjusted financial indebtedness (M-N)	**75,889**	**263,652**	**-187,763**	**-71.2%**

(*) Total financial indebtedness *calculated in accordance with the provisions of CONSOB Communication no. 6064293 of 28 July 2006 and in compliance with the Warning Notice no. 5/21 issued by CONSOB on 29 April 2021 with reference to the Guideline ESMA32-382-1138 dated 4 March 2021.*

Total financial indebtedness amounted to €77,557 thousand, a decrease of €186,831 thousand compared to 31 December 2021.

Composition of Total financial indebtedness:

Composition of Total financial indebtedness	31/12/2022		31/12/2021 Restated	
	Balance	Incidence	Balance	Incidence
Total financial indebtedness	**-77,557**		**-264,388**	
Financial Indebtedness related to continuing operations	**-79,075**		**-264,388**	
Gross financial indebtedness	-320,137	100.0%	-336,784	100.0%
Bank debt	-168,734	52.7%	-205,588	61.0%
Hedging derivatives on Bank debt	8,640	-2.7%	-58	0.0%
Payable for acquisition of equity investments	-112,980	35.3%	-106,457	31.6%
Liabilities related to the purchase of minority interests	*-94,373*	*29.5%*	*-97,535*	*29.0%*
Contingent consideration connected to acquisitions	*-14,743*	*4.6%*	*-4,540*	*1.3%*
Price deferments granted by sellers	*-3,864*	*1.2%*	*-4,382*	*1.3%*
Lease payables	-43,001	13.4%	-19,284	5.7%
Other financial payables	-4,061	1.3%	-5,398	1.6%
Liquidity	241,062	100.0%	72,397	100.0%
Cash and cash equivalents	115,278	47.8%	68,253	94.3%
Other financial assets	125,784	52.2%	4,144	5.7%
Financial Indebtedness related to assets held for sale	**1,518**		**0**	

Change in Total financial indebtedness in 2022 compared to 2021:

Amounts in thousands of Euro	*31/12/2022*	*31/12/2021* Restated
Net financial indebtedness - opening balance	**264,388**	**91,972**
Adjusted Free Cash Flow from continuing operations	-49,456	-52,265
Non-recurrent components of the *Free Cash Flow from continuing operations*	9,443	2,521
Free Cash Flow from discontinued operations	-8,648	-6,631
Net financial (income) charges	5,165	3,239
Approved dividends	21,206	12,573
New leases and adjustments to existing contracts	30,379	5,837
Acquisitions	72,764	194,426
Disposals	-129,536	
Adjustment of put options	-14,284	5,273
Capital increase	-124,920	0
Purchase of treasury shares	8,109	9,327
OCI derivatives	-8,556	-1,108
Other residual	1,503	-777
Net financial indebtedness - closing balance	**77,557**	**264,387**

- The Free Cash Flow from continuing operations generated in 2022 amounted to €40,013 thousand. The adjusted Free Cash Flow from continuing operations amounted to €49,456 thousand. The cash flow of the non-recurring components in

2022 (amounting to €9,443 thousand) includes: higher taxes paid for the substitute tax of €3,675 thousand for the release of statutory/tax value differentials, greater taxes of €892 thousand paid due to the reversal of the IRAP rebate (the economic effect was recognised in 2021), the payment of non-recurring operating costs (€4,876 thousand) already described in the Paragraph Summary of results as at 31 December 2022:

Amounts in thousands of Euro	*2022*	*2021*
Cash and cash equivalents generated by Continuing Operations	**85,717**	**76,641**
Income taxes paid on continuing operations	-25,240	-18,013
Net cash and cash equivalents generated by Continuing Operations	**60,477**	**58,627**
Investments in Property, plant and equipment and Intangible assets for Continuing operations	-20,464	-8,883
Free Cash Flow from Continuing operations	**40,013**	**49,744**
Cash flow from non-recurring components	9,443	2,521
Adjusted Free Cash Flow from Continuing operations	**49,456**	**52,265**

- Approved dividends amounting to €21,206 thousand (of which €815 thousand has not yet been distributed or collected by the entitled parties), of which €3,638 thousand was distributed by Group companies to minority shareholders;
- New leases and adjustments to existing contracts in 2022 resulted in a total increase in financial indebtedness of €30,379 thousand; In 2022, two office lease agreements were signed in Milan and Rome aimed at the unification of the offices in the two areas. The property in Milan was handed over in May and the lease expires in May 2032. Work on the fit-out of the building is ongoing. At the delivery date, a payable of €14,663 thousand was recorded. The property in Rome was handed over in May and the lease expires in May 2032. Work on the fit-out of the building is ongoing. At the date of delivery, a payable of €13,439 thousand was recognised and payables of €1,614 thousand were reversed for the expected early termination of existing contracts.

- Details of the Acquisitions with their impact on Total financial indebtedness at the date of the respective closing:

Details of Total FI impacts for Acquisitions *Amounts in thousands of Euro*	
Evalue Innovación SL	33,923
Enhancers S.p.A.	21,313
Plannet S.r.l.	8,543
Sferabit S.r.l.	3,051
Teknesi business unit	1,820
LAN&WAN Solutions S.r.l.	1,551
Nomesia S.r.l.	935
Purchase of minority interests in subsidiaries	429
Investments in equity-accounted shareholdings	1,006
Investments in other shareholdings	192
Total	**72,764**

- Disposals of €129,536 thousand include the impact on Total financial debt deriving from the closing of the sale of the Innolva Group of €130,286 thousand plus ancillary costs for the sale already paid for €894 thousand as well as the impact deriving from the sale of the Innolva Group disposal of the investment in Innovazione 2 Sagl for €143 thousand.
- Adjustment of Put options on minority interests for a total of €14,284 thousand (of which: €14,331 thousand on the subsidiaries of Tinexta Cyber, €2,133 thousand on Queryo Advance, -€1,233 thousand on Evalue Innovacion, -€686 thousand on CertEurope, and the remaining -€259 thousand on Sixtema, PrivacyLab, Trix) due to the change in the expected results of the companies concerned, the revaluation due to the passage of time. the distribution of dividends resolved during the year, and the upward change in the discount rate.
- Capital increases of minority interests for €124,920 thousand refer, for €70,000, to the cash contribution relating to the entry of Bregal Milestone into the share capital of InfoCert S.p.A., after which Tinexta's equity investment decreased from 100% to 88.17%, as well as the cash contribution of €55,000 thousand (net of ancillary costs ancillary of the capital increase for €80 thousand) relating to the entry of Intesa Sanpaolo into the share capital of Warrant Hub S.p.A following which the equity investment of Tinexta S.p.A. fell from 100% to 88%.
- During 2022, 400,000 treasury shares were purchased, equal to 0.847% of the Share Capital, for a purchase price of €8,109 thousand.
- OCI derivatives refer to the appreciation of hedging derivatives on outstanding loans. As interest rate curves rise, the Mark-to-market appreciates significantly.

RESULTS OF THE PARENT COMPANY

Main values related to the economic results and Balance Sheet and Financial Position of the Parent Company Tinexta S.p.A.

ECONOMIC RESULTS OF THE PARENT COMPANY

Income Statement (Amounts in thousands of Euro)	2022	2021	Change	% change
Revenues	**3,548**	**2,317**	**1,231**	**53%**
Total Operating Costs*	**17,892**	**14,003**	**3,889**	**28%**
Service costs	7,486	5,464	2,021	37%
Personnel costs	9,550	8,180	1,370	17%
Other operating costs	856	358	497	139%
Adjusted EBITDA	**-14,344**	**-11,686**	**-2,658**	**23%**
Stock Option cost	931	579	352	61%
Non-recurring components	1,583	924	659	71%
EBITDA	**-16,858**	**-13,189**	**-3,669**	**28%**
Amortisation and depreciation	818	812	6	1%
Provisions	0	0	0	0%
Impairment	0	0	0	0%
Operating profit	**-17,676**	**-14,001**	**-3,675**	**26%**
Financial income	99,479	43,419	56,060	129%
Financial charges	3,627	3,149	478	15%
Net financial income	**95,852**	**40,270**	**55,582**	**138%**
Profit before tax	**78,176**	**26,269**	**51,907**	**198%**
Income taxes	-3,392	-3,267	-125	4%
Net profit	**81,569**	**29,536**	**52,032**	**176%**

* *Revenues* and *Operating Costs* are stated net of non-recurring components and net of the cost relating to the Stock Option Plans recognised under "Personnel costs".

Revenues increased from €2,317 thousand in 2021 to €3,548 thousand in 2022, with an increase of €1,231 thousand, equal to 53.1%. Revenues relate to services charged to subsidiaries as part of the industrial holding company activities provided by the Parent Company for the Legal assistance and compliance, Internal audit, corporate administrative services functions, as well as to the chargebacks to the same subsidiaries of specific costs incurred by the Parent Company, in particular for software licenses and seconded personnel.

Personnel costs increased from €8,180 thousand in 2021 to €9,550 thousand in 2022, with an increase of €1,370 thousand, equal to 16.8%. The increase reflects the expansion of the structure for the governance of the Group's activities.

Net financial income increased from €40,270 thousand in 2021 to €95,852 thousand in 2022, with an increase of €55,582 thousand, equal to 138.0%. Financial income includes the net capital gain of €56,749 thousand deriving from the sale of the equity investment in Innolva S.p.A. This impact was partially offset by the decrease in dividends collected from subsidiaries. The decrease in dividends collected was affected by the dilution of the equity investments Innolva S.p.A. and InfoCert S.p.A. (respectively 75% and 88.17% in 2022, 100% and 99.99% in 2021).

Dividends from subsidiaries *Amounts in thousands of Euro*	2022	2021	Change
Warrant Hub S.p.A.	19,015	20,232	-1,216
InfoCert S.p.A.	9,346	11,129	-1,782
Visura S.p.A.	4,679	4,704	-25
Innolva S.p.A.	3,745	5,475	-1,731
Co.Mark S.p.A.	3,546	830	2,716
RE Valuta S.p.A.	1,425	950	475
Dividends from subsidiaries	**41,756**	**43,319**	**-1,564**

BALANCE SHEET AND FINANCIAL POSITION OF THE PARENT COMPANY

Statement of Financial Position of Tinexta S.p.A.

Amounts in thousands of Euro	31/12/2022	% of Net invested capital/Total sources	31/12/2021	% of Net invested capital/Total sources	Change	% change
Intangible assets	1,704	0.5%	358	0.1%	1,346	376.1%
Tangible fixed assets	171	0.1%	114	0.0%	57	49.9%
Leased tangible fixed assets	29,385	9.1%	1,045	0.3%	28,340	2712.1%
Financial assets	297,500	91.6%	366,556	100.5%	-69,056	-18.8%
Net non-current assets	**328,761**	**101.3%**	**368,073**	**100.9%**	**-39,313**	**-10.7%**
Trade receivables	1,157	0.4%	634	0.2%	524	82.6%
Contract assets	538	0.2%	294	0.1%	244	83.1%
Trade payables	-4,247	-1.3%	-3,134	-0.9%	-1,112	35.5%
Payables to employees	-1,663	-0.5%	-1,415	-0.4%	-248	17.5%
Other receivables	769	0.2%	891	0.2%	-122	-13.7%
Other payables	-1,524	-0.5%	-966	-0.3%	-558	57.7%
Current tax assets (liabilities)	-806	-0.2%	555	0.2%	-1,361	-245.1%
Deferred tax assets (liabilities)	-1,469	-0.5%	569	0.2%	-2,038	-357.9%
Net working capital	**-7,245**	**-2.2%**	**-2,573**	**-0.7%**	**-4,672**	**181.6%**
Employee benefits	-797	-0.2%	-713	-0.2%	-84	11.7%
Total NWC and Provisions	**-8,041**	**-2.5%**	**-3,286**	**-0.9%**	**-4,756**	**144.7%**
Assets (Liabilities) held for sale	3,928	1.2%	0	0.0%	3,928	N/A
TOTAL LOANS - NET INVESTED CAPITAL	**324,647**	**100.0%**	**364,787**	**100.0%**	**-40,140**	**-11.0%**
Shareholders' equity	**250,084**	**77.0%**	**181,006**	**49.6%**	**69,077**	**38.2%**
Total financial indebtedness	**74,563**	**23.0%**	**183,781**	**50.4%**	**-109,218**	**-59.4%**
TOTAL SOURCES	**324,647**	**100.0%**	**364,787**	**100.0%**	**-40,140**	**-11.0%**

Net invested capital decreased by €40.1 million mainly due to the effect of the sale of the investment in Innolva SpA (€111.4 million as at 31 December 2021), partially offset by capital increases in the investment in Warrant Hub S.p.A. for €38.7 million and the signing of two real estate lease contracts (for €28.5 million net of existing contracts being terminated early) and a reduction in Net working capital and Provisions for €4.8 million.

Net non-current assets as at 31 December 2022 totalled €328,761 thousand, with a decrease of €39,313 thousand (10.7%) compared to 31 December 2021 (€368,073 thousand). The change is the result of the following factors:

- A decrease due to the sale of the investment in Innolva S.p.A. (concluded on 3 August 2022) whose cost value as at 31 December 2021 was €111,425 thousand;
- A decrease due to the reclassification to Assets held for the sale of the investment in RE Valuta by virtue of binding agreements on the sale signed on 31 May 2022 (€3,928 thousand as at 31 December 2022);
- An increase due to the capital contribution in the investee Warrant Hub S.p.A. for a total of €38,703 thousand (carried out through the conversion into capital account of a current loan for €25,373 thousand and through the assumption of liabilities of the investee company for €13,330 thousand) and for the capital payment in the investee Visura S.p.A. for €431 thousand (carried out through the assumption of liabilities of the investee);
- An increase due to the revaluation of equity investments in subsidiaries to employees who have been assigned the 2020-2022 Stock Option Plan and the 2021-2023 Stock Option Plan for a total of €1,797 thousand;
- An increase due to the acquisition of an equity investment in Wisee Srl Società Benefit for €1,511 thousand and other minority interests for €192 thousand.
- an increase due to the signing of two lease agreements for office use in Milan and Rome aimed at consolidating the Group's offices in the two areas. The property in Milan was handed over in May and the lease expires in May 2032. Work on the fit-out of the building is ongoing. At the delivery date, a right of use on the building in the amount of €15,243, thousand and the discounted financial receivable on the security deposit in the amount of €851 thousand were recognised. The property in Rome was handed over in May and the lease expires in May 2032. Work on the fit-out of the building is ongoing. At the date of delivery, a right of use on the property of €13,646 thousand was recognised and Rights of use of €350 thousand were reversed for the expected early termination of existing contracts.
- The increase was due to the increase in non-current loans to subsidiaries for a total of €2,356 thousand.

In 2022, investments in Tangible and intangible assets amounted to €1,850 thousand (€347 thousand in 2021), while amortisation and depreciation amounted to €447 thousand (€555 thousand in 2021). The increase in investments was affected by the capitalised costs for the implementation of the new ERP, which went into production in July 2022.

Shareholders' Equity increased by €69,077 thousand due to the combined effect of:

- positive result from comprehensive income for the period of €88,169 thousand;
- dividends approved for €13,802 thousand (not collected by those entitled for €77 thousand);
- treasury shares acquired in the period (400,000, equal to 0.847% of the Share Capital) for a total purchase value of €8,109 thousand (details can be found in the paragraph Treasury share purchase programme);
- increase of €2,819 thousand in the Stock Option Reserve;

The decrease in Net non-current assets (€39,313 thousand), partially offset by the reclassification in Assets held for sale of €3,928 thousand, the reduction in Net working capital and Provisions (€4,756 thousand), and the increase of €69,077 thousand in Shareholders' equity, resulted in a decrease of €109,218 thousand in Total Net financial indebtedness.

Total financial indebtedness of Tinexta S.p.A.

Amounts in thousands of Euro	31/12/2022	31/12/2021	Change	%
A Cash	70,594	23,448	47,146	201.1%
B Cash equivalents	0	0	0	N/A
C Other current financial assets	148,285	21,423	126,862	592.2%
D Liquidity (A+B+C)	**218,880**	**44,871**	**174,009**	**387.8%**
E Current financial debt	95,654	31,556	64,099	203.1%
F Current portion of non-current financial debt	45,128	37,335	7,794	20.9%
G Current financial indebtedness (E+F)	**140,783**	**68,890**	**71,892**	**104.4%**
H Net current financial indebtedness (G-D)	**-78,097**	**24,019**	**-102,116**	**-425.1%**
I Non-current financial debt	152,660	159,762	-7,102	-4.4%
J Debt instruments	0	0	0	N/A
K Non-current trade and other payables	0	0	0	N/A
L Non-current financial indebtedness (I+J+K)	**152,660**	**159,762**	**-7,102**	**-4.4%**
M Total financial indebtedness (H+L) (*)	**74,563**	**183,781**	**-109,218**	**-59.4%**
N Other non-current financial assets	13,115	9,878	3,236	32.8%
O Total adjusted financial indebtedness (M-N)	**61,449**	**173,903**	**-112,454**	**-64.7%**

(*) Total financial indebtedness *calculated in accordance with the provisions of CONSOB Communication no. 6064293 of 28 July 2006 and in compliance with the Warning Notice no. 5/21 issued by CONSOB on 29 April 2021 with reference to the Guideline ESMA32-382-1138 dated 4 March 2021.*

Total financial indebtedness amounted to €74,563 thousand, a decrease of €109,218 thousand compared to 31 December 2021.

Change in Total financial indebtedness in 2022 compared to 2021:

Amounts in thousands of Euro	31/12/2022	31/12/2021
Net financial indebtedness - opening balance	**183,781**	**139,197**
Free Cash Flow including the dividends collected	-28,670	-35,765
Investments in shareholdings	41,115	51,000
Approved dividends	13,802	11,985
Disposal of shareholdings	-169,174	-4,261
Non-current loans to subsidiaries	2,356	9,800
Purchase of treasury shares	8,109	9,327
Net financial charges	2,645	3,046
OCI derivatives	-8,556	-1,050
New leases and adjustments to existing contracts	27,921	458
IFRS 16 guarantee deposits	1,201	0
Other changes	33	43
Net financial indebtedness - closing balance	**74,563**	**183,781**

- The Free Cash Flow generated, including the dividends collected in 2022, was €28,670 thousand.

- Investments in equity investments refer to the payment on capital account in the equity investments Warrant Hub S.p.A. and Visura S.p.A. as well as the acquisition of a related shareholding in Wisee S.r.l. Società Benefit and minor investments.
- The Sale of equity investment includes the collection deriving from the sale of Innolva S.p.A. for €170,069 thousand, net of ancillary costs paid.
- During the year, Tinexta S.p.A. purchased 400,000 treasury shares (equal to 0.847% of the Share Capital) for a total purchase value of €8,109 thousand (details can be found in the paragraph Treasury share purchase programme).
- OCI derivatives refer to the appreciation of hedging derivatives on outstanding loans. As interest rate curves rise, the Mark-to-market appreciates significantly.
- New leases and adjustments to existing contracts in 2022 resulted in a total increase in financial indebtedness of €27,921 thousand; In 2022, two office lease agreements were signed in Milan and Rome aimed at the unification of the offices in the two areas. The property in Milan was handed over in May and the lease expires in May 2032. Work on the fit-out of the building is ongoing. At the delivery date, a payable of €14,663 thousand was recorded. The property in Rome was handed over in May and the lease expires in May 2032. Work on the fit-out of the building is ongoing. At the date of delivery, a payable of €13,439 thousand was recognised and payables of €350 thousand were reversed for the expected early termination of existing contracts.

KEY EVENTS SUBSEQUENT TO YEAR-END

On **18 January 2023**, Tinexta S.p.A., through its subsidiary InfoCert S.p.A., signed a binding agreement for the acquisition of 65% of the capital of Ascertia Limited. Ascertia is a leading player in the Digital Trust market. Based in London (UK), Ascertia also operates in the United Arab Emirates and Pakistan. Recognised by Gartner as a reference player in the PKI (Public Key Infrastructure), infrastructures necessary to implement public key cryptography solutions to protect communications, authentications and the integrity of digital transactions. Ascertia also offers digital signature products compliant with the eIDAS regulation and ETSI standards. Ascertia's customers include central banks, government agencies, financial organisations, corporates and large enterprises. The company has also established a consolidated business relationship with major global partners, which are an important accelerator for penetration into new geographies. Through this transaction, Tinexta therefore achieves several strategic objectives, with the development of industrial and commercial synergies, in particular:

- strengthening its international presence by entering the UK, Middle East and North Africa markets;
- integrating new technological skills in the InfoCert perimeter, thanks to Ascertia's specialisation in PKI, in particular, which will enable offering customers a larger and more innovative offer portfolio;

- the possibility of reaching new markets by using the extensive sales network developed by Ascertia and a more technological offer that is independent from the individual jurisdictions.

The transaction involves the purchase of 65% of Ascertia's capital for a consideration of €18.3[12] million in addition to the net financial position, which corresponds to an Enterprise Value of the company of €28.2 million. The agreement also includes two earn-outs totalling €6.3 million, based on the 2023 and 2024 performance, respectively, and a Put&Call on the remaining 35%, exercisable upon approval of the 2025 financial statements, resulting in the recognition of a debt estimated at €13.1 million. All the amounts indicated above assume a net financial position of Ascertia equal to zero.

At the closing date, a shareholders' agreement will be signed, already defined between the parties, containing provisions relating to the governance of the Ascertia group and the circulation of the equity investments in Ascertia as well as agreements relating to relations with Ascertia's top management.

The acquisition of Ascertia will be financed with the existing liquid assets.

The closing is expected to take place within the first half of 2023. The transaction is subject to certain conditions precedent that are usual for this type of transaction, in addition to authorisation pursuant to the National Security and Investment Act in the UK and the antitrust commission in Pakistan.

On **1 February 2023**, as part of the industrial growth project undertaken in recent years, Warrant Hub completed the merger by incorporation of the subsidiaries Enhancers SpA, Plannet Srl, PrivacyLab Srl, Trix Srl and Warrant Innovation Lab Srl, creating the Digital Area. The merger represents a further advance in the proposal of integrated consulting solutions and technologies to support the digital transition of companies and is aimed at simplifying the organisational structure, further increasing the efficiency of operating processes and, above all, enhancing the strong business synergies between the different business areas. The Digital Area is a hub in which specific solutions and skills are concentrated for the design and implementation of innovation projects and digital transformation of processes, products and services, also with a view to 4.0: from the design and development of digital ecosystems and advanced human-centred IoT solutions, to the optimisation of supply chain control and planning processes, also through proprietary software or through scouting and technology transfer activities and consultancy in the field of intangible assets.

On **2 February 2023**, following the agreements signed on 27 October 2021, the investment of €100 million by Bregal Milestone in InfoCert was completed. Bregal Milestone made an investment of €70 million on 3 February 2022 and, within the term of 12 months envisaged by the agreements, paid an additional €30 million, reaching a stake of approximately 16.09%. of the share capital of InfoCert.

[12] Transaction carried out in sterling. All amounts shown in this press release are converted into euros at the 16 January 2023 rate (exchange rate applied €1 = £0.88758).

On **7 March 2023**, following the agreements signed on 30 May 2022, Tinexta S.p.A. finalised the transfer to CRIF S.p.A. of 95% of the share capital of ReValuta S.p.A. for a consideration of €48.2 million. The equity value has been determined on the basis of an enterprise value for ReValuta of €46.0 million, adjusted for estimated net debt at closing. Parties have agreed a revision of the enterprise value of €4.0 million to account for the deterioration in macroeconomic conditions, occurred and progressively consolidated following the conclusion of original agreements.

BUSINESS OUTLOOK

Today, the Board of Directors analysed and approved the 2023-2025 Three-Year Plan.

Over the next three years, Tinexta will continue to pursue its growth strategy aimed at consolidating leadership in its target markets. The guidelines of the approved growth strategy and plan are:

- Strengthening leadership in target markets;
- Company coordination and integration;
- Selective growth by external lines (M&A) & Internationalisation;
- Investments into the Company's most important assets: people & sustainability;
- Prudent financial policy.

The Plan envisages[13] that 2023 consolidated revenues, on a like-for-like basis, will grow by between 11% and 15% compared to 2022, with Adjusted EBITDA growing by between 8% and 12%. Tinexta expects 2023-2025 consolidated revenues to increase at a "low to mid-double digit" average annual compound rate (CAGR'22-25) and "double digit" growth in Adjusted EBITDA (CAGR'22-25).

The NFP is expected to be “cash-positive” at the end of 2023, as well as at the end of the Plan period, including an annual dividend distribution policy, therefore confirming the Group's solid operating cash flow generation.

The targets set out do not contain the opportunities for growth through external strands that the Group, in line with the strategy it has set out, intends to continue to pursue, supported by the solid equity and financial situation and by the significant generation of operating cash that is expected.

TREASURY SHARE PURCHASE PROGRAMME

On 28 April 2022, the Shareholders' Meeting of Tinexta S.p.A. approved the authorisation to purchase and disposal of treasury shares pursuant to arts. 2357 et seq. of the Italian Civil Code and art. 132 of the Consolidated Finance Act also in several tranches, up to a maximum number that, taking into account the ordinary shares of the Company from time to time held in the portfolio by the Company and its subsidiaries, and therefore the ordinary

[13] It is important to note that these forecasts are based on different assumptions, expectations, projections and provisional data relating to future events and are subject to a number of uncertainties and other factors that are out of the control of the Tinexta Group. There are many factors that can generate results
and trends that differ materially from those contained, implicitly or explicitly, in the forward-looking information and therefore such information is not a reliable guarantee of future performance.

shares held by the Company at today's date, do not exceed a total of 10% of the share capital (equal to 4,720,712 ordinary shares), in accordance with the provisions of art. 2357, paragraph 3, of the Italian Civil Code, for the following purposes:

- to dispose of treasury shares to be allocated in service of the "2020-2022 Stock Option Plan", the "2021-2023 Stock Option Plan", as well as any future incentive plans in order to incentivise and retain employees, partners and directors of the Company, the subsidiaries and/or other categories of persons chosen at the discretion of the Board of Directors;
- to implement transactions such as the sale and/or exchange of treasury shares for acquisitions of equity investments, direct or indirect, and/or properties and/or to enter into agreements with strategic partners and/or to implement industrial projects or extraordinary finance operations, falling within the targets for expansion of the Company and of the Group;
- to complete subsequent purchase and sale operations of shares, within the limits of permitted market practices;
- to carry out, directly or by way of intermediaries, any stabilisation and/or support operations of the liquidity of the Company's stock in respect of permitted market practices;
- to set up a "stockpile", useful in any future extraordinary financial transactions;
- to implement a medium and long-term investment or in any case to grasp the opportunity to make a good investment, in view of the expected risk and return of alternative investments and also through the purchase and resale of shares when considered appropriate;
- to use surplus liquid resources.

The purchases of treasury shares must be made by 27 October 2023, i.e. within 18 months of the date of the Shareholders' Meeting resolution. The duration of the authorisation to the disposal of the relative shares is without a time limit.

On 12 May 2022, the Board of Directors of Tinexta S.p.A. resolved to initiate the treasury share purchase programme (buy-back) in implementation of the authorisation approved by the Shareholders' Meeting of 28 April 2022. The purpose of the Buy-back is to implement the "2020-2022 Stock Option Plan" and "2021-2023 Stock Option Plan" approved by the Ordinary Shareholders' Meeting, without prejudice to the Board's option to envisage additional or different buy-back purposes in compliance with that approved by the Shareholders' Meeting of 28 April 2022. To execute the Buy-back, the Company therefore aims to purchase a maximum of 769,753 shares.

At the date of 31 December 2022, the Company holds 1,600,247 treasury shares, equal to 3.390% of the Share Capital, for a total purchase value of €27,437 thousand (including commissions for €37 thousand). During 2022, 400,000 treasury shares were purchased, equal to 0.847% of the Share Capital, for a purchase price of €8,109 thousand (including commissions for €11 thousand).

2020-2022 STOCK OPTION PLAN

On 23 June 2020, after obtaining opinion from the Remuneration Committee, the Board of Directors resolved to allocate options in execution of the long-term stock option-based incentive scheme known as the “2020-2022 Stock Option Plan” (hereinafter also “Plan”), as approved by the Shareholders' Meeting on 28 April 2020. The Plan envisages the allocation of a maximum 1,700,000 options. In particular, among the executive directors, key managers and/or other employees and managerial roles in the Company and/or subsidiaries, the Board of Directors identified 29 beneficiaries to whom a total of 1,670,000 options have been allocated. The options offer the right to purchase and, if appropriate, subscribe Company shares in the ratio of 1 share for every 1 option exercised. The Plan provides for a single option allocation cycle and envisages a vesting period of 36 months from the date the options are allocated to beneficiaries. Exercise of the options is subordinated to achieving EBITDA in the consolidated financial statements as at 31 December 2022 of ≥ 80% of the approved budget value. If EBITDA proves to be between ≥ 80% and ≥ 100%, the option vesting will be proportionate. The Accrued options may be exercised at the end of a 36-month vesting period as from the Allocation Date. The exercise price is established as €10.97367, based on the arithmetic mean of official prices recorded by the Company’s shares on the MTA market in the half-year prior to the option allocation date. Further details of the Plan can be found in the Information Document already disclosed to the public pursuant to art. 114-bis, Italian Legislative Decree no. 58 of 24 February 1998 (the “Consolidated Finance Act”) and art. 84-bis, paragraph 1 of the Issuers’ Regulation, in the Company/Governance/Shareholders’ Meeting/2020 section of the Company’s web site (https://tinexta.com/en/company/governance/assemblea-azionisti), which will be updated in compliance with the provisions of art. 84-bis, paragraph 5 of the Issuers' Regulation.

At the grant date, 23 June 2020, the fair value for each option was equal to €3.46.

As at 31 December 2022, 1,620,000 options had been allocated.

2021-2023 STOCK OPTION PLAN

On 23 June 2021, after obtaining opinion from the Remuneration Committee, the Board of Directors resolved to allocate options in execution of the long-term stock option-based incentive scheme known as the “2021-2023 Stock Option Plan” (hereinafter also “Plan”), as approved by the Shareholders' Meeting on 27 April 2021. The Plan envisages the allocation of a maximum 300,000 options. In particular, among the executive directors, key managers and/or other employees and managerial roles in the Company and/or subsidiaries, the Board of Directors has identified 3 beneficiaries to whom a total of 190,000 options have been allocated. The options offer the right to purchase and, if appropriate, subscribe Company shares in the ratio of 1 share for every 1 option exercised. The Plan provides for a single option allocation cycle and envisages a vesting period of 36 months from the date the options are allocated to beneficiaries. Exercise of the options is subordinated to achieving EBITDA in the consolidated financial statements as at 31 December 2023 of ≥ 80% of the approved budget value. If EBITDA proves to be between ≥ 80% and ≥ 100%, the option vesting will be proportionate. The Accrued options may be exercised at the end of a 36-month vesting period as from the Allocation Date. The exercise price is established as €23.49, based on the arithmetic mean of official prices recorded by the Company’s shares on the MTA market in the half-year prior to the option allocation date. Further details of the Plan can be found in the Information Document already disclosed to the public pursuant to art. 114-bis, Italian Legislative Decree no. 58 of 24 February 1998 (the “Consolidated Finance Act”) and art. 84-bis, paragraph 1 of the Issuers’ Regulation, in the

Company/Governance/Shareholders' Meeting/2021 section of the Company's web site (https://tinexta.com/en/company/governance/assemblea-azionisti), which will be updated in compliance with the provisions of art. 84-bis, paragraph 5 of the Issuers' Regulation.

At the grant date, 23 June 2021, the fair value for each option was equal to €12.00.

On 5 October 2021 the Board of Directors of Tinexta S.p.A. resolved to grant a further 100,000 options at an exercise price set at €32.2852. At the grant date, 5 October 2021, the fair value for each option was equal to €12.15.

As at 31 December 2022, 290,000 options had been allocated.

HUMAN RESOURCES

As at 31 December 2022, the Group had 2,354 employees compared to 2,393 as at 31 December 2021. The FTE (Full Time Equivalents) workforce is 2,243 units, compared to 2,276 as at 31 December 2021. The average number of employees in the Tinexta Group in 2022 amounted to 2,436 units compared to 2,215 as at 31 December 2021.

	TOTAL					
Number of employees	***Annual Average***		***FTE***		***31 December***	
	2022	**2021**	**2022**	**2021**	**2022**	**2021**
Senior Management	93	71	92	78	93	80
Middle Management	342	309	324	310	320	325
Employees	1,996	1,834	1,819	1,888	1,932	1,987
Workers	5	0	7	0	9	1
Total	**2,436**	**2,215**	**2,243**	**2,276**	**2,354**	**2,393**

With reference to Continuing operations, as at 31 December 2022, the Group had 2,292 employees, compared to 2,021 as at 31 December 2021. The FTE (Full Time Equivalents) workforce is 2,183 units, compared to 1,917 as at 31 December 2021. The average number of employees in the Tinexta Group in 2022 amounted to 2,198 units compared to 1,835 as at 31 December 2021.

	Continuing operations					
Number of employees	***Annual Average***		***FTE***		***31-Dec***	
	2022	**2021**	**2022**	**2021**	**2022**	**2021**
Senior Management	84	61	88	67	89	69
Middle Management	311	260	314	264	309	279
Employees	1,798	1,514	1,772	1,585	1,885	1,672
Workers	5	0	7	0	9	1
Total	**2,198**	**1,835**	**2,183**	**1,917**	**2,292**	**2,021**

The national labour contracts applied are:

- Services sector: commerce, distribution and services
- Industry metalworking sector

MAIN RISKS AND UNCERTAINTIES

The internal Control and Risk Management System (SCIGR) is the set of rules, procedures and organisational structures of the Company and Tinexta Group specified to allow the identification, measurement, management and monitoring of the key risks. The SCIGR also guarantees the protection of the company's assets, the efficiency and effectiveness of the company's operations, the reliability of the financial reporting, compliance with the laws and regulations, as well as with the Articles of Association and internal procedures, to ensure a safe and efficient management.

External and Internal Risks

The Group adopts an Enterprise Risk Management (ERM) process, aimed at the systematic analysis of all business risks of the Group, defined according to the international standard called "Co.SO - Enterprise Risk Management". This process is the result of company management that has always aimed at maximising value for its shareholders by implementing all the measures necessary to prevent the risks inherent in the Group's activities. Tinexta S.p.A., in its position as Parent Company, is in fact exposed to the same risks and uncertainties to which the Group itself is exposed and listed below. The risk factors described below must be read together with the other information contained in the Annual Financial Statements.

Risks related to competition

The intensification of the level of competition, also linked to the possible entry, in the Group's reference sectors, of new subjects with human resources, financial and technological skills that can offer more competitive prices could affect the Group's activities and the possibility of consolidating or expanding its competitive position in the reference sectors with consequent repercussions on the Group's business and economic, equity and financial situation. In particular, there is a high level of competitiveness in the IT consulting market: some competitors may be able to expand their market share to the detriment of the Group.

Risks associated with changes in the regulatory framework

The Group is subject to the laws and regulations applicable in the countries in which it operates, such as the rules on the protection of health and safety in the workplace, the environment and the protection of intellectual property rights, regulations in the tax field, the regulations for the protection of privacy, the administrative liability of entities pursuant to Italian Legislative Decree no. 231/01 or similar, of the liability pursuant to Italian Law no. 262/05. In this regard, the Group has set up processes that guarantee knowledge of the specific local regulations and the changes that gradually occur. Any violations of regulations could result in civil, tax, administrative and criminal sanctions, as well as the obligation to carry out regularisation activities, the costs and responsibilities of which could have a negative impact on the Group's business and its results.

Risks associated with the internationalisation and development of the group

As part of its internationalisation strategy, the Group could be exposed to the typical risks deriving from the conduct of business on an international basis, including those relating to changes in the political, macroeconomic, tax and/or regulatory framework. These events could negatively affect the Group's growth prospects abroad.

The constant growth in the size of the Group presents new management and organisational challenges. The Group constantly focuses its efforts on training employees and maintaining internal controls to prevent any unlawful conduct (such as, for example, the misuse of sensitive or confidential information, failure to comply with data protection laws or regulations and/or the inappropriate use of social network sites that could lead to breaches of confidentiality, unauthorized disclosure of confidential company information or damage to reputation). If the Group does not promptly make and implement the changes to the operating model required by the changes, including dimensional changes, and if it does not continue to develop and activate the most appropriate processes and tools for the management of the company and the dissemination of its culture and values in the employees, the ability to compete successfully and achieve company objectives could be compromised.

Risks associated with acquisitions and other extraordinary transactions

The Group expects to continue to pursue strategic acquisitions and investments to improve and add new skills, service offerings and solutions, and to allow expansion in certain geographic and other markets. Any investment made in this area and any other future investment may lead to an increase in complexity in the Group’s operations and there is no certainty in the return of expected profitability, or on the timing of integration in terms of quality standards, policies and procedures with the rest of operating activities. The Group therefore pays great attention to these aspects with a strong oversight of the investment made and the business objectives, operating results and financial aspects underlying the transaction.

IT security risks, data management and dissemination, cyber security risk and service evolution

The Group’s activity is based on IT networks and systems to securely process, transmit and store electronic information and to communicate with its employees, customers, technological partners and suppliers. As the breadth and complexity of this infrastructure continue to grow, also due to the increasing dependence on and use of mobile technologies, social media and cloud-based services, the risk of security incidents and cyber-attacks increases.

Such breaches could result in the shutdown or interruption of the systems of the Group and those of our customers, technology partners and suppliers, and the potential unauthorised disclosure of sensitive or confidential information, including personal data. In the event of such actions, the Group could be exposed to potential liability, litigation and regulatory or other actions, as well as the loss of existing or potential customers, damage to the brand and reputation, and other financial losses.

The services sector in which the Group operates is characterised by rapid and profound technological changes and by a constant evolution of the composition of the professionalism and skills to be aggregated in the implementation of the services themselves, with the need for continuous development and updating of new products and services and timeliness in the go to market. Therefore, the future development of the Group's business will also depend on its ability to anticipate technological developments and the content of its services, also through significant investments in research and development activities, or through effective and efficient extraordinary transactions.

Risks relating to dependence on key personnel and loss of know-how

The success of the Group depends to a large extent on a number of key figures who have contributed significantly to its development. The loss of the services of one of the aforementioned key figures without adequate replacement, as well as the inability to attract and retain new and qualified resources, could have negative effects on the prospects, on the maintenance of critical know-how, activities and economic and financial results of the Group. The management believes, in any case, that the Company has an operational and managerial structure capable of ensuring continuity in the management of corporate affairs.

Risks relating to social, environmental and business ethics responsibility

In recent years, the increasing attention by the community to social, environmental and business ethics issues, as well as the evolution of national and international regulations, have given impetus to the exposure and measurement of non-financial performance, which today is fully included among the qualifying factors of business management and competitive capacity of a company. In this regard, the socio-environmental and business ethics issues are increasingly integrated into the strategic choices of companies and increasingly attract the attention of the various stakeholders attentive to sustainability issues. The Group undertakes to manage its business activities with particular attention to respect for the environment, social issues, employment relationships, the promotion of human rights and the fight against corruption, contributing to the dissemination of a culture of sustainability in compliance with future generations. The risk of not adequately monitoring these issues could subject the Group to risks of sanctions as well as reputational risks.

Financial Risks

The Group is exposed to some financial risks: interest rate risk, liquidity risk, credit risk and exchange rate risk. As regards the interest rate risk, the Group assesses on a regular basis its exposure to changes in interest rates and actively manages it by also using financial derivatives for exclusive hedging purposes. The credit risk related to trading receivables is mitigated through internal procedures that provide for a preliminary assessment of the customer solvency, as well as through procedures for credit recovery and management. Liquidity risk is managed through careful management and monitoring of operating cash flows and recourse to a cash pooling system between the Group companies. As regards foreign exchange rate, the Group carries out most of its activity in Italy, and in any case most of the sales or purchases of services with foreign countries are carried out with EU countries and the transactions are settled almost exclusively in Euro; therefore, it is not greatly exposed to the risk of fluctuation of the exchange rates of foreign currencies against the Euro. For additional information on the main risks and uncertainties to which the Group is exposed, see the paragraph “Management of financial risk” in the Notes to the Consolidated Financial Statements.

Uncertainties

Among the uncertainties, we note the outbreak of the Russia-Ukraine conflict at the end of February 2022, the evolution of which is not foreseeable to date. The overall assessment over the effects of the Russian-Ukrainian conflict did not lead to the identification of elements such as to determine the need to carry out impairment tests on the assets recognized in the financial statements, nor were significant impacts on the Group's business estimated. It should firstly be noted that Tinexta Group does not have direct exposure to the nations directly involved in the conflict. However, the same could be indirectly exposed to the effects that the continuation of the conflict between Russia and Ukraine could have on the geopolitical context and on the main economic and macroeconomic variables, such as for example (a) the increase in the price of raw materials, including the increase in the cost of electricity and (b) the rise in interest rates on the financial market. With reference to the first aspect, the increase in the price of raw materials and commodities in general could lead to an increase in costs that the Group will have to bear in relation to both investments and operating costs. However, these higher costs may be reabsorbed through the adjustment of the relative fees for the services rendered. Lastly, it should be noted that the Group has loan agreements in place for which hedging derivatives have been stipulated to reduce the interest rate risk.

INFORMATION ON THE ENVIRONMENT

The Parent Company and the other companies of the Group operate in an environmentally responsible and friendly manner in order to ensure a sustainable development of its business. However, environmental issues are not crucial within the service sector in which the Group operates. For additional information, see the Non-Financial Declaration.

INFORMATION ON CORPORATE GOVERNANCE

The Company has modified its corporate governance system to meet the requirements established by Italian Legislative Decree no. 58/1998 (“Consolidated Finance Act”) and the Code of Corporate Governance for Listed Companies, promoted by Borsa Italiana (the “Corporate Governance Code”).
Pursuant to Article 123-bis of the Consolidated Finance Act, the Company is required to prepare the annual report on Corporate Governance and Ownership Structures containing a general description of the corporate governance system adopted by the Group and which includes, among other things, information on the ownership structure and on the main governance practices implemented and the characteristics of the internal control and risk management system, also with reference to the financial reporting process.
The Report on Corporate Governance and Ownership Structures, approved by the Board of Directors on 9 March 2023, is available at the registered office of the Company and on the Company website (https://tinexta.com/en/company/governance/documenti-societari).

TRANSACTIONS WITH RELATED PARTIES

Transactions with related parties of the Group do not qualify as atypical nor as unusual, as they are part of the normal activities of the Group. These transactions are carried out on behalf of the Group at normal market conditions. Reference is made to the section “Transactions with Related parties” in the Notes for further information on transactions with

Related parties, also in relation to information to be provided on the basis of Consob Resolution no. 17221 of 12 March 2010, amended by Resolution no. 17389 of 23 June 2010. The "Procedure for Transactions with Related Parties" is available on the Company's website (https://tinexta.com/en/company/governance/politiche-procedure).

RESEARCH & DEVELOPMENT

DIGITAL TRUST

During the financial year, the Digita Trust Business Unit continued to carry out innovative activities aimed at research, development and innovation of company products and processes in order to support the competitiveness of the Group and increase the efficiency of internal processes. In continuity with the previous year, it focused its efforts on two areas of activity:

- study and research for the experimentation of innovative products trying to evolve the contents of its offering and to respond quickly and flexibly to the countless needs deriving from the markets served;
- technological innovation aimed at improving products and services in terms of technical characteristics, incorporated software, simplification of use procedures and greater flexibility regarding performance and functionality;
- technological innovation with the objective of digital innovation 4.0, including the improvement of business processes in order to achieve a higher level of efficiency of the resources used and a good degree of reliability and integration between applications.

The discipline of the R&D tax credit, pursuant to Article 3 of Italian Law Decree no. 145/2013, operational since 2015, was replaced by the aforementioned Budget Law which expanded, starting from the 2020 financial year, the scope of activity subject to the tax credit and the methods of calculating the subsidy, abandoning the incremental logic in relation to a fixed historical reference parameter (average 2012-2014) to acquire a volumetric nature. The tax credit can only be used as compensation, in three annual instalments of the same amount, starting from the tax period following that of accrual, subject to the fulfilment of the certification obligations. Furthermore, the tax credit does not contribute to the formation of business income or to the tax base of the regional tax on productive activities. In consideration of the continuation of the investment programmes and projects, the Business Unit intends to avail itself of the incentives envisaged in Italian Law no. 160, of 27 December 2019 Article 1, paragraphs 198 et seq. (Tax credit for research and development activities, in ecological transition 4.0 and other innovative activities). The benefit due for the current year has been estimated at €390 thousand for the InfoCert S.p.A. company and €153 thousand for the subsidiary Sixtema S.p.A.

To this benefit is added that deriving from the contributions received during 2022 for the participation in Projects Financed by the European Community by InfoCert S.p.A.

CYBERSECURITY

During the 2022 financial year, the Business Unit carried out pre-competitive activities of an innovative nature, focusing its efforts in particular on the following projects in the various companies of the Business Unit:

Corvallis S.r.l.

- Research and development activities carried out in the field of plant protection: AGREED.
- Industrial research activity necessary for the development of innovative functionalities and new original algorithms in the software field: CORVALLIS 4.0.
- Industrial research activities aimed at certification and traceability of the wine supply chain: enobit.
- Research and development activities to support the management of the life cycle of a tourist product: JEDI.
- Research and development activities to support the creation of a hybrid system (based on virtual and real) for various applications - HYBRID WORD.
- Research and development activities to support the creation of a mobility model for transport infrastructure - MY PASS.
- Research and development activities aimed at creating deterministic drive.
- Research and development activities: CYBER.
- Technological innovation activities: KYC.
- Technological innovation activities: FINV.
- Technological innovation activities: BDBANK/S4B.
- Technological innovation activities: MYHUB.
- Innovation activities: RIQUADRO.

The projects were carried out in the facilities of:
- Aria Science Park Padriciano No. 99 - 34149 Trieste (Trieste)
- Via Marco E Marcellano, No. 45 - 00147 Rome
- Via Valtorta No. 47 - 20127 Milan (Milan)
- Strada Del Drosso No. 25 - 10135 Turin (Turin)
- Via Aldo Moro No. 36 - 73100 Lecce (Lecce) Area Mezzogiorno
- Viale Della Regione Veneto, 18 - 35127 Padua (Pd)

For the development of these projects the Company incurred costs totalling €4,946 thousand, €3,651 thousand of which eligible, for the purposes of a Tax Credit for research, development, technological innovation, design and aesthetic conception activities pursuant to Article 1, paragraphs 198-209, of Italian Law no. 160 of 27 December 2019 as amended and supplemented.

Yoroi S.r.l.

During the 2022 financial year, the company carried out pre-competitive activities of an innovative nature, focusing its efforts in particular on the following projects:

- Development of cyber exposure indicator - Cyber Exposure Index Project.

- Development of a proprietary endpoint protection solution - Kanwa Project.
- Development of an innovative solution to increase the resilience of the digital space of local SMEs and PAs - DefensYo Project.

The projects were carried out in the facilities of:
- Via Ravennate, 901 - 20127 Cesena (Fc) Italy
- Piazza Sallustio 9 - 00187 Rome Italy

For the development of these projects the company incurred eligible costs totalling €244 thousand for the purpose of a Tax Credit for research, development, technological innovation, design and aesthetic conception activities pursuant to Article 1, paragraphs 198-209, of Italian Law no. 160 of 27 December 2019 as amended and supplemented.

Swascan S.r.l.

During the 2022 financial year, the company carried out pre-competitive activities of an innovative nature, focusing its efforts in particular on the following projects:

- SOC H24: the SOC H24 project aims to create a software and process infrastructure dedicated to the provision of the "Security Operation Center" service in "as a service" mode. The SOC "as a service" is configured as an end-to-end solution for cyber security management. This proposition makes it particularly suitable for medium and small companies, which very often do not have an adequate structure for managing security issues.
- Platform: reconstruction of the Vulnerability Assessment proprietary platform in order to allow the provision of the following additional services in Software as a Service mode:
    - Malware Threat Intelligence;
    - Early Warning System;
    - Technology Monitoring.
- Proprietary eLearning platform containing training courses on IT security, data protection and sector-specific compliance policies.

For the development of these projects the Group incurred eligible costs totalling €741 thousand for the purpose of a Tax Credit for research, development, technological innovation, design and aesthetic conception activities pursuant to Article 1, paragraphs 198-209, of Italian Law no. 160 of 27 December 2019 as amended and supplemented.

During the 2022 financial year, the Warrant Hub Group carried out development activities, directing efforts on projects considered strategic:
- in the company Warrant Hub S.p.A., investments were made relating to new “software operation” projects for the reporting and management of customer cases.
- in the company Plannet S.r.l., new projects have been launched: Compass 10 (Development of the functionalities of the production planning and scheduling

product), Compass 20 (development of the technological platform on an architecture based on three levels: Data Base Management System), Business Function and User Form) and PCO (the project aims to develop a module for medium/long-term finite capacity planning).

- in the company Privacy Lab Srl, new projects were developed for innovation management of consents from the WEB to marketing (KONSENTO-ELMO WEB) and management support applications for corporate risk management (SOS GDPR);

During 2022, the Co.Mark Group carried out development activities for the new “SPACE” management portal.

STOCK PERFORMANCE

The Tinexta price (Ticker: TNXT) closed 2022 at a price of €22.80 per share, compared to €38.16 per share as at 31 December 2021, with a decrease of €15.36 (-40.3%). As at 31 December 2022, market capitalisation was €1,076.32 million.

Tinexta	
Prezzo @ 31 dicembre 2022 (€)	22.80
N. azioni (n. mn)	47.21
Mkt Cap (€ mn)	1,076.32
Variazione di prezzo (%)	-40.3%

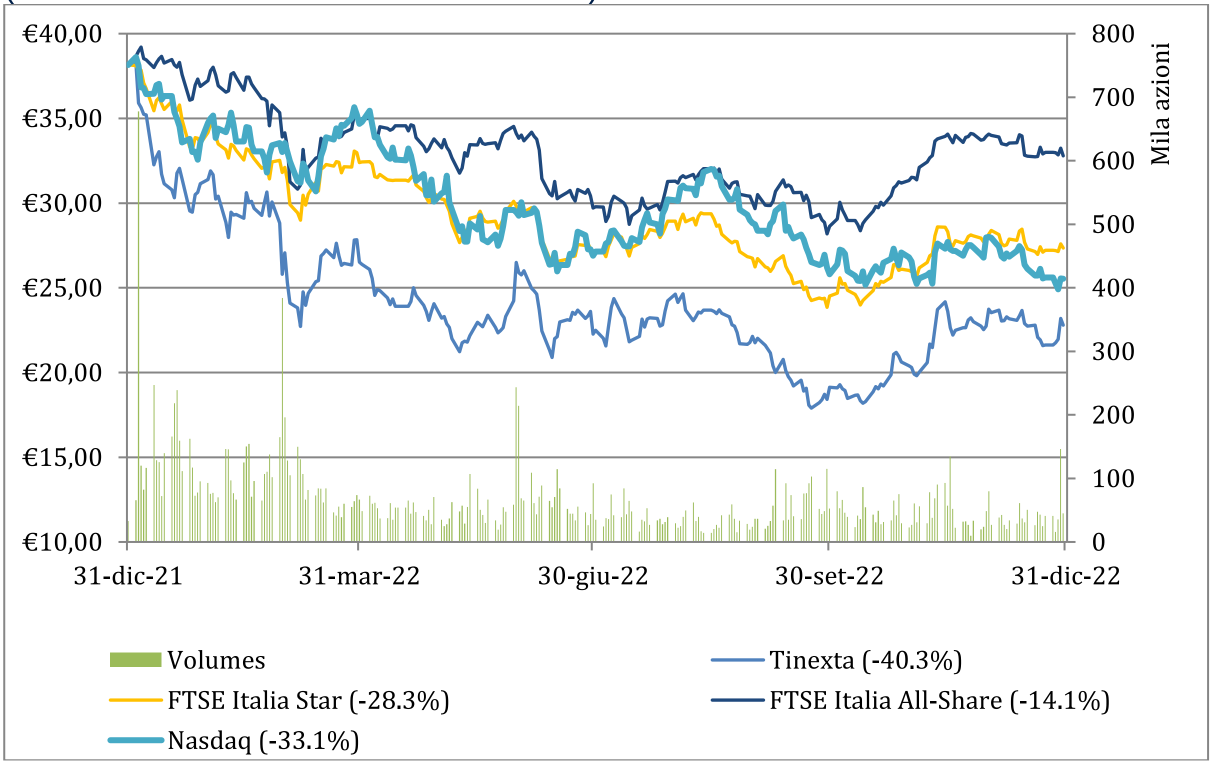
The lowest closing price in 2022 was €17.90, recorded on 23 September, while the highest closing price was €38.20, recorded on 3 January. In the course of 2022, trading of Tinexta Shares in the market managed by Borsa Italiana S.p.A. reached an average daily value of €1,728,435.23 and an average daily volume of 67,181.89 shares.

Periodo	Volumi medi Borsa Italiana	Controvalore medio Borsa Italiana	Giorni su Borsa Italiana
gen-22	156,555	5,142,954	21
feb-22	105,118	3,129,276	20
mar-22	97,452	2,523,109	23
apr-22	50,753	1,248,674	19
mag-22	56,509	1,318,191	22
giu-22	70,533	1,672,349	22
lug-22	41,038	937,709	21
ago-22	31,948	743,320	22
set-22	58,966	1,139,939	22
ott-22	46,527	897,543	21
nov-22	48,459	1,077,196	22
dic-22	42,993	984,445	21
Media 2022	**67,181.89**	**1,728,435.23**	**21**

Prezzo di chiusura				
	1 mese	3 mesi	6 mesi	12 mesi
Media Semplice (€)	22.81	21.46	21.71	24.05
Media Poderata per i volumi (€)	22.83	21.42	21.66	24.05
Max (€)	23.74	24.18	24.64	38.20
Min (€)	21.58	18.19	17.90	17.90

In 2022, the FTSE Italia STAR index recorded a negative performance of 28.3%, the FTSE Italia All-Share recorded -14.1% while the Nasdaq fell by 33.1%. In an extremely negative and volatile market environment, where macroeconomic issues were the main driver of the portfolio choices of global investors, the Tinexta stock recorded a negative performance of 40.3%, underperforming the reference market. The stock suffered from the unfavorable macroeconomic context, with the sudden increase in interest rates that negatively affected the valuation of growth stocks and the low liquidity recorded in the mid-cap segment.

Comparison of the trend of Tinexta with the main reference indexes
(31 December 2021 - 31 December 2022)



STATEMENT OF RECONCILIATION OF SHAREHOLDERS' EQUITY/NET PROFIT OF THE PARENT COMPANY WITH CONSOLIDATED FIGURES

The reconciliation between Shareholders' Equity and Profit for the year, highlighted in the Parent Company's statements, and the Group Shareholders' Equity and Net profit for the year, presented in the Consolidated Financial Statements, shows that as at 31 December 2022, Group Shareholders' Equity, equal to €365,665 thousand, was €115,581 thousand higher than that of Tinexta S.p.A., and the Group's Net profit of €75,726 thousand was €5,842 thousand higher than that of Tinexta S.p.A.

Amounts in thousands of Euro	Net profit 2022	Equity method 31/12/2022	Net profit 2021 Restated	Shareholders' Equity 31/12/2021 Restated
Tinexta S.p.A.	**81,569**	**250,084**	**29,536**	**181,006**
Shareholders' Equity of consolidated companies and allocation of their results	46,536	314,662	55,188	212,062
Book value of consolidated equity investments		-284,607		-354,675
Allocation of goodwill		105,224		181,291
Allocation of intangible assets	-1,663	14,749	-3,725	23,017
Recognition in the Income statement of the adjustment of contingent consideration	-248		-209	
Recognition in the income statement of ancillary expenses for acquisition of shareholdings	0		901	
Derecognition of intra-group dividends	-41,756		-43,319	
Use of non-deductible interest expense in tax consolidation	-37	321	201	358
Equity Method valuation of associated companies	81	38	0	3
Sale of Innolva	-13,888	-6,188		
Adjustment for sale of Forvalue under common control	7,632	7,632		
Other consolidation adjustments	-97	102	103	-380
Shareholders' Equity and profit for the year attributable to minorities	-2,401	-36,351	-1,204	-46,867
Tinexta Group Consolidated Financial Statements	**75,726**	**365,665**	**37,471**	**195,815**

PROPOSED ALLOCATION OF THE 2022 PROFIT OF TINEXTA S.P.A.

In inviting you to approve the Financial Statements and the Report as presented, we invite you to approve the allocation of the profit for the year, amounting to €81,568,529.45, as follows:

- €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;
- €23,259,505.23 to dividend distribution, equal to Euro 0.51 per share;
- €56,017,933.35 to profits carried forward.

9 March 2023

Enrico Salza
Chairman
Tinexta S.p.A.

CONSOLIDATED FINANCIAL STATEMENTS 2022

Statements and Notes

Consolidated Financial Statements
Consolidated Statement of Financial Position

Amounts in thousands of Euro	Notes	31/12/2022	31/12/2021 Restated[14]
ASSETS			
Property, plant and equipment	15	48,423	25,172
Intangible assets and goodwill	16	487,337	550,387
Investment property	17	0	698
Equity-accounted investments	18	5,891	6,630
Other equity investments	18	332	149
Other financial assets, excluding derivative financial instruments	19	1,664	736
- *of which from related parties*	*46*	*137*	*38*
Derivative financial instruments	27	8,562	112
Deferred tax assets	20	12,229	8,843
Trade and other receivables	23	2,329	3,516
Contract cost assets	21	7,248	6,669
NON-CURRENT ASSETS		**574,014**	**602,910**
Inventories	24	1,926	1,342
Other financial assets, excluding derivative financial instruments	25	125,784	4,144
- *of which from related parties*	*46*	*1,574*	*290*
Derivative financial instruments	27	107	0
Current tax assets	26	1,133	2,666
Trade and other receivables	23	129,538	119,518
- *of which from related parties*	*46*	*740*	*748*
Contract assets	22	16,979	16,880
- *of which from related parties*	*46*	*0*	*1*
Contract cost assets	21	1,932	469
Cash and cash equivalents	28	115,278	68,253
- *of which from related parties*	*46*	*4,444*	*3,325*
Assets held for sale	13	10,853	0
CURRENT ASSETS		**403,529**	**213,272**
TOTAL ASSETS		**977,543**	**816,182**

[14] The comparative figures as at 31 December 2021 have been restated in relation to the completion, in the second quarter of 2022, of the activities to identify the fair values of the assets and liabilities of Forvalue S.p.A., consolidated on a line-by-line basis from 1 July 2021 and of Financial Consulting Lab S.r.l., consolidated on a line-by-line basis from 1 October 2021, and in connection with the completion, in the fourth quarter of 2022, of the activities to identify the fair values of the assets and liabilities of CertEurope S.A., consolidated on a line-by-line basis from 1 November 2021.

Amounts in thousands of Euro	**Notes**	**31/12/2022**	**31/12/2021 Restated**
EQUITY AND LIABILITIES			
Share capital		47,207	47,207
Treasury shares		-27,437	-19,327
Share premium reserve		55,439	55,439
Other reserves		290,455	112,497
Shareholders' equity attributable to the Group		*365,665*	*195,815*
Minority interests		*36,351*	*46,867*
TOTAL EQUITY	**29**	**402,015**	**242,682**
LIABILITIES			
Provisions	30	2,567	3,857
Employee benefits	31	16,363	19,738
Financial liabilities, excluding derivative financial instruments	32	235,200	282,609
- *of which from related parties*	*46*	*954*	*3,718*
Derivative financial instruments	27	29	170
Deferred tax liabilities	20	42,412	41,792
Contract liabilities	34	17,911	17,423
- *of which from related parties*	*46*	*55*	*48*
Deferred income	35	122	125
NON-CURRENT LIABILITIES		**314,604**	**365,713**
Provisions	30	393	566
Employee benefits	31	251	88
Financial liabilities, excluding derivative financial instruments	32	93,577	54,118
- *of which from related parties*	*46*	*1,004*	*1,387*
Trade and other payables	33	92,308	89,976
- *of which from related parties*	*46*	*747*	*458*
Contract liabilities	34	64,081	57,102
- *of which from related parties*	*46*	*125*	*85*
Deferred income	35	2,353	2,409
Current tax liabilities	26	2,917	3,527
Liabilities held for sale	13	5,044	0
CURRENT LIABILITIES		**260,924**	**207,786**
TOTAL LIABILITIES		**575,528**	**573,500**
TOTAL EQUITY AND LIABILITIES		**977,543**	**816,182**

Consolidated Statement of Profit/(Loss) and Other Comprehensive Income

		Twelve-month period closed as at 31 December	
Amounts in thousands of Euro	**Notes**	**2022**	**2021 Restated[15]**
Revenues	**36**	**357,163**	**301,546**
- *of which from related parties*	*46*	*386*	*288*
Costs of raw materials	37	14,297	12,688
Service costs	38	111,047	90,863
- *of which from related parties*	*46*	*2,749*	*2,561*
- *of which non-recurring*	*38*	*5,088*	*2,566*
Personnel costs	39	138,172	120,280
- *of which non-recurring*	*39*	*1,210*	*0*
Contract costs	40	4,226	4,191
Other operating costs	41	3,128	2,207
- *of which from related parties*	*46*	*4*	*4*
- *of which non-recurring*	*41*	*66*	*43*
Amortisation and depreciation	42	32,688	23,910
Provisions	42	830	1,515
Impairment	42	1,163	904
Total Costs		**305,550**	**256,557**
OPERATING PROFIT		**51,613**	**44,989**
Financial income	43	733	1,083
- *of which from related parties*	*46*	*24*	*0*
- *of which non-recurring*	*43*	*53*	*0*
Financial charges	43	6,981	4,198
- *of which from related parties*	*46*	*61*	*55*
- *of which non-recurring*	*43*	*997*	*0*
Net financial income (charges)		**-6,248**	**-3,115**
Share of profit of equity-accounted investments, net of tax	18	-246	-172
PROFIT BEFORE TAX		**45,119**	**41,702**
Income taxes	44	12,518	12,991
- *of which non-recurring*	*44*	*-3,649*	*-533*
PROFIT (LOSS) FROM CONTINUING OPERATIONS		**32,601**	**28,711**
Profit from discontinued operations	13	45,527	9,964
- *of which from related parties*	*13*	*273*	*-78*
- *of which non-recurring*	*13*	*40,839*	*2,337*
NET PROFIT		**78,128**	**38,675**

[15] The comparative figures of 2021 have been restated in relation to the completion, in the second quarter of 2022, of the activities to identify the fair values of the assets and liabilities of Forvalue S.p.A., consolidated on a line-by-line basis from 1 July 2021 and of Financial Consulting Lab S.r.l., consolidated on a line-by-line basis from 1 October 2021, and in connection with the completion, in the fourth quarter of 2022, of the activities to identify the fair values of the assets and liabilities of CertEurope S.A., consolidated on a line-by-line basis from 1 November 2021. The comparative figures for 2021 have also been restated due to the reclassification of the Credit Information & Management division's discontinued operations as a result of the conclusion of binding agreements for the sale, as disclosed in Note 13 *Discontinued Operations* to the Consolidated Financial Statements.

Amounts in thousands of Euro	**Notes**	**2022**	**2021 Restated**
Other components of the comprehensive income statement			
Components that will never be reclassified to profit or loss			
Actuarial gains (losses) of employee benefit provisions	31	2,577	-588
Tax effect		-618	141
Total components that will never be reclassified to profit or loss		**1,959**	**-447**
Components that are or may be later reclassified to profit or loss:			
Exchange rate differences from the translation of foreign financial statements		50	-7
Profits (losses) from measurement at fair value of derivative financial instruments	27	8,556	1,108
Equity-accounted investments - share of Other comprehensive income	18	0	22
Tax effect		-2,053	-266
Total components that are or may be later reclassified to profit or loss		**6,552**	**858**
Total other components of comprehensive income for the period, net of tax		**8,511**	**411**
- of which relating to discontinued operations		*97*	*5*
Total comprehensive income for the period		**86,639**	**39,086**
Net profit attributable to:			
Group		75,726	37,471
Minority interests		2,401	1,204
Total comprehensive income for the period attributable to:			
Group		84,075	37,892
Minority interests		2,563	1,193
Earnings per share			
Basic earnings per Share (in Euro)	**45**	**1.65**	**0.81**
- of which from continuing operations	45	0.62	0.61
- of which from discontinued operations	45	1.03	0.20
Diluted earnings per share (in Euro)	**45**	**1.62**	**0.79**
- of which from continuing operations	45	0.61	0.59
- of which from discontinued operations	45	1.01	0.20

Consolidated Statement of Changes in Equity

											Twelve-month period closed as at 31 December 2022
Amounts in thousands of Euro	Share capital	Treasury shares	Legal reserve	Share premium reserve	Hedging derivatives reserve	Defined benefits reserve	Stock Option reserve	Other reserves	Shareholders' Equity attributable to the Group	Minority interests	Consolidated Shareholders' equity
Balance as at 1 January 2022	47,207	-19,327	5,673	55,439	-21	-1,487	3,056	105,277	195,815	46,867	242,682
Comprehensive income for the period											
Profit for the period								75,726	75,726	2,401	78,128
Other components of the comprehensive income statement					6,503	1,823		22	8,349	162	8,511
Total comprehensive income for the period	*0*	*0*	*0*	*0*	*6,503*	*1,823*	*0*	*75,748*	*84,075*	*2,563*	*86,639*
Transactions with shareholders											
Dividends								-17,567	-17,567	-3,638	-21,206
Allocation to legal reserve			1,477					-1,477	0		0
Purchase of treasury shares		-8,109							-8,109		-8,109
Put adjustment on minority interests								14,575	14,575	-291	14,284
Stock Options							2,847	0	2,847	109	2,956
Disposal of shareholdings						63		-63	0	-39,740	-39,740
Sale of minority interests in subsidiaries						133	-182	94,348	94,298	30,622	124,920
Acquisitions of minority interests in subsidiaries								-289	-289	-140	-429
Other changes								19	19	0	19
Total transactions with shareholders	*0*	*-8,109*	*1,477*	*0*	*0*	*195*	*2,665*	*89,546*	*85,774*	*-13,079*	*72,695*
Balance as at 31 December 2022	47,207	-27,437	7,150	55,439	6,482	531	5,720	270,571	365,665	36,351	402,015

											Twelve-month period closed as at 31 December 2021
Amounts in thousands of Euro	Share capital	Treasury shares	Legal reserve	Share premium reserve	Hedging derivatives reserve	Defined benefits reserve	Stock Option reserve	Other reserves	Shareholders' Equity attributable to the Group	Minority interests	Consolidated Shareholders' equity
Balance as at 1 January 2021	47,207	-10,001	4,315	55,439	-864	-1,061	908	73,756	169,698	4,047	173,745
Comprehensive income for the period											
Profit for the period								37,471	37,471	1,204	38,675
Other components of the comprehensive income statement					836	-437		23	421	-11	411
Total comprehensive income for the period	*0*	*0*	*0*	*0*	*836*	*-437*	*0*	*37,494*	*37,892*	*1,193*	*39,086*
Transactions with shareholders											
Dividends								-11,985	-11,985	-588	-12,573
Allocation to legal reserve			1,359					-1,359	0		0
Purchase of treasury shares		-9,327							-9,327		-9,327
Put adjustment on minority interests								-5,273	-5,273	0	-5,273
Stock Options							2,199	0	2,199	28	2,227
Sale of minority interests in subsidiaries					6	11	-51	12,819	12,785	42,215	55,000
Acquisitions of minority interests in subsidiaries								26	26	-28	-3
Other changes								-199	-199		-199
Total transactions with shareholders	*0*	*-9,327*	*1,359*	*0*	*6*	*11*	*2,148*	*-5,972*	*-11,775*	*41,627*	*29,852*
Restated Balance as at 31 December 2021[16]	47,207	-19,327	5,673	55,439	-21	-1,487	3,056	105,277	195,815	46,867	242,682

[16] The comparative figures of 2021 have been restated in relation to the completion, in the second quarter of 2022, of the activities to identify the fair values of the assets and liabilities of Forvalue S.p.A., consolidated on a line-by-line basis from 1 July 2021 and of Financial Consulting Lab S.r.l., consolidated on a line-by-line basis from 1 October 2021, and in connection with the completion, in the fourth quarter of 2022, of the activities to identify the fair values of the assets and liabilities of CertEurope S.A., consolidated on a line-by-line basis from 1 November 2021.

Consolidated Statement of Cash Flows

(Amounts in thousands of Euro)	*Twelve-month period closed as at 31 December*		
	Notes	**2022**	**2021[17] Restated**
Cash flows from operations			
Net profit		**78,128**	**38,675**
Adjustments for:			
- Amortisation and depreciation		36,563	34,951
- Impairment (Revaluations)		1,244	1,224
- Provisions		830	1,225
- Provisions for Stock Options		2,849	2,227
- Net financial charges		6,466	3,299
- *of which from related parties*		*37*	*55*
- Share of profit of equity-accounted investments	18	276	200
- Profit from the sale of discontinued operations, net of the tax effect	13	-40,854	0
- Income taxes		14,411	13,450
Changes in:			
- Inventories		-65	46
- Contract cost assets		-2,293	-657
- Trade and other receivables and Contract assets		-21,075	-6,365
- *of which from related parties*		*-304*	*-472*
- Trade and other payables		11,344	6,943
- *of which from related parties*		*327*	*167*
- Provisions and employee benefits		-197	397
- Contract liabilities and deferred income, including public contributions		11,114	2,706
- *of which from related parties*		*47*	*133*
Cash and cash equivalents generated by operations		**98,740**	**98,321**
Income taxes paid		-25,959	-25,784
Net cash and cash equivalents generated by operations		**72,781**	**72,537**
of which discontinued operations		***12,304***	***13,910***
Cash flows from investments			
Interest collected		322	46
Dividends collected		652	0
- *of which from related parties*		*652*	*0*
Collections from sale or repayment of financial assets	19.25	20,954	6,844
Investments in equity-accounted shareholdings	18	-1,006	-1,215
Disinvestments in equity-accounted shareholdings	18	27	0
Investments in property, plant and equipment	15	-3,833	-1,611
Investments in other financial assets	19.25	-144,477	-212
- *of which from related parties*		*-1,674*	*0*
Investments in intangible assets	16	-20,287	-14,551
Increases in the scope of consolidation, net of liquidity acquired	14	-42,331	-92,797
Decreases in the scope of consolidation, net of liquidity sold	13	126,855	0
Net cash and cash equivalents generated/(absorbed) by investments		**-63,126**	**-103,495**

[17] The comparative figures of 2021 have been restated in relation to the completion, in the second quarter of 2022, of the activities to identify the fair values of the assets and liabilities of Forvalue S.p.A., consolidated on a line-by-line basis from 1 July 2021 and of Financial Consulting Lab S.r.l., consolidated on a line-by-line basis from 1 October 2021, and in connection with the completion, in the fourth quarter of 2022, of the activities to identify the fair values of the assets and liabilities of CertEurope S.A., consolidated on a line-by-line basis from 1 November 2021. The comparative figures for 2021 have also been restated due to the reclassification of the Credit Information & Management division's discontinued operations as a result of the conclusion of binding agreements for the sale, as disclosed in Note 13 *Discontinued Operations* to the Consolidated Financial Statements.

	Notes	2022	2021 Restated
of which discontinued operations		***123,358***	***-7,210***
Cash flows from financing	**Notes**	**2022**	**2021 Restated**
Purchase of minority interests in subsidiaries		-1,659	-3
Interest paid		-2,726	-2,314
- of which from related parties		*-59*	*-67*
MLT bank loans taken out	32	10,082	82,717
Repayment of MLT bank loans	32	-49,519	-30,546
Repayment of price deferment liabilities on acquisitions of equity investments	32	-2,018	-2,695
- of which from related parties		*-675*	*-665*
Repayment of contingent consideration liabilities	32	-4,547	-4,062
Change in other current bank payables		-420	-7,369
Change in other financial payables		-338	-1,883
Repayment of lease liabilities	32	-5,854	-5,657
- of which from related parties		*-509*	*-621*
Purchase of treasury shares	29	-8,109	-9,327
Capital increases (decreases) - subsidiaries	29	124,920	0
Dividends paid		-20,829	-12,464
Net cash and cash equivalents generated/(absorbed) by financing		**38,983**	**6,398**
of which discontinued operations		***-7,132***	***-1,989***
Net increase (decrease) in cash and cash equivalents		48,638	-24,560
Cash and cash equivalents as at 1 January		68,253	92,813
Cash and cash equivalents as at 31 December		**116,890**	**68,253**

Notes to the Consolidated Financial Statements as at 31 December 2022

1. ENTITY THAT PREPARES THE FINANCIAL STATEMENTS

Tinexta S.p.A. has its offices in Italy, in Rome, Piazza Sallustio n. 9. These Consolidated Financial Statements as at 31 December 2022 include the Financial Statements of the Tinexta S.p.A. (the "Parent Company") and its subsidiaries (jointly, the “Group”).
The Group is mainly active in the Digital Trust, Cybersecurity and Business Innovation sectors. On 30 May 2022, Tinexta S.p.A. concluded binding agreements for the sale of the Credit Information & Management division.
These Consolidated Financial Statements as at 31 December 2022 were approved and authorised for publication by the Board of Directors of Tinexta S.p.A. at its meeting on 9 March 2023. The publication of these Consolidated Financial Statements was carried out in accordance with the Delegated Regulation of the European Commission no. 2019/815 and subsequent amendments.

The shares of the Parent Company are listed in Italy on the Electronic Equity Market (MTA) managed by Borsa Italiana S.p.A., STAR segment. At the date of preparation of these Consolidated Financial Statements, Tecno Holding S.p.A. (the ‘Controlling Shareholder’) is the shareholder with an absolute majority of Tinexta S.p.A. shares. The Controlling Shareholder does not exercise management nor coordination activities for Tinexta.

Name of the entity that prepares the financial statements	Tinexta S.p.A.
Registered office of the entity that prepares the financial statements	Rome, Italy
Legal form of the entity that prepares the financial statements	S.p.A.
Country of registration	Italy
Address of the registered office of the entity that prepares the financial statements	Piazza Sallustio 9, 00187, Rome
Company name of the parent company	Tecno Holding S.p.A.
Company name of the Parent Company	Tinexta S.p.A.
The Group’s main place of business	Italy

2. PREPARATION CRITERIA AND COMPLIANCE WITH IFRS

These Consolidated Financial Statements prepared in accordance with Article 154-ter of Italian Legislative Decree no. 58/98 - CFA - and subsequent amendments and additions, have been prepared in accordance with the International Financial Reporting Standards (IFRS), the interpretations of the International Financial Reporting Interpretations Committee (IFRIC) and the Standing Interpretations Committee (SIC), approved by the European Commission and in force at the reporting date, as well as the previous International Accounting Standards (IAS). Furthermore, reference was made to the provisions issued by Consob in implementation of paragraph 3 of Article 9 of Italian Legislative Decree no. 38/2005.

The Consolidated Financial Statements were drafted on a going concern basis, as the Directors have verified that there are no financial, managerial or other indicators that suggest critical issues concerning the Group capacity to fulfil its commitments in the foreseeable future and, in particular, over the next 12 months. The description of the procedures through which the Group manages financial risks is provided in the note below on Financial risk management.

3. PRESENTATION CRITERIA

The Consolidated Financial Statements consist of the Statement of Financial Position, the Statement of Profit or Loss and Other Comprehensive Income, the Statement of Changes in Equity, the Statement of Cash Flows, and these Notes.

It is specified that:

- the Statement of Financial Position has been prepared by classifying assets and liabilities according to the “current/non-current” criteria;
- The Statement of Profit or Loss and Other Comprehensive Income is classified on the basis of the nature of costs;
- the Statement of Cash Flows is presented using the indirect method.

For each item in the consolidated financial statements, the corresponding value for the previous year or period is shown for comparative purposes:

- With reference to the impact of the application of IFRS 5 for the Credit Information & Management division, following the conclusion of binding agreements for the sale:
    - In the Statement of Financial Position as at 31 December 2022, the assets and liabilities attributable to the company RE Valuta are reported in the items "Assets held for sale" and "Liabilities directly related to assets held for sale", respectively, without reclassification of the comparative balance sheet values as at 31 December 2021;
    - In the Statement of Profit/(Loss) and other components of comprehensive income for2022 and, for comparative purposes, for 2021, the balances attributable to the Credit Information & Management division are respectively reported or reclassified in "Profit/(loss) from discontinued operations"; the capital gain, net of tax effects and sales costs, of the Innova Group for which the sale was finalised is reported in the same item;
    - In the Statement of Cash Flows for 2022 and, for comparative purposes, for 2021, net cash flows generated/absorbed by the Credit Information & Management division contribute to the individual items and are also reported in aggregate form in the sub-items of net cash flow from Discontinued Operations: (i) from operating activities, (ii) from investing activities and (iii) from financing activities.

- With reference to the impact of the completion of activities to identify the fair values of assets and liabilities related to business combinations:

- in the Statement of Financial Position as at 31 December 2022, the comparative figures as at 31 December 2022 have been restated in relation to the completion, in the second quarter of 2022, of the activities to identify the fair values of the assets and liabilities of Forvalue S.p.A., consolidated on a line-by-line basis from 1 July 2021 and of Financial Consulting Lab S.r.l., consolidated on a line-by-line basis from 1 October 2021, and in connection with the completion, in the fourth quarter of 2022, of the activities to identify the fair values of the assets and liabilities of CertEurope S.A., consolidated on a line-by-line basis from 1 November 2021.
- in the 2022 Statement of Profit/Loss and other components of comprehensive income, the comparative figures of 2021 have been restated in relation to the completion, in the second quarter of 2022, of the activities to identify the fair values of the assets and liabilities of Forvalue S.p.A., consolidated on a line-by-line basis from 1 July 2021 and of Financial Consulting Lab S.r.l., consolidated on a line-by-line basis from 1 October 2021, and in connection with the completion, in the fourth quarter of 2022, of the activities to identify the fair values of the assets and liabilities of CertEurope S.A., consolidated on a line-by-line basis from 1 November 2021.

The Information on the Statement of Financial Position and the Information on the Statement of Comprehensive Income contain reconciliation tables between the values published in the Consolidated Financial Statements as at 31 December 2021, respectively, and those now presented for comparative purposes.

In accordance with CONSOB Resolution no. 15519 of 28 July 2006, the Statement of profit/(loss) separately identifies, if any, income and charges arising from non-recurring transactions; similarly, shown separately in the Financial Statements are the balances of transactions with related parties, which are further described in Note 46. Transactions with related parties.

The Consolidated Financial Statements are presented in Euro, i.e. the functional currency of the Parent Company and of its subsidiaries (except for Camerfirma Perù S.A.C., whose functional currency is the Peruvian Nuevo Sol - PEN and Europroject OOD whose functional currency is the Bulgarian Lev - BGN) and all values are expressed in thousands of Euro unless otherwise indicated.

4. CONSOLIDATION SCOPE AND BASIS OF CONSOLIDATION

The Consolidated Financial Statements include the Financial Statements of the Parent Company Tinexta S.p.A. and of the companies on which the Company has the right to exercise control, directly or indirectly, as defined by IFRS 10 "Consolidated Financial Statements".
For the purposes of the assessment of the existence of control, the three necessary elements are all present:
• power over the company;
• exposure to the risk or rights arising from the variable returns linked to its involvement;

• ability to influence the company, so as to have an impact on the results (positive or negative) for the investor (correlation between power and own exposure to risks and benefits).

Control can be exercised both on the basis of the direct or indirect possession of the majority of the shares with voting rights, on the basis of contractual or legal agreements, independently from the possession of stocks. In assessing these rights, we take into account the power to exercise these rights independently from their effective exercise and all potential voting rights are considered.

The list of companies consolidated on a line-by-line basis or with the equity method as at 31 December 2022 is shown in the following table.

Company	Registered office	as at 31 December 2022					
		Share Capital		% ownership	Via	% contribution to the Group	Consolidation method
		Amount (in thousands)	Currency				
Tinexta S.p.A. (Parent Company)	Rome	47,207	€	N/A	N/A	N/A	N/A
InfoCert S.p.A.	Rome	20,081	€	88.17%	N/A	88.17%	Line-by-line
Re Valuta S.p.A. *	Milan	200	€	95.00%	N/A	95.00%	Line-by-line
Co.Mark S.p.A.	Bergamo	150	€	100.00%	N/A	100.00%	Line-by-line
Visura S.p.A.	Rome	1,000	€	100.00%	N/A	100.00%	Line-by-line
Warrant Hub S.p.A.	Correggio (RE)	66	€	88.00%	N/A	88.00%	Line-by-line
Tinexta Cyber S.p.A.	Rome	1,000	€	100.00%	N/A	100.00%	Line-by-line
Sixtema S.p.A.	Rome	6,180	€	80.00%	InfoCert S.p.A.	88.17%	Line-by-line
AC Camerfirma S.A.	Spain	3,421	€	51.00%	InfoCert S.p.A.	44.97%	Line-by-line
CertEurope S.A.S.	France	500	€	60.00%	InfoCert S.p.A.	88.17%	Line-by-line
IC TECH LAB SUARL	Tunisia	60	TND	100.00%	InfoCert S.p.A.	88.17%	Line-by-line
Co.Mark TES S.L.	Spain	36	€	100.00%	CoMark S.p.A.	100.00%	Line-by-line
Queryo Advance S.r.l.	Quartu Sant'Elena (CA)	10	€	60.00%	CoMark S.p.A.	100.00%	Line-by-line
Sferabit S.r.l.	Turin	20	€	100.00%	Visura S.p.A.	100.00%	Line-by-line
Warrant Innovation Lab S.r.l.	Correggio (RE)	25	€	100.00%	Warrant Hub S.p.A.	88.00%	Line-by-line
Warrant Service S.r.l.	Correggio (RE)	40	€	50.00%	Warrant Hub S.p.A.	44,00%	Line-by-line
Bewarrant S.p.r.l.	Belgium	12	€	100.00%	Warrant Hub S.p.A.	88.00%	Line-by-line
PrivacyLab S.r.l.	Reggio Emilia	10	€	100.00%	Warrant Hub S.p.A.	88.00%	Line-by-line
Trix S.r.l.	Correggio (RE)	10	€	100.00%	Warrant Hub S.p.A.	88.00%	Line-by-line
Euroquality SAS	France	16	€	100.00%	Warrant Hub S.p.A.	88.00%	Line-by-line
Europroject OOD	Bulgaria	10	BGN	100.00%	90.00% Warrant Hub S.p.A. 10.00% Euroquality SAS	88.00%	Line-by-line
Evalue Innovación SL	Spain	62	€	70.00%	Warrant Hub S.p.A.	88.00%	Line-by-line
Enhancers S.p.A.	Turin	50	€	100.00%	Warrant Hub S.p.A.	88.00%	Line-by-line
Plannet S.r.l.	Reggio Emilia	18	€	100.00%	Warrant Hub S.p.A.	88.00%	Line-by-line
Forvalue S.p.A.	Milan	150	€	100.00%	Warrant Hub S.p.A.	88.00%	Line-by-line

Swascan S.r.l.	Milan	178	€	51.00%	Tinexta Cyber S.p.A.	100.00%	Line-by-line
Corvallis S.r.l.	Padua	1,000	€	70.00%	Tinexta Cyber S.p.A.	100.00%	Line-by-line
Yoroi S.r.l.	Rome	100	€	60.00%	Tinexta Cyber S.p.A.	100.00%	Line-by-line
Camerfirma Perù S.A.C.	Peru	84	PEN	99.99%	AC Camerfirma S.A.	44.96%	Line-by-line
Tinexta futuro digitale S.c.a.r.l.	Rome	15	€	100.00%	35.00% InfoCert S.p.A. 24.00% Warrant Hub S.p.A. 22.00% Corvallis S.r.l. 7.00% Visura S.p.A. 5.00% Co.Mark S.p.A. 3.00% Yoroi S.r.l. 2.00% Queryo Advance S.r.l. 2.00% Swascan S.r.l.	92.98%	Line-by-line
LAN&WAN Solutions S.r.l.	Vigodarzere (PD)	101	€	100.00%	Corvallis S.r.l.	100.00%	Line-by-line
FBS Next S.p.A.	Ravenna	2,000	€	30.00%	Tinexta S.p.A.	30.00%	Equity Method
Wisee S.r.l. Società Benefit	Milan	17.8	€	36.80%	Tinexta S.p.A.	36.80%	Equity Method
Etuitus S.r.l.	Salerno	50	€	24.00%	InfoCert S.p.A.	21.16%	Equity Method
Authada GmbH	Germany	74	€	16.67%	InfoCert S.p.A.	14.69%	Equity Method
Camerfirma Colombia S.A.S.	Colombia	1,200,000	COP	51.00%	1% InfoCert S.p.A. 50% AC Camerfirma S.A.	23.36%	Equity Method
IDecys S.A.S.	France	1	€	30.00%	CertEurope S.A.S.	26.45%	Equity Method
Studio Fieschi & Soci S.r.l.	Turin	13	€	20.00%	Warrant Hub S.p.A.	17.60%	Equity Method
Opera S.r.l.	Bassano del Grappa (VI)	13	€	20.00%	Warrant Service S.r.l.	8.80%	Equity Method
Digital Hub S.r.l.	Reggio Emilia	10	€	30.00%	PrivacyLab S.r.l.	26.40%	Equity Method

* Companies within the scope of IFRS 5 following the execution of binding sale agreements. For details, please refer to Note 13. Discontinued Operations

The percentage of ownership indicated in the table refers to the portions actually owned by the Group at the reporting date. The contribution percentage refers to the contribution to the shareholders' equity of the Group made by the individual companies following the recognition of additional equity investments in the consolidated companies as a result of the recognition of the put options granted to the minority shareholders on the shares held by them.

The financial statements of the subsidiaries are consolidated starting from the date on which the control was acquired.

All the financial statements used for the preparation of the Consolidated Financial Statements were drafted as at 31 December 2022 and adjusted, where necessary, to make them consistent with the accounting standards applied by the Parent Company.

The criteria adopted for line-by-line consolidation are the following:

- assets and liabilities, charges and income of the subsidiaries are consolidated line by line, attributing to the minority interests, if applicable, the portion of Shareholders' Equity and Net Profit for the period that pertains to them; these portions are shown separately within Shareholders' Equity and the Income Statement.
- the items deriving from relations between the consolidated companies are cancelled, especially those deriving from outstanding receivables and payables at the end of the period, costs and revenues as well as financial charges and income recognised in the

Income Statements of these companies. Realised profits and losses between the consolidated companies with the related tax adjustments are also derecognised.

Business combinations

Business combinations are recognised in accordance with the provisions of IFRS 3 Business Combinations according to the Acquisition method. The cost of acquisition is represented by the current value (“fair value”) at the time of the acquisition of the assets sold, the liabilities taken on and the equity instruments issued. The identifiable assets, liabilities and potential liabilities acquired are recognised at their current value at the time of the acquisition, with the exception of deferred tax assets and liabilities, assets and liabilities for employee benefit obligations, and assets held for sale, which are recognised on the basis of the corresponding reference accounting standards. The difference between the cost of acquisition and the current value of the assets and liabilities acquired is recognised as goodwill in intangible assets, if positive; if negative, after checking the correct measurement of the current values of the assets and liabilities acquired and the acquisition cost, it is recognised directly in the Income Statement, as Financial income. The accessory charges related to the acquisition are recognised in the Income Statement at the time in which the services are provided. In the case of purchase of controlling interests of less than 100% of share capital, goodwill is recognised only for the part attributable to the Parent Company. The book value of minority interests is calculated in proportion to the portions of equity investment held by third parties in the net identifiable assets of the acquired company, that is to say, at their fair value on the date of acquisition. Any contingent consideration is recognised at fair value at the acquisition date. Subsequent changes in the fair value of the contingent consideration, classified as an asset or a liability, i.e. as a financial instrument pursuant to IFRS 9, are recognised in the Income Statement under Financial Income/Expenses. The contingent consideration that is classified as an equity instrument is not remeasured and, consequently, its settlement is accounted for under shareholders' equity. If the business combination was carried out in multiple stages, at the time of the acquisition of the control the equity investments previously held are re-measured at fair value and any difference (positive or negative) is recognised in the Income Statement in Financial Income/Expenses. If the fair values of the assets, liabilities and contingent liabilities can be determined only provisionally, the business combination is recognised using these provisional values. Any adjustments, deriving from the completion of the valuation process, are recognized within 12 months from the acquisition date, restating the comparative data.

Acquisition or sale of minority interests after obtaining control

In the case of the purchase of minority interests, after control has been obtained, the difference between the acquisition cost and book value of the minority interests acquired is deducted from or added to the Shareholders’ Equity of the Parent Company. In the case of sales of equity investments that do not involve a loss of control, instead, the difference between sale price and carrying amount of the equity investments sold is recognised directly to shareholders’ equity (as an increase), without passing through the Income Statement.

Non-current assets (or disposal groups) classified as held for sale and discontinued operations

Non-current assets (or disposal groups) are classified as held for sale if their book value will be recovered mainly through a sale transaction rather than through their continuous use. For this to occur, the asset (or disposal group) must be available for immediate sale in its current condition, subject to conditions, which are customary and customary, for the sale of such assets (or disposal groups) and the sale must be highly probable.

When the Group is involved in a sales plan that involves the loss of control over an investee and the requirements of IFRS 5 are met, all the assets and liabilities of the subsidiary are classified as held for sale regardless of the fact that, after the sale, retains a minority interest in the former subsidiary.

Non-current assets (or disposal groups) and liabilities included in disposal groups classified as held for sale are presented separately from other assets and liabilities in the Statement of Financial Position. The amounts presented for non-current assets or for assets and liabilities of a disposal group classified as held for sale are not reclassified or resubmitted for the periods under comparison.

Immediately before the initial classification of non-current assets (or disposal groups) as held for sale, the book values of the asset (or group) are measured in accordance with the specific accounting standard applicable to these assets or liabilities.

Non-current assets (or disposal groups) classified as held for sale are measured at the lower of the book value and the related fair value, net of costs to sell. Non-current assets are not depreciated until they are classified as held for sale or until they are included in a disposal group classified as held for sale.

A Discontinued Operation is a component of the Group that has been disposed of, or classified as held for sale, and:

- represents an important autonomous business or geographical segment;
- is part of a single, coordinated programme for the divestment of an important stand-alone line of business or geographical segment; or
- is a subsidiary acquired exclusively for resale.

The Group shows, in a separate item of the Income Statement, a single amount represented by the total:

- profits or losses from Discontinued Operations net of tax effects; and
- the capital gain or loss, net of tax effects, recognised following the measurement at fair value net of the costs to sell or the disposal of the assets (or disposal group) that make up the Discontinued Operation.

The corresponding amounts are re-presented in the Income Statement for the periods under comparison, so that the disclosure refers to all Discontinued Operations by the reference date of the last financial statements presented.

ASSOCIATED COMPANIES

Associated companies are those on which the Group exercises a significant influence, which is assumed to exist when the equity investment holds between 20% and 50% of voting rights. Equity investments in associated companies are valued with the equity method and are initially recognised at cost. The equity method is described below:

- the carrying amount of the equity investments is aligned with the shareholders' equity adjusted, if necessary, to reflect the application of IFRS and includes the recognition of the greater/lower values allocated to the assets and to the liabilities, and any goodwill identified at the time of the acquisition;
- the profits or losses attributable to the Group are recognised from the date on which the significant influence starts and until the date the significant influence ceases. If, as a result of the losses, the Company measured with the method in question reports negative shareholders' equity, the carrying value of the equity investment is cancelled and any excess attributable to the Group, where the latter is committed to fulfil legal or implicit obligations of the associated company, or in any case to cover its losses, is recognised in a specific reserve; the changes in the shareholders' equity of the Company valued with the equity method are not represented in the Income Statement, but are recognised directly among the other components of comprehensive income;
- unrealised profits and losses on transactions carried out between the Company/subsidiaries and the associated company measured with the equity method, including distributed dividends, are eliminated on the basis of the value of the equity investment of the Group in the associated company, excluding losses if these are representative of a decrease in value of the underlying assets.

5. TRANSLATION OF FINANCIAL STATEMENTS EXPRESSED IN CURRENCIES OTHER THAN THE PRESENTATION CURRENCY

The rules for the translation of the Financial Statements expressed in currencies different from the currency of presentation (excluding situations in which the currency belongs to a hyper-inflation country, which is not the case for the Group), are the following:
• assets and liabilities included in the statements presented have been converted at the exchange rate on the closing date of the period;
• costs and revenues, expenses and income, included in the statements presented are translated at the average exchange rate for the period, or at the exchange rate on the transaction date if it differs significantly from the average exchange rate;
• the "conversion reserve" includes both the exchange rate differences generated from the conversion of economic amounts at an exchange rate different from the closing exchange rate and those generated from the conversion of opening shareholders' equity at a different exchange rate than that of the closing of the reporting period. The translation reserve is transferred to the Income Statement at the time of the full or partial sale of the equity investment when this sale involves the loss of control.
Goodwill and the adjustments deriving from the measurement at fair value of the assets and liabilities resulting from the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the end of period exchange rate.

6. SEGMENT REPORTING

Information regarding the business segments has been prepared in accordance with IFRS 8 “Operating Segments”, which provides information consistently with the manner adopted by management to make operating decisions. Therefore, the identification of the operating segments and the information presented are defined on the basis of the internal reports used by the management to allocate resources to the different units and to analyse their performance.
An operating segment is defined by IFRS 8 as the component of an entity (i) that carries out business activities generating revenues and costs (including revenues and costs for transactions with other components of the same entity); (ii) the operating results of which are reviewed regularly at the highest decisional level of the entity to make decisions on the resources to be allocated to the sector and the measurement of the performance; (iii) for which separate financial statements' information is available.

After concluding binding agreements for the sale of the Credit Information & Management division (sale completed on 3 August 2022 concerning the Innolva Group), the segment's contribution to the consolidated figures is presented as discontinued operations, and therefore excluded from the Group's business segments (comparative economic data were restated). The operating units identified by management, which encompass all the services and products provided to the customers, are:

- Digital Trust
- Cybersecurity
- Business Innovation

With respect to 2021, the consolidated economic data for 2022 include:

- the balances of Forvalue S.p.A. (Business Innovation segment) consolidated as from 1 July 2021;
- the balances of Financial Consulting LAB S.r.l. and Financial Consulting LAB now merged into Warrant Hub S.p.A. (Business Innovation BU) consolidated as from 1 October 2021;
- the balances of CertEurope S.A.S. (Digital Trust BU) consolidated as from 1 November 2021;
- the balances of Evalue Innovación SL (Business Innovation BU) consolidated as from 1 January 2022;
- the balances of Enhancers S.p.A. (Business Innovation BU) consolidated as from 1 April 2022;
- the balances of Nomesia S.r.l. now merged into Queryo Advance S.r.l. (Business Innovation BU) consolidated as from 1 April 2022;
- the balances of Sferabit S.r.l. (Digital Trust BU) consolidated as from 1 May 2022;
- the balances of Plannet S.r.l. (Business Innovation segment) consolidated from 1 July 2022;
- the balances of LAN&WAN S.r.l. (Cybersecurity segment) consolidated as from 1 January 2022;

- the balances of the Teknesi business unit (Cybersecurity segment) consolidated as from 1 July 2022.

The results of the operating segments are measured and revised periodically by management by analysing trends in EBITDA, defined as “Net Profit” before “Income taxes”, “Net financial income (charges)”, “Portion of profits from equity-accounted investments”, “Amortisation/depreciation”, “Provisions” and “Impairment”, i.e., as “Revenues” net of “Costs of raw materials”, “Service costs”, “Personnel costs”, “Contract costs” and “Other operating costs”.

In particular, management believes that EBITDA provides a good indication of performance as it is not affected by tax regulations and amortisation and depreciation policies.

Breakdown of the Revenues and EBITDA for the individual operating units:

Amounts in thousands of Euro ***Twelve-month period closed as at 31 December***	***Digital Trust***		***Cybersecurity***		***Business Innovation***		**Other sectors (Parent Company)**		***Total***	
	2022	**2021**	**2022**	**2021**	**2022**	**2021**	**2022**	**2021**	**2022**	**2021**
Segment revenues	156,977	131,296	77,508	72,825	125,665	98,330	3,371	2,110	363,521	304,562
Intra-segment revenues	428	168	2,517	731	417	231	2,996	1,884	6,358	3,014
Revenues from third parties	**156,549**	**131,127**	**74,992**	**72,094**	**125,248**	**98,099**	**375**	**226**	**357,163**	**301,546**
EBITDA	**44,251**	**34,924**	**9,718**	**8,727**	**49,386**	**41,064**	**-17,062**	**-13,397**	**86,294**	**71,317**
Amortisation and depreciation, provisions and impairment									34,681	26,328
Operating profit									**51,613**	**44,989**
Net financial income (charges)									-6,248	-3,115
Income from equity investments									-246	-172
Profit before tax									**45,119**	**41,702**
Income taxes									12,518	12,991
Net profit from continuing operations									**32,601**	**28,711**

Breakdown of assets and liabilities by operating segment:

Amounts in thousands of Euro	***Digital Trust***		***Cybersecurity***		***Discontinued Operations***		***Business Innovation***		**Other sectors (Parent Company) Consolidated eliminations**		***Total***	
	31/12/2022	**31/12/2021**	**31/12/2022**	**31/12/2021**	**31/12/2022**	**31/12/2021**	**31/12/2022**	**31/12/2021**	**31/12/2022**	**31/12/2021**	**31/12/2022**	**31/12/2021**
Amounts in thousands of Euro												
Net Invested Capital	83,056	90,282	112,387	101,876	4,291	179,262	252,611	119,873	27,227	15,776	479,573	507,070
Total financial indebtedness	-59,026	23,701	51,165	57,349	-1,518	1,660	28,377	2,203	58,558	179,475	77,557	264,388

7. NEW STANDARDS OR AMENDMENTS FOR 2022 AND FUTURE REQUIREMENTS

As required by IAS 8 - Accounting standards, changes in accounting estimates and errors - the new accounting standards and interpretations are indicated below, as well as changes to existing standards and interpretations already applicable, not yet in force at the balance sheet date, which could be applied in the future in the consolidated financial statements of the Tinexta Group:

a) New documents issued by the IASB and endorsed by the EU to be mandatorily adopted starting from the financial statements for the years starting on 1 January 2022

Document title	Date of issue	Date of entry into force	Date of endorsement	EU regulation and publication date
Improvements to IFRS (2018-2020 cycle) (Amendments to IFRS 1, IFRS 9, IFRS 16 and IAS 41)	May 2020	1 January 2022	28 June 2021	(EU) 2021/1080 2 July 2021
Property, plant and equipment – Proceeds before intended use (Amendments to IAS 16)	May 2020	1 January 2022	28 June 2021	(EU) 2021/1080 2 July 2021
Onerous contracts – Costs of fulfilling a contract (Amendments to IAS 37)	May 2020	1 January 2022	28 June 2021	(EU) 2021/1080 2 July 2021
Reference to the Conceptual Framework (Amendments to IFRS 3)	May 2020	1 January 2022	28 June 2021	(EU) 2021/1080 2 July 2021

The accounting standards, amendments and interpretations, in force from 1 January 2022 and endorsed by the European Commission, are set out below:

- With Regulation (EU) no. 2021/1080 of 28 June 2021, published in the Official Journal of the European Union of 2 July 2021, the following documents published by the IASB Board on 14 May 2020 were endorsed:
  - **Amendments to IFRS 3 – Reference to the Conceptual Framework**

    The amendments update the reference in IFRS 3 to the Conceptual Framework in the revised version, without this entailing changes to the provisions of the standard. With the amendment to IFRS 3, to identify assets and liabilities of the acquiree, reference must be made to the new definitions of assets and liabilities of the new Conceptual Framework published in March 2018, with the sole exception of the liabilities assumed in the acquiree, which after the acquisition date are accounted for in accordance with IAS 37 - Provisions, contingent liabilities and contingent assets or IFRIC 21 - Levies. This exception aims to prevent an acquirer from recognising a liability or contingent liability on the basis of the new definition of the Conceptual Framework and then reversing it by applying the recognition criteria envisaged by IAS 37 and IFRIC 21.
  - **Amendments to IAS 16 – Property, plant and equipment: proceeds before intended use**

    The IASB Board clarified that proceeds from the sale of goods produced by an asset during the period prior to the date in which the asset is in the necessary location and condition for it to function in the manner intended by management, they must be recognised in profit/(loss) for the year. As a result of the aforementioned amendment, it will no longer be allowed to recognise as a direct reduction in the cost of the asset the proceeds deriving from the sale of goods produced before the asset is available for its use, for example, proceeds from the sale of samples produced during the testing of the correct functioning of the asset.

Assets produced waiting to be sold are recognised as inventories in accordance with IAS 2 Inventories; the production cost does not include the depreciation of the asset with which they were produced, as the latter is not yet subject to depreciation.

The notes must indicate the amount of revenues and costs relating to goods produced, which are not outputs from ordinary activities, and the items in the financial statements in which these revenues and costs are included (if they are not presented separately in the schedules of financial statements);

- **Amendments to IAS 37 – Onerous Contracts – Cost of Fulfilling a Contract**

  The IASB Board clarified that the costs necessary for the fulfilment of a contract include all costs directly related to the contract and therefore include:

  - incremental costs, i.e. costs that would not have been incurred in the absence of the contract (for example, raw materials, costs for direct labour, etc.);
  - a portion of the other costs which, although not incremental, are directly related to the contract (for example, the depreciation rate of the assets used to fulfil the contract).

  Furthermore, the IASB Board confirmed that, before recognising a provision for an onerous contract, the entity must recognise any impairment losses on non-current assets and clarified that impairment losses must be determined with reference not only to activities dedicated entirely to the contract, but also to other activities that are partially used for the fulfilment of the contract itself;

- **Improvements to IFRS – 2018-2020 cycle (Amendments to IFRS 1, IFRS 9 and IAS 41)**

  The Improvements to IFRS Standards are the result of the annual improvement process aimed at resolving non-urgent issues relating to inconsistencies or unclear terminologies identified in the International Accounting Principles. Please note that the document "Improvements to IFRS – 2018-2020 cycle" also includes an amendment to IFRS 16, which is not subject to approval by the European Union as it refers to an illustrative example that is not an integral part of IFRS 16.

The adoption of the new standards from 1 January 2022 had no impact on the Group's consolidated financial statements.

b) IAS/IFRS and related IFRIC interpretations applicable to financial statements starting after 1 January 2022, documents endorsed by the EU as at 31 December 2022:

Document title	Date of issue	Date of entry into force	Date of endorsement	EU regulation and publication date
IFRS 17 - Insurance Contracts (including amendments published in June 2020)	May 2017 June 2020	1 January 2023	19 November 2021	(EU) 2021/2036 23 November 2021
Definition of accounting estimates (Amendments to IAS 8)	February 2021	1 January 2023	2 March 2022	(EU) 2022/357 3 March 2022
Disclosure on accounting standards (Amendments to IAS 1[18])	February 2021	1 January 2023	2 March 2022	(EU) 2022/357 3 March 2022
Deferred taxes relating to assets and liabilities arising from a single transaction (Amendments to IAS 12)	May 2021	1 January 2023	11 August 2022	(UE) 2022/1392 12 August 2022
First-time adoption of IFRS 17 and IFRS 9 - Comparative information (Amendments to IFRS 17)	December 2021	1 January 2023	8 September 2022	(UE) 2022/1491 9 September 2022

- **New standard IFRS 17 - Insurance Contracts (issued on 18 May 2017); including amendments published on 25 June 2020**

On 18 May 2017, the IASB published the new standard IFRS 17 Insurance Contracts, which replaces the current IFRS 4 Insurance Contracts.
With Regulation (EU) no. 2021/2036 of 19 November 2021, the European Commission endorsed IFRS 17 Insurance Contracts, in the version published by the International Accounting Standards Board on 18 May 2017 and subsequently amended on 25 June 2020.
IFRS 17, which replaces IFRS 4 Insurance Contracts, enters into force for financial years beginning on or after 1 January 2023. Early application is permitted to entities that already apply IFRS 9 Financial Instruments or that begin to apply this standard from the date of first-time adoption of IFRS 17.
The main changes introduced by the new standard include, in particular:

- valuation of technical provisions at essentially current values;
- transformation of the estimate of the expected profit of insurance contracts into an accounting value; IFRS 17 introduces the concept of expected profit of insurance contracts that must be recognised in profit/(loss) for the year over the life of the contract;
- introduction of the concept of "insurance contract portfolio", in turn divided into "groups of insurance contracts";
- new representation in the statement of profit/(loss) for the year significantly different from the past and more in line with a logic "by margins".

- **Amendments to IAS 1 – Presentation of financial statements and IFRS Practice Statement 2: Presentation of accounting principles**

On 12 February 202, the IASB issued the document "Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)" with the aim of indicating the accounting principles to be illustrated in the financial statements. The amendments are effective for financial years starting on or after 1 January 2023 and operate as follows: (i) the notes to the financial statements illustrate the relevant accounting principles instead of the significant accounting principles; (ii) information on accounting principles

[18] The document published by the IASB includes amendments to the document 'IFRS Practice Statements 2 - Making Materiality Judgments' that have not been endorsed by the European Union as they do not relate to an accounting standard or an interpretation.

is material if users of the financial statements need it to understand other material information in the financial statements; (iii) information on immaterial accounting principles must not obscure information on relevant accounting principles. As a result of the Amendments to IAS 1, the following accounting standards were also adjusted to align the disclosure requirements on the accounting standards with the provisions of IAS 1 described above:

- IFRS 7 Financial instruments: disclosures

- IAS 26 Recognition and representation of pension funds in the financial statements

- IAS 34 Interim Financial Reporting.

- **Amendments to IAS 8 – Accounting standards, changes in accounting estimates and errors: definition of accounting estimates**

  On 12 February 2021, the IASB issued the document "Definition of Accounting Estimates (Amendments to IAS 8)". The amendments to IAS 8, effective for financial years starting on or after 1 January 2023, clarify that: (i) the accounting estimates are "monetary amounts in the financial statements subject to measurement uncertainty"; (ii) entities make accounting estimates if accounting policies require items in the financial statements to be measured in a way that results in measurement uncertainty; (iii) a change in the accounting estimate resulting from new information or new developments is not the correction of an error. In addition, the effects of a change in an input or measurement technique used to make an accounting estimate are changes in accounting estimates if they do not result from the correction of errors from previous periods; (iv) a change in an accounting estimate can only affect the profit or loss for the current year, or profit or loss for both the current and future years. The effect of the change relating to the current year is recognised as income or expense in the current year. Any effect on future periods is recognised as income or expense in such future periods.

- **Amendments to IAS 12 – Income taxes: deferred taxes relating to assets and liabilities arising from a single transaction**

  On 7 May 2022, the IASB issued the document "Amendments to IAS 12 Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction". The amendments to IAS 12, effective for years beginning on or after 1 January 2023, clarify the accounting treatment of deferred taxes relating to assets and liabilities recognised in the financial statements as a result of a single transaction, whose book values differ from tax values.

  The IASB Board clarified the following:

  - the exceptions to the initial recognition of deferred tax assets and liabilities do not apply if an individual transaction recognizes an asset and a liability that give rise to taxable and deductible temporary differences of equal value;
  - the deductible and taxable temporary differences must be calculated considering separately the assets and liabilities recognised in the financial statements as a result of an individual transaction and not on their net value. Deferred tax assets relating to deductible temporary differences, determined as indicated above, are recognised in the financial statements only if deemed recoverable.

Lastly, the IASB Board clarified that, if the taxable and deductible temporary differences relating to the initial recognition in the financial statements of an asset and a liability as a result of an individual transaction have a different value, the entity shall not recognise the assets and deferred tax liabilities, as their initial recognition would entail an initial adjustment of the book value of the asset or liability to which they refer, making the financial statements less transparent.

- **First-time adoption of IFRS 17 and IFRS 9 - Comparative information (Amendments to IFRS 17)**

  On 9 December 2021, the IASB issued "Application of IFRS 17 and IFRS 9 - Comparative Information (Amendment to IFRS 17)", which adds an option at the time of transition to the new standard regarding comparative information on financial assets reported upon initial application of IFRS 17. The amendment is intended to help entities avoid temporary accounting mismatches between the financial assets and liabilities of insurance contracts, thereby improving the usefulness of comparative information for the users of financial statements. The amendments are effective from financial years starting on 1 January 2023 or later. Early application is permitted.

These amendments, endorsed by the European Union, will apply starting from the financial years starting on 1 January 2023. Early application is permitted.

c) IAS/IFRS and related IFRIC interpretations applicable to financial statements starting after 1 January 2022, documents NOT yet endorsed by the EU as at 31 December 2022

At the date of approval of these Consolidated Financial Statements, the IASB issued certain accounting standards, interpretations and amendments not yet approved by the European Union and some still in the consultation phase, including:

Document title	Date of issue by the IASB	Date of entry into force of the IASB document
Classification of liabilities as current or non-current (Amendments to IAS 1) and Non current liabilities with covenants (Amendments to IAS 1)	January 2020 July 2020 October 2022	1 January 2024
Lease liability in a sale and leaseback (Amendments to IFRS 16)	September 2022	1 January 2024

For all the newly issued standards, as well as for the revisions and amendments to existing standards, the Tinexta Group is evaluating any impacts currently not reasonably estimated deriving from their future application.

8. ACCOUNTING POLICIES

The accounting standards and the most significant measurement criteria used for the preparation of the Consolidated Financial Statements:

8.1 PROPERTY, PLANT AND EQUIPMENT

Tangible assets are valued at the cost of purchase or production and net of accumulated depreciation and impairment, if any. The cost includes all the charges directly incurred to prepare the assets to be used, as well as any dismantling and removal charge that shall be incurred to bring the work site back to its original conditions.
The charges incurred for ordinary and/or regular maintenance and repair are directly recognised in the income statement in the year in which they are incurred. The capitalisation of the costs for the expansion, modernisation or improvement of the structural items owned or in use by third parties is carried out only to the extent to which they meet the requirement for a separate classification as assets or part of an asset. Any public contributions to tangible assets are recorded as deferred revenues and recognised as income in the income statement on a systematic and rational basis over the useful life of the related asset.
The value of an asset is adjusted for systematic depreciation, calculated on the basis of its estimated useful life. When the asset is recognised for the first time, the depreciation is calculated keeping into account the effective date on which the asset is ready for use. The useful life estimated by the Group, for the different classes of assets, is the following:

	Estimated useful life
Land	indefinite
Buildings	33 years
Electronic machines	2.5 - 6 years
Other assets	2.5 - 8 years
Leasehold improvements	6 years

The estimates of the useful life and of the residual value are reviewed at least once a year.
Depreciation ends when the asset is transferred or reclassified as held for sale.
If the asset subject to depreciation includes distinctly identifiable and significant components, with different estimated useful life, the depreciation is calculated separately for each of the different components, in application of the component approach standard.
Gains and losses realised on the sale of assets or groups of assets are calculated by comparing the sale price with the corresponding net carrying amount.
The assets related to the rights of use concerning lease agreements are recognised under the item Property, plant and equipment. As regards the initial recognition and subsequent measurement criteria applied to these assets, see the section LEASED ASSETS.

8.2 LEASED ASSETS

The Group assesses if the agreement is or contains a lease at its effective date. The agreement is or contains, a lease if, against payment, gives the right to control the use of a specific asset, for a given period of time. At the date when the lessor makes the underlying asset available to the Group (effective date of the lease), the latter recognises the asset consisting of the right of use, and recognises the lease liability, except for short term leases (as in the case of lease agreements of a duration equal to or less than 12 months) and for the leases of assets of a modest value (namely, with a value less than €5,000 when new). For the latter, the Group recognises the payments due for said leases as a cost, on a straight-line basis for the duration of the lease, or according to another criterion that is a better representative of the way the benefits are obtained.

Financial liabilities deriving from the lease are initially recognised at the current value of the future payments at the effective date of the agreement, discounted at the implicit rate of the lease. If this rate is not promptly determinable, the rate used is the marginal loan rate of the Group, understood as the rate that the Group should pay for a loan with a similar duration and guarantees, necessary to obtain an asset of a value similar to the asset consisting of the right of use within a similar economic context.

At their maturity dates, the payments due for the lease, included in the measurement of lease liabilities, comprise the following payments for the right of use of the underlying asset throughout the duration of the lease, not yet made at the maturity date:

- fixed payments, net of any lease incentive to be received;
- variable payments due for the leases that depend on an index or a rate, valued initially by using an index or a rate at their start date (e.g. instalments revalued according to ISTAT or associated to the EURIBOR);
- amounts that the Group is expected to pay as a guarantee on the residual value;
- penalties to be paid for the termination of a lease if the duration of the lease provides for the exercise by the Group of the option of lease termination.

After the start date, the Group assesses the lease liability:

- increasing the accounting value considering the interest on the lease liability;
- decreasing the accounting value considering the payments due for the executed leases; and
- re-determining the accounting value considering any new assessment or change in the lease or the revision of the fixed payments due for the lease.

After the effective date, the Group re-determines the lease liability as an adjustment of the asset consisting of the right of use:

- in the case of a change in the duration of the lease, by discounting the revised lease payments using a revised discounting rate;
- in the case of a change in the assessment of an option for the purchase of the underlying asset, by discounting the revised lease payments using a revised discounting rate;
- in the case of a change in the payments following a change in the index or in the rate used to determine the payments, by discounting the revised lease payments using the same discounting rate.

The initial cost of the asset consisting of the right of use includes: the amount of the initial measurement of the lease liability, the lease payments made at or before the effective date, net of the lease incentives received, the initial direct costs incurred by the Group, i.e. those incremental costs incurred for obtaining the lease that would have not been incurred if the lease had not been obtained and the estimate of the costs that the Group must bear for the dismissal and removal of the underlying asset and for the restoration of the site where it is located or for the restoration of the underlying assets in the conditions set forth in lease, unless these costs are incurred for producing inventory.

The Group opted for the recognition of assets consisting of the right of use under the item Property, plant and equipment under the same categories where the corresponding assets would have been recognised if they were owned.
The asset consisting of the right of use is subsequently measured by applying the cost model, net of the accumulated amortisation and impairment of the accumulated value, adjusted in order to take into account any re-measurement of the lease liability. If the lease transfers the ownership of the underlying asset to the Group at the end of the lease or if the cost of the asset consisting of the right of use reflects the fact that the Group will exercise the purchase option, the Group amortises the asset consisting of the right of use from the effective date until the end of the useful life of the underlying asset. Conversely, the Group depreciates the asset consisting of the right of use from the effective date to the end of the useful life of said asset or, if prior, to the end of the lease duration.

8.3 INTANGIBLE ASSETS

Intangible assets consist of non-monetary items without physical form, but which can be clearly identified and able to generate future economic benefits for the company. These items are recognised at the acquisition and/or production cost, inclusive of the expenses directly attributable to the stage of preparation to the activity to make it operational, net of accumulated amortisation (with the exception of intangible assets with indefinite useful life) and any impairment. The amortisation starts when the asset becomes available for use and is allocated systematically with regard to its residual possibility of use, that is, on the basis of its useful life. When the intangible asset is recognised for the first time, amortisation is calculated taking into account the effective use of the asset. Specifically, within the Group, the following main categories of intangible assets can be identified:

- Goodwill: goodwill recognised among intangible assets is related to business combination transactions and represents the difference between the cost incurred for the acquisition of a company or a business unit and the sum of the fair value assigned, at the time of acquisition, to the individual assets and liabilities that make up the capital of that company or business unit. Having indefinite useful life, goodwill is not subject to systematic amortisation but undergoes an impairment test at least once a year. For the purposes of the execution of the impairment test, the goodwill acquired in a business combination is allocated to the individual Cash Generating Unit (CGU) or to groups of CGUs that are expected to benefit of the synergies of the aggregation, in compliance with the minimum level at which this goodwill is monitored within the Group. Goodwill related to associated companies, joint ventures or non-consolidated subsidiaries is included in the value of the equity investments.
- Software: Software is recognised at its acquisition and/or development cost net of accumulated amortisation and impairment, if any. The amortisation is carried out from the year in which the software, either acquired or internally developed, is available for use and is calculated taking as reference the shorter period between that of expected use and that of ownership. Useful life varies according to the business of the companies and is between 3 and 7 years.

- Concessions, licences and trademarks: Costs for the acquisition, internal production and user licenses of the trademarks fall under this category. The costs, inclusive of the direct and indirect expenses incurred to obtain the rights, may be capitalised as assets after obtaining their ownership and are systematically amortised taking as reference the shorter period between that of expected use and that of ownership of the rights. The useful life is between 5 and 18 years.
- Databases: the costs to acquire financial information are recognised in intangible assets only to the extent to which the Group is able to reliably measure for these costs the future benefits deriving from the acquisition of the information assets. The useful life is between 3 and 4 years.
- Intangible assets from business combination transactions: These concern the allocation during PPA (purchase price allocation) of the excess cost paid for the acquisition of control:
  - ✓ of Warrant Hub and its subsidiaries, carried out in November 2017, which has involved the recognition of an intangible asset for customer lists for an amount of €29,451 thousand that, on the basis of the rate of turnover of customers, it is believed may exhaust its future utility in a period of 17 years from the acquisition date;
  - ✓ of Camerfirma and its subsidiaries, carried out in May 2018, which has involved the recognition of an intangible asset for customer lists for an amount of €360 thousand that, on the basis of the rate of turnover of customers, it is believed may exhaust its future utility in a period of 7 years from the acquisition date;
  - ✓ of Privacy Lab now, which occurred in January 2020, which has involved the recognition of an intangible asset for customer lists for an amount of €687 thousand that, on the basis of the rate of turnover of customers, it is believed may exhaust its future utility in a period of 9 years from the acquisition date;
  - ✓ of Swascan, carried out in October 2020, which has involved the recognition of an intangible asset for customer lists for an amount of €3,774 thousand that, on the basis of the rate of turnover of customers, it is believed may exhaust its future utility in a period of 5 years from the acquisition date;
  - ✓ of Euroquality, carried out in December 2020, which has involved the recognition of an intangible asset for backlog orders for an amount of €575 thousand that, on the basis of the term of the contracts, it is believed may exhaust its future utility in a period of 6 years from the acquisition date;
  - ✓ of Corvallis, which occurred in January 2021, which has involved the recognition of an intangible asset for customer lists for an amount of €46,535 thousand that, on the basis of the rate of turnover of customers, it is believed may exhaust its future utility in a period of 17 years from the acquisition date;
  - ✓ of Yoroi, which occurred in January 2021, which has involved the recognition of an intangible asset for customer lists for an amount of €13,338 thousand that, on the basis of the rate of turnover of customers, it is believed may exhaust its future utility in a period of 5 years from the acquisition date;
  - ✓ of Queryo Advance, which occurred in January 2021, which has involved the recognition of an intangible asset for customer lists for an amount of €12,245 thousand that, on the basis of the rate of turnover of customers, it is believed may exhaust its future utility in a period of 15 years from the acquisition date.
  - ✓ of Forvalue, which occurred in July 2021, which has involved the recognition of an intangible asset for customer lists for an amount of €14,500 thousand that, on the

basis of the rate of turnover of customers, it is believed may exhaust its future utility in a period of 11 years from the acquisition date.

- ✓ of Financial Consulting Lab, carried out in October 2021, which has involved the recognition of an intangible asset for customer lists for an amount of €3,409 thousand that, on the basis of the rate of turnover of customers, it is believed may exhaust its future utility in a period of 10 years from the acquisition date;
- ✓ of CertEurope, which occurred in November 2021, which has involved the recognition of an intangible asset for customer lists for an amount of €27,654 thousand that, on the basis of the rate of turnover of customers, it is believed may exhaust its future utility in a period of 8 years from the acquisition date.
- ✓ of Evalue Innovacion, which occurred in January 2022, which has involved the recognition of an intangible asset for customer lists for an amount of €15,405 thousand that, on the basis of the rate of turnover of customers, it is believed may exhaust its future utility in a period of 6 years from the acquisition date.
- ✓ of Enhancers, which occurred in April 2022, which has involved the recognition of an intangible asset for customer lists for an amount of €4,338 thousand that, on the basis of the rate of turnover of customers, it is believed may exhaust its future utility in a period of 6 years from the acquisition date;
- ✓ of Sferabit, which occurred in May 2022, which has involved the recognition of an intangible asset for customer lists for an amount of €1,040 thousand that, on the basis of the rate of turnover of customers, it is believed may exhaust its future utility in a period of 5 years from the acquisition date;
- ✓ of LAN&WAN, which occurred in July 2022, which has involved the recognition of an intangible asset for customer lists for an amount of €462 thousand that, on the basis of the rate of turnover of customers, it is believed may exhaust its future utility in a period of 10 years from the acquisition date.
- ✓ of Plannet, carried out in July 2022, which has involved the recognition of an intangible asset for customer lists for an amount of €4,324 thousand that, based on the customer turnover rate, is believed may exhaust its future utility in a period of 15 years from the acquisition date and of an intangible asset for backlog orders for an amount of €291 thousand that, based on the term of the contracts, is believed may exhaust its future utility in a period of 4.5 years from the acquisition date;

8.4 INVESTMENT PROPERTY

Property held for the purpose of obtaining rents or for the appreciation of invested capital, or both (other than those intended for use in the production or supply of goods or services or in the administration of the company, recorded in the item Property, plant and equipment), are valued at cost and subject to depreciation. The estimated useful life of buildings classified as Investment property is estimated at 33 years.

8.5 IMPAIRMENT LOSSES ON PROPERTY, PLANT AND EQUIPMENT, INVESTMENT PROPERTY AND INTANGIBLE ASSETS (IMPAIRMENT OF ASSETS)

Goodwill and intangible assets with indefinite useful life

Assets with indefinite useful life are not subject to amortisation, but undergo, at least once a year, an assessment of the recoverability of the value recognised in the Financial Statements (impairment test). As previously indicated, goodwill undergoes an impairment test, annually or more frequently, if there are indications that it may have suffered a decrease in value.
The impairment test is carried out on each of the cash-generating units ("CGU") to which goodwill was allocated and monitored by management.
Any decrease in value of goodwill is recognised if the recoverable amount of the CGU to which goodwill is allocated is less than the corresponding value recognised in the Financial Statements.
The recoverable amount is understood as the greater between the fair value of the CGU, net of sale charges, and the corresponding value in use, the latter being the current value of the expected future cash flows for the assets that make up the CGU. In calculating the value in use, the expected future cash flows are discounted using a discount rate inclusive of taxes, which reflects the current market assessments of the cost of cash, in proportion to the period of the investment and the specific risk of the asset. If the decrease in value identified through impairment testing is greater than the value of the goodwill allocated to the CGU, the residual excess is allocated to the assets included in the CGU in proportion to their carrying value. This allocation has as minimum the highest of:
(i) fair value of the asset, net of sale costs;
(ii) value in use, as above defined;
(iii) zero.
The original value of goodwill cannot be restored if the reasons for its impairment no longer apply.

Intangible and tangible assets with definite useful life

For the assets subject to amortisation and depreciation, at each reporting date an assessment is carried out as to the existence of indications of impairment, internal and external. If such indications are observed, the recoverable amount of said assets is estimated, and any impairment with respect to the corresponding book value is recognised in the income statement. The recoverable amount of an asset is represented by the greater between the fair value, net of accessory sale costs, and the corresponding value in use, the latter being the current value of the expected future cash flows from the assets. In calculating the value in use, the expected future cash flows are discounted using a discount rate inclusive of taxes, which reflects the current market assessments of the cost of cash, in proportion to the period of the investment and the specific risk of the asset. For an asset that does not generate largely independent cash flows, the recoverable amount is calculated with regard to the cash generating unit to which this asset pertains.
An impairment is recognised in the income statement if the value of recognition of the asset, or of the corresponding CGU to which this is allocated, exceeds the recoverable amount. The impairment of a CGU is recognised first as a decrease in the carrying amount of any allocated goodwill and, then, as a decrease in other assets, in proportion to their carrying amount and within the limits of the corresponding recoverable amount. If the conditions for an impairment previously carried out no longer apply, the carrying amount of the assets is restored to the income statement, within the limits of the net carrying amount that the asset in question would have had if the write-down had not been carried out and the corresponding amortisation and depreciation had been carried out.

8.6 RECEIVABLES AND FINANCIAL ASSETS

The Group classifies financial assets in the following categories:
- Financial assets at amortised cost;
- Financial assets at fair value through other comprehensive income;
- Financial assets at fair value through profit or loss;

The management decides on the classification of a financial asset at the time of its first recognition.

Financial assets at amortised cost. This category includes financial assets that meet both of the following conditions: (i) the financial asset is held within the framework of a hold-to-collect business model and (ii) the contractual terms of the financial assets call for cash flows at specific dates represented solely by payments of principal and interest on the amount of principal to be made.
In the above-mentioned business model, the goal is to collect the contractual cash flows generated by the individual financial assets and not to maximise the overall return on the portfolio by holding and selling the financial assets. The use of this portfolio does not necessarily assume that the financial asset will be held to maturity. In particular, sales of financial assets following a deterioration in credit risk are not incompatible with the objective of collecting contractual cash flows, as activities intending to minimise losses due to credit risk are an integral part of this business model. The sale of a financial asset because it no longer satisfies requirements in terms of credit risk set forth in the company policy is an example of a "permitted" sale. Sales justified by other reasons could also be consistent with this business model, but in this case the frequency and relevance of such sales is checked. The value of financial assets at amortised cost is determined at each reporting date until they are derecognised using the effective interest method. The gain or loss on the financial asset at amortised cost which is not part of a hedging relationship is recognised in Profit (loss) for the year when the financial asset is derecognised or reclassified to Financial assets at fair value through profit or loss, through the amortisation process, or in order to recognise gains or losses caused by impairment.

Financial assets at fair value through other comprehensive income (FVOCI): This category includes assets that meet both of the following conditions: (i) the financial asset is held within the framework of a hold-to-collect-and-sell business model and (ii) the contractual terms of the financial assets call for cash flows at specific dates represented solely by payments of principal and interest on the amount of principal to be made. This type of business model entails more sales, in terms of frequency as well as relevance, than the hold-to-collect business model, as the sale of financial assets is an integral part of this business model. The value of Financial assets at fair value through other comprehensive income is determined at each reporting date until they are derecognised. The gain or loss on the financial asset is recognised in other comprehensive income, with the exception of gains and losses due to impairment and exchange gains or losses, until the financial asset is derecognised or reclassified. If the financial asset is derecognised, the cumulative profit or loss previously recognised in other comprehensive income is reclassified from Shareholders' Equity to Profit (loss) for the year by means of a reclassification adjustment.

The interest calculated using the effective interest approach is recognised in Profit (loss) for the year.
Financial assets at fair value through profit or loss: The assets that are part of a business model that is not hold-to-collect or hold-to-collect-and-sell and therefore are not measured at amortised cost or at fair value through other comprehensive income are measured at fair value through profit or loss (FVTPL). An example of this business model is a portfolio managed with a view to generating cash flows from the sale of financial assets. Indeed, decisions are taken based on the fair value of the financial assets and, the fact that the entity collects contractual cash flows while it holds the financial assets does not in any event make it possible to claim that the business model is one of those described above. Likewise, a portfolio that is managed and the performance of which is evaluated on the basis of fair value can never be classified in the business models described previously. Furthermore, it is possible to exercise the fair value option upon initial recognition, based on which the Group may irrevocably designate the financial asset as measured at fair value through profit or loss if by so doing it eliminates or significantly reduces a measurement or recognition inconsistency which would otherwise result from the measurement of the assets or liabilities or the recognition of the relative gains and losses on a different basis. The value of these financial assets is determined at each reporting date until they are derecognised. The gains and losses arising from fluctuations in fair value are included in the income statement for the year in which they take place and include gains and losses realised from the disposal of the assets.

Impairment

The Group adopts a forecasting model for expected credit losses ("ECL"). The model assumes a significant level of assessment regarding the impact of changes in economic factors on the ECL, which are weighted based on probabilities.
The impairment model applies to financial assets measured at amortised cost or at FVOCI, with the exception of equity securities and assets deriving from contracts with customers.
The standard envisages that provisions covering receivables are measured using the "General deterioration method", which requires that financial instruments included in the scope of application of IFRS 9 are classified into three stages. The three stages reflect the level of deterioration in credit quality from the moment the financial instrument is acquired and involve different methods of calculating ECL.
The Group uses the "Simplified approach" for trade receivables. Under the simplified approach, the loss must be recognised for the lifetime of the receivable. The Group uses an allocation matrix based on historical experience to estimate expected losses on receivables. Depending on the type of customer, the Group may use groupings if the historical experience for credit losses is significantly different than the loss models by different customer segments.

8.7 DERIVATIVES

In line with the provisions of IFRS 9, the Group has decided to exercise the option of continuing to apply the hedge accounting provisions set forth in IAS 39. Thus, the provisions regarding derivatives have remained the same.

Derivative instruments are always treated as assets held for trading and recognised at fair value through profit or loss, unless they represent effective instruments to hedge a specific risk related to underlying assets or liabilities or commitments taken by the Group.

The effectiveness of the hedging transactions is documented and tested both at the beginning of the transaction and regularly (at least at each reporting date) and is measured by comparing the changes in the fair value/cash flow of the hedging instrument with those of the hedged item or, in the case of more complex instruments, through a statistical analysis based on the change of the risk.

The changes in the fair value of derivatives indicated as fair value hedges (not used by the Group) and that are qualified as such, are recognised in the income statement, in the same way as it is done for the changes in the fair value of hedged assets or liabilities due to the risk hedged with the hedging transaction.

The changes in the fair value of the derivatives indicated as cash flow hedges and qualified as such are recognised, only for the "effective" portion, among the other components of the comprehensive income statement through a special equity reserve ("cash flow hedge reserve"), which is transferred to the income statement at the time the underlying hedged asset produces effects on the balance sheet or income statement. The change in fair value due to the ineffective portion is immediately recognised in the income statement of the period. If the execution of the underlying transaction is no longer considered highly likely, the corresponding portion of the "cash flow hedge reserve" is immediately transferred to income statement. If, instead, the derivative instrument is sold, expires or no longer qualifies as effective hedge of the risk against which the transaction had been initiated, the corresponding portion of "cash flow hedge reserve" is kept until when the underlying contract produces effects. The hedging is then derecognised as cash flow hedge.

The Group uses derivative instruments within hedging strategies aimed at neutralising the risk of changes in the expected cash flows from transactions contractually defined or highly likely (cash flow hedge).

8.8 FAIR VALUE MEASUREMENT

The Group assesses financial instruments, such as derivatives, at fair value at each reporting date. Fair value is the price that would be received for the sale of an asset, or that would be paid to transfer a liability in an arm's length transaction at the measurement date. A fair value measurement assumes that the sale transaction of the asset or transfer of the liability takes place:

- in the main market of the asset or liability; or
- in the absence of a main market, in the most advantageous market for the asset or liability.

The main market or the most advantageous market must be accessible to the Group.

The fair value of an asset or liability is valued by adopting the assumptions that market operators would use in the determination of price of the asset or liability, assuming that market operators act to best meet their own economic interest. An assessment of the fair value of a non-financial asset does not consider the ability of a market operator to generate economic benefits by making highest and best use of the asset or by selling it to another market operator that would make the highest and best use of it.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. The fair value of the instruments listed in public markets is calculated on the basis of the quoted prices at the end of the period. The fair value of unlisted instruments is measured with reference to financial valuation techniques. In particular, the fair value of interest rate swaps is measured by discounting the expected cash flows.
All assets and liabilities for which the fair value is measured or recognised in the Financial Statements are categorised according to the fair value hierarchy, as described below:

- Level 1: financial assets and liabilities the fair value of which is calculated on the basis of the (unadjusted) prices quoted in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2: financial assets and liabilities the fair value of which is calculated on the basis of input different from listed prices specified in Level 1 but observable, either directly (prices) or indirectly (from prices);
- Level 3: financial assets and liabilities the fair value of which is calculated through valuation models that use unobservable input data.

If the input data used to calculate the fair value of an asset or liability may be classified at different levels of the fair value hierarchy, the entire measurement is placed at the level of hierarchy of the input at the lowest level that is significant for the entire measurement. The Group records the transfers between the different levels of the fair value hierarchy at the end of the period in which the transfer has taken place.

8.9 CONTRACT COST ASSETS

The following are recognised under “Contract cost assets”:

- incremental costs to obtain the sales contract;
- sales contract fulfilment costs.

Incremental costs to obtain the sales contract are recognised in non-current assets.

Contract fulfilment costs are recognised under current assets if it is believed that the transfer to the customer of the goods or services to which the asset refers will take place as part of the normal operating cycle, including when it is expected that the transfer will not occur within twelve months of the closing date for the year. In fact, the operating cycle is identified as the time between the acquisition of goods for the production process and their realisation in terms of cash and cash equivalents. When the normal operating cycle cannot be clearly identified, it is assumed to have a duration of twelve months. Non-current assets include costs to fulfil the sales contract if the transfer to the customer of the goods and services to which the asset refers is carried out after the normal operating cycle.

The Group recognises incremental costs to obtain the sales contract if it expects to recover these costs. These incremental costs to obtain the contract are costs that the Company incurs to obtain the contract with the customer, and which would not have been incurred if the contract had not been obtained. Costs to obtain the contract that would have been incurred even if the contract had not been obtained are recognised as expenses at the time they are incurred, unless they are explicitly chargeable to the customer even if the contract is not obtained.

Contract cost assets are amortised on a straight-line basis in correspondence with the transfer to the customer of the goods and services to which the asset refers and are recognised in the item Contract costs in the income statement.

8.10 INVENTORIES

Inventories are recognised at the lower of cost, calculated making reference to the method of weighted average cost, and the net realisable value, excluding the financial charges and the general structure expenses. The net realisable value is the sale price in the normal management, net of estimated completion costs and those costs needed to carry out the sale.

8.11 CONTRACT ASSETS AND LIABILITIES

Contract assets represent the Group's right to consideration in exchange for goods or services transferred to the customer when the right is subject to something other than the passing of time. If the Group fulfilled its obligations, the contract is represented in the Statement of Financial Position as Contract assets, for the amount exceeding the service performed and the receivable recognised. Thus, the item includes invoices to be issued, the gross amount due from customers for project work and accrued trade assets.

Contract liabilities represent the Group's obligation to transfer goods or services to customers, for which the Group has received consideration from the customer or for which consideration is due. If the customer pays the consideration, or if the Group is entitled to an amount of the consideration that is unconditional (i.e., a receivable), before transferring the good or service to the customer, the contract is shown as a contract liability, at the moment when payment is made or (if earlier) when the payment is due. This item includes deferred trade income, advances and thus prepaid trade amounts, the gross amount due to customers for project work and the value of options (material rights) which allow the customer to acquire additional goods or services free of charge or with a discount.

Contract assets and liabilities are included in, respectively, current assets and liabilities if it is believed that the assets will be realised (or the liability will be extinguished) during the normal operating cycle, including when it is expected that they will not be realised/extinguished within twelve months of the closing date for the year. In fact, the operating cycle is identified as the time between the acquisition of goods for the production process and their realisation in terms of cash and cash equivalents. When the normal operating cycle cannot be clearly identified, it is assumed to have a duration of twelve months.

8.12 CASH AND CASH EQUIVALENTS

These include cash, deposits at banks or at other credit institutes available for current transactions, postal accounts and other equivalent values as well as investments maturing in the three months of the date of purchase. The cash and cash equivalents are recognised at fair value, usually, coinciding with the nominal value.

8.13 SHAREHOLDERS' EQUITY

Share Capital
Share capital is represented by the subscribed and paid in capital of the Parent Company.

Treasury shares reserve
This is a negative reserve which includes the purchase cost of treasury shares, including the related transaction costs, as a deduction from shareholders' equity. Purchases and sales of treasury shares, as well as any gains or losses deriving from their sale, are recognised in the financial statements as changes in shareholders' equity.

Share premium reserve
This item consists of the amounts collected by the Company for the issuance of shares at a price above nominal value.

Other reserves
This item includes the reserves of most common use, which may have a generic or specific allocation. The item includes the net profit of previous years, which was not distributed or allocated, or uncovered losses.

Transaction costs relating to the issue of capital instruments
The transaction costs relating to the issue of capital instruments are recognised as a decrease (net of any related tax benefit) of the Share premium reserve, generated by the same transaction, to the extent that they are marginal costs directly attributable to the capital transaction that would have otherwise been avoided.
Listing costs not relating to the issue of new shares are recognised in the income statement. If the listing involves the sale of existing shares and the issue of new shares, the costs directly attributable to the issue of new shares are recognised as a decrease in the Share premium reserve, the costs directly attributable to the listing of existing shares are recognised in the income statement. Costs related to both transactions are recognised as a decrease of the Share premium reserve, in relation to the ratio between issued shares and existing shares, and the remainder is recognised in the income statement.

Dividend distributions
Dividend distributions to shareholders are recognised as a decrease in shareholders ’equity and as a payable in the period in which the payment of the dividend is approved by the shareholders’ meeting.

8.14 PAYABLES AND OTHER FINANCIAL LIABILITIES

Financial liabilities include financial payables, lease payables and trade payables.

Payables to banks and other lenders are initially recognised at fair value net of directly attributable transaction costs and subsequently they are recognised at amortised cost, applying the effective interest rate method. If there is a change in future cash flows, the value of the liabilities is recalculated to reflect this change on the basis of the current value of the new expected cash flows and internal rate of yield originally calculated.

Payables and the other liabilities are classified as current liabilities, unless the Group has contractual rights to repay its obligations at least more than 12 months after the date of the annual or infra-annual periodic Financial Statements.

As regards the criteria for the initial recognition and subsequent measurement of the financial liabilities related to lease agreements, see the section LEASED ASSETS.

Financial liabilities are derecognised when the obligation underlying the liability is extinguished, cancelled or fulfilled.

Contractual amendments relating to financial liabilities are assessed from a qualitative and quantitative point of view (using the 10% test) to determine whether they are of a substantial nature and therefore require a derecognition of the original debt. In the event of non-substantial changes, the Group recognises the impact of the changes in the income statement.

Trade payables are obligations to pay for goods or services acquired from suppliers as part of ordinary business activities. Trade payables are classified as current liabilities if payment is made within one year of the reporting date. Otherwise, these payables are classified as non-current liabilities. Trade payables and other payables are initially recognised at fair value and subsequently measured using the amortised cost method.

Put options on minority interests

An option contract that contains an obligation for an entity to buy the equity investments of the minority shareholders of a subsidiary in exchange for cash or other financial assets generates in the Consolidated Financial Statements a financial liability for the current value of the amount to be paid against the reversal of the interest of these minority shareholders. This financial liability will have the offsetting entry in either goodwill or other intangible assets, if the put option was underwritten within a business combination, or Shareholders' Equity if underwritten after this date. Any change in the financial liability, for any reason recognised, after the date of recognition, is recognised with offsetting item in Shareholders' Equity.

Contingent Consideration

A contingent consideration agreed in a business combination gives rise in the Consolidated Financial Statements to a financial liability for the present value of the amount to be paid at the agreed maturity. Such financial liability will have the offsetting entry in either goodwill or other intangible assets. Any change in the financial liability related to the same after the date of recognition, is recognised in the income statement.

8.15 TAXES

The tax burden of the Group is composed of current and deferred taxes. If due to items recognised in the proceeds and charges recognised to Shareholders' Equity within the other components of comprehensive income, said taxes are recognised as an offsetting item in the same item.

Current taxes are calculated on the basis of the tax laws in force at the reporting date; any risk related to different interpretations of positive or negative income items, like disputes with the tax authorities, are recognised as taxes in the income statement with offsetting adjustment made to the liabilities to adjust the provisions recognised in the Financial Statements.

Deferred taxes are calculated on the basis of the temporary differences that are generated between the carrying amount of the assets and liabilities and their value for tax purposes, as well as on tax losses. The measurement of deferred tax assets and liabilities is carried out by applying the tax rate that is expected to be in force at the time in which the temporary differences will be reversed; this forecast is made on the basis of the tax laws in force or substantially in force at the reporting date of the period. Deferred tax assets, including those deriving from tax losses, are recognised only if it is believed that taxable income sufficient for their recovery will be generated in the following years.

In 2021, the Parent Company Tinexta S.p.A., in its capacity as fiscal consolidator, initiated the tacit renewal for the 2021-2023 three-year period of the consolidated taxation regime pursuant to Article 117 et seq. of Presidential Decree no. 917/86 (Consolidated Law on Income Taxes - TUIR). The companies already belonging, as consolidated companies, to the scope of consolidation in 2021 are: Co.Mark S.p.A., InfoCert S.p.A., Innolva S.p.A., RE Valuta S.p.A., Sixtema S.p.A., Visura S.p.A., Warrant Hub S.p.A., Warrant Innovation Lab S.r.l., Tinexta Cyber S.p.A., Swascan S.r.l., Comas S.r.l., Innolva Relazioni Investigative S.r.l. and PrivacyLab S.r.l.

Starting from the 2022 tax period, the following additional entities in possession of the legal requirements have been included in the fiscal unit: Corvallis S.r.l., ForValue S.p.A., Queryo Advance S.r.l. and Yoroi S.r.l. Again with effect from the 2022 tax period, the tax consolidation was instead interrupted due to the lack of legal requirements (i.e., uninterrupted ownership of the equity investment) with respect to Innolva S.p.A., Comas S.r.l. and Innolva Relazioni Investigative S.r.l.

The economic and financial relations, as well as the reciprocal responsibilities and obligations, between the Parent Company and the consolidated companies are defined in the corresponding tax consolidation regulations. Accordingly, the Group has reported in these Consolidated Financial Statements the balance sheet items related to current IRES (i.e. Corporate Income) taxes for companies participating in the Tinexta tax consolidation. The recognition of current taxes for IRAP purposes remains unchanged.

8.16 EMPLOYEE BENEFITS

The short-term benefits are represented by salaries, wages, corresponding social security contributions, pay in lieu of vacation and incentives paid as bonuses to be paid in the twelve months from the date of the Financial Statements. These benefits are recognised as items of personnel expenses in the period of employment.

The benefits after the termination of the employment are divided into two categories:

- Defined-contribution plans, in which the company pays fixed contributions to a separate entity (for example a pension fund) without a legal or implicit obligation to pay additional contributions if said entity does not have sufficient assets to pay the benefits corresponding to the service provided during employment at the company. The company recognises the contributions to the plan only when the employees have provided their activity in exchange for those contributions;
- Defined-benefit plans, which include both the severance indemnity due to employees pursuant to Article 2120 of the Italian Civil Code ("TFR"), for the portion accrued until 31 December 2006, and the Supplementary Client Indemnities for agents and representatives, in which the company commits to grant the benefits agreed with the employees in service taking the actuarial and investment risks related to the plan. The cost of this plan is therefore not defined on the basis of the contributions due for the year, but is recalculated on the basis of demographic assumptions, statistics and on the wage trends. The methodology applied is called "projected unit credit method". The value of the liability recognised in the Financial Statements is, therefore, in line with the value resulting from its actuarial measurement, with full and immediate recognition of actuarial profits and losses, in the period in which they arise as other components of the comprehensive income statement, through a special equity reserve ("Employee benefits reserve"). In the calculation of the amount to be recognised in the balance sheet, the current value of the obligation for defined-benefit plans is decreased by the fair value of the assets servicing the plan, calculated using the interest rate adopted to discount the obligation.

For the companies with more than 50 employees, starting from 1 January 2007, the so-called Budget Act of 2007 and the corresponding implementation decrees have made significant changes to the TFR rules, including the option given to the worker to choose the destination of his/her TFR. Specifically, the new TFR flows can be directed by the workers to pension schemes of their choice or else kept in the company. In both cases, from this date the newly accrued portions represent defined-contribution plans not subject to actuarial measurement.
With reference to the classification of the costs related to the TFR contributions, service costs are recognised under "Personnel costs" and interest charges under "Financial charges", while actuarial profits/losses are recognised among the other components of the comprehensive income statement.

8.17 SHARE-BASED PAYMENTS

In the event of transactions with share-based payments settled with equity instruments of the Company, the fair value on the allocation date of the options on shares granted to employees is recognised under personnel costs, with a corresponding increase in Shareholders' Equity in the "Stock Options Reserve" item, throughout the period during which employees obtain the unconditional right to incentives. The amount recognised as cost will be adjusted to reflect the actual number of incentives (options) for which the conditions of permanence in service have accrued achievement of non-market conditions, so the final amount recognised as cost is based on the number of incentives that will

definitively accrue. Similarly, when estimating the fair value of the options granted, all non-vesting conditions must be considered. With reference to the non-vesting conditions, any differences between the assumptions on the allocation date and the actual ones will have no impact on the Financial Statements.
In the event of transactions with share-based payments settled in cash (or shares or other financial instruments not belonging to the Company), the fair value of the amount to be paid to employees is recorded as cost, with a corresponding increase of liabilities for employee benefits throughout the period during which employees will accrue the unconditional right to receive payment. The liability is measured at each year-end date and settlement date on the basis of the fair value of share revaluation rights. Any changes in the fair value of liabilities are recognised in the profit or loss for the year under personnel costs.

8.18 PROVISIONS FOR RISKS AND CHARGES

Provisions to the reserve for risks and charges are recognised when, at the reference date, in the presence of a legal or implicit obligation towards third parties, deriving from a past event, it is likely that meeting the obligation will require an outlay of resources, the amount of which can be reliably estimated.
This amount represents the current value, if the financial effect of time is significant, of the best estimate of the expense needed to extinguish the obligation. The rate used in the calculation of the current value of the liability reflects current market values and includes the additional effects related to the specific risk associated to each liability. The changes in the estimate are reflected in the income statement of the year in which the change takes place.
If the Group is exposed to risks for which the occurrence of a liability is only a possibility, these risks are described in the Notes and no provision is made.

The Provision for Risks and charges includes the Provisions for pensions referring to the supplemental Agents' Leaving Indemnity due, in the cases set forth by the Law, to agents. This liability is estimated based on the actuarial valuation by quantifying future payments, through the projection of the indemnities accrued at the performance evaluation date of the agents until the assumed time of termination of the contractual relationship. Provisions are recognised, by their nature, under Service costs.

Provisions for litigation matters are recognised, by their nature, under Personnel costs.

8.19 REVENUES

The methodological approach followed by the Group in recognising Revenues from contracts with customers (also referred to below as Revenues from sales and services) is broken down into five basic steps (five-step model):
1. Identify the contract with the customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations;
5. Recognise the revenue when the performance obligation is satisfied.

Revenues are measured taking into account the contractual terms and commercial practices generally applied in relations with customers. The transaction price is the amount of the consideration (which may include fixed amounts, variable amounts or both) to which the seller believes it is entitled in exchange for the transfer of control over the promised goods/services. Control refers generically to the ability to decide on the use of the asset (good/service) and to substantially draw all remaining benefits from it. The total consideration of service agreements is broken down between all of the services on the basis of the sale price of the relative services as if they had been sold individually.

Within each contract, the reference element for the recognition of revenues is the individual performance obligation. For each individually identified performance obligation, the Group recognises revenues when (or as) it fulfils the obligation by transferring the promised good/service (or asset) to the customer. The asset is transferred when (or as) the customer acquires control over it.
For performance obligations fulfilled over time, revenues are recognised over time, measuring the progress made towards fulfilling the obligation in full at the end of each year. To measure its progress, the Group uses the input-based method (cost-to-cost method). Revenues are recognised on the basis of the inputs used to fulfil the obligation until that date, with respect to the total inputs assumed that will be used to fulfil the entire obligation. When the inputs are distributed uniformly over time, the Group recognises the corresponding revenues on a straight-line basis. In specific circumstances, when it is not possible to reasonably assess the result of the performance obligation, revenues are recognised only up to the amount of costs incurred.

If the contractual consideration includes a variable amount (e.g., as a result of reductions, discounts, refunds, credits, price concessions, incentives, performance bonuses, penalties, or because the fee itself depends on whether or not an uncertain future event occurs), the amount of the consideration to which the Group is entitled must be estimated. The Group estimates the variable charges consistently for similar cases, using the expected value or the value of the most probable amount; subsequently, it includes the estimated amount of the variable consideration in the transaction price only to the extent that this amount is highly probable.

The Group’s revenues are adjusted for significant financial components, both if it is financed by the customer (advance collection), and if it is financed by the Group (deferred collections). The presence of a significant financial component is identified at the signing of the contract, comparing the expected revenues with the payments to be received. The significant financial component is not recorded if the time between the time of transfer of the good/service and the time of payment is less than 12 months.

The Group breaks down revenues from contracts with customers by business segment, by geographic area, and into the following product/service categories:

Digital Trust products: this category includes product sales (certified e-mail, digital signature, time stamps, e-invoicing, digital preservation, and digital identity) that do not include project elements. Revenue is mostly recognised over time, that is, throughout the duration of the contract or based on the consumption recorded.

Digital Trust solutions: regards the sale of complex dematerialisation solutions to companies, which, as such, include project elements. Revenue is recognised over time, that is, throughout the duration of the contract.

Data distribution platforms, software and electronic services: this category includes the supply of software, management, and infrastructure services and solutions, as well as solutions for access to the electronic process for businesses and professionals. Consulting and training services provided are also included. Revenue is predominantly recognised over time, that is, throughout the duration of the contract or based on the consumption recorded.

Marketing consulting: this category includes the consulting service to support customers' globalisation. Revenue is recognised over time, that is, throughout the duration of the consulting contract.

Innovation consulting: refers to consulting services for businesses that invest in productivity, innovation, research, and development in order to obtain incentives, contributions and subsidised financing. The service includes a fixed component and a variable component calculated on the benefits obtained by the customer. Revenue is recognised at a point in time, upon delivery to the customer of the reporting file.

Other innovation services: refer to other innovation services and consulting, including activities related to European projects, energy, and technology transfer. Revenue is predominantly recognised at a point in time, upon delivery to the customer of the reporting file.

Cybersecurity consultancy: refers to Cybersecurity and IT services. These services are provided either through project activities in which the revenue is recorded over time, or through consumption contracts, in which the revenue is recognised at a point in time, that is, when the service is provided.

8.20 GOVERNMENT GRANTS

Government grants are recognised only if there is reasonable certainty that the Group will comply with the conditions envisaged and that the grants will be received. Operating grants, aimed at integrating revenues or covering certain operating costs, are recognised under Other revenues. Capital grants, for which it is an essential condition that the Group purchases, builds or otherwise acquires fixed assets, are recorded under Deferred income (current and/or non-current in relation to the release period) and charged as income in the income statement under Other revenues with a systematic and rational criterion during the useful life of the asset to which it refers.

8.21 COSTS

The costs related to the purchase of assets are recognised when the risks and benefits of the assets traded are transferred; the service costs received are recognised proportionally when the service is provided.
The Group recognises incremental costs to obtain the sales contract and contract fulfilment costs in accordance with the principles discussed in the section Contract cost assets. Contract costs include the amortisation on a straight-line basis in correspondence with the transfer to the customer of the goods and services to which the asset refers.

8.22 FINANCIAL INCOME AND CHARGES

Interest is recognised on an accrual basis on the basis of the effective interest method, using in other words the interest rate that makes financially equivalent all inflows and outflows (including any premium, discount, commissions etc.) from a transaction.
Interest income is recognised to the extent that it is probable that the economic benefits will flow to the Group and their amount can be reliably measured.
Other financial income and charges also include changes in the fair value of financial instruments other than derivatives.

8.23 EARNINGS PER SHARE

Earnings per share - basic
The basic EPS is calculated by dividing the Net profit attributable to the Group by the weighted average of Ordinary Shares outstanding during the year, excluding Treasury Shares.

Earnings per share - diluted
The diluted EPS is calculated by dividing the Net profit attributable to the Group by the weighted average of Ordinary Shares outstanding during the year, excluding Treasury Shares. For the purposes of the calculation of the diluted EPS, the weighted average of the Shares outstanding is modified assuming that all the rights with a potential diluting effect are exercised, while the Net profit attributable to the Group is adjusted for the effect, net of taxes, of the exercise of said rights.

9. USE OF ESTIMATES

In drafting these Consolidated Financial Statements, in application of the reference accounting standards, the Directors had to formulate assessments, estimates and assumptions which influence the amounts of the assets, liabilities, and costs and revenues recognised in the Financial Statements, as well as the disclosure provided. Therefore, the final results of the items for which said estimates were used could differ from those reported in these Financial Statements, given the uncertainty that characterises the assumptions and the hypotheses on which the estimates are based.
The accounting standards and the financial statement items that involve a greater subjectivity by the Directors in the estimation process are the following:

- Intangible assets with indefinite life: goodwill is assessed on an annual basis, to identify whether there is an impairment that should be recognised in the Income Statement. Specifically, the assessment in question requires the calculation of the recoverable amount of the CGU (Cash-Generating Unit) to which goodwill is allocated. The recoverable amount is calculated by estimating the value in use or the fair value net of disposal costs; if the recoverable amount is less than the carrying amount of the CGU, goodwill is written down. The calculation of the recoverable amount of the CGU requires estimates based on factors that may change over time, with a potentially significant impact on the assessments carried out by Directors. With particular reference to the determination of the value in use with the method of discounting expected future cash flows, it should be noted that this method is characterised by a high degree of complexity and by the use of estimates, which are uncertain and subjective by nature, approximately:

  - the cash flows expected from the CGUs, determined taking into account the general economic performance of the sector to which they belong, the cash flows recorded in the last few years and the forecast growth rates;
  - the financial parameters used to determine the discount rate.

- Allocation of the price paid for the acquisition of control over an entity (purchase price allocation): in terms of business combinations, in exchange for the consideration transferred for the acquisition of control over a company, the identifiable assets acquired and the liabilities assumed are recognised in the Consolidated Financial Statements at current values (fair value) at the acquisition date, through a purchase price allocation process. Generally, the Group determines the fair value of the assets acquired and the liabilities assumed using methods based on the discounting of expected cash flows and on the royalty rates recognised under license agreements. This method is characterised by a high degree of complexity and by the use of estimates, which are by their nature uncertain and subjective, about:
  - the expected cash flows, determined taking into account the economic performance of the acquired companies and the sectors to which they belong, the cash flows recorded in the last few years and the forecast growth rates;
  - the financial parameters used to determine the discount rate;
  - the quantitative and qualitative parameters relating to the royalty rates used.

- Impairment of fixed assets: tangible and intangible assets with finite useful life are assessed to establish whether there was a decrease in value, to be recognised through impairment, if there are indications that it will be difficult to recover their net accounting value through use. To establish the presence of said indications, Directors must make subjective assessments on the basis of information available within the Company and the market, as well as historical experience. Moreover, if it is determined that a potential impairment loss may be generated, this loss is calculated using appropriate measurement techniques. The correct identification of the factors indicating the occurrence of a potential decrease in value, as well as the estimates for the calculation of these depend on factors that may vary over time, affecting the assessments and estimates carried out by the Directors.
- Liabilities for the purchase of minority interests and Liabilities for contingent consideration: they are determined at the present value of the amounts to be paid at the contractually envisaged due dates. The assessment of liabilities entails the use of estimates tied to the prospective results of the entities to which they refer, which depend on factors that may change over time, with a subsequent potentially significant impact on the assessments carried out by the Directors.
- Measurement at fair value: in measuring the fair value of an asset or a liability, the Group makes use of observable market data as far as possible. Fair values are allocated to different hierarchical levels on the basis of the input data used in the valuation techniques.
- Measurement of lease liabilities: the measurement of lease liabilities is affected by the duration of the lease, understood as the non-cancellable lease period to which

these two periods must be added: a) periods covered by a lease extension option if the lessee has the reasonable certainty to exercise this option; and b) periods covered by the option of terminating the lease, if the lessee has the reasonable certainty not to exercise the option. The assessment of the duration of the lease entails the use of estimates based on factors that may change over time, with a potentially significant impact on the assessments carried out by the Directors.

- Valuation of the provision for expected impairment of commercial receivables: the Group uses an allocation matrix based on historical experience to estimate expected losses on receivables. Depending on the type of customer, the Group may use groupings if the historical experience for credit losses is significantly different than the loss models by different customer segments. Estimates and assumptions are periodically reviewed, and the effects of each change are reflected in the income statement for that year.

- Valuation of the defined-benefit plans: actuarial valuation requires the formulation of various assumptions that may differ from actual future developments. The results depend on the technical basis adopted such as, among others, the actualisation rate, the inflation rate, the wage increase rate and the expected turnover. All assumptions are reviewed on an annual basis.

10. MANAGEMENT OF FINANCIAL RISKS

The Group is exposed to financial risks connected with its operations, especially to the following:

- interest rate risks, from the financial exposure of the Group;
- exchange rate risks, from operations in currencies different from the functional currency;
- liquidity risks, related to the availability of financial resources and access to credit markets;
- credit risks, resulting from normal business transactions or liquidity management activities.

The Tinexta Group monitors each financial risk closely, intervening with the objective of minimising them promptly also by making use of hedging derivatives.

Interest rate risk

The Group uses external financial resources in the form of debt and deposits the liquidity in bank deposit accounts. Changes in market interest rates influence the cost and return of the different types of borrowing and depositing and therefore have an impact on the level of the financial charges and income.
Being exposed to interest rate fluctuations with regard to the extent of the financial charges incurred to borrow funds, the Group periodically reviews its exposure to the risk of changes in interest rates and actively manages it also by making use of interest rate derivatives, specifically through Interest Rate Swaps (IRS), Interest Rate Floors (Floors), Interest Rate

Caps (Caps) and Interest Rate Collars (Collars) purely for hedging purposes. Cash mainly consists of variable-rate bank deposits on current accounts with no mandatory duration, and therefore its fair value is equivalent to the value recognised in the Financial Statements. The interest rate benchmark to which the Group is most exposed on indebtedness is the 6-month Euribor. During the 2022 financial year, the rapid increase in inflation, attributable in particular to the increase in commodity prices, produced a significant and rapid increase in interest rates, however, given the hedging transactions in place, the net effect in terms of higher financial charges is limited. Therefore, although in the presence of a further rise in the 6-month Euribor index (forward rates curve) estimated in the immediate future, the interest rate risk appears to be adequately monitored and the debt portfolio structure is considered adequate for the Group's needs.

The Cash Flow Hedge strategy on bank loans as at 31 December 2022:

Bank loans as at 31 December 2022 *Amounts in thousands of Euro*		**Cash flow hedge derivatives Notional values by type as at 31 December 2022**			
	Nominal amount	**IRS**	**Capped Swap**	**Collar**	**Total**
Floating rate loans	165,751	76,988	45,579	23,155	**145,722**
Fixed rate loans	4,181				**0**
	169,932	**76,988**	**45,579**	**23,155**	**145,722**

The hedging rate of floating-rate bank loans is 87.9% (87.1% as at 31 December 2021).

Sensitivity analysis on interest rate risk which shows the effects (net of any related tax effects) on the income statement, on an annual basis, and on the net equity as at 31 December 2022, from the following changes in the Euribor rate: +300 bps, +100 bps, -100 bps limited to bank loans as at 31 December 2022:

Sensitivity analysis of interest rate risk	**Profit (loss) on an annual basis**			**Shareholders' Equity as at 31 December 2022**		
Amounts in thousands of Euro	300 bps increase	100 bps increase	100 bps decrease	300 bps increase	100 bps increase	100 bps decrease
Floating rate bank loans	**-2,076**	**-685**	**728**	**0**	**0**	**0**
Interest rate swap	853	256	-349	2,119	735	-765
Capped Swap	472	161	-155	1,749	603	-611
Collar	227	78	-75	635	217	-216
Financial flow sensitivity (net)	**-523**	**-191**	**148**	**4,502**	**1,556**	**-1,592**

Exchange rate risk

The exposure to the risk of changes in exchange rates derives from the execution of activities in currencies different from the Euro. The Group carries out most of its activity in Italy, and in any case most of the sales or purchases of services with foreign countries are carried out with EU countries and the transactions are settled almost exclusively in Euro; therefore, it is not greatly exposed to the risk of fluctuation of the exchange rates of foreign currencies against the Euro. To be noted is an exposure in PEN (Peruvian Nuevo Sol) referring to the activities carried out by Camerfirma Perù S.A.C. in its national territory, and in BGN (Bulgarian Lev) referring to the activity undertaken by Europroject OOD in its territory. The Group occasionally makes purchases also in foreign currency, mainly USD with particular reference to hosting and cloud computing services. Therefore, considering the very limited exposure to foreign currencies, at the Group level, no exchange rate hedging has been set up.

Credit risk

Financial credit risk results from the inability of a counterparty to fulfil its obligations. As at 31 December 2022, the liquidity of the Group was deposited in bank accounts held at prime credit institutions.

Trade credit risk derives essentially from receivables from customers. To mitigate credit risk from trade counterparties, each Group entity has implemented internal procedures requiring a preliminary assessment of the solvency of the client before accepting a contract, through a scoring analysis. There are also procedures for the recovery and management of trade receivables, which provide for written reminders to be sent in the case of late payments and gradually more targeted actions (letters, phone reminders, legal actions). The Group uses an allocation matrix to calculate the expected losses, based on historical data. Depending on the type of customer, the Group may use groupings if the historical experience for credit losses is significantly different than the loss models by different customer segments.
The table is in Note 23. Trade and Other Receivables provides a breakdown of current trade receivables from customers as at 31 December 2022, grouped by maturity, gross and net of the related bad debts provision.

Liquidity risk

Liquidity risk may take the form of an inability to promptly raise, at market conditions, the financial resources needed for the Group to operate. The two main factors that influence the liquidity of the Group are:

(i) the financial resources generated or absorbed by operating and investing activities;
(ii) the maturity of financial debt.

Liquidity risk is managed through careful control of operating cash flows and use of a cash pooling system between the Group companies. The liquidity requirements of the Group are monitored by the Group treasury function, with the objective of ensuring that financial resources can be effectively and promptly obtained and an adequate investment/return of liquidity.
The management believes that the cash and the credit lines currently available, in addition to those that will be generated by operating and financing activities, will allow the Group to meet its requirements, deriving from investing activities, management of working capital and repayment of loans at their contractual maturity. The extraordinary Shareholders' Meeting held on 27 April 2021 resolved also on the right of the Board of Directors to increase the share capital against payment and indivisibly in one or more tranches, with or without warrants, even excluding pre-emption rights pursuant to art. 2441, paragraphs 4 and 5 of the Italian Civil Code, for a maximum of €100 million including share premium.

In Note 32. Financial liabilities, excluding derivative financial instruments: the financial liabilities recognised in the Financial Statements as at 31 December 2022 are summarised and classified according to contractual maturity.

11. CATEGORIES OF FINANCIAL ASSETS AND LIABILITIES

Reconciliation between financial asset and liability classes as identified in the Statement of Financial Position of the Company and the types of financial assets and liabilities identified on the basis of IFRS 7 requirements:

Amounts in thousands of Euro	*Assets measured at fair value and recognised in the Income Statement*	*Assets/ Liabilities designated at fair value and recognised in the Income Statement*	*Liabilities held for trading measured at fair value and recognised in the Income Statement*	*Fair Value Hedging instruments*	*Assets/Liabilities measured at amortised cost*	*Assets measured at fair value through OCI*	*Investments in instruments representing OCI capital*	***Total***
NON-CURRENT ASSETS	**0**	**0**	**0**	**8,562**	**3,993**	**0**	**0**	**12,555**
Other financial assets, excluding derivative financial instruments	0	0	0	0	1,664	0	0	**1,664**
Derivative financial instruments	0	0	0	8,562	0	0	0	**8,562**
Trade and other receivables	0	0	0	0	2,329	0	0	**2,329**
CURRENT ASSETS	**0**	**2,469**	**0**	**107**	**368,131**	**0**	**0**	**370,707**
Other financial assets, excluding derivative financial instruments	0	2,469	0	0	123,315	0	0	**125,784**
Derivative financial instruments	0	0	0	107	0	0	0	**107**
Trade and other receivables	0	0	0	0	129,538	0	0	**129,538**
Cash and cash equivalents	0	0	0	0	115,278	0	0	**115,278**
NON-CURRENT LIABILITIES	**0**	**73,364**	**0**	**29**	**161,836**	**0**	**0**	**235,228**
Financial liabilities, excluding derivative financial instruments*	0	73,364	0	0	161,836	0	0	**235,200**
Derivative financial instruments	0	0	0	29	0	0	0	**29**
CURRENT LIABILITIES	**0**	**35,752**	**0**	**0**	**150,133**	**0**	**0**	**185,885**
Financial liabilities, excluding derivative financial instruments*	0	35,752	0	0	57,825	0	0	**93,577**
Derivative financial instruments	0	0	0	0	0	0	0	**0**
Trade and other payables	0	0	0	0	92,308	0	0	**92,308**

* This item includes *Liabilities for the purchase of minority interests* and *Liabilities for contingent consideration linked to the acquisitions* (more details are provided in Note *32*). As indicated in Note *8. Measurement criteria Liabilities for the purchase of Minority interests* are recognised at their fair value with changes recorded as a counter-entry of Shareholders' equity, *Liabilities for contingent consideration linked to acquisitions* are recognised at their fair value with changes recorded as counter-entries of the Income Statement.

12. FAIR VALUE HIERARCHY

IFRS 13 establishes a fair value hierarchy which classifies the inputs of the valuation techniques adopted to measure fair value into three levels. The fair value hierarchy assigns the highest priority to (unadjusted) quoted prices in active markets for identical assets or liabilities (Level 1 data) and the lowest priority to unobservable inputs (Level 3 data).

Fair value hierarchy for assets and liabilities of the Group.

Amounts in thousands of Euro	*Fair Value*			
	Level 1	*Level 2*	*Level 3*	***Total***
NON-CURRENT ASSETS	**0**	**8,562**	**0**	**8,562**
Other financial assets, excluding derivative financial instruments	*0*	*0*	*0*	*0*
Derivative financial instruments		8,562		8,562
CURRENT ASSETS	**2,469**	**107**	**0**	**2,576**
Other financial assets, excluding derivative financial instruments	*2,469*	*0*	*0*	*2,469*
Capitalisation policy	2,469		0	2,469
Derivative financial instruments		*107*		*107*
NON-CURRENT LIABILITIES	**0**	**29**	**73,364**	**73,393**

Derivative financial instruments		*29*		**29**
Other financial liabilities, excluding derivative financial instruments	*0*	*0*	*73,364*	*73,364*
Liabilities for PUT options			60,755	60,755
Contingent consideration			12,610	12,610
CURRENT LIABILITIES	**0**	**0**	**35,752**	**35,752**
Other financial liabilities, excluding derivative financial instruments	*0*	*0*	*35,752*	*35,752*
Liabilities for PUT options			33,618	33,618
Contingent consideration			2,134	2,134

13. DISCONTINUED OPERATIONS

On 30 May 2022, Tinexta S.p.A. entered into binding agreements for the sale to CRIF S.p.A. of the Credit Information and Management division, which offers business information and technical-valuation services in the real estate sector, through the sale of Tinexta's stakes in Innolva S.p.A. and ReValuta S.p.A. The transaction values the division at a total enterprise value of €237.5 million. The division[19] generated €75.4 million in revenues in 2021 and €22.0 million in Adjusted EBITDA[20], resulting in an implied valuation of 10.8x EV/2021 adjusted EBITDA, which places the overall transaction in the premium area compared to the valuation ranges achieved by the most recent benchmarks in Italy.

The division to be sold includes Innolva S.p.A. (and its subsidiaries Comas S.r.l. and Innolva Relazioni Investigative S.r.l. and the invested company Creditreform GPA Ticino S.A) - 75% owned by Tinexta and 25% owned by Intesa Sanpaolo - and ReValuta S.p.A. currently 95% owned by Tinexta and 5% owned by Cedacri, which holds a statutory pre-emption right. ForValue - a subsidiary of Innolva - was not sold to CRIF and remained within the Tinexta Group with the aim of continuing the strategic partnership with Intesa Sanpaolo. The equity investment in Wisee S.r.l. Società Benefit was also not sold. .

Following the agreements of 30 May 2022, on 3 August 2022 Tinexta S.p.A. finalised the transfer to CRIF S.p.A. of 75% of the share capital of Innolva S.p.A. for a consideration of €170.1 million, paid in part in cash and in part by offsetting receivables. The total equity value of €226.8 million was determined on the basis of an Enterprise value for Innolva S.p.A. of €187.5 million, adjusted for the net financial position at the closing of €39.3 million. The sale of the equity investment held in Innolva was finalised upon fulfilment of all the conditions precedent set forth in the related binding agreement, including the sale to CRIF S.p.A. by Intesa Sanpaolo S.p.A. of the remaining 25% share capital of Innolva S.p.A. and the transfer of the whole share capital of Forvalue S.p.A. from Innolva S.p.A. to Warrant Hub S.p.A. and the transfer of the equity investment Wisee S.r.l. Società Benefit (excluded from the scope of sale) to Tinexta S.p.A.

Following the agreements signed on 30 May 2022, on 7 March 2023 Tinexta S.p.A. finalised the transfer to CRIF S.p.A. of 95% of the share capital of ReValuta S.p.A. for a consideration

[19] Excluding Forvalue S.p.A. not included in the transaction scope (Revenues: €3.8 million, Adjusted EBITDA: €0.7 million).
[20] EBITDA: is calculated as "Net profit (loss) from continuing operations" before "Taxes", "Net financial income (charges)", "Share of profit of equity-accounted investments", "Amortisation and depreciation", "Provisions" and "Impairment", or as "Revenues" net of "Costs of raw materials", "Service costs", "Personnel costs", "Contract costs" and "Other operating costs". *Adjusted* EBITDA: is calculated as EBITDA before the cost relatingto the Stock Option Plans and medium-term incentive plan reserved for the Group's key manager (both recognised under "Personnel costs") and before the non-recurring components.

of €48.2 million. The equity value has been determined on the basis of an enterprise value for ReValuta of €46.0 million, adjusted for estimated net debt at closing. Parties have agreed a revision of the enterprise value of €4.0 million to account for the deterioration in macroeconomic conditions, occurred and progressively consolidated following the conclusion of original agreements.

As already stated in Note 3. Presentation criteria and in consideration of the binding agreements described above, at 30 June 2022, the contribution to the consolidated values of the Credit Information & Management division, which includes the companies consolidated on a line-by-line basis: Innolva S.p.A., RE Valuta S.p.A., Comas S.r.l. and Innolva Relazioni Investigative S.r.l., and the company consolidated using the equity method Creditreform GPA Ticino S.A. is presented as Discontinued Operations pursuant to IFRS 5.

The balance sheet values of the Credit Information & Management division as at 31 December 2022, which include the balance sheet values of only RE Valuta S.p.A. since sale of the Innolva Group was concluded, are reported in the items "Assets held for sale" and "Liabilities directly related to assets held for sale", while the division's income statement values for both 2022 and the comparative period are reclassified to "Profit (loss) from discontinued operations".

With regard to the presentation of intra-group transactions between Continuing and Discontinued Operations, the following approach was adopted:

- the income statement items relating to Continuing Operations were reported without taking into account the derecognition of intercompany transactions with the Credit Information & Management division. Profit (loss) from discontinued operations also includes the effect of consolidation derecognitions of intercompany transactions with the Credit Information & Management division. The services charged-back by the Parent Company Tinexta S.p.A. as part of the management holding company activities were instead derecognised within the Continuing Operations.
- the individual financial situation statement items relating to continuing operations and discontinued operations are both shown net of the derecognitions relating to intercompany transactions with the Credit Information & Management division.

Contribution of the Credit Information & Management division (Discontinued operations) to the net profit (loss) for 2022 compared to 2021, after derecognising intercompany transactions:

	Twelve-month period closed as at 31 December	
Amounts in thousands of Euro	**2022**	**2021**
Revenues	**47,493**	**73,808**
Operating costs	**40,680**	**63,173**
OPERATING PROFIT	**6,813**	**10,635**
Financial income	131	33
Financial charges	350	217
Net financial income (charges)	**-219**	**-184**
Share of profit of equity-accounted investments, net of tax	-29	-28

PROFIT BEFORE TAX	**6,565**	**10,423**
Income taxes	1,893	459
PROFIT FROM DISCONTINUED OPERATIONS (A)	**4,673**	**9,964**
Capital gains on sale of the Innolva Group	41,821	0
Tax effect of capital gains	699	0
NET GAINS FROM SALE OF INNOLVA (B)	**41,123**	**0**
ACCESSORY CHARGES FOR SALE OF REVALUTA (C)	**-269**	**0**
PROFIT (LOSS) FROM DISCONTINUED OPERATIONS (A+B+C)	**45,527**	**9,964**

In 2022, **Profit from Discontinued Operations** amounted to €4,673 thousand, and benefited, compared to 2021, from amortisation and depreciation on property, plant and equipment and intangible assets recognised until 31 May, the date from which the different presentation of the Credit Information & Management division's contribution begins. The decrease in Profit from discontinued operations was affected by:

- Deconsolidation of the Innolva Group as at 31 July 2022 with respect to the twelve months of the comparative period;
- Net non-recurring income recognised in the first nine months of 2021 amounting to €2,337 thousand, of which €2,307 thousand for realignment and release of statutory/tax value differentials.

The **Net capital gain from the sale of the Innolva Group** amounted to €41,123 thousand.

Costs for the sale of the equity investment in RE Valuta for €269 thousand were recognised during the year.

Balance sheet values of RE Valuta S.p.A., recorded at the lower of carrying value and sales value, less related costs, reclassified to discontinued operations as at 31 December 2022:

Amounts in thousands of Euro	**31/12/2022**
Property, plant and equipment	147
Intangible assets and goodwill	5,745
Non-current financial assets	4
Current and deferred tax assets	27
Current trade and other receivables	3,120
Current contract assets	197
Cash and cash equivalents	1,612
Assets held for sale	**10,853**
Non-current employee benefits	555
Non-current financial liabilities	51
Current financial liabilities	44
Current trade and other payables	3,819
Current contract liabilities	575
Liabilities held for sale	**5,044**

Summary cash flows from discontinued operations in 2022 compared with 2021:

	twelve-month period closed as at 31 December	
Amounts in thousands of Euro	**2022**	**2021**
Net cash flow from operating activities of discontinued operations	12,304	13,910
Net cash flow from investment activities of discontinued operations	123,358	-7,210
Net cash flow from financing activities of discontinued operations	-7,132	-1,989
Net cash flow from discontinued operations	**128,529**	**4,711**

The **Net cash flow from investment activities** includes the flow deriving from the disposal of the Innolva Group amounting to €126,855 thousand, including the collection of the net sale of the deconsolidated liquidity and the direct costs of sale.

14. BUSINESS COMBINATIONS

BUSINESS COMBINATIONS FOR WHICH ACCOUNTING RECOGNITION HAS BEEN COMPLETED

Acquisition of Forvalue S.p.A.

On 21 July 2021, the Tinexta Group completed the closing of the transaction, which involved the contribution by Intesa Sanpaolo of the 100% stake of Intesa Sanpaolo Forvalue S.p.A. in Innolva S.p.A. – a subsidiary of Tinexta as at the Forvalue date of acquisition – and the simultaneous subscription of newly issued shares of Innolva, resulting from a reserved capital increase. The amount of the contribution was set at €55 million. The transaction aims to establish a single, integrated domestic hub for higher value-added services for SMEs. This is a strategic partnership that strengthens the Tinexta Group's mission to support Italian SMEs in their growth: through Forvalue's widespread network, which boasts a unique, distinctive and top quality positioning, Italian companies will have access to a wide and qualified platform of products and services to support their business. On 1 August 2022, in line with the agreements relating to the sale of the Credit Information & Management division dated 30 May 2022, Innolva S.p.A. sold its 100% stake in Forvalue S.p.A. to Warrant Hub S.p.A. As the transaction is identifiable as "under common control", it did not produce accounting effects in the Tinexta Consolidated Financial Statements.

Forvalue S.p.A. has been consolidated on a line-by-line basis since 1 July 2021.

The following table summarises the fair value at the acquisition date of the main components of the consideration transferred:

Amounts in thousands of Euro	
Fair value Forvalue S.p.A transferred to Innolva S.p.A.	55,000
Total consideration transferred	**55,000**

The fair value of acquired assets and contingent liabilities was determined according to IFRS 3. The excess of the acquisition price over the fair value of net assets acquired was recognised as goodwill. The following is a summary of the amounts recognised with reference to the assets acquired and liabilities assumed at the acquisition date:

Amounts in thousands of Euro	***Book values***	***Fair value adjustments***	***Fair Value***
Intangible assets		14,500	14,500
Current and deferred tax assets	37		37
Trade and other receivables	823		823
Contract assets	295		295
Cash and cash equivalents	3,280		3,280
Total assets acquired	**4,435**	**14,500**	**18,935**
Provisions	46		46
Current financial liabilities	1,950		1,950
Trade and other payables	786		786
Contract liabilities	699		699
Current and deferred tax liabilities	240	4,046	4,286
Total liabilities assumed	**3,721**	**4,046**	**7,767**
Net assets acquired	**714**	**10,455**	**11,168**

The recognition at fair value of the acquisition of Forvalue's assets and liabilities resulted in the recognition of an intangible asset for customer lists for an amount of €14,500 thousand, before taxes, which, according to the customer turnover rate, it is deemed may deplete its future useful life in a period of 11 years from the acquisition date.

Goodwill arising from the acquisition was recognised as shown in the following table:

Amounts in thousands of Euro	
Total consideration transferred	*55,000*
Net assets acquired	*11,168*
Goodwill	***43,832***

Goodwill arising from the acquisition was allocated to the CGUs that at the acquisition date were expected to benefit from the synergies of the combination. Of the total €43,832 thousand: €16,785 thousand were allocated to the Forvalue, €17,814 thousand were allocated to the Warrant Hub CGU, €6,188 thousand were allocated to the Innolva CGU, €3,045 thousand were allocated to the Co.Mark CGU. Following the sale of Innolva, the Forvalue goodwill, allocated to it, was disposed of and included in the determination of the capital gain of the sale.

As established by IFRS 3, the values reported above, determined definitively, were reflected retrospectively at 31 December 2021, with the subsequent amendment and integration of the equity values included in the Consolidated Financial Statements for the year ended 31 December 2021.

Acquisition of Financial Consulting Lab S.r.l. and Financial CLab S.r.l.

On 14 October 2021, through the subsidiary Warrant Hub S.p.A., the closing was signed for the acquisition of 100% of Financial Consulting Lab S.r.l. and Financial CLab S.r.l. for a total value of €5,241 thousand. Both companies are based in Brescia. Financial Consulting Lab S.r.l. has a proven and consolidated expertise in the management of Chambers of Commerce and regional calls for tenders for small-sized businesses in the area of Special

Subsidised Finance, while Financial CLab specialises in offering innovative digital tools for businesses that want to access public funds autonomously and independently.

An advance payment on the acquisition price equal to €3,669 thousand (corresponding to 70% of the total price) was made on the closing date. The residual 30% of the total price (equal to €1,572 thousand) was paid 50% by 31 December 2022 and the remaining 50% will be paid by 31 December 2024. Interest conventionally agreed on the residual consideration accrues at an annual rate of 0.50%. The accessory charges to the acquisition amounted to €100 thousand and were fully recognised in 2021.

The two companies have been consolidated on a line-by-line basis since 1 October 2021. On 23 June 2022, the Deed of Merger by incorporation of Financial Consulting LAB S.r.l. and Financial CLAB S.r.l. into Warrant Hub S.p.A. was signed. The legal effects of the merger start from 30 June 2022, the accounting and tax effects are retroactive to 1 January 2022. The purpose of the merger is to achieve greater efficiency in terms of market placement and management integration, as well as to centralise the coordination of operations and, at the same time, optimise the structure for the benefit of long-term investments in profitable areas.

The following table summarises the fair value at the acquisition date of the main components of the consideration transferred:

Amounts in thousands of Euro	
Cash and cash equivalents paid	3,669
Price deferment	1,572
Total consideration transferred	**5,241**

The fair value of acquired assets and contingent liabilities was determined according to IFRS 3. The excess of the acquisition price over the fair value of net assets acquired was recognised as goodwill. The following is a summary of the amounts recognised with reference to the assets acquired and liabilities assumed at the acquisition date:

Amounts in thousands of Euro	**Financial Consulting Lab book values**	**Financial Clab book values**	**Book Value Sum**	**Fair value adjustments**	**Fair value**
Property, plant and equipment	292		292		292
Intangible assets	1		1	3,409	3,410
Equity investments	13		13		13
Current and deferred tax assets	2		2		2
Trade and other receivables	349	0	349		349
Cash and cash equivalents	943	8	951		951
Total assets acquired	**1,599**	**8**	**1,608**	**3,409**	**5,017**
Employee benefits	74	3	77		77
Non-current financial liabilities	230		230		230
Current financial liabilities	43		43		43
Trade and other payables	261	13	274		274
Current and deferred tax liabilities	131	0	131	951	1,082
Total liabilities assumed	**740**	**16**	**756**	**951**	**1,707**
Net assets acquired	**860**	**-8**	**852**	**2,458**	**3,310**

The recognition at fair value of the acquisition of Financial Consulting Lab's assets and liabilities resulted in the recognition of an intangible asset for customer lists for an amount of €3,409 thousand, before taxes, which, according to the customer turnover rate, it is deemed may deplete its future useful life in a period of 10 years from the acquisition date.

Goodwill arising from the acquisition was recognised as shown in the following table and allocated to the Warrant Hub CGU:

Amounts in thousands of Euro	
Total consideration transferred	5,241
Net assets acquired	3,310
Goodwill	**1,932**

As established by IFRS 3, the values reported above, determined definitively, were reflected retrospectively at 31 December 2021, with the subsequent amendment and integration of the equity values included in the Consolidated Financial Statements for the year ended 31 December 2021.

Acquisition of CertEurope S.A.

On 3 November 2021, Tinexta S.p.A., through its subsidiary InfoCert S.p.A., completed the acquisition of 60% of the share capital of CertEurope S.A.S. CertEurope, based in Paris, is one of the three largest Certification Authorities in France with a very well-known brand and a market share of around 40% in the eIDAS certificate sector. The company has the authorisations and accreditations necessary to issue all types of certificates required by the French market, in compliance with the technical requirements established by the French Agency for the Security of Information Systems (ANSSI). Through the acquisition, Tinexta is entering the French market, the second largest in the European Community, and InfoCert, the largest Certification Authority in Europe, will be able to sell its solutions on the territory. CertEurope's well-established business relationships with a number of important trade associations (attorneys, inter alia) and with large national retailers (resellers of digital services) represent a potentially significant accelerator for the penetration of InfoCert solutions into the French market.
The agreement provided for the purchase of 60% of the share capital of CertEurope for a total consideration of €47,327 thousand [21], which includes expected contingent considerations of €5,091 thousand based on the performance of the results for 2021 and 2022. Accessory charges to the acquisition amounted to €958 thousand, of which €38 thousand were recognised in the year 2022.

On the remaining 40% held by the selling shareholders, Put&Call option rights are provided that can be exercised after approval of the 2022 financial statements, at a price calculated on the basis of a multiple of CertEurope S.A.S.'s 2022 EBITDA (contractually defined), taking into account the NFP (contractually defined), estimated on the acquisition date at €35,479 thousand.

[21] The price paid at the closing of €42,381 thousand was adjusted by €31 thousand based on the final net financial position at the closing date.

The company was consolidated on a line-by-line basis from 1 November 2021, and contributed €15,371 thousand to Tinexta Group's 2022 revenues and €4,122 thousand to consolidated net profit.

The following table summarises the fair value at the acquisition date of the main components of the consideration transferred:

Amounts in thousands of Euro	
Cash and cash equivalents paid for 60%	42,381
Contingent consideration on 60% Earn-Out 1	3,491
Contingent consideration on 60% Earn-Out 2*	1,455
Fair value of Put&Call options on 40%*	32,276
Total consideration transferred	**79,603**

The fair value of acquired assets and contingent liabilities was determined according to IFRS 3. The excess of the acquisition price over the fair value of net assets acquired was recognised as goodwill. The following is a summary of the amounts recognised with reference to the assets acquired and liabilities assumed at the acquisition date:

Amounts in thousands of Euro	**Book values**	**Fair value adjustments**	***Fair Value***
Property, plant and equipment	688		688
Intangible assets	17	27,654	27,671
Equity investments	0		0
Non-current financial assets	1		1
Current and deferred tax assets	798		798
Inventories	285		285
Trade and other receivables	6,465		6,465
Contract assets	1,613		1,613
Current financial assets	2,756		2,756
Cash and cash equivalents	217		217
Total assets acquired	**12,840**	**27,654**	**40,494**
Provisions	25		25
Employee benefits	281		281
Non-current financial liabilities	409		409
Current financial liabilities	259		259
Trade and other payables	1,777		1,777
Contract liabilities	5,217		5,217
Current and deferred tax liabilities	55	6,914	6,968
Total liabilities assumed	**8,024**	**6,914**	**14,937**
Net assets acquired	**4,816**	**20,741**	**25,557**

The recognition at fair value of the acquisition of CertEurope's assets and liabilities resulted in the recognition of an intangible asset for customer lists for an amount of €27,654 thousand, before taxes, which, according to the customer turnover rate, it is deemed may deplete its future useful life in a period of 8 years from the acquisition date.

Goodwill arising from the acquisition was recognised as shown in the following table:

Amounts in thousands of Euro	
Total consideration transferred	79,603
Net assets acquired	25,557
Goodwill	**54,046**

As established by IFRS 3, the values reported above, determined definitively, were reflected retrospectively at 31 December 2021, with the subsequent amendment and integration of the equity values included in the Consolidated Financial Statements for the year ended 31 December 2021.

Acquisition of Evalue Innovación SL.

On 18 January 2022, the Tinexta Group acquired a majority stake in the Spanish company Evalue Innovación SL ("Evalue"), through the company Warrant Hub S.p.A. Evalue has a widespread presence throughout Spain with offices in Valencia, Madrid, Barcelona, Seville and Murcia. The company offers support services for obtaining tax incentives for R&D and technological innovation projects and national and European subsidised finance services. The agreement marks a new stage in Tinexta's internationalisation process, in line with the announced strategic lines. Furthermore, the new acquisition strengthens the European vocation of Warrant Hub, already present in Belgium, France and Bulgaria, allowing it to exploit both commercial development potential – especially as regards opportunities linked to European finance – and industrial, starting a virtuous exchange of know-how and best practices.

The agreement provided for the purchase of 70% of Evalue's share capital for a total consideration of €20,405 thousand. Accessory charges to the acquisition amounted to €1,052 thousand, of which €879 thousand were recognised in the year 2022.

On the remaining 30% held by the selling shareholders, Put&Call option rights are provided that can be exercised after the approval of the 2023 financial statements on 15% and after the approval of the 2025 financial statements, at a price calculated on the basis of a multiple on Evalue's average EBITDA (contractually defined) for the years 2022 and 2023 and for the years 2024 and 2025, respectively, taking into account Evalue's Net Financial Position (contractually defined), estimated at the date of the acquisition at €16,345 thousand.

The Company has therefore been consolidated on a line-by-line basis as of 1 January 2022 and has contributed €11,099 thousand to Tinexta Group's 2022 revenues and €4,462 thousand to consolidated net profit.

The following table summarises the fair value at the acquisition date of the main components of the consideration transferred:

Amounts in thousands of Euro	
Cash and cash equivalents paid for 70%	20,405
Fair value of Put&Call options on 30%*	13,030
Total consideration transferred	**33,435**

The fair value of acquired assets and contingent liabilities was determined according to IFRS 3. The excess of the acquisition price over the fair value of net assets acquired was recognised as goodwill. The following is a summary of the amounts recognised with reference to the assets acquired and liabilities assumed at the acquisition date:

Amounts in thousands of Euro	**Book values**	**Fair value adjustments**	***Fair Value***
Property, plant and equipment	487		487
Intangible assets	4	15,405	15,409
Non-current financial assets	29		29
Trade and other receivables	3,213		3,213
Contract cost assets	485		485
Cash and cash equivalents	299		299
Total assets acquired	**4,517**	**15,405**	**19,922**
Provisions	53		53
Non-current financial liabilities	259		259
Current financial liabilities	528		528
Trade and other payables	910		910
Contract liabilities	1		1
Current and deferred tax liabilities	692	3,851	4,543
Total liabilities assumed	**2,443**	**3,851**	**6,294**
Net assets acquired	**2,074**	**11,554**	**13,628**

The recognition at fair value of the acquisition of Evalue Innovacion SL's assets and liabilities resulted in the recognition of an intangible asset for customer lists for an amount of €15,405 thousand, before taxes, which, according to the customer turnover rate, it is deemed may deplete its future useful life in a period of 6 years from the acquisition date.

Goodwill arising from the acquisition was recognised as shown in the following table:

Amounts in thousands of Euro	
Total consideration transferred	33,435
Net assets acquired	13,628
Goodwill	**19,808**

The net cash flow, at the acquisition date, deriving from consolidation of the company is shown below:

Amounts in thousands of Euro	
Cash and cash equivalents paid for 60%	-20,405
Cash and cash equivalents acquired at closing	299
Net cash flow deriving from consolidation	**-20,106**

Acquisition of Enhancers S.p.A.

On 16 March 2022, Tinexta S.p.A. concluded the acquisition of Enhancers S.p.A. (Enhancers) through its subsidiary Warrant Hub S.p.A. The transaction shows a high degree of complementarity between Warrant Hub's Digital Manufacturing offering and Enhancers' expertise. In fact, the Warrant Innovation Lab structure, which currently operates in consultancy and project management activities in projects for the optimisation of digitisation processes, will be able to integrate its offer downstream with the development and implementation of the technological component. Enhancers, with offices in Turin and Bologna, combines design and planning activities, aimed at improving the user experience, with the creation of digital products and, in particular, the development of "task-oriented" digital systems (Digital Product Suite) and services aimed at manufacturing companies on products in the Internet of Things (IoT) and Human Machine Interface (HMI) fields.

The transaction provides for the acquisition of 100% of the shares of Enhancers against a consideration of €16,407 thousand paid at closing, and the payment of an Earn Out calculated on the basis of 2024 results, estimated at the date of acquisition at €9,778 thousand. The accessory charges to the acquisition amount to €130 thousand.

The Company has been consolidated on a line-by-line basis since 1 April 2022 and contributed to Tinexta Group's the 2022 revenues for €3,996 thousand, and to the consolidated net profit for €830 thousand.

The following table summarises the fair value at the acquisition date of the main components of the consideration transferred:

Cash and cash equivalents paid	16,407
Contingent consideration	7,729
Total consideration transferred	**24,136**

The fair value of acquired assets and contingent liabilities was determined according to IFRS 3. The excess of the acquisition price over the fair value of net assets acquired was recognised as goodwill. The following is a summary of the amounts recognised with reference to the assets acquired and liabilities assumed at the acquisition date:

Amounts in thousands of Euro	**Book values**	**Fair value adjustments**	***Fair Value***
Property, plant and equipment	225		225
Intangible assets	34	4,338	4,372
Non-current financial assets	14		14
Trade and other receivables	1,118		1,118
Contract assets	70		70
Current and deferred tax assets	1		1
Cash and cash equivalents	3,019		3,019
Total assets acquired	**4,480**	**4,338**	**8,818**
Employee benefits	99		99
Non-current financial liabilities	139		139
Current financial liabilities	58		58
Trade and other payables	896		896
Contract liabilities	17		17
Current and deferred tax liabilities	426	1,210	1,636
Total liabilities assumed	**1,634**	**1,210**	**2,844**
Net assets acquired	**2,846**	**3,128**	**5,974**

The recognition at fair value of the acquisition of Enhancers S.p.A.'s assets and liabilities resulted in the recognition of an intangible asset for customer lists for an amount of €4,338 thousand, before taxes, which, according to the customer turnover rate, it is deemed may deplete its future useful life in a period of 6 years from the acquisition date.

Goodwill arising from the acquisition was recognised as shown in the following table:

Amounts in thousands of Euro	
Total consideration transferred	24,136
Net assets acquired	5,974
Goodwill	**18,162**

The net cash flow, at the acquisition date, deriving from consolidation of the company is shown below:

Amounts in thousands of Euro	
Cash and cash equivalents paid	-16,407
Cash and cash equivalents acquired at closing	3,019
Net cash flow deriving from consolidation	**-13,388**

Acquisition of Sferabit S.r.l.

On 19 May 2022, through the subsidiary Visura S.p.A., the closing of Sferabit S.r.l. was signed. The company is based in Turin and has a proven and consolidated experience in providing management software for Professional Associations. The transaction will allow Visura, on the one hand, to acquire an important market share linked to the forensic field by consolidating its leadership in the Italian Bar sector and, on the other hand, to acquire the technological know-how of the Sfera solution and use the best practices also for the management software offered in other Professional Associations thanks to the product complementarity between the modules of the Sfera solution and the Visura solution.

The transaction provided for the acquisition of 100% of the shares of Sferabit for a consideration of €2,778 thousand paid at closing and a non-interest-bearing price deferral of €700 thousand to be paid in three annual tranches. An Earn Out payment calculated on the basis of the 2023 results is estimated at the date of acquisition at €500 thousand. The accessory charges to the acquisition amount to €81 thousand.

The Company has been consolidated on a line-by-line basis since 1 May 2022 and contributed €604 thousand to Tinexta Group's 2022 revenues and €172 thousand to the consolidated net profit.

The following table summarises the fair value at the acquisition date of the main components of the consideration transferred:

Amounts in thousands of Euro	
Cash and cash equivalents paid	2,778
Price deferment	665
Contingent consideration	425
Total consideration transferred	**3,868**

The fair value of acquired assets and contingent liabilities was determined according to IFRS 3. The excess of the acquisition price over the fair value of net assets acquired was recognised as goodwill. The following is a summary of the amounts recognised with reference to the assets acquired and liabilities assumed at the acquisition date:

Amounts in thousands of Euro	**Book values**	**Fair value adjustments**	***Fair Value***
Property, plant and equipment	32		32
Intangible assets	0	1,040	1,040
Non-current financial assets	1		1
Trade and other receivables	76		76
Contract assets	30		30
Current and deferred tax assets	5		5
Cash and cash equivalents	846		846
Total assets acquired	**990**	**1,040**	**2,030**
Provisions and employee benefits	5		5
Non-current financial liabilities	24		24
Current financial liabilities	5		5
Trade and other payables	65		65
Contract liabilities	429		429
Current and deferred tax liabilities	147	290	437
Total liabilities assumed	**676**	**290**	**966**
Net assets acquired	**314**	**750**	**1,064**

The recognition at fair value of the acquisition of Sferabit S.r.l.'s assets and liabilities resulted in the recognition of an intangible asset for customer lists for an amount of €1,040 thousand, before taxes, which, according to the customer turnover rate, it is deemed may deplete its future useful life in a period of 5 years from the acquisition date.

Goodwill arising from the acquisition was recognised as shown in the following table:

Amounts in thousands of Euro	
Total consideration transferred	3,868
Net assets acquired	1,064
Goodwill	**2,804**

The net cash flow, at the acquisition date, deriving from consolidation of the company is shown below:

Amounts in thousands of Euro	
Cash and cash equivalents paid	-2,778
Cash and cash equivalents acquired at closing	846
Net cash flow deriving from consolidation	**-1,932**

Acquisition of Plannet S.r.l.

On 5 July 2022, through the subsidiary Warrant Hub S.p.A., Tinexta S.p.A. signed the closing of the acquisition of Plannet S.r.l. was signed. The company based in Reggio Emilia and operating for twenty years, offers consultancy on process innovation and digitisation and operate through proprietary software products. Following the recent acquisition of Enhancers, aimed at strengthening the combination of design and engineering activities, with the Warrant Hub operation it has completed its offering range of services in the Digital

Manufacturing area with Plannet's specialised skills aimed at optimising supply chain control and planning processes.

The transaction provides for the acquisition of 100% of the shares of Plannet against a consideration of €6,274 thousand, and the payment of an Earn Out calculated on the basis of 2024 results, currently estimated at €4,380 thousand. The accessory charges to the acquisition amount to €108 thousand.

The Company has been consolidated on a line-by-line basis since 1 April 2022 and contributed to Tinexta Group's the 2022 revenues for €2,776 thousand, and to the consolidated net profit for €715 thousand.

The following table summarises the fair value at the acquisition date of the main components of the consideration transferred:

Cash and cash equivalents paid	6,274
Contingent consideration	3,529
Total consideration transferred	**9,802**

The fair value of acquired assets and contingent liabilities was determined according to IFRS 3. The excess of the acquisition price over the fair value of net assets acquired was recognised as goodwill. The following is a summary of the amounts recognised with reference to the assets acquired and liabilities assumed at the acquisition date:

Amounts in thousands of Euro	**Book values**	**Fair value adjustments**	***Fair Value***
Property, plant and equipment	399		399
Intangible assets	298	4,963	5,261
Contract assets	72		72
Trade and other receivables	1,131		1,131
Current and deferred tax assets	32		32
Cash and cash equivalents	1,598		1,598
Total assets acquired	**3,529**	**4,963**	**8,492**
Employee benefits	572		572
Non-current financial liabilities	268		268
Contract liabilities	183		183
Current financial liabilities	71		71
Trade and other payables	1,549		1,549
Contract liabilities	461		461
Current and deferred tax liabilities	8	1,385	1,393
Total liabilities assumed	**3,112**	**1,385**	**4,496**
Net assets acquired	**418**	**3,578**	**3,996**

The recognition at fair value of the acquired assets and liabilities of Plannet entailed the recognition of:

- an intangible asset for customer lists for an amount of €4,324 thousand, before taxes, which, according to the customer turnover rate, it is deemed may deplete its future useful life in a period of 15 years from the acquisition date;

- a higher value of €348 thousand of the proprietary software platform “Compass”, which is believed to be exhausted in the future over a period of 5 years from the date of acquisition;
- an intangible asset for backlog orders for an amount of €291 thousand, before taxes, which, based on the term of the contracts, is deemed may deplete its future useful life in a period of 4.5 years from the acquisition date;

Goodwill arising from the acquisition was recognised as shown in the following table:

Amounts in thousands of Euro	
Total consideration transferred	9,802
Net assets acquired	3,996
Goodwill	**5,806**

The net cash flow, at the acquisition date, deriving from consolidation of the company is shown below:

Amounts in thousands of Euro	
Cash and cash equivalents paid	-6,274
Cash and cash equivalents acquired at closing	1,598
Net cash flow deriving from consolidation	**-4,676**

Acquisition of LAN&WAN Solutions S.r.l.

On 5 July 2022, through the subsidiary Corvallis S.r.l., Tinexta S.p.A. signed the closing of LAN&WAN Solutions S.r.l. The company is based in the province of Padua and has proven and consolidated experience in the provision of technological solutions and professional services (system integrators), mainly intended for manufacturing companies for the management and safety of company networks, with interesting propositions on Network Security and ITSecurity. The transaction provided for the acquisition of 100% of the shares of LAN&WAN S.r.l. for a consideration paid at the closing of €1.0 million and a price deferment of €0.3 million to be paid by 31 December 2025. An Earn Out payment calculated on the basis of the 2024 results of Polo Cyber is anticipated, currently estimated at €0.1 million.

The transaction envisaged the acquisition of 100% of the shares of LAN & WAN against a consideration of €1,013 thousand paid at closing, a non-interest-bearing price extension of €338 thousand to be paid in a lump sum as at 31 December 2025 and the payment of an Earn-Out calculated on the basis of the 2024 results estimated at the acquisition date of €101 thousand. The accessory charges to the acquisition amount to €127 thousand.

The Company has been consolidated on a line-by-line basis since 1 July 2022 and contributed €1,866 thousand to Tinexta Group's 2022 revenues and reported a €44 thousand net loss in the six-month period.

The following table summarises the fair value at the acquisition date of the main components of the consideration transferred:

Amounts in thousands of Euro	
Cash and cash equivalents paid	1,013
Price deferment	296
Contingent consideration	80
Total consideration transferred	**1,389**

The fair value of acquired assets and contingent liabilities was determined according to IFRS 3. The excess of the acquisition price over the fair value of net assets acquired was recognised as goodwill. The following is a summary of the amounts recognised with reference to the assets acquired and liabilities assumed at the acquisition date:

Amounts in thousands of Euro	**Book values**	**Fair value adjustments**	***Fair Value***
Property, plant and equipment	89		89
Intangible assets	319	462	781
Equity investments	1		1
Non-current financial assets	10		10
Inventories	235		235
Trade and other receivables	752		752
Other financial assets	1		1
Contract assets	10		10
Current and deferred tax assets	194		194
Cash and cash equivalents	405		405
Total assets acquired	**2,015**	**462**	**2,477**
Provisions and employee benefits	285		285
Non-current financial liabilities	416		416
Current financial liabilities	152		152
Trade and other payables	650		650
Deferred tax liabilities	5		5
Contract liabilities	256		256
Current and deferred tax liabilities	0	129	129
Total liabilities assumed	**1,764**	**129**	**1,893**
Net assets acquired	**251**	**333**	**584**

The recognition at fair value of the acquisition of LAN&WAN Solutions' assets and liabilities resulted in the recognition of an intangible asset for customer lists for an amount of €462 thousand, before taxes, which, according to the customer turnover rate, it is deemed may deplete its future useful life in a period of 10 years from the acquisition date.

Goodwill arising from the acquisition was recognised as shown in the following table:

Amounts in thousands of Euro	
Total consideration transferred	1,389
Net assets acquired	584
Goodwill	**805**

The net cash flow, at the acquisition date, deriving from consolidation of the company is shown below:

Amounts in thousands of Euro	
Cash and cash equivalents paid	-1,013
Cash and cash equivalents acquired at closing	405
Net cash flow deriving from consolidation	**-608**

Acquisition of the Teknesi S.r.l. business unit

On 28 July 2022 the closing relating to the purchase of the business unit of the Company Teknesi S.r.l., provider of technological solutions and professional services to businesses for the management of risks/vulnerabilities, Disaster & Recovery and Business Continuity, with operational headquarters in Bologna, was signed by Tinexta S.p.A. through the subsidiary Corvallis S.r.l.

The transaction envisaged the acquisition of the aforementioned business unit for a consideration of €703 thousand paid at closing, a non-interest-bearing price deferment of €1,055 thousand to be paid in two tranches (€352 thousand on 15 April 2023 and €704 thousand on 15 April 2024) and the payment of an Earn-Out calculated on the basis of the 2024 results estimated at the acquisition date of €122 thousand.

The following table summarises the fair value at the acquisition date of the main components of the consideration transferred:

Amounts in thousands of Euro	
Cash and cash equivalents paid	704
Price deferment	1,020
Contingent consideration	98
Total consideration transferred	**1,821**

The fair value of acquired assets and contingent liabilities was determined according to IFRS 3. The excess of the acquisition price over the fair value of net assets acquired was recognised as goodwill. The following is a summary of the amounts recognised with reference to the assets acquired and liabilities assumed at the acquisition date:

Amounts in thousands of Euro	***Fair Value***
Property, plant and equipment	21
Inventories	284
Total assets acquired	**305**
Provisions and employee benefits	24
Trade and other payables	15
Total liabilities assumed	**39**
Net assets acquired	**266**

Goodwill arising from the acquisition was recognised as shown in the following table:

Amounts in thousands of Euro	
Total consideration transferred	1,821
Net assets acquired	266
Goodwill	**1,555**

The net cash flow, at the acquisition date, deriving from consolidation of the business unit is shown below:

Amounts in thousands of Euro	
Cash and cash equivalents paid	-704
Cash and cash equivalents acquired at closing	0
Net cash flow deriving from consolidation	**-704**

Acquisition of Nomesia S.r.l.

On 7 April 2022, Queryo Advance S.r.l. finalised the acquisition of 100% of the capital of Nomesia S.r.l., a company specialising in the provision of digital marketing services based in Milan. The transaction was finalised with the aim of expanding the group synergies in relation to the digital marketing services offered.
On 21 June 2022, the Deed of Merger by incorporation of Nomesia into Queryo Advance was signed. The merger becomes legally effective on 29 June 2022, with the accounting and tax effects being retroactive to 1 January 2022.

The transaction involved the acquisition of 100% of the shares of Nomesia against a consideration of €1,030 thousand.

The Company is consolidated on a line-by-line basis as of 1 April 2022.

The following table summarises the fair value at the acquisition date of the main components of the consideration transferred:

Amounts in thousands of Euro	
Cash and cash equivalents paid	1,030
Total consideration transferred	**1,030**

The following is a summary of book values recognised with reference to the assets acquired and liabilities assumed at the acquisition
date of the company:

Amounts in thousands of Euro	***Fair Value***
Property, plant and equipment	7
Intangible assets	6
Non-current financial assets	5
Trade and other receivables	205
Cash and cash equivalents	112
Total assets acquired	**335**
Employee benefits	77
Current financial liabilities	17

Trade and other payables	201
Contract liabilities	10
Current and deferred tax liabilities	1
Total liabilities assumed	**306**
Net assets acquired	**29**

Goodwill arising from the acquisition was recognised as shown in the following table:

Amounts in thousands of Euro	
Total consideration transferred	1,030
Net assets acquired	29
Goodwill	**1,001**

The net cash flow, at the acquisition date, deriving from consolidation of the company is shown below:

Amounts in thousands of Euro	
Cash and cash equivalents paid	-1,030
Cash and cash equivalents acquired at closing	112
Net cash flow deriving from consolidation	**-918**

Information on the Statement of Financial Position

The items of the Consolidated Statement of Financial Position as at 31 December 2022 are commented hereunder. The comparative balances as at 31 December 2021 were restated (as indicated in Note 14. Business Combinations) in relation to the completion during the year of the activities for the identification of the fair values of the assets and liabilities of Forvalue S.r.l., consolidated on a line-by-line basis from 1 July 2021, of the activities to identify the fair values of the assets and liabilities of Financial Consulting LAB S.r.l., consolidated on a line-by-line basis from 1 October 2021, of the activities to identify the fair values of the assets and liabilities of CertEurope S.A., consolidated on a line-by-line basis from 1 November 2021.

The statements of changes in the balance sheet items show:

- the effect on the consolidated figures of changes in the scope of consolidation (of the acquired assets and liabilities of Evalue Innovación SL, Enhancers S.p.A., Nomesia S.r.l., Sferabit S.r.l., Plannet S.r.l., LAN&WAN S.r.l., Teknesi business unit). The contributions from these companies are shown below as Changes in the scope of Acquisitions, as outlined in Note 14. Business Combinations.
- the disposal of the assets and liabilities of the Innolva Group and the reclassification of the assets and liabilities attributable to the company RE Valuta (in the items “Assets held for sale” and “Liabilities directly related to assets held for sale”) are shown below as Changes in Scope of Disposals. In Note 13. Discontinued Operations shows the breakdown of the balance sheet values of RE Valuta S.p.A. reclassified under discontinued operations as at 31 December 2022

Amounts in thousands of Euro	**31/12/2021**	**Completion of Forvalue Business Combination**	**Completion of Financial Consulting LAB Business Combination**	**Completion of Certeurope Business Combination**	**31/12/2021 Restated**
ASSETS					
Property, plant and equipment	25,172				25,172
Intangible assets and goodwill	538,498	3,386	866	7,636	550,387
Investment property	698				698
Equity-accounted investments	6,630				6,630
Other equity investments	149				149
Other financial assets, excluding derivative financial instruments	736				736
Derivative financial instruments	112				112
Deferred tax assets	8,843				8,843
Trade and other receivables	3,516				3,516
Contract cost assets	6,669				6,669
NON-CURRENT ASSETS	**591,022**	**3,386**	**866**	**7,636**	**602,910**
Inventories	1,342				1,342
Other financial assets, excluding derivative financial instruments	4,144				4,144
Derivative financial instruments	0				0
Current tax assets	2,666				2,666
Trade and other receivables	119,470			48	119,518
Contract assets	16,880				16,880
Contract cost assets	469				469
Cash and cash equivalents	68,253				68,253
Assets held for sale	0				0
CURRENT ASSETS	**213,224**	**0**	**0**	**48**	**213,272**
TOTAL ASSETS	**804,246**	**3,386**	**866**	**7,684**	**816,182**
SHAREHOLDERS' EQUITY AND LIABILITIES					
Share capital	47,207				47,207
Treasury shares	-19,327				-19,327
Share premium reserve	55,439				55,439
Other reserves	113,347	-356	-61	-432	112,497
Shareholders' equity attributable to the Group	*196,665*	*-356*	*-61*	*-432*	*195,815*
Minority interests	*46,986*	*-119*	*0*	*0*	46,867
TOTAL SHAREHOLDERS' EQUITY	**243,651**	**-475**	**-61**	**-432**	**242,682**
LIABILITIES					
Provisions	3,857				3,857
Employee benefits	19,738				19,738
Financial liabilities, excluding derivative financial instruments	281,517			1,092	282,609
Derivative financial instruments	170				170
Deferred tax liabilities	30,234	3,862	927	6,769	41,792
Trade and other payables	0				0
Contract liabilities	17,423				17,423
Deferred income	125				125
NON-CURRENT LIABILITIES	**353,063**	**3,862**	**927**	**7,861**	**365,713**
Provisions	566				566
Employee benefits	88				88
Financial liabilities, excluding derivative financial instruments	54,118				54,118
Derivative financial instruments	0				0
Trade and other payables	89,689			287	89,976
Contract liabilities	57,102				57,102
Deferred income	2,409				2,409
Current tax liabilities	3,559			-32	3,527
Liabilities held for sale	0				0
CURRENT LIABILITIES	**207,531**	**0**	**0**	**255**	**207,786**
TOTAL LIABILITIES	**560,595**	**3,862**	**927**	**8,116**	**573,500**
TOTAL EQUITY AND LIABILITIES	**804,246**	**3,386**	**866**	**7,684**	**816,182**

15. PROPERTY, PLANT AND EQUIPMENT

Changes in investments in property, plant and equipment:

Amounts in thousands of Euro	31/12 2021	Investments	Disinvestments	Depreciation	Reclassifications	Change in Scope of Acquisitions	Change in Scope of Disposals	Revaluations	Impairments	Exchange rate delta	31/12 2022
Land											
Cost	304	0	0	0	0	0	-304	0	0	0	*0*
Net value	**304**	**0**	**0**	**0**	**0**	**0**	**-304**	**0**	**0**	**0**	**0**
Leased land											
Cost	517	0	0	0	0	0	0	3	0	0	*520*
Net value	**517**	**0**	**0**	**0**	**0**	**0**	**0**	**3**	**0**	**0**	**520**
Buildings											
Cost	3,532	1	0	0	-6	0	-2,897	0	0	0	*631*
Accumulated Depreciation	-2,019	0	0	-38	6	0	1,721	0	0	0	*-329*
Net value	**1,514**	**1**	**0**	**-38**	**0**	**0**	**-1,175**	**0**	**0**	**0**	**301**
Leased buildings											
Cost	22,667	31,212	-713	0	-151	925	-3,582	805	-2,177	0	*48,987*
Accumulated Depreciation	-6,948	0	713	-4,224	91	0	1,653	0	0	0	*-8,715*
Net value	**15,719**	**31,212**	**0**	**-4,224**	**-60**	**925**	**-1,929**	**805**	**-2,177**	**0**	**40,271**
Electronic machines											
Cost	23,478	2,596	-147	0	150	1,202	-582	0	0	3	*26,700*
Accumulated Depreciation	-21,256	0	145	-1,817	-151	-1,047	522	0	0	0	*-23,604*
Net value	**2,222**	**2,596**	**-2**	**-1,817**	**-1**	**154**	**-60**	**0**	**0**	**2**	**3,096**
Leased electronic machines											
Cost	692	0	0	0	0	0		0	0	0	*692*
Accumulated Depreciation	-551	0	0	-126	0	0		0	0	0	*-677*
Net value	**141**	**0**	**0**	**-126**	**0**	**0**	**0**	**0**	**0**	**0**	**15**
Leasehold improvements											
Cost	2,812	181	-78	0	0	146	-745	0	-35	0	*2,281*
Accumulated Depreciation	-2,157	0	78	-196	0	-87	553	0	0	0	*-1,809*
Net value	**655**	**181**	**0**	**-196**	**0**	**59**	**-192**	**0**	**-35**	**0**	**472**
Assets in progress and advances											
Cost	0	164	0	0	0	0		0	0	0	*164*
Net value	**0**	**164**	0	**0**	**0**	**0**		**0**	**0**	**0**	**164**
Other assets											
Cost	8,986	420	-520	0	-84	594	-1,833	0	0	0	*7,563*
Accumulated Depreciation	-7,542	0	518	-496	85	-451	1,482	0	0	0	*-6,403*
Net value	**1,445**	**420**	**-2**	**-496**	**1**	**143**	**-351**	**0**	**0**	**0**	**1,160**
Other leased assets											
Cost	4,858	1,569	-713	0	0	0	-658	147	-58	0	*5,146*
Accumulated Depreciation	-2,202	0	713	-1,427	0	0	194	0	0	0	*-2,723*
Net value	**2,656**	**1,569**	**0**	**-1,427**	**0**	**0**	**-464**	**147**	**-58**	**0**	**2,423**
Property, plant and equipment	**25,172**	**36,144**	**-4**	**-8,324**	**-60**	**1,281**	**-4,475**	**956**	**-2,270**	**3**	**48,423**
of which leased	***19,032***	***32,781***	***0***	***-5,778***	***-60***	***925***	***-2,393***	***956***	***-2,235***	***0***	***43,229***

The Group has opted to recognise right-of-use assets from leases under Property, plant and equipment, in the same categories in which the underlying assets would have been recognised if owned. Right-of-use assets on properties are recognised under Leased buildings, whilst right-of-use assets on vehicles are recorded under Other leased assets. Revaluations include adjustments to rights of use due to increases in lease payments or to lease extensions; Impairment refers solely to early terminations of leases.

Investments during the year amounted to €36,144 thousand (of which €32,781 thousand for new leases) against depreciation of €8,324 thousand (of which €5,778 thousand on leases). With reference to Continuing operations, investments during the year amounted to €33,961 thousand (of which €30,688 thousand for new lease agreements) against depreciation of €7,901 thousand (of which €5,483 thousand on lease agreements). Investments in lease agreements includes the signing of a new lease agreement for office use in Milan aimed at consolidating the Group's offices in the area. The property in Milan was handed over in May and the lease expires in May 2032. Work on the fit-out of the building is ongoing. At the delivery date, a right of use was recognised on the building in the amount of €15,243 thousand. The property in Rome was handed over in May and the lease expires in May 2032. Work on the fit-out of the building is ongoing. At the delivery date, a right of use on the property of €13,646 thousand was recognized and Rights of use of €1,614 thousand were reversed (recognised in Write-downs) for the revision of the residual payable on existing contracts that will be terminated.

The investments in electronic machines totalling €2,596 thousand include about € 2,155 thousand attributable to the Digital Trust segment, and refer mainly to acquisitions of hardware and electronic devices required for company data centre operations.

16. INTANGIBLE ASSETS AND GOODWILL

This item includes intangible assets with indefinite (goodwill) or definite (intangible assets) useful life as follows:

Amounts in thousands of Euro	**31/12 2021 Restated**	**Investments**	**Divestments**	**Amortisation**	**Reclassifications**	**Change in Scope of *Acquisitions***	**Change in Scope of *Disposals***	**Allocations**	**Exchange rate Delta**	**31/12 2022**
Goodwill										
Original cost	366,853	0	0	0	0	0	-100,733	49,939	0	316,060
Net value	**366,853**	**0**	**0**	**0**	**0**	**0**	**-100,733**	**49,939**	**0**	**316,060**
Other intangible assets with indefinite useful life										
Original cost	405	0	0	0	0	299	-376		0	328
Bad debts provision	0									0
Net value	**405**	**0**	**0**	**0**	**0**	**299**	**-376**	**0**	**0**	**328**
Software										
Original cost	94,740	7,200	-149	0	7,354	-4,528	-26,478			87,195
Accumulated amortisation	-77,996	0	140	-8,030	0	-3,851	20,494			-69,242
Net value	**16,744**	**7,200**	**-10**	**-8,030**	**7,354**	**678**	**-5,984**	**0**	**0**	**17,953**
Concessions, licences, trademarks and similar rights										
Original cost	297	58	0	0	-31	37	-43			318
Accumulated amortisation	-197	0	0	-18	0	-4	30			-189
Net value	**100**	**58**	**0**	**-18**	**-31**	**33**	**-13**	**0**	**0**	**129**
Other intangible assets from consolidation										
Original cost	196,546	0	0	0	0	25,860	-31,506			190,900
Accumulated amortisation	-43,574	0	0	-18,324	0	0	15,893			-46,005
Net value	**152,973**	**0**	**0**	**-18,324**	**0**	**25,860**	**-15,613**	**0**	**0**	**144,895**
Assets in progress and advances										
Original cost	6,205	10,011	-26	0	-7,324	0	-1,066			7,800
Net value	**6,205**	**10,011**	**-26**	**0**	**-7,324**	**0**	**-1,066**	**0**	**0**	**7,800**
Databases										
Original cost	23,361	2,773	0	0	0		-26,134			0
Accumulated amortisation	-16,256	0	0	-1,604	0		17,860			0
Net value	**7,105**	**2,773**	**0**	**-1,604**	**0**	**0**	**-8,274**	**0**	**0**	**0**
Other										
Original cost	46	214	-46	0	0	7	0		0	222
Accumulated amortisation	-45	0	46	-42	0	-7	0		0	-49
Net value	**1**	**214**	**0**	**-42**	**0**	**0**	**0**	**0**	**0**	**173**
Intangible assets with definite and indefinite useful life	**550,387**	**20,255**	**-36**	**-28,018**	**0**	**26,870**	**-132,058**	**49,939**	**0**	**487,337**

Investments in the year amounted to €20,255 thousand against amortisation of €28,018 thousand (of which €18,324 thousand on Other intangible assets from consolidation deriving from the price allocation on business combinations). With reference to Ongoing operations, investments in the year amounted to €16,713 thousand against amortisation of €24,786 thousand (of which €17,496 thousand on Other intangible assets from consolidation deriving from the price allocation on business combinations).

Goodwill

As at 31 December 2022 the item amounts to €316,060 thousand and can be broken down as follows among the CGUs/Operating segments:

Amounts in thousands of Euro **CGUs** ***Operating segments***		**31/12/2022**	**31/12/2021 Restated**	**Change**
Warrant Hub	(Business Innovation) goodwill	76,840	52,872	23,968
Evalue	(Business Innovation) goodwill	19,808	-	19,808
Euroquality	(Business Innovation) goodwill	2,216	2,216	0
Forvalue	(Business Innovation) goodwill	16,785	16,785	0
Co.Mark	(Business Innovation) goodwill	57,904	56,903	1,001
Visura	(Digital Trust) goodwill	27,995	25,191	2,804
CertEurope	(Digital Trust) goodwill	54,046	54,046	0
InfoCert	(Digital Trust) goodwill	27	27	0
Cybersecurity (Cybersecurity	) goodwill	60,439	58,080	2,359
Innolva	(Credit Information & Management) goodwill	0	96,154	-96,154
RE Valuta	(Credit Information & Management) goodwill	0	4,578	-4,578
	Goodwill	**316,060**	**366,853**	**-50,794**

Following the execution of binding agreements for the sale of the Credit Information & Management division, the goodwill allocated to the Innolva CGU was deconsolidated since the sale was concluded, the goodwill allocated to the RE Valuta CGU was reclassified to Assets held for sale in the amount of €96,154 thousand and €4,578 thousand, respectively. The goodwill allocated to the Warrant Hub CGU increased by €23,968 thousand due to the goodwill resulting from the acquisitions of Enhancers S.p.A. and Plannet S.r.l. The goodwill allocated to the Co.Mark CGU increased due to the goodwill that arose from the Nomesia S.r.l. acquisition. The goodwill allocated to the Visura CGU increased by €2,804 thousand due to the goodwill resulting from the acquisition of Sferabit S.r.l. The goodwill allocated to the Cybersecurity CGU increased by €2,359 thousand due to the goodwill arising from the acquisition of LAN & WAN S.r.l. and the Teknesi business unit. In Note 14. Business Combinations details are given on the allocation of the listed goodwill.

In compliance with the requirements of IAS 36, the CGUs were defined as the smallest identifiable asset group that generates cash flows that are largely independent from the cash flows generated by other assets or groups of assets and represent the minimum level at which goodwill is monitored for internal management purposes.

The identified CGUs to which goodwill has been allocated are indicated in the table above. In particular, goodwill was allocated to the CGUs, as defined above, at the time of the acquisition of control of each individual company or group of companies.

The related recoverable amount was determined on the basis of an estimate of the value in use, as the fair value of the individual CGUs could not be determined in a reliable manner, with the exception of the RE Valuta CGU, whose recoverable value was calculated referring to the price of sale net expected selling costs.

The value in use has been determined by using the discounted cash flow method, in the unlevered version, applied to forecasts prepared by the Directors of each CGU in relation to the three-year period from 2023 to 2025 (with the exception of the Forvalue CGU whose plan extends for a four-year period). The cash flows used for the determination of the value in use are related to the operational management of each CGU and do not include financial charges and extraordinary items; they include the investments envisaged in the plans and changes in cash attributable to working capital, without taking into consideration the effects of future restructuring not yet approved by the directors or future investments to improve future profitability. The forecast growth in the plans used as the basis for impairment tests is in line with the corresponding growth forecast in the respective sectors. An explicit period of three years was used, beyond which the above flows were projected according to the perpetual return method (terminal value) using a growth rate (g-rate) for the market within which the individual CGUs operate (equal to 1.8%). The macroeconomic assumptions at the base of the plans, when available, were determined based on external sources of information, while the estimates in terms of growth and profitability used by the directors, are derived from historical trends and expectations related to the markets in which Group companies operate.

The cash flows of the CGUs operating in Italy of the Business Innovation and Digital Trust sectors were discounted using a WACC equal to 9.85% after tax, estimated with a Capital Asset Pricing Model approach, as represented below:

- risk-free rate of 3.9%, equal to the gross average return of Italian ten-year BTPs;
- market risk premium of 5.4%;
- additional risk factor equal to 2.0%;
- sector levered beta of 0.89, determined considering a list of comparable listed companies;
- financial structure of the company set to 20.1%, considering the average of the D/E ratio recorded by comparable companies;
- cost of debt applicable to the Group, equal to 5.7%.

The cash flows of the CGUs operating in France in the Business Innovation and Digital Trust sectors (Euroquality, CertEurope) were discounted using a post-tax WACC of 8.49% adopting a risk free rate of 2.3%, equal to the average return gross of French ten-year OATs.

The cash flows of the CGU operating in Spain in the Business Innovation sector (Evalue) were discounted using a post-tax WACC of 8.97%, adopting a risk-free rate of 2.9%, equal to the average gross return of the ten-year Spanish BONOS.

The cash flows of the CGU of the Cybersecurity sector were discounted using a WACC equal to 10,34% after tax, estimated with a Capital Asset Pricing Model approach, with the following change compared to the WACC of the Business Innovation and Digital Trust sectors:

- sector levered beta of 1.05 determined considering a list of comparable listed companies;
- financial structure of the company set to 25.9%, considering the average of the D/E ratio recorded by comparable companies;

The impairment tests as at 31 December 2022 did not identify any impairment in the recognised goodwill.

The plans underlying the impairment tests mentioned above were approved by the Boards of Directors of the individual companies, or sub-groups, to which goodwill has been allocated. The impairment tests were approved by the Board of Directors of Tinexta on 9 March 2023.

The excess of the recoverable value of the main CGU with respect to the book value, determined on the basis of the assumptions described above, is equal to:

Amounts in thousands of Euro CGUs Operating segments		31/12/2022
Warrant Hub	(Business Innovation) goodwill	214,421
Evalue	(Business Innovation) goodwill	46,404
Euroquality	(Business Innovation) goodwill	15,287
Forvalue	(Business Innovation) goodwill	11,571
Co.Mark	(Business Innovation) goodwill	2,408
Visura	(Digital Trust) goodwill	55,816
CertEurope	(Digital Trust) goodwill	4,612
Cybersecurity (Cybersecurity	) goodwill	16,882
	Total	**367,402**

The following table sets out the excess of the recoverable value of the CGUs with respect to the book value, compared with the following sensitivity analyses: (i) increase in WACC used to develop cash flows of all CGUs of 50 basis points all other conditions being equal; (ii) decrease in the growth rate in the calculation of the terminal value of 50 basis points, all other conditions being equal.

Amounts in thousands of Euro		**WACC**	***g-rate***
CGUs ***segments***	***Operating***	**0.50%**	**-0.50%**
Warrant Hub	(Business Innovation) goodwill	194,638	197,426
Evalue	(Business Innovation) goodwill	41,243	41,896
Euroquality	(Business Innovation) goodwill	13,937	14,099
Forvalue	(Business Innovation) goodwill	9,149	9,620
Co.Mark	(Business Innovation) goodwill	-1,838	-1,231
Visura	(Digital Trust) goodwill	51,432	52,071
CertEurope	(Digital Trust) goodwill	-696	-72
Cybersecurity (Cybersecurity	) goodwill	9,839	10,907
	Total	**317,704**	**324,716**

The following table shows the values of the WACC or g-rate that would result in the recoverable value of each CGU equal to the related book value, with all other parameters used in the respective impairment tests remaining the same.

% CGUs *Operating segments*		WACC	*g-rate*
Warrant Hub	(Business Innovation) goodwill	23.80	-20.8
Evalue	(Business Innovation) goodwill	19.15	-12.8
Euroquality	(Business Innovation) goodwill	27.78	-34.0
Forvalue	(Business Innovation) goodwill	12.98	-2.5
Co.Mark	(Business Innovation) goodwill	10.12	1.5
Visura	(Digital Trust) goodwill	32.53	-52.9
CertEurope	(Digital Trust) goodwill	8.92	1.3
Cybersecurity (Cybersecurity	) goodwill	11.64	0.2

Intangible assets with definite useful life

Software

Investments for the year, totalling €7,200 thousand, more than 7,324 thousand in production on investments in previous years, are attributable for €6,595 thousand to the Digital Trust segment, €3,637 thousand to Cybersecurity and €1,874 thousand to the Business Innovation, for €1,830 thousand to the Parent Company Tinexta S.p.A. and for €587 thousand to discontinued operations or discontinued operations.

Other intangible assets from consolidation

Other intangible assets from consolidation consist of the intangible assets recognised during the fair value measurement of the assets acquired as part of the following business combinations:

Amounts in thousands of Euro *CGU*	*Operating segments*	31/12/2021 Restated	Change in scope of *Acquisitions*	Amortisation	Change in Scope of *Disposals*	31/12/2022
Cybersecurity customer list	*(Cybersecurity)*	57,298	462	6,183		51,577
Warrant Hub customer list	*(Business Innovation)*	26,235	8,662	2,836		32,061
Warrant Hub backlog	*(Business Innovation)*	0	291	32		259
Evalue Customer list	*(Business Innovation)*	0	15,405	2,568		12,838
Euroquality backlog	*(Business Innovation)*	479		96		383
Forvalue Customer list	*(Business Innovation)*	13,841		1,318		12,523
Co.Mark customer list	*(Business Innovation)*	11,429		816		10,612
CertEurope Customer list	*(Digital Trust)*	27,078		3,457		23,621
Camerfirma Customer list	*(Digital Trust)*	171		51		120
Visura Customer list	*(Digital Trust)*	0	1,040	139		901
Innolva Customer list	*(Credit Information & Management)*	16,442		829	15,613	0
Other intangible assets from consolidation		**152,973**	**25,860**	**18,324**	**15,613**	**144,895**

Depreciation for the year relating to Continuing operations amounted to €17,496 thousand.

Assets in progress and advances

Assets in progress rose by €10,011 thousand, of which €6,839 thousand in the Digital Trust segment for the implementation of various innovative solutions with different purposes and characteristics; both direct costs, referring to internal personnel costs, and external costs for technical consultation necessary for the development and implementation of the solutions, were capitalised. A further €2,543 thousand relate to software development costs in relation to projects not yet completed in the Cybersecurity segment, while €448 thousand relate to divested or discontinued operations.

17. INVESTMENT PROPERTY

Changes in investment property:

Amounts in thousands of Euro	**31/12/201**	**Investments**	**Depreciation**	**Reclassifications**	**Change in Scope of *Disposals***	**31/12/2022**
Buildings - investment property						
Original cost	1,090			151	-1,241	0
Accumulated depreciation	-392		-11	-91	494	0
Net value	**698**	**0**	**-11**	**60**	**-747**	**0**
Investment property	**698**	**0**	**-11**	**60**	**-747**	**0**

18. EQUITY INVESTMENTS

Equity-accounted investments

Table with details on the valuation of companies consolidated using the equity method:

Amounts in thousands of Euro	**% ownership**	**31/12 2021**	**Increases/ Decreases to Income Statement**	**Acqui sitions**	**Divest ments**	**Impair ments**	**Discontinued operations**	**Divi dends**	**Exchange rate delta**	**31/12 2022**	**% ownership**
Authada Gmbh	16.7%	2,821	-304			-997				1,519	16.7%
FBS Next S.p.A.	30.0%	2,006	187							2,193	30.0%
Innovazione 2 Sagl	30.0%	396	32		-66			-364	2	-	N/A
Wisee S.r.l. Società Benefit	18.8%	488	-133	1,006	0					1,361	36.8%
Opera S.r.l.	20.0%	300	-11							289	20.0%
Studio Fieschi & Soci S.r.l.	20.0%	297	61							359	20.0%
Creditreform GPA Ticino S.A.	30.0%	73	-29				-43		-1	-	N/A
Camerfirma Colombia S.A.S.	51.0%	166	-100	0	0				-1	66	51.0%
eTuitus S.r.l.	24.0%	69	30							99	24.0%
Digital Hub S.r.l.	30.0%	13	-8							4	30.0%
IDecys S.A.S.	30.0%	0	0							0	30.0%
Equity investments in associated companies		**6,630**	**-276**	**1,006**	**-66**	**-997**	**-43**	**-364**	**0**	**5,891**	

The result of equity investments consolidated using the equity method in relation to Continuing operations amounted to €-246 thousand (net of the decrease relating to the company Creditreform GPA Ticino S.A. included in the sale of the Innolva Group).

Authada GmbH investment

In 2020, subsidiary InfoCert S.p.A. signed a strategic agreement with Authada GmbH (Authada), a Digital Identity Provider with state-of-the-art technology, based in Darmstadt in Germany. Authada is active in the finance, telecommunications and betting markets - with well-known customers such as Vodafone, Comdirect (Commerzbank Group) and Sparkassenfinanzgruppe - and is currently expanding in the insurance, e-commerce and e-health sectors. Authada was financed by FinLab AG, a listed venture capital company, and Main Incubator GmbH, early stage investor as well as research and development company of Commerzbank Group. The signed agreement defines the terms of a strategic collaboration between InfoCert and Authada, including the distribution - for the German market - of the main Enterprise digital solutions of InfoCert and their integration with the advanced Authada eID solution. The strategic agreement envisaged a €3 million capital increase for Authada subscribed by InfoCert in exchange for a 16.7% interest held in shares with pre-emption rights. Based on the aforementioned agreement, Put&Call options were envisaged that can be exercised following the approval of the 2021 and 2022 financial statements, allowing InfoCert to obtain control of 100% of Authada, if certain performance conditions are met. Based on the 2021 results, the conditions for exercising the Call option were not met. In relation to the losses recorded in 2022, the equity investment was subjected to an impairment test, which revealed a write-down of €997 thousand. The recoverable amount was determined on the basis of an estimate of the value in use, as the fair value of the equity investment could not be determined in a reliable manner. The value in use was determined using the discounted cash flow method, in the unlevered version, applied to the forecast data prepared by the directors of the investee for the three-year period from 2023 to 2025, beyond which the above flows were projected according to the perpetual return method (Terminal value) using a growth rate (g-rate) of 1.8%. The cash flows of the investee were discounted using a WACC equal to 10,85% after tax, estimated with a Capital Asset Pricing Model approach.

Consolidated data from the financial statements of Authada GmbH as at 31 December 2022.

Authada GmbH			
Amounts in millions of euros as at 31 December 2022			
Non-current assets	0.1	Revenues	1.3
Current assets	0.4	Impairment and amortisations	0.0
of which cash and cash equivalents	*0.1*	Interest expenses	0.0
Current liabilities	1.8	Income tax expense	0.0
of which financial	*1.6*	Profit (loss) for the period	(1.7)

FBS Next S.p.A. investment

Consolidated data from the financial statements of FBS Next S.p.A. as at 31 December 2022:

FBS Next S.p.A.			
Amounts in millions of euros as at 31 December 2022			
Non-current assets	3.3	Revenues	2.4
Current assets	5.9	Financial income	1.3
of which cash and cash equivalents	*2.2*	Impairment and amortisations	0.0
Non-current liabilities	4.1	Interest expenses	0.4
Current liabilities	0.4	Income tax expense	0.0
of which financial	*0.0*	Profit (loss) for the period	0.8

Wisee S.r.l. Società Benefit

In the first half of 2022, the subsidiary Innolva S.p.A. completed the acquisition of an additional stake in the share capital of Wisee S.r.l. Società Benefit with the total payment of €1,000 thousand plus expenses for an additional 18% stake of the share capital, which led to a total of 36.8% of the company. In line with the agreements relating to the sale of the Credit Information & Management division dated 30 May 2022, Innolva S.p.A. sold its 36.8% stake in Wisee S.r.l. Società Benefit to Tinexta . The transaction is identifiable as “under common control”, therefore it did not produce accounting effects in the Tinexta Consolidated Financial Statements.

Wisee S.r.l. Società Benefit			
Amounts in millions of euros as at 31 December 2022			
Non-current assets	0.7	Revenues	0.6
Current assets	0.6	Financial income	0.0
of which cash and cash equivalents	*0.5*	Impairment and amortisations	0.1
Non-current liabilities	0.0	Interest expenses	0.4
Current liabilities	0.3	Income tax expense	0.0
of which financial	*0.0*	Profit (loss) for the period	(0.4)

Innovazione 2 Sagl

On 24 November 2022, the sale of the entire 30% stake in Innovazione 2 Sagl was concluded. The sale price was set at €27 thousand plus a variable amount, estimated at €116 thousand, equal to a portion of the revenues that Innovazione 2 Sagl will receive by virtue of the service contracts signed before 1 January 2022. The capital gain recognised in Financial income amounts to €53 thousand.

Other equity investments

The item in question includes equity investments in other companies for €332 thousand (€149 thousand as at 31 December 2021) and refers to minority interests in companies/consortia. The increase for the period is attributable to the subscription (and first payments of €192 thousand) by the Parent Company of a 5.19% stake in the Primo Digital mutual investment fund set up by Primo Ventures SGR S.p.A; the total commitment made by the Parent Company was €2.5 million.

19. OTHER NON-CURRENT FINANCIAL ASSETS, EXCLUDING DERIVATIVE FINANCIAL INSTRUMENTS

Amounts in thousands of Euro	31/12/2022	31/12/2021	Change
Other financial assets, excluding derivative financial instruments	**1,664**	**736**	**928**

The item includes mainly receivables for security deposits. The increase from the balance as at 31 December 2021 is attributable to the payment of security deposits on lease agreements.

20. DEFERRED TAX ASSETS AND LIABILITIES

Deferred tax assets/liabilities, due to temporary deductible and taxable differences generated also as a result of consolidation adjustments, can be broken down as follows:

Deferred tax assets:	**31/12/2021 Restated**	**Allocations (Releases) Income statement**	**Allocations (Releases) Comprehensive income statement**	**Allocations (Releases) Shareholders' Equity**	**Change in Scope *Acquisitions***	**Change in scope *Disposals***	**31/12/2022**
Deductible goodwill	1,373	6,397	0	0	0	-940	6,830
Provisions for risks and charges	950	-19	0	0	0	-177	754
Impairment of fixed assets	28	-20	0	0	0	-8	0
Impairment of receivables and inventory	1,163	111	0	0	0	-168	1,106
Decreases in hedging financial instruments	32	1	-28	0	0	0	5
Differences between statutory and tax amortisation rates	972	-77	0	0	0	-59	836
Interest expenses	366	-38	0	0	0	-8	320
AIM listing costs	0	0	0	0	0	0	0
Employee benefits	1,034	-14	-583	0	0	-68	370
Losses that can be carried forward for tax purposes	1,584	-478	0	0	179	0	1,285
Contract liabilities	40	-10	0	0	0	0	30
Contract assets	0	-6	0	0	31	0	25
Other temporary differences	1,299	-97	0	0	16	-551	667
Total Deferred tax assets	**8,843**	**5,751**	**-611**	**0**	**225**	**-1,978**	**12,229**
Deferred tax liabilities:	**31/12/2021 Restated**	**Allocations (Releases) Income statement**	**Allocations (Releases) Comprehensive income statement**	**Allocations (Releases) Shareholders' Equity**	**Change in Scope *Acquisitions***	**Change in scope *Disposals***	**31/12/2022**
Difference between the book values and the fair values of assets and liabilities acquired from business combinations	41,045	-4,955	0	0	6,865	-3,473	39,482
Positive change in hedging financial instruments	25	1	2,027	0	0	2	2,055
Early and excess amortisation	217	-52	0	0	57	19	241
Other temporary differences	409	-18	0	0	262	-183	471
Employee benefits	2	-10	36	0	8	0	36
Deductible goodwill	97	0	0	0	0	-97	0
Contract liabilities	-13	13	0	0	0	0	0

Contract cost assets	8	-3	0	0	121	0	127
Total Deferred tax liabilities	**41,792**	**-5,023**	**2,062**	**0**	**7,314**	**-3,732**	**42,412**
Net Balance	**-32,950**	**10,774**	**-2,673**	**0**	**-7,089**	**1,754**	**-30,184**

Deferred tax liabilities refer primarily to the fair value of assets emerging on the allocation of the excess cost paid in business combinations (€39,482 thousand), issued during the period for €4,955 thousand.

21. CONTRACT COST ASSETS

The following are recognised under contract cost assets, pursuant to IFRS 15 “Revenue from Contracts with Customers”:

- incremental costs to obtain the sales contract;
- sales contract fulfilment costs.

Amounts in thousands of Euro	31/12/2022	31/12/2021	Change
Contract obtainment cost assets	724	2,011	-1,288
Contract fulfilment cost assets	6,524	4,657	1,867
Non-current contract cost assets	**7,248**	**6,669**	**579**
Contract fulfilment cost assets	1,932	469	1,462
Current contract cost assets	**1,932**	**469**	**1,462**
Contract cost assets	**9,180**	**7,138**	**2,041**

The incremental costs to obtain a sales contract are recognised under Non-current assets; the Group recognises as expenses the incremental costs to obtain the contract when they are sustained, in the case in which the amortisation period of the assets that the Group would have otherwise recognised does not exceed one year.

Contract acquisition cost assets, equal to €724 thousand as at 31 December 2022 (versus €2,011 thousand as at 31 December 2021) include commissions paid to agents to obtain contracts predominantly in the Business Innovation sector. These costs are systematically depreciated over the average life of the contracts to which they refer. The periodic release of the amount relating to 2022 totalled €1,368 thousand (€1,320 thousand in 2021) with no impairment losses on the capitalised costs recorded. The decrease for the period was affected by the disposal of the Credit Information & Management sector (€871 thousand as at 31 December 2021).

Contract fulfilment costs are recognised under Current assets if it is believed that the transfer to the customer of the goods or services to which the asset refers will take place within twelve months. Non-current assets include costs to fulfil the sales contract if the transfer to the customer of the goods and services to which the asset refers is carried out after twelve months.

Non-current contract fulfilment cost assets include costs sustained in Digital Trust to implement “ad hoc” customer platforms to provide a series of services within a time frame of over twelve months. Current contract fulfilment cost assets include costs sustained to provide consulting services, primarily with regard to innovation consulting, in Business Innovation, with respect to which the relative income has not yet been recognised. The periodic release of contract fulfilment cost assets relating to 2021, was equal to €2,859 thousand (versus €2,871 thousand in 2021), with no impairment losses on the capitalised costs recorded.

22. CONTRACT ASSETS

Contract assets of €16,979 thousand as at 31 December 2022 (€16,880 thousand as at 31 December 2021) predominantly comprise the Group’s right to receive consideration for work completed but not yet invoiced at the end of the period. These assets are reclassified under Trade receivables when the right becomes unconditional. The item thus includes invoices to be issued, the gross amount due from customers for project work and accrued trade assets. Assets deriving from contracts relating to the disposal sector of Credit Information & Management amounted to €2,014 thousand as at 31 December 2021.

23. TRADE AND OTHER RECEIVABLES

Trade and other receivables totalled €131,867 thousand (€123,033 thousand as at 31 December 2021) and can be detailed as follows:

Amounts in thousands of Euro	**31/12/2022**	**31/12/2021 Restated**	**Change**
Trade receivables from customers	91	58	34
Prepaid expense	1,373	2,697	-1,323
Other tax receivables	813	709	103
Receivables from others	52	52	0
Non-current trade receivables and other receivables	**2,329**	**3,516**	**-1,187**
Trade receivables from customers	110,437	100,138	10,298
Trade receivables from associated companies	622	329	293
Current trade receivables	**111,059**	**100,467**	**10,592**
Receivables from others	6,245	4,945	1,300
VAT credit	356	2,658	-2,302
Other tax receivables	3,794	2,431	1,363
Prepaid expense	8,083	9,016	-933
Other current receivables	**18,479**	**19,050**	**-571**
Current trade and other receivables	**129,538**	**119,518**	**10,021**
of which vs. related parties	***740***	***748***	***-8***
Trade and other receivables	**131,867**	**123,033**	**8,834**

Trade receivables from customers are shown net of the related bad debt provision of €6,846 thousand (€7,014 thousand as at 31 December 2021). The change in trade receivables from customers includes the effects of the disposal of the Credit Information & Management sector (€16,011 thousand as at 31 December 2021), partially offset by the balances contributed at the date of first consolidation by the companies that entered the scope of consolidation during the year, for a total of €6,182 thousand.

The following table provides a breakdown of Current trade receivables from customers as at 31 December 2022 (which includes the balances contributed by the companies that entered the scope of consolidation in 2022) grouped by maturity brackets, gross and net of the related bad debts provision, compared with the situation as at 31 December 2021:

Amounts in thousands of Euro	**31/12/2022**	due	past due within 90 days	past due between 91 and 180 days	past due between 181 days and 1 year	past due beyond 1 year
Current trade receivables from customers	**117,283**	92,515	9,812	5,015	3,620	6,321
Bad debts provision	**6,846**	769	294	508	968	4,307
% Bad debts provision	**5.8%**	0.8%	3.0%	10.1%	26.7%	68.1%
Net value	**110,437**	91,746	9,518	4,507	2,652	2,015

Amounts in thousands of Euro	**31/12/2021**	due	past due within 90 days	past due between 91 and 180 days	past due between 181 days and 1 year	past due beyond 1 year
Current trade receivables from customers	**107,153**	83,486	9,284	4,170	3,793	6,420
Bad debts provision	**7,014**	1,021	386	359	782	4,466
% Bad debts provision	**6.5%**	1.2%	4.2%	8.6%	20.6%	69.6%
Net value	**100,138**	82,465	8,898	3,811	3,011	1,954

The following table shows changes in the year in the Bad debts provision.

Amounts in thousands of Euro	
Bad debts provision as at 31 December 2021	**7,014**
Provisions 2022	1,208
Uses 2022	-762
Change in scope of consolidation *Acquisitions*	476
Change in scope of consolidation *Disposals*	-1,091
Bad debts provision as at 31 December 2022	**6,846**

The balance of Receivables from others as at 31 December 2022 included Receivables for operating grants on research and development projects whose residual balance is mainly attributable to advances to suppliers and agents.

As regards the VAT credit, note that the Group companies (with the exception of foreign companies, Warrant Service S.r.l. and companies entering the scope of consolidation during 2022) are among the entities to which the split payment rule applies pursuant to art. 17-ter of Italian Presidential Decree no. 633 of 26 October 1972. As a result, VAT is not paid to those suppliers (who are not professionals subject to withholding tax).

Other tax credits mainly include tax credits for Research and Development projects and, to a residual extent, for super-amortisation.

Prepaid expense represents charges deferred to beyond the quantification/recording date; it does not depend on the payment date of the corresponding charges, pertains to two or more fiscal years and is proportionally allocated based on time.

24. INVENTORIES

Inventories as at 31 December 2022 amounted to €1,926 thousand (€1,342 thousand as at 31 December 2021). The balances contributed at the date of first-time consolidation by the companies that entered the consolidation scope during the year, for a total of €443 thousand. Inventories are detailed as follows:

Amounts in thousands of Euro	31/12/2022	31/12/2021	Change
Raw and ancillary materials and consumables	868	910	-42
Finished products and goods	1,058	432	626
Inventories	**1,926**	**1,342**	**584**

Inventories of raw materials are mainly attributable to the Digital Trust sector and consist primarily of chips for business keys, smart cards, CNS and other electronic components available for sale. Inventories of raw materials are shown net of the related provision for obsolete goods equal to €115 thousand, which sustained uses during the year totalling €52 thousand. Inventories of finished products and goods are attributable to the Digital Trust sector for €600 thousand and relate to inventories of digital signature readers, smart cards and business keys, and for the residual portion primarily to the Cybersecurity sector (€443 thousand).

25. OTHER CURRENT FINANCIAL ASSETS, EXCLUDING DERIVATIVE FINANCIAL INSTRUMENTS

Other current financial assets amounted to €125,784 thousand as at 31 December 2022 (€4,144 thousand as at 31 December 2021).

Amounts in thousands of Euro	31/12/2022	31/12/2021	Change
Financial receivables from associated companies	1,574	290	1,284
Capitalisation insurance contracts	2,064	2,469	-405
Other financial assets	122,145	1,384	120,761
Other current financial assets	**125,784**	**4,144**	**121,640**
of which vs. related parties	***1,574***	***290***	***1,284***

Financial receivables from associates include the short-term interest-bearing loan disbursed to the associate Authada.

The item Capitalisation insurance contracts as at 31 December 2021 included a capitalisation contract for the disposal segment of Credit Information & Management for €413 thousand.

Other financial assets include the following Time Deposit contracts (for a total nominal amount of €140,000 thousand, of which €20,000 thousand already collected as at 31

December 2022, plus €377 thousand in interest accrued as at 31 December 2022) for short-term liquidity management:

Counterparty	Rate	Nominal amount in thousands of Euro	Expiry date
BNL	1.10%	10,000	January 2023
BNL	2.15%	10,000	May 2023
Credit Agricole	1.05%	20,000	February 2023
Mediobanca	1.50%	20,000	April 2023
Mediobanca	1.85%	20,000	April 2023
Mediobanca	1.95%	20,000	May 2023
Mediobanca	2.30%	10,000	May 2023
Unicredit	2.15%	10,000	May 2023
	Total	**120,000**	

26. CURRENT TAX ASSETS AND LIABILITIES

As at 31 December 2022, the Group showed an overall net debt position for current taxes equal to €1,784 thousand (€862 thousand as at 31 December 2021) as detailed below:

Amounts in thousands of Euro	31/12/2022	31/12/2021 Restated	Change
Current tax assets	1,133	2,666	-1,532
Current tax liabilities	2,917	3,527	-610
Net current tax assets (liabilities)	**-1,784**	**-862**	**-922**

In 2021, the Parent Company Tinexta S.p.A., in its capacity as fiscal consolidator, initiated the tacit renewal for the 2021-2023 three-year period of the consolidated taxation regime pursuant to Article 117 et seq. of Presidential Decree no. 917/86 (Consolidated Law on Income Taxes - TUIR). The companies already belonging, as consolidated companies, to the 2021 scope of consolidation are: Co.Mark S.p.A., InfoCert S.p.A., Innolva S.p.A., RE Valuta S.p.A., Sixtema S.p.A., Visura S.p.A., Warrant Hub S.p.A., Warrant Innovation Lab S.r.l. Starting from the 2022 tax period, the following additional entities in possession of the legal requirements have been included in the fiscal unit: Corvallis S.r.l., ForValue S.p.A., Queryo Advance S.r.l. and Yoroi S.r.l. Again with effect from the 2022 tax period, the tax consolidation was instead interrupted due to the lack of legal requirements (i.e., uninterrupted ownership of the equity investment) with respect to Innolva S.p.A., Comas S.r.l. and Innolva Relazioni Investigative S.r.l. The economic and financial relations, as well as the reciprocal responsibilities and obligations, between the Parent Company and the consolidated companies are defined in the corresponding tax consolidation regulations.

27. DERIVATIVE FINANCIAL INSTRUMENTS

The financial assets and liabilities for derivative instruments may be broken down as follows:

Amounts in thousands of Euro	31/12/2022	31/12/2021	Change
Non-current financial assets for hedging derivatives	8,562	112	8,449
Current financial assets for hedging derivatives	107	0	107
Non-current financial liabilities for hedging derivatives	29	170	-141
Assets (liabilities) for net hedging derivative financial instruments	**8,640**	**-58**	**8,698**

The current Derivative financial instruments as at 31 December 2022 refer to the contracts executed by the Group in order to hedge the risk of financial flow changes due to the fluctuations of the interest rates on a portion of the bank loans (for details, see Note 32. Financial liabilities, excluding derivative financial instruments).

Table illustrating the contract type, notional value, loan hedged and fair value of current derivatives as at 31 December 2022:

Amounts in thousands of Euro

Type	**Loan hedged**	**Notional**	**Maturity date**	**Rate received**	**Rate paid**	***Fair value* as at 31/12/2022**	***Fair value* as at 31/12/2021**
IRS	CA line A	1,143	30/06/2023	6-month EURIBOR[1]	0.600%	12	-20
IRS	CA line A	0	30/06/2023	6-month Euribor	0.640%	0	-7
IRS	BNL	5,000	18/07/2023	3-month Euribor	-0.350%	60	N/A
IRS	CA line C	6,000	31/12/2024	6-month Euribor	-0.220%	245	-11
IRS	CA line A	14,767	30/06/2025	6-month Euribor	-0.146%	1,046	15
IRS	CA line A	0	30/06/2025	6-month Euribor	-0.155%	0	3
IRS	CA line B	5,556	30/06/2025	6-month Euribor	-0.276%	287	8
IRS	ISP Group	21,016	31/12/2025	6-month Euribor[2]	-0.163%	1,253	-9
IRS	Unicredit	16,364	31/12/2025	6-month Euribor	-0.008%	1,330	-9
IRS	BPER	7,143	31/12/2027	6-month Euribor[3]	-0.182%	634	36
Total Interest Rate Swap hedging instruments		**76,988**				**4,866**	**5**

1 the index has a lower limit (Floor) of zero

2 the index has a lower limit (Floor) of -1.40%

3 the index has a lower limit (Floor) of -1.40%

Amounts in thousands of Euro

Type	**Loan hedged**	**Notional**	**Maturity date**	**Hedged rate**	**Strike**	***Fair value* as at 31/12/2022**	**Fair value as at 31/12/2021**
Capped Swap	CA line A	1,250	30/06/2023	6-month Euribor	1.500%	7	-4
Capped Swap	BPS	1,111	30/06/2023	6-month Euribor	1.500%	6	-3
Capped Swap	UBI	2,500	29/05/2023	6-month Euribor	0.500%	22	-6
Capped Swap	ISP Group	6,629	30/06/2026	6-month Euribor	0.600%	522	15
Capped Swap	ISP Group	25,200	30/06/2026	6-month Euribor	0.500%	1,843	37
Capped Swap	BPM	8,889	31/12/2026	6-month Euribor	0.500%	480	-22
Total *Capped Swap* hedging instruments[1]		**45,579**				**2,880**	**17**

1 the derivatives provide for a periodic 6-monthly premium

Amounts in thousands of Euro

Type	**Loan hedged**	**Notional**	**Maturity date**	**Hedged rate**	**Strike**	***Fair value* as at 31/12/2022**	**Fair value as at 31/12/2021**
Floor	BNL	16,600	31/12/2025	6-month Euribor	-1.450%	-29	-47
Total *Floor Option* hedging instruments[1]		**16,600**				**-29**	**-47**

1 the derivatives provide for a periodic 6-monthly premium

Amounts in thousands of Euro

Type	**Loan hedged**	**Notional**	**Maturity date**	**Hedged rate**	**Strike**	***Fair value* as at 31/12/2022**	**Fair value as at 31/12/2021**
Collar	ISP Group	6,555	31/12/2025	6-month Euribor	1.75%/-0.33%	178	-13
Collar	BNL	16,600	31/12/2025	6-month Euribor	1.00%/-0.30%	745	-20
Total *Collar Option* hedging instruments		**23,155**				**922**	**-32**

Derivative financial instruments fall within Level 2 of the fair value hierarchy.

28. CASH AND CASH EQUIVALENTS

Cash and cash equivalents amounted to €115,278 thousand as at 31 December 2022 (€68,253 thousand as at 31 December 2021) and the breakdown is as follows:

Amounts in thousands of Euro	31/12/2022	31/12/2021	Change
Bank and postal deposits	115,144	68,126	47,018
Cheques	1	0	1
Cash and cash equivalents	133	127	6
Cash and cash equivalents	**115,278**	**68,253**	**47,026**
Cash and cash equivalents directly related to operating assets available for sales	**1,612**	**0**	**1,612**
Cash and cash equivalents as at 31 December of the Statement of Cash Flows	**116,890**	**68,253**	**48,638**

The balance is mainly represented by the cash and cash equivalents held in bank accounts at leading banks. The Statement of Cash Flows provides a detailed analysis of the changes shown.

29. SHAREHOLDERS' EQUITY

The approved, subscribed and paid-in share capital amounted to €47,207,120 as at 31 December 2022 and consists of 47,207,120 Ordinary Shares.

At the date of 31 December 2022, the Company holds 1,600,247 treasury shares, equal to 3.390% of the Share Capital, for a total purchase value of €27,437 thousand (including commissions for €37 thousand). During 2022, 400,000 treasury shares were purchased, equal to 0.847% of the Share Capital, for a purchase price of €8,109 thousand (including commissions for €11 thousand).

Consolidated Shareholders' Equity as at 31 December 2022 amounted to €402,015 thousand (€242,682 thousand as at 31 December 2021) and can be analysed as follows:

Amounts in thousands of Euro	31/12/2022	31/12/2021 Restated	Change
Share capital	47,207	47,207	0
Treasury shares held	-27,437	-19,327	-8,109
Legal reserve	7,150	5,674	1,477
Share premium reserve	55,439	55,439	0
Stock Option reserve	5,720	3,056	2,665
Reserve from valuation of hedging derivatives	6,482	-21	6,503
Defined-benefit plans reserve	531	-1,487	2,019
Other reserves	194,845	67,806	127,039
Profit (loss) for the Group	75,726	37,471	38,255
Total Group Shareholders' Equity	**365,665**	**195,815**	**169,849**
Share capital and reserves attributable to minority interests	33,950	45,663	-11,713
Profit (loss) attributable to minority interests	2,401	1,204	1,197
Total Minority interests	**36,351**	**46,867**	**-10,516**
Total Shareholders' Equity	**402,015**	**242,682**	**159,333**

Treasury shares held include the cost incurred for purchase of the treasury shares and related transaction costs.

The Stock Option reserve refers to the allocation recognised under Personnel costs (to which reference should be made for details) on the 2020-2022 Stock Option Plan and on the 2021-2023 Stock Option Plan.

The Reserve from valuation of hedging derivatives refers to the fair value measurement of hedging derivatives (referred to in Note 27. Derivative financial instruments).

The Defined-benefit plan reserve refers to the actuarial component of the Employee severance indemnity according to the requirements of IAS 19 (for further details, see Note 31. Employee benefits).

Other reserves include retained earnings from previous years. The significant increase in the item equal to €127,039 thousand mainly reflects:
the consolidation income of €57,842 thousand deriving from the dilution of the interest in InfoCert S.p.A. from 100% to 88.17% against the cash contribution of Bregal Milestone valued at €70,000 thousand;
the consolidation income of €36,457 thousand deriving from the dilution of the interest in Warrant Hub S.p.A. from 100% to 88% against the cash contribution of Intesa Sanpaolo of €55,000 thousand;
the amount of Group profit carried forward for 2021 of €37,471 thousand, net of €1,477 thousand allocation to the legal reserve and distribution of dividends of €13,802 thousand by the Parent Company Tinexta S.p.A. and of the subsidiaries to minority shareholders holding Put options for €3,765 thousand;
the positive adjustment of liabilities for the purchase of minority interests for €14,575 thousand.
The dividends distributed by the Parent Company Tinexta S.p.A. amount to €13,802 thousand, equal to €0.30 per share.

30. PROVISIONS

Provisions, amounting to €2,961 thousand as at 31 December 2022 (€4,423 thousand as at 31 December 2021) are detailed as follows:

Amounts in thousands of Euro	**31/12/2021**	**Provisions**	**Uses**	**Releases**	**Change in scope *Acquisitions***	**Change in scope *Disposals***	**31/12/2022**
Provision for pensions	1,290	326	-72	-197	0	-1,124	223
Other non-current provisions	2,567	850	-110	746	0	-216	2,345
Non-current provisions	**3,857**	**1,176**	**-182**	**-943**	**0**	**-1,341**	**2,567**
Provision for disputes with employees	200	0	-53	-125	53	-25	50
Other current provisions	366	0	-26	0	3	0	343
Current provisions	**566**	**0**	**-79**	**-125**	**56**	**-25**	**393**
Provisions	**4,423**	**1,176**	**-260**	**-1,068**	**56**	**-1,366**	**2,961**

Provision for pensions relates to the provision of the supplementary indemnity due to agents, in the cases provided by law, based on the actuarial valuation of the liability quantifying future payments, through the projection of indemnities accrued on the valuation date by agents until the estimated time of interruption of the contract. Provisions net of releases are recognised by nature under Service costs.

Other non-current provisions include allocations for litigations with customers, agents and tax authorities, where the risk of losing is considered to be likely.

The item Provision for disputes with employees includes allocations for litigations with current employees or with employees whose work relationship was terminated as at 31 December 2022. Provisions for disputes with employees, net of releases, are recognised by nature in Personnel costs for an overall release effect during the year of €125 thousand.

Other information

Following a personal data breach sustained by the subsidiary Visura S.p.A. in May 2019 that also affected InfoCert S.p.A., the Italian Data Protection Authority started an investigation requesting information and inspections at the companies' offices. During September 2021, the companies received a communication from the Italian Data Protection Authority with which it notified the conclusion of the investigation conducted by the same Authority following the personal data breach which occurred in May 2019. To the communication, carried out also pursuant to art. 166, paragraph 5 of Italian Legislative Decree no. 196/2003 as amended and supplemented ("Privacy Code") and art. 58, paragraph 1, letter d) of Regulation (EU) 2016/679 on the protection of individuals with regard to the processing of personal data ("GDPR"), the companies have given prompt and analytical feedback. At present there is no evidence of further requests or decisions, and, therefore, in light of the complex factual/legal situation, although it is not possible to exclude the imposition of sanctions, it is not possible to indicate with certainty whether they will be imposed or, if they were, to provide a reliable estimate.

31. EMPLOYEE BENEFITS

Employee benefits, amounting to €16,613 thousand as at 31 December 2022 (€19,826 thousand as at 31 December 2021) are detailed as follows:

Amounts in thousands of Euro	**31/12/2022**	**31/12/2021**	**Change**
Employee severance indemnity	16,020	18,756	-2,735
Other non-current employee benefits	342	982	-639
Non-current employee benefits	**16,363**	**19,738**	**-3,375**
Other current employee benefits	251	88	162
Current employee benefits	**251**	**88**	**162**
Employee benefits	**16,613**	**19,826**	**-3,213**

The Employee severance indemnity (TFR) includes the effects of the actuarial calculations made pursuant to IAS 19.

The following are the changes in liabilities for TFR:

Amounts in thousands of Euro	2022	2021	Change
Liabilities at the beginning of the period	**18,756**	**12,792**	**5,964**
Change in Scope - *Acquisitions*	1,065	4,280	-3,215
Change in Scope - *Disposals*	-2,075	0	-2,075
Current service cost	2,617	2,204	413
Financial charges	162	60	102
Benefits paid	-1,895	-1,460	-435
Actuarial (profits)/losses recognised in the period	-2,611	588	-3,199
Other changes	0	293	-293
Liabilities at the end of the period	**16,020**	**18,756**	**-2,735**

The details of the economic and demographic assumptions used for the purposes of the actuarial calculations are provided below.

Parameters	31/12/2022	31/12/2021
Discount rate	3.77%	0.98%
Inflation rate	2.30%	1.75%
TFR rate of increase	3.225%	2.813%
Real rate of increase in wages	1.00%	1.00%
Expected mortality rate	RG48 from General Accounting Office	RG48 from General Accounting Office
Expected invalidity rate	INPS tables broken down by age and gender	INPS tables broken down by age and gender
Resignations expected	10% - 2.5%	10% - 2.5%
Advances expected	1.5% - 6.0%	1.5% - 6.0%

The table below sets out an analysis of the sensitivity of the main actuarial assumptions included in the calculation model considering as the scenario previously described as base, and increasing and decreasing the average annual discount rate, the average inflation rate and the turnover rate by a quarter, a quarter and one percentage point, respectively.

Amounts in thousands of Euro	31/12/2022
Turnover rate +1%	16,091
Turnover rate -1%	15,937
Inflation rate +0.25%	16,263
Inflation rate -0.25%	15,781
Discount rate +0.25%	15,706
Discount rate -0.25%	16,344

The item Other employee benefits as at 31 December 2022 includes the provision relating to medium and long-term incentive schemes in favour of employees and directors of the Group; the decrease in the year is linked, for €577 thousand, to the issue of a medium-term incentive to a strategic manager of the Group. The item also includes an additional defined benefit plan for the subsidiary CertEurope equal to €222 thousand as at 31 December 2022, whose changes for the year are shown below:

Amounts in thousands of Euro	**2022**
Liabilities at the beginning of the period	**281**
Current service cost	-75
Financial charges	-17
Actuarial (profits)/losses recognised in the period	34
Liabilities at the end of the period	**222**

32. FINANCIAL LIABILITIES, EXCLUDING DERIVATIVE FINANCIAL INSTRUMENTS

This item includes financial liabilities assumed by the Group for a variety of reasons, with the exception of those deriving from the underwriting of derivative financial instruments, and is broken down as follows:

Amounts in thousands of Euro	31/12/2022	31/12/2021 Restated	Change
Current portion of bank loans	47,165	39,268	7,896
Non-current portion of bank loans	121,324	165,631	-44,307
Other current bank payables	246	689	-443
Liabilities for the purchase of minority interests, current	33,618	1,140	32,479
Liabilities for the purchase of minority interests, non-current	60,755	96,395	-35,640
Liabilities for current contingent consideration	2,134	1,676	458
Liabilities for non-current contingent consideration	12,610	3,956	8,654
Current price deferment liabilities	1,609	1,266	343
Non-current price deferment liabilities	2,255	3,116	-861
Liabilities for the purchase of current leased assets	4,744	5,772	-1,028
Liabilities for the purchase of non-current leased assets	38,257	13,512	24,745
Current payables to other lenders	4,061	4,307	-246
Current financial liabilities	**93,577**	**54,118**	**39,459**
of which vs. related parties	**1,004**	**1,387**	***-383***
Non-current financial liabilities	**235,200**	**282,609**	**-47,409**
of which vs. related parties	***954***	***3,718***	***-2,764***
Total	**328,777**	**336,727**	**-7,950**

The expiry of non-current financial liabilities is expected within 5 years from the date of the Financial Statements in the amount of €20,129 thousand, of which €179 thousand for bank loans and €19,950 thousand for lease liabilities. The following is a summary of the financial liabilities recognised in the Financial Statements as at 31 December 2022, classified according to the contractual due dates:

Amounts in Euro	**within one year**	**between 1 and 2 years**	**between 2 and 3 years**	**between 3 and 4 years**	**between 4 and 5 years**	**more than 5 years**	**Book value as at 31/12/2022**
Bank loans	47,165	41,929	41,232	33,175	4,808	179	168,488
Other current bank payables	246						246
Liabilities for the purchase of minority interests	33,618	44,987	7,896	7,871			94,373
Liabilities for contingent consideration	2,134	434	12,175				14,743
Price deferment liabilities	1,609	1,661	594				3,864
Lease liabilities	4,744	4,173	4,134	5,007	4,994	19,950	43,001
Liabilities to other lenders	4,061	0					4,061
Total financial liabilities	**93,577**	**93,183**	**66,032**	**46,053**	**9,803**	**20,129**	**328,777**

Bank loans

Breakdown of Bank loans as at 31 December 2022 showing the current and non-current portions of their book value, including the effects of measurement at amortised cost:

Bank loans *Amounts in thousands of Euro*	Counterparty	Rate	Maturity date	Nominal amount	Book value	Current portion	Non-current portion
UBI loan	Former UBI Banca	6-month Euribor[1] + 1.20% spread[2]	28/05/2023	2,500	2,494	2,494	0
BNL mini-mortgage loan	BNL	3-month Euribor[3] + 0.70% spread	18/07/2023	5,000	5,021	5,021	0
BPS loan	Banca Popolare di Sondrio	6-month Euribor[1] + 1.40% spread[2]	31/12/2023	2,000	1,994	1,994	0
Credem loan	Credem	6-month Euribor + 1.20% spread	30/01/2024	1,106	1,107	1,020	87
CA line C loan	Crédit Agricole	6-month Euribor + 1.50% spread[2]	31/12/2024	6,000	5,975	2,983	2,992
CA line A loan	Crédit Agricole	6-month Euribor + 1.05% spread[2]	30/06/2025	17,160	16,775	3,152	13,623
CA line B loan	Crédit Agricole	6-month Euribor + 1.05% spread[2]	30/06/2025	5,556	5,529	2,206	3,322
ISP Group line A1 loan	Intesa Sanpaolo Group	6-month Euribor + 0.9% spread	30/06/2026	34,200	33,536	8,512	25,024
ISP Group line A2 loan	Intesa Sanpaolo Group	6-month Euribor + 1.15% spread	30/06/2026	25,200	24,998	2,339	22,660
BNL loan	BNL	6-month Euribor + 1.45% spread	31/12/2025	16,600	16,501	2,954	13,546
Mediobanca loan	Mediobanca	6-month Euribor + 1.65% spread[2]	11/11/2025	10,000	10,016	3,367	6,648
ICCREA-BCC loan	ICCREA-BCC	6-month Euribor[1] + 1.00% spread	15/12/2026	8,000	7,953	1,980	5,972
BPM loan	Banco BPM	6-month Euribor + 1.20% spread	31/12/2026	8,889	8,869	2,215	6,654
BPER loan	BPER	6-month Euribor + 1.2% spread[2]	31/12/2027	7,143	7,085	1,409	5,676
Unicredit loan	Unicredit	6-month Euribor + 1.25% spread	30/09/2027	16,364	16,423	3,376	13,047
Other minor loans		Fixed rate		4,181	4,180	2,120	2,060
Other minor loans		Variable rate		34	34	21	12
				169,932	**168,488**	**47,165**	**121,324**

[1] Floor at 0 on 6-month Euribor
[2] Spread subject to change on the NFP/EBITDA parameter defined contractually
[3] Floor at -0.70% on 3-month Euribor

Former UBI loan signed on 28 May 2020. The line for a total of €10 million matures on 28 May 2023, envisages principal repayments in deferred semi-annual instalments from 28 November 2021 and interest at the floating 6-month Euribor rate, with zero floor, plus a 120 bps margin. The interest is payable half-yearly from 28 November 2020. From 31 December 2020 and for each reference half-year, the Group has committed to respect the following financial limits: NFP/EBITDA less than 3.5 and NFP/Shareholders' Equity below 2.0. As at 31 December 2022 these parameters were found to have been respected.

The **BNL Minimutuo loan** for a total of €10 million, for which Tinexta S.p.A. signed the agreement on 18 January 2022. The loan was used in full to finance the liquidity requirements deriving from the group treasury operations as well as to partially support the acquisition of Evalue Innovacion SL. The rate applied is the 3-month Euribor with -0.70% floor, plus a spread of 70 bps and requires repayment of principal in constant quarterly instalments starting from 18 April 2022 and maturing on 18 July 2023, with interest paid quarterly starting from 18 April 2022. From 30 June 2022 and for each reference half-year, the Group has committed to respect the following financial limits: NFP/EBITDA less than 3.5 and NFP/Shareholders' Equity below 2.0. As at 31 December 2022 these parameters were found to have been respected.

BPS loan of an original amount of €10 million. The loan was disbursed on 27 November 2018 at 6-month Euribor with a zero floor, plus 140 bps, and requires repayment of principal in semi-annual instalments starting from 30 June 2019 and terminating on 31 December 2023, with interest paid on a half-yearly basis starting from 30 June 2019. The applicable margin is updated annually based on the ratio of NFP to EBITDA determined contractually, as follows: NFP/EBITDA ≥ 3 margin 165 bps; NFP/EBITDA <3 and ≥ 2 margin 140 bps; NFP/EBITDA <2 margin 125 bps. From 31 December 2018 and for each reference half-year, the Group has committed to respect the following financial limits: NFP/EBITDA less than 3.5 and NFP/Shareholders' Equity below 2.0. As at 31 December 2022 these parameters were found to have been respected. Based on the parameters indicated above, the margin paid was 125 bps.

Credem loan of an original amount of €5 million. The loan was disbursed on 29 January 2019 at the 6-month Euribor plus 120 bps and requires repayment of principal in increasing half-yearly instalments starting from 28 February 2019 and maturing on 30 January 2024, with interest paid on a monthly basis starting from 28 February 2019. This loan does not require compliance with financial limits.

The Crédit Agricole line C loan was disbursed for €15 million on 28 June 2019. The main terms of the contract are as follows: maturity on 31 December 2024, repayment of semi-annual equal instalments of principal with a first pre-amortisation period (until 31 December 2019) and interest settled at the variable 6-month EURIBOR rate, plus a margin updated every six months based on the ratio of NFP to EBITDA, defined contractually, as follows: NFP/EBITDA > 2 margin 150 bps; NFP/EBITDA ≤ 2 and > 1.5 margin 135 bps; NFP/EBITDA ≤ 1.5 margin 120 bps. As at 31 December 2022, based on the parameters indicated above, the margin paid was 120 bps.

The **Crédit Agricole line A Loan** was signed on 18 June 2020 with a pool of banks for a total of €31 million and maturity on 30 June 2025, includes repayment of principal in deferred semi-annual instalments starting from 31 December 2020 and interest settled at the floating 6-month Euribor rate plus a margin updated every year based on the ratio of NFP to EBITDA, defined contractually, as follows: NFP/EBITDA > 1.75 margin 110 bps; NFP/EBITDA ≤ 1.75 margin 105 bps. As at 31 December, based on the parameters indicated above, the margin paid was 105 bps.

The loan agreement executed on 18 June 2020 envisages an additional credit facility (**Crédit Agricole line B**) for €10 million, which had been disbursed in full on 10 December 2020. The main terms of the line are: maturity on 30 June 2025, repayment of principal in deferred semi-annual instalments and interest settled at the floating 6-month Euribor rate plus a margin updated every year based on the ratio of NFP to EBITDA, defined contractually, as follows: NFP/EBITDA > 1.75 margin 110 bps; NFP/EBITDA ≤ 1.75 margin 105 bps. As at 31 December, based on the parameters indicated above, the margin paid was 105 bps. Part of the loan was granted to the subsidiary Innolva SpA and on 30 June 2022 was repaid in full in advance for €4,150 thousand plus accrued interest.

On the Crédit Agricole loans, the Company is committed, for each reference half-year, to respecting the following limits: maximum NFP/EBITDA ratio threshold of 3.5 and NFP/Shareholders' Equity ratio of 2.0. As at 31 December 2022 these parameters were found to have been respected.

BNL loan for a total of €20 million, for which Tinexta S.p.A. signed the agreement on 20 December 2019 and used in full in 2020. The rate applied is the 6-month Euribor plus 145 bps and requires repayment of principal in increasing semi-annual instalments starting from 30 June 2021 and maturing on 31 December 2025, with interest paid semi-annually starting from 31 December 2020. From 31 December 2018 and for each reference half-year, the Group has committed to respect the following financial limits: NFP/EBITDA less than 3.5 and NFP/Shareholders' Equity below 2.0. As at 31 December 2022 these parameters were found to have been respected.

The **Intesa Sanpaolo loan** was signed on 31 July 2020 with Intesa Sanpaolo. **Line A1**, for a total of €50 million, matures on 30 June 2026 and envisages repayment of principal in deferred semi-annual instalments from 30 June 2021 and interest settled at the floating 6-month Euribor rate plus a margin of 90 bps. The Group has committed to respect the following financial limits: NFP/EBITDA less than 3.5 and NFP/Shareholders' Equity less than 2.0. As at 31 December 2022 these parameters were found to have been respected. The executed loan agreement envisages an additional credit line (**line A2**) for €30 million used in full on 25 January 2021. The main terms of the line A2 are: maturity on 30 June 2026, repayment of principal in deferred semi-annual instalments and interest settled at the floating 6-month Euribor rate plus a margin of 115 bps.

The **Mediobanca loan** was signed on 11 November 2020 and disbursed for €15 million on 30 December 2020. The main terms of the contract are as follows: maturity on 11 November 2025, repayment of semi-annual equal instalments of principal with a first pre-amortisation period (until 11 May 2021) and interest settled at the floating 6-month Euribor rate, with a zero floor, plus a margin updated every six months based on the ratio of NFP to EBITDA, defined contractually, as follows: NFP/EBITDA > 3 margin 190 bps; NFP/EBITDA ≤ 3 and > 2 margin 165 bps; NFP/EBITDA ≤ 2.0 margin 145 bps. The Group has committed to respect the following financial limits: NFP/EBITDA less than 3.5 and NFP/Shareholders' Equity below 2.0. As at 31 December 2022 these parameters were found to have been respected. Based on the parameters indicated above, the margin paid was 165 bps.

The **ICCREA-BCC loan** was signed on 15 December 2020 with a pool of banks comprising ICCREA Banca and BCC Milano for €10 million. The amount was fully disbursed on 29 January 2021. The main terms of the contract are as follows: maturity on 15 December 2026, repayment of semi-annual equal instalments of principal with a first pre-amortisation period (until 31 December 2021) and interest settled at the floating 6-month Euribor rate with a zero floor, plus a margin of 100 bps. The Group has committed to respect the following financial limits: NFP/EBITDA less than 3.5 and NFP/Shareholders' Equity less than 2.0. As at 31 December 2022 these parameters were found to have been respected.

The **BPM Loan** was signed and fully disbursed on 30 April 2021 for €10 million. The main terms of the agreement are as follows: maturity on 31 December 2026, repayment of semi-annual equal instalments of principal with a first pre-amortisation period (until 30 June 2022) and interest settled at the floating 6-month Euribor rate, plus a margin of 120 bps. Starting from 31 December 2021, the Group has committed to respect the following financial limits: NFP/EBITDA less than 3.5 and NFP/Shareholders' Equity less than 2.0. As at 31 December 2022 these parameters were found to have been respected.

The **BPER Loan** was signed on 19 February 2021 for €10 million, the amount was fully disbursed on 24 February 2021. The main terms of the agreement are as follows: maturity on 31 December 2027, repayment of semi-annual equal instalments of principal starting on 30 June 2021 and interest settled at the floating 6-month Euribor rate plus a margin updated every year based on the ratio of NFP to EBITDA, defined contractually, as follows:

NFP/EBITDA > 1.75 margin 125 bps; NFP/EBITDA ≤ 1.75 margin 120 bps. The Group has committed to respect the following financial limits: NFP/EBITDA less than 3.5 and NFP/Shareholders' Equity below 2.0. As at 31 December 2022 these parameters were found to have been respected. Based on the parameters indicated above, the margin paid was 120 bps.

The **Unicredit Loan** was signed on 21 September 2021 for €18 million, the amount was fully disbursed on the same date. The main terms of the agreement are as follows: maturity on 30 September 2027, repayment of semi-annual equal instalments of principal starting from 30 September 2022 and interest settled at the floating 6-month Euribor rate (with a zero floor), plus a margin of 125 bps. The Group has committed to respect the following financial limits: NFP/EBITDA less than 3.5 and NFP/Shareholders' Equity less than 2.0. As at 31 December 2022 these parameters were found to have been respected.

Changes in *Bank loans*:

Amounts in Euro	**31/12/2021**	**Disbursements**	**Principal payments**	**Interest paid**	**Accrued interest**	**Change in scope of consolidation *Acquisitions***	**Other non-cash flow changes**	**31/12/2022**
Bank loans	**204,899**	10,082	-49,519	-2,000	3,314	962	750	**168,488**

The disbursements for the period refer to the **BNL Minimutuo loan**, net of transaction costs incurred for the disbursement and to other minor loans. Payments of principal and interest paid include the voluntary early repayment made on the portion of the **Crédit Agricole line A loan** as shown above. Other no-cash-flow changes include the taking over of a loan recognised as a balancing entry in the reduction of Liabilities for the purchase of minority interests. Accrued interest includes €1,170 thousand of charges accrued by applying the effective interest criterion.

Other current bank payables

Other current bank payables amounted to €246 thousand as at 31 December 2022 (€689 thousand as at 31 December 2021) and are composed primarily of bank current account overdrafts.

Liabilities for the purchase of minority interests

The item Liabilities for the purchase of minority interests includes the liabilities for Put options granted by the Group to the minority shareholders of CertEurope S.A.S. (40%), Corvallis S.r.l. (30%), Yoroi S.r.l. (40%), Queryo Advance S.r.l. (40%), Swascan S.r.l. (49%), Evalue Innovacion (30%) and Sixtema S.p.A. (20%). The value of these liabilities was determined as the current value of the amount to be paid at the contractual maturities against the reversal of the interests of these minority shareholders. As at 31 December 2022, the discount rate used was equal to the WACC used for the purposes of the impairment test of the goodwill as at 31 December 2022.

Amounts in thousands of Euro	**31/12/2022**	*31/12/2022*		**31/12/2021**	*31/12/2021*		**Change**
		Current	*Non-current*		*Current*	*Non-current*	
CertEurope PUT options	**32,567**	*32,567*		**31,881**		*31,881*	**686**
Corvallis PUT options	**14,652**		*14,652*	**24,862**		*24,862*	**-10,210**
Yoroi PUT options	**14,703**		*14,703*	**19,563**		*19,563*	**-4,860**
Evalue Innovacion PUT options	**14,264**		*14,264*	**0**			**14,264**
Swascan PUT options	**9,240**		*9,240*	**9,051**		*9,051*	**189**
Queryo Advance PUT options	**7,896**		*7,896*	**10,029**		*10,029*	**-2,132**
Sixtema PUT options	**1,051**	*1,051*		**994**		*994*	**57**
Trix PUT options	**0**			**15**		*15*	**-15**
PrivacyLab PUT options	**0**			**1,140**	*1,140*		**-1,140**
Total liabilities for the purchase of minority interests	**94,373**	*33,618*	*60,755*	**97,535**	*1,140*	*96,395*	**-3,162**

During the year, the minority shareholders exercised the Put option on 30% of PrivacyLab for €1,170 thousand and in advance the Put option on 30% of Trix S.r.l. for €186 thousand (of which cash and cash equivalents for €60 thousand and a potential consideration to be paid in 2025 currently estimated at €140 thousand). Warrant Hub S.p.A. also exercised a call option on the remaining 10% held by the rest of PrivacyLab minority shareholders for a total of €399 thousand, including accessory charges.

The changes in liabilities for the purchase of minority interests, subsequent to the first accounting of the business combination (for details, please refer to Note 14. Business combinations) to which they refer, are recognised in equity: the overall effect of the change recognised during the year is positive for €14,284 thousand.

Liabilities for contingent consideration

Liabilities for contingent consideration linked to acquisitions were determined at the present value of the amount to be paid at the contractual expiries, if the payment is envisaged more than 12 months after initial recognition. As at 31 December 2022, the discount rate used was equal to the WACC used for the purposes of the impairment test of the goodwill as at 31 December 2022.

Amounts in thousands of Euro	**31/12/2022**	*31/12/2022*		**31/12/2021**	*31/12/2021*		**Change**
		Current	*Non-current*		*Current*	*Non-current*	
Enhancers contingent consideration	**8,168**		*8,168*	**0**			**8,168**
Plannet contingent consideration	**3,703**		*3,703*	**0**			**3,703**
CertEurope contingent consideration	**1,640**	*1,640*		**3,956**		*3,956*	**-2,316**
Queryo Advance contingent consideration	**494**	*494*		**988**	*988*		**-494**
Sferabit contingent consideration	**434**		*434*	**0**	*0*		**434**
Trix contingent consideration	**127**		*127*	**0**			**127**
Teknesi contingent consideration	**97**		*97*	**0**			**97**
LAN&WAN contingent consideration	**80**		*80*	**0**			**80**
Euroquality contingent consideration	**0**	*0*		**688**	*688*		**-688**
Total liabilities for contingent consideration	**14,743**	**2,134**	**12,610**	**5,632**	**1,676**	**3,956**	**9,112**

The changes in contingent consideration, subsequent to the first accounting of the business combination (for details, please refer to Note 14. Business combinations) to which they refer, are recognised in the income statement under Financial income (charges): the overall effect of the change recognised during the year is negative for €1,640 thousand.

During the period, the payment of contingent consideration for a total of €4,547 thousand was recorded:

- to the selling shareholders of CertEurope for €2,802 thousand;
- to the selling shareholders of Euroquality for €1,251 thousand;
- to the selling shareholders of Queryo Advance for €494 thousand;

Price deferment liabilities

Price deferment liabilities represent the payable at the reporting date referring to deferments obtained from the selling shareholders of Warrant Hub S.p.A., Financial Consulting Lab S.r.l., Sferabit S.r.l.,Teknesi business unit, LAN&WAN S.r.l.

Changes in *Price deferment liabilities*:

Amounts in Euro	31/12/2021	Principal payments	Interest paid	Accrued interest	Change in Scope *Disposals*	Other non-cash flow changes	31/12/2022
Price deferment liabilities	**4,382**	-2,018	-55	79	-507	1,982	**3,864**

The price deferral granted by the selling shareholders of the Teknesi business unit (€1,020 thousand), Sferabit S.r.l. (€665 thousand) and LAN&WAN S.r.l. (€296 thousand) is recognised under Other no cash flow changes. For details, please refer to Note 14. Business Combinations.

Lease liabilities

Lease liabilities includes the present value of payments due on the leases falling under the application of IFRS 16.

Changes of lease liabilities:

Amounts in Euro	31/12 2021	New leases	Principal payments	Interest paid	Accrued interest	Change in Scope *Acquisitions*	Change in scope *Disposals*	Other non-cash flow changes	31/12 2022
Lease liabilities	**19,284**	31,920	-5,854	-276	671	925	-2,392	-1,278	**43,001**

The New lease contracts led to an overall increase in Lease liabilities of €31,920 thousand. In 2022, two office lease agreements were signed in Milan and Rome aimed at the unification of the offices in the two areas. The property in Milan was handed over in May and the lease expires in May 2032. Work on the fit-out of the building is ongoing. At the delivery date, a payable of €14,663 thousand was recorded. The property in Rome was handed over in May and the lease expires in May 2032. Work on the fit-out of the building is ongoing. At the delivery date, a payable of €13,439 thousand was recognized and payables of €1,614 thousand were reversed for the expected early termination of existing contracts (this reversal of payables is recognised in Other no cash flow changes).

Other non-cash flow changes include adjustments to lease liabilities for changes in lease payments (e.g. ISTAT adjustments), extensions and early terminations.

Liabilities to other lenders

Liabilities to other lenders amounted to €4,061 thousand (€4,307 thousand as at 31 December 2021). The item mainly includes:

- €2,764 thousand prepaid by customers for the purchase of stamps and rights and not yet used as at 31 December 2022 (€2,293 thousand as at 31 December 2021);
- €1,145 thousand of dividends payable to be paid: €1,068 thousand of Queryo Advance S.r.l. and €77 thousand of the parent company Tinexta SpA (€769 thousand as at 31 December 2021);
- €139 thousand in liabilities of Warrant Hub in relation to the cash collected for projects and initiatives approved by the European Commission and to be paid to the partner companies in such projects and initiatives (€155 thousand as at 31 December 2021).

As at 31 December 2021, there were €499 thousand of payables to customers for amounts recovered to be retroceded as part of the disposed of credit collection activities of the Credit Information & Management segment.

33. CURRENT TRADE AND OTHER PAYABLES

The item Trade and other current payables totalled €92,308 thousand (€89,976 thousand as at 31 December 2021) and is detailed as follows:

Amounts in thousands of Euro	31/12/2022	31/12/2021 Restated	Change
Trade payables due to suppliers	49,999	47,470	2,530
Trade payables to parent company	242	181	61
Trade payables to associated companies	504	272	232
Trade payables	**50,745**	**47,923**	**2,822**
Due to social security institutions	10,068	10,968	-900
VAT payable	8,154	6,024	2,131
Payable for withholding taxes to be paid	4,389	4,328	61
Other tax liabilities	13	499	-486
Payables to employees	18,434	19,618	-1,184
Due to others	504	616	-112
Other current payables	**41,563**	**42,053**	**-490**
Current trade and other payables	**92,308**	**89,976**	**2,332**
of which vs. related parties	***747***	***458***	***289***

The change in the item was affected by the effects of the disposal of the Credit Information & Management sector (€13,732 thousand as at 31 December 2021), partially offset by the balances contributed at the date of the first consolidation by the companies that entered the scope of consolidation during the year, for a total of €4,827 thousand.

Trade payables due to suppliers are summarised below by past due brackets:

Trade payables due to suppliers *Amounts in thousands of Euro*	**Balance**	**Accruals and invoices to be received**	**Invoices received**					
				due	past due within 90 days	past due between 91 and 180 days	past due between 181 days and 1 year	past due beyond 1 year
31 December 2022	**49,999**	**15,253**	**34,746**	22,887	9,231	1,566	728	333
31 December 2021	**47,470**	**18,747**	**28,723**	20,830	6,248	745	567	332

The item Payables to employees includes payables for wages to be paid, pay in lieu of vacation, expense reports to be reimbursed and bonuses to be paid.

34. CONTRACT LIABILITIES

Contract liabilities represent the Group's obligation to transfer to the customer goods or services for which the Group has received consideration from the customer or for which consideration is due. This item includes deferred trade income, advances and thus prepaid trade amounts, the gross amount due to customers for project work and the value of options (material rights) which allow the customer to acquire additional goods or services free of charge or with a discount.

This item amounted to a total of €81,991 thousand (€74,525 thousand as at 31 December 2021).

Changes in the item:

Amounts in thousands of Euro	**31/12/2021**	**Decreases Revenues 2022**	**Increases**	**Reclassifications**	**Change in Scope *Acquisitions***	**Change in Scope *Disposals***	**31/12/2022**
Non-current contract liabilities	17,423	-33	7,320	-6,981	183	0	**17,911**
Current contract liabilities	57,102	-55,011	58,748	6,981	1,163	-4,903	**64,081**
Contract liabilities	**74,525**	**-55,044**	**66,068**	**0**	**1,346**	**-4,903**	**81,991**

35. DEFERRED INCOME

The item Deferred income totalled €2,474 thousand (€2,534 thousand as at 31 December 2021) and includes primarily prepayment and deferrals for government grants; €122 thousand are included in Non-current liabilities.

Information on the Comprehensive Income Statement

The comparative balances for 2021 have been restated as follows:

- in relation to the completion, in the second quarter of 2022, of the activities to identify the fair values of the assets and liabilities of Forvalue S.p.A., consolidated on a line-by-line basis from 1 July 2021 and of Financial Consulting Lab S.r.l., consolidated on a line-by-line basis from 1 October 2021, and in connection with the completion, in the fourth quarter of 2022, of the activities to identify the fair values of the assets and liabilities of CertEurope S.A., consolidated on a line-by-line basis from 1 November 2021
- the balances attributable to the Credit Information & Management division are respectively reported or reclassified under "Profit (loss) from discontinued operations". For details, please refer to Note 13. Discontinued Operations.

Amounts in thousands of Euro	**2021**	**Completion of Forvalue Business Combination**	**Completion of Financial Consulting LAB Business Combination**	**Completion of Certeurope Business Combination**	**Reclassification of Discontinued Operations**	**2021 Restated**
Revenues	**375,353**				**-73,808**	**301,546**
Costs of raw materials	12,668				20	12,688
Service costs	118,796				-27,934	90,863
Personnel costs	140,503				-20,223	120,280
Contract costs	7,809				-3,618	4,191
Other operating costs	2,553				-346	2,207
Amortisation and Depreciation	33,631	659	85	576	-11,042	23,910
Provisions	1,225				290	1,515
Impairment	1,224				-320	904
Total Costs	**318,409**	**659**	**85**	**576**	**-63,173**	**256,557**
OPERATING PROFIT	**56,944**	**-659**	**-85**	**-576**	**-10,635**	**44,989**
Financial income	1,116				-33	1,083
Financial charges	4,415				-217	4,198
Net financial income (charges)	**-3,299**	**0**	**0**	**0**	**184**	**-3,115**
Share of profit of equity-accounted investments, net of tax	-200				28	-172
PROFIT BEFORE TAX	**53,445**	**-659**	**-85**	**-576**	**-10,423**	**41,702**
Income taxes	13,802	-184	-24	-144	-459	12,991
NET PROFIT FROM CONTINUING OPERATIONS	**39,644**	**-475**	**-61**	**-432**	**-9,964**	**28,711**
Profit from discontinued operations	0				9,964	9,964
NET PROFIT	**39,644**	**-475**	**-61**	**-432**	**0**	**38,675**
Profit for the period attributable to the Group	38,321	-356	-61	-432		37,471
Profit for the period attributable to minority interests	1,323	-119		0		1,204

With respect to 2021, the consolidated economic data for 2022 include:

- the balances of Forvalue S.p.A. (Business Innovation segment) consolidated as from 1 July 2021;

- the balances of Financial Consulting LAB S.r.l. and Financial Consulting LAB now merged into Warrant Hub S.p.A. (Business Innovation BU) consolidated as from 1 October 2021;
- the balances of CertEurope S.A.S. (Digital Trust BU) consolidated as from 1 November 2021;
- the balances of Evalue Innovación SL (Business Innovation BU) consolidated as from 1 January 2022;
- the balances of Enhancers S.p.A. (Business Innovation BU) consolidated as from 1 April 2022;
- the balances of Nomesia S.r.l. now merged into Queryo Advance S.r.l. (Business Innovation BU) consolidated as from 1 April 2022;
- the balances of Sferabit S.r.l. (Digital Trust BU) consolidated as from 1 May 2022;
- the balances of Plannet S.r.l. (Business Innovation segment) consolidated from 1 July 2022;
- the balances of LAN&WAN S.r.l. (Cybersecurity segment) consolidated as from 1 January 2022;
- the balances of the Teknesi business unit (Cybersecurity segment) consolidated as from 1 July 2022.

The cumulative effect of these updates on changes with respect to the previous year is specified in the notes below as a change in the scope of consolidation (with the exception of: Financial Consulting LAB and Financial CLAB now merged into Warrant Hub S.p.A. and Nomesia S.r.l. now merged into Queryo Advance S.r.l., the Teknesi business unit).

36. REVENUES

In 2022, Revenues totalled €357,163 thousand (€301,546 thousand in 2021). Revenues rose compared with the previous year by 18.4%, of which 6.4% due to organic growth and 12.0% to the change in the scope of consolidation.

Amounts in thousands of Euro	**2022**	**2021**	**Change**
Revenues from sales and services	348,328	295,104	53,224
Other revenues and income	8,836	6,442	2,394
Revenues	**357,163**	**301,546**	**55,618**
of which vs. related parties	***386***	***288***	***98***
of which non-recurring	***0***	***0***	***0***

Breakdown of revenues by business segment:

Amounts in thousands of Euro / ***Twelve-month period closed as at 31 December***	***Digital Trust***		***Cybersecurity***		***Business Innovation***		**Other sectors (Holding)**		***Total***	
	2022	**2021**	**2022**	**2021**	**2022**	**2021**	**2022**	**2021**	**2022**	**2021**
Segment revenues	156,977	131,296	77,508	72,825	125,665	98,330	3,371	2,110	363,521	304,562
Intra-segment revenues	428	168	2,517	731	417	231	2,996	1,884	6,358	3,014
Revenues from third parties	**156,549**	**131,127**	**74,992**	**72,094**	**125,248**	**98,099**	**375**	**226**	**357,163**	**301,546**

Revenues from sales and services

This item includes revenues from contracts with customers. Summary table providing the breakdown of Revenues from sales and services recognised during the year by business segment, geographic area and type of product or service:

Amounts in thousands of Euro	**2022**				**2021**			
	Digital Trust	*Business Innovation*	*Cybersecurity*	**Total**	*Digital Trust*	*Business Innovation*	*Cybersecurity*	**Total**
Italy	131,049	105,842	71,196	**308,088**	119,590	91,973	68,141	**279,704**
EU	22,775	15,245	98	**38,118**	10,033	4,355	204	**14,592**
Non-EU	857	405	860	**2,122**	198	103	506	**808**
Total by Geographical area	*154,681*	*121,492*	*72,155*	**348,328**	*129,821*	*96,431*	*68,852*	**295,104**
Digital Trust products	77,343			**77,343**	61,922			**61,922**
Digital Trust solutions	50,052			**50,052**	41,715			**41,715**
Data distribution platforms, software and electronic services	27,286			**27,286**	26,184			**26,184**
Marketing consulting		25,274		**25,274**		20,899		**20,899**
Innovation consulting		53,446		**53,446**		47,240		**47,240**
Other innovation services		42,771		**42,771**		28,293		**28,293**
Cybersecurity consulting			72,155	**72,155**			68,852	**68,852**
Total by type of product/service	*154,681*	*121,492*	*72,155*	**348,328**	*129,821*	*96,431*	*68,852*	**295,104**

* For more detailed information on product/service categories, please refer to Note *8. Measurement criteria - Revenues.*

Other revenues and income

Amounts in thousands of Euro	**2022**	**2021**	**Change**
Government grants	7,244	5,496	1,749
Capital gains on the sale of assets	19	50	-31
Rental income on investment property	0	0	0
Other	1,572	896	677
Other revenues and income	**8,836**	**6,442**	**2,394**

Other revenues and income totalled €8,836 thousand (€6,442 thousand in 2021). Government grants amounted to €7,244 thousand, of which €7,033 thousand for operating grants and €212 thousand for capital grants for allocation to income with a systematic and rational criterion during the useful life of the asset to which report.

37. COSTS OF RAW MATERIALS

Costs of raw materials in 2022 amounted to €14,297 thousand (€12,688 thousand in 2021) and refer to a large extent to the Digital Trust Business Unit, and mainly include the amounts relating to the purchase of IT products intended for resale to customers. Costs of raw materials grew 12.7% compared to the prior year, of which 14.7% attributable to organic increase and 2.0% to the changes in the scope of consolidation.

Amounts in thousands of Euro	2022	2021	Change
Hardware, software	14,162	12,642	1,520
Change in inventories of raw and ancillary materials, consumables and goods	135	46	89
Costs of raw materials	**14,297**	**12,688**	**1,609**

38. SERVICE COSTS

In 2022, Service costs totalled €111,047 thousand (€90,863 thousand in 2021). Service costs rose compared with the previous period by 22.2%, of which 13.6% attributable to organic growth and 8.6% to the change in the scope of consolidation.

Amounts in thousands of Euro	2022	2021	Change
Technical services	50,256	42,861	7,395
IT structure costs	22,905	16,587	6,318
Specialist professional services	9,159	7,383	1,776
Outsourcing services	5,519	6,221	-702
Advertising, marketing and communication costs	4,985	4,034	951
Costs for agent network	4,203	2,337	1,866
Travel, assignments, and lodging expenses	3,207	1,835	1,372
Access to databases and commercial information	2,786	2,747	40
Consultancy	2,684	1,822	862
Property, plant and vehicle management costs	2,428	2,119	308
Other costs of the commercial network	2,426	1,242	1,184
Utilities and telephone costs	1,919	1,520	399
Banking costs	1,170	1,086	85
Rental costs excluding IFRS 16	962	650	312
Insurance	765	670	94
Independent auditors' fees for audit and other services	766	499	267
Remuneration of the Board of Statutory Auditors and Supervisory Body	651	577	73
Other service costs	1,798	1,277	520
Capitalised service costs	-7,542	-4,605	-2,937
Service costs	**111,047**	**90,863**	**20,184**
of which vs. related parties	***2,749***	***2,561***	***188***
of which non-recurring	***5,088***	***2,566***	***2,522***

Technical services represent professional and technical services relating to the Group's ordinary operations, which can be potentially insourced and are activated only for technical and organisational reasons or business practice. These include €21,305 thousand for Digital Trust (€18,584 thousand in 2021), €17,703 thousand for Business Innovation (€14,155 thousand in 2021), and €11,248 thousand for Cybersecurity (€10,122 thousand in 2021).

IT structure costs represent the costs incurred for the operation (including the software license fees, the housing/hosting services and the network and connectivity costs) and the maintenance of the IT equipment. They mainly refer to Digital Trust for €14,455 (€9,753 thousand in 2021) and Cybersecurity for €5,047 (€4,235 thousand in 2021).

Specialist professional services include Non-recurring costs amounting to €3,475 thousand, mainly for cost linked to acquisitions of target companies.

The 2022 Costs for use of third-party assets include €710 thousand in property and vehicle lease instalments for which the lease term is less than 12 months (€442 thousand in 2021), and €252 thousand in instalments on low value assets (€208 thousand in 2021).

Capitalised service costs refer for €2,715 thousand (€1,649 thousand in 2021) to costs incurred for fulfilling contract obligations, for the external costs incurred in Digital Trust, to implement "ad hoc" customer platforms to provide a series of services within a time frame of over twelve months, and for external costs sustained for the provision of consulting services, primarily relating to innovation in Business Innovation, for which the related revenue has not yet been recognised. The additional capitalised costs totalled €4,827 thousand (€2,956 thousand in 2021) and refer to software development activities, in particular in Digital Trust (€3,618 thousand).

39. PERSONNEL COSTS

In 2022, Personnel costs totalled €138,172 thousand (€120,280 thousand in 2021). Personnel costs rose compared with the previous year by 14.9%, of which 5.3% attributable to organic growth and 9.6% to the change in the scope of consolidation.

Amounts in thousands of Euro	**2022**	**2021**	**Change**
Wages and salaries	97,828	82,083	15,745
Social security contributions	29,875	24,701	5,174
Employee severance indemnity	6,172	5,137	1,035
Retirement incentives	519	95	424
Provisions for disputes with personnel	-125	-156	31
Provisions for stock options	2,679	1,974	705
Other personnel costs	4,749	3,531	1,217
Capitalised personnel costs	-9,122	-4,772	-4,350
Directors' fees	4,604	6,932	-2,328
Ongoing partnerships	993	755	238
Personnel costs	**138,172**	**120,280**	**17,891**
of which non-recurring	***1,210***	***0***	***1,210***

The increase in costs for wages and salaries, social security charges and post-employment benefits is consistent with the increase in the average number of employees employed in the Group compared to the previous year.

The number of employees as at 31 December 2022 along with the average number of employees in 2021 compared with the average number of employees in 2021:

Number of employees of Continuing operations	*31/12/2022*	Average 2022	Average 2021
Senior Management	89	84	61
Middle Management	309	311	260
Employees	1,885	1,798	1,514
Workers	9	5	0
Total	**2,292**	**2,198**	**1,835**

The costs for 2022 Stock Option Provisions refer to the 2020-2022 and 2021-2023 Stock Option Plans, the spread compared to 2021 is mainly attributable to the pro-rata of the 2021-2023 Stock Option Plan adopted between June and October 2021.

Capitalised personnel costs refer for €2,940 thousand (€1,509 thousand in 2021) to costs incurred for fulfilling contract obligations, for personnel costs incurred in Digital Trust, to implement “ad hoc” customer platforms to provide a series of services within a time frame of over twelve months, and for costs sustained for the provision of consulting services, primarily relating to innovation consulting in Business Innovation, for which the relative revenue has not yet been recognised. Additional capitalised costs of €6,182 thousand (€3,263 thousand in 2021) refer to software development activities in the Digital Trust segment for €2,375 thousand (€1,822 thousand in 2021), in the Cybersecurity segment for €2,847 thousand (€1,205 thousand in 2021) and in the Business Innovation segment for €959 thousand (€236 thousand in 2021).

Information on the 2020-2022 Stock Option Plan

On 23 June 2020, after obtaining opinion from the Remuneration Committee, the Board of Directors resolved to allocate options in execution of the long-term stock option-based incentive scheme known as the “2020-2022 Stock Option Plan” (hereinafter also “Plan”), as approved by the Shareholders' Meeting on 28 April 2020. In particular, among the executive directors, key managers and/or other employees and managerial roles in the Company and/or subsidiaries, the Board of Directors identified 29 beneficiaries to whom a total of 1,670,000 options have been allocated. The options offer the right to purchase and, if appropriate, subscribe Company shares in the ratio of 1 share for every 1 option exercised. The Plan provides for a single option allocation cycle and envisages a vesting period of 36 months from the date the options are allocated to beneficiaries. Exercise of the options is subordinated to achieving EBITDA in the consolidated financial statements as at 31 December 2022 of ≥ 80% of the approved budget value. If EBITDA proves to be between ≥ 80% and ≥ 100%, the option vesting will be proportionate. The Accrued options may be exercised at the end of a 36-month Vesting Period as from the Allocation Date. The exercise price is established as €10.97367, based on the arithmetic mean of official prices recorded by the Company’s shares on the MTA market in the half-year prior to the option allocation date. Further details of the Plan can be found in the Information Document already disclosed to the public pursuant to art. 114-bis, Italian Legislative Decree no. 58 of 24 February 1998 (the "Consolidated Finance Act") and art. 84-bis, paragraph 1 of the Issuers' Regulation, in the Company/Governance/Shareholders'Meeting/2020 section of the Company's web site (https://tinexta.com/en/company/governance/assemblea-azionisti), which will be updated in compliance with the provisions of art. 84-bis, paragraph 5 of the Issuers' Regulation.

In application of IFRS 2, the option rights underlying the Plan were measured at fair value at the time of assignment.

At the grant date, 23 June 2020, the fair value for each option right was equal to €3.463892. The fair value of the options assigned was calculated by an independent expert, reflecting the "no arbitrage" and "risk neutral framework" characteristics common to the basic pricing models for options, by means of the calculation parameters indicated below:

- risk-free rate curve obtained from market IRS rates at the measurement date;
- expected dividends: 2%;
- share price volatility: 40%;
- annual probability of beneficiary exits: 3%.

As at 31 December 2022, 1,620,000 options had been allocated. On the basis of the final EBITDA, the number of options linked to the achievement of the performance objectives is 96.4% and the probability of exit of the beneficiaries was set at 0%.

The accrued cost recognised in 2022 for the aforementioned plan amounts to €1,894 thousand and was recognised under Personnel costs for €1,617 thousand and in Profit (loss) from discontinued operations for €277 thousand.

Information on the 2021-2023 Stock Option Plan

On 23 June 2021, after obtaining opinion from the Remuneration Committee, the Board of Directors resolved to allocate options in execution of the long-term stock option-based incentive scheme known as the "2021-2023 Stock Option Plan" (hereinafter also "Plan"), as approved by the Shareholders' Meeting on 27 April 2021. The Plan envisages the allocation of a maximum 300,000 options. In particular, among the executive directors, key managers and/or other employees and managerial roles in the Company and/or subsidiaries, the Board of Directors has identified 3 beneficiaries to whom a total of 190,000 options have been allocated. The options offer the right to purchase and, if appropriate, subscribe Company shares in the ratio of 1 share for every 1 option exercised. The Plan provides for a single option allocation cycle and envisages a vesting period of 36 months from the date the options are allocated to beneficiaries. Exercise of the options is subordinated to achieving EBITDA in the consolidated financial statements as at 31 December 2023 of ≥ 80% of the approved budget value. If EBITDA proves to be between ≥ 80% and ≥ 100%, the option vesting will be proportionate. The Accrued options may be exercised at the end of a 36-month Vesting Period as from the Allocation Date. The exercise price is established as €23.49, based on the arithmetic mean of official prices recorded by the Company's shares on the MTA market in the half-year prior to the option allocation date. Further details of the Plan can be found in the Information Document already disclosed to the public pursuant to art. 114-bis, Italian Legislative Decree no. 58 of 24 February 1998 (the "Consolidated Finance Act") and art. 84-bis, paragraph 1 of the Issuers' Regulation, in the

Company/Governance/Shareholders' Meeting/2021 section of the Company's web site (https://tinexta.com/en/company/governance/assemblea-azionisti), which will be updated in compliance with the provisions of art. 84-bis, paragraph 5 of the Issuers' Regulation.

In application of IFRS 2, the option rights underlying the Plan were measured at fair value at the time of assignment.

At the grant date, 23 June 2021, the fair value for each option was equal to €12.000555. The fair value of the options assigned was calculated by an independent expert, reflecting the "no arbitrage" and "risk neutral framework" characteristics common to the basic pricing models for options, by means of the calculation parameters indicated below:

- risk-free rate curve obtained from market IRS rates at the measurement date;
- expected dividends: 2%;
- share price volatility: 40%;
- annual probability of beneficiary exits: 3%.

On 5 October 2021 the Board of Directors of Tinexta S.p.A. resolved to grant a further 100,000 options at an exercise price set at €32.2852. The fair value for each option right was equal to €12.1476 using the same parameters of the assignment of 23 June 2021.

As at 31 December 2022, 290,000 options had been allocated.

The accrued cost recognised in 2022 for the aforementioned plan, under Personnel costs, was €1,062 thousand.

40. CONTRACT COSTS

The item *Contract costs* includes the periodic release of the year's share of the incremental cost assets capitalised for obtaining or fulfilling the contract (better described in Note *21. Contract cost assets*).

Amounts in thousands of Euro	**2022**	**2021**	**Change**
Contract obtainment costs	1,368	1,320	48
Contract fulfilment costs	2,859	2,871	-12
Contract costs	**4,226**	**4,191**	**36**

41. OTHER OPERATING COSTS

Other operating costs amounted to €3,128 thousand in 2022 (€2,207 thousand in 2021) of which €4 thousand from related parties and €66 thousand non-recurring. Other operating costs increased 41.7% on those of the previous year, of which 18.5% attributable to the change in scope of consolidation and 23.2% to organic growth. These costs refer to items of a residual nature, the most significant of which include: sundry taxes and duties of €823 thousand (€513 thousand in 2021) and membership fees, donations and gifts totalling €523 thousand (€468 thousand in 2021).

42. AMORTISATION AND DEPRECIATION, PROVISIONS AND IMPAIRMENT

Details of depreciation/amortisation, provisions and impairment line items:

Amounts in thousands of Euro	2022	2021 Restated	Change
Depreciation of property, plant and equipment	7,901	7,214	688
of which leased	*5,483*	*4,711*	*772*
Amortisation of intangible assets	24,786	16,696	8,090
pf which for Other intangible assets from consolidation	*17,496*	*10,974*	*6,522*
Depreciation and amortisation	**32,688**	**23,910**	**8,778**
Provisions	**830**	**1,515**	**-685**
Impairment	**1,163**	**904**	**260**

Depreciation and amortisation in 2022 amounted to €32,688 thousand (€23,910 thousand in 2021) of which €7,901 thousand referring to Property, plant and equipment (€5,483 thousand on rights of use), €24,786 thousand referring to Intangible assets (of which 17,496 for Other intangible assets from consolidation that emerged at the time of allocation of the price paid in the Business Combinations).

Regarding the nature of Provisions for the year, see Note 30. Provisions.

Impairment for the period (€1,163 thousand) refer to:

- expected losses on trade receivables for €1,128 thousand (in this regard, please refer to Note 23. Trade and other receivables);
- write-downs of Tangible assets for €35 thousand.

43. NET FINANCIAL INCOME (CHARGES)

Net financial charges totalled €6,248 thousand (€3,115 thousand in 2021).

Amounts in thousands of Euro	2022	2021	Change
Financial income	733	1,083	-350
of which vs. related parties	*24*	*0*	*24*
of which non-recurring	*53*	*0*	*53*
Financial charges	6,981	4,198	2,783
of which vs. related parties	*61*	*55*	*7*
of which vs. non-recurring	*997*	*0*	*997*
Net financial income (charges)	**-6,248**	**-3,115**	**-3,133**

Financial income

Amounts in thousands of Euro	2022	2021	Change
Income on financial assets at amortised cost	452	2	451
Exchange gains	114	69	45
Positive adjustment to financial instruments at fair value	27	24	4
Bank and postal interest	19	11	8
Income on derivatives	10	0	10
Positive fair value adjustment of contingent consideration	1	961	-960
Other interest income	47	16	32
Other financial income	63	2	60
Financial income	**733**	**1,083**	**-350**
of which vs. related parties	***24***	***0***	***24***
of which non-recurring	***53***	***0***	***53***

Income on financial assets at amortised cost includes interest accrued on Time Deposits (pursuant to Note 25. Other Current financial assets).

Income on derivatives includes the ineffective component on hedging derivatives.

Other financial income includes non-recurring financial income of €53 thousand relating to the capital gain realised from the sale of the equity investment in the associated company Innovazione 2 Sagl (as per Note 18. Equity investments).

Financial charges

Amounts in thousands of Euro	2022	2021 Restated	Change
Interest expenses on bank loans	2,131	1,466	665
Negative fair value adjustment of contingent consideration	1,641	617	1,024
Amortised cost adjustment on bank loans	979	1,121	-142
Interest expenses on leases	637	222	416
Exchange losses	267	105	162
Financial component of employee benefits	139	53	86
Hedging derivatives on bank loans	103	479	-376
Interest expenses on payment deferments	58	49	9
Other interest expenses	24	74	-51
Other financial charges	1,002	12	990
Financial charges	**6,981**	**4,198**	**2,783**
of which vs. related parties	***61***	***55***	***7***
of which vs. related parties	***997***	***0***	***997***

The increase in Interest expense on bank loans mainly reflects the increase in the reference index of the interest rate to which the Company is most exposed on debt, (6-month Euribor) partially offset by lower charges recognised on hedging derivatives on bank loans.

The Negative fair value adjustment of contingent consideration is affected by the estimated price adjustment on the Euroquality, CertEurope, Enhancers, Plannet and Sferabit acquisitions pursuant to Note 32. Financial Liabilities.

The increase in Interest expense on leases is attributable to the recognition of the two lease contracts for office use in Milan and Rome already described in Note 32. Financial liabilities.

Other financial charges include Non-recurring financial charges linked to the write-down of the equity investment Authada GMBH accounted for using the equity method pursuant to Note 18. Equity investments.

44. INCOME TAXES

In 2022, the income tax expense totalled €12,518 thousand, and can be detailed as follows:

Amounts in thousands of Euro	**2022**	**2021 Restated**	**Change**
IRES	13,378	13,103	275
IRAP	3,351	3,321	30
Current foreign taxes	2,624	368	2,256
Deferred tax liabilities	-4,778	-3,213	-1,565
Deferred tax assets	-5,704	-1,047	-4,657
Income taxes for previous years	-28	417	-445
Taxes other than the above	3,675	41	3,634
Income taxes	**12,518**	**12,991**	**-473**
of which non-recurring	***-3,649***	***-533***	***-3,117***

Non-recurring income taxes include non-recurring income of €3,649 thousand referring:

- For €2,733 thousand to the exemption (pursuant to art. 15, paragraph 10, of Italian Law Decree no. 185/2008) of the statutory/tax value differentials relating to the goodwill recognised in Corvallis S.r.l. following the completion of the transfer of the IT and R&D business units of Corvallis S.A. This option led to provisions for deferred tax assets of €6,408 thousand and the recognition of a substitute tax of €3,675 thousand under the item Other taxes other than the above.
- for €916 thousand to the tax effect on the non-recurring components of the profit before tax.

The item Deferred tax liabilities refers predominantly to the releases of deferred tax liabilities relating to the amortisation of intangible assets recorded at the time of the accounting of business combinations at fair value, as better detailed in Note 20. Deferred tax assets and liabilities.

Reconciliation between the theoretical current tax and the balance of the item Income Taxes:

Amounts in millions of Euro

Profit before tax	**45.1**	
Income taxes	**12.5**	**27.7%**

	IRES	IRAP
Profit before tax	**45.1**	**45.1**
PEX tax on dividends eliminated in the Consolidation	2.6	0.0
Business Combination Costs Capitalised in separate financial statements	2.3	2.3
Earn Out adjustment	1.6	0.0
Result of equity-accounted investments	0.3	0.3
Write-down of Authada equity investment	0.3	1.0
Financial charges (income)	0.0	6.2
ACE benefit	-1.0	0.0
EBIT of Tinexta S.p.A.	0.0	17.7
EBIT of Tinexta Cyber S.p.A.	0.0	1.7
EBIT of consolidated foreign companies	0.0	-12.5
Fees of directors and statutory auditors	0.0	3.5
Personnel costs net of deductions	0.0	-5.5
Leased staff and seconded personnel	0.0	1.2
Write-downs and losses on receivables	0.0	1.2
Contingent liabilities	0.0	0.2
Tax credit contributions	-1.4	-1.4
Car/telephony/hospitality costs	2.0	1.7
Super-depreciation/amortisation	-0.4	0.0
IRES deduction on IRAP	-0.5	0.0
Other changes	1.5	1.0
Taxable amount	**53.0**	**63.8**
% TAX	24%	4.00%
Tax	**12.7**	**2.6**
Current and deferred tax	**15.3**	
Net effect of Corvallis tax exemption	-2.7	
Contingent taxes	0.0	
Taxes Recalculation	**12.5**	

Additional information

45. EARNINGS PER SHARE

Basic earnings per Share are calculated by dividing Net Profit for the period attributable to the Group by the weighted average number of Ordinary Shares outstanding during the period (net of any Treasury Shares).

Basic earnings per share were determined as follows:

	2022	2021 Restated
Group Net Profit (*thousands of Euro*)	75,726	37,471
Weighted average number of outstanding Ordinary Shares	45,934,325	46,157,893
Basic earnings per Share (*in Euro*)	1.65	0.81

Basic earnings per share from continuing operations were determined as follows:

	2022	2021 Restated
Net profit from continuing operations attributable to the Group (*thousands of Euro*)	28,601	28,060
Weighted average number of outstanding Ordinary Shares	45,934,325	46,157,893
Basic earnings per share from continuing operations (*in Euro*)	0.62	0.61

The **diluted earnings per share** is obtained by dividing Group net profit for the year by the weighted average number of outstanding shares during the year, adjusted for the dilutive effects of weighted average of shares based on the period in which they are outstanding. In the outstanding shares calculation, purchases and sales of treasury shares were considered cancellations and issues of shares, respectively. The categories of potential ordinary shares derive from the possible conversion of stock options assigned to Group directors and employees. The average fair value of shares in the period was used to calculate the average number of potential shares outstanding.

Diluted earnings per share were calculated as follows:

	2022	2021 Restated
Group Net Profit (*thousands of Euro*)	75,726	37,471
Weighted average number of diluted outstanding Ordinary Shares	46,846,753	47,245,273
Diluted earnings per share (*in Euro*)	1.62	0.79

Diluted earnings per share from continuing operations were determined as follows:

	2022	2021 Restated
Net profit from continuing operations attributable to the Group (*thousands of Euro*)	28,601	28,060
Weighted average number of diluted outstanding Ordinary Shares	46,846,753	47,245,273
Diluted earnings per share from continuing operations (*in Euro*)	0.61	0.59

46. TRANSACTIONS WITH RELATED PARTIES

All transactions with Related Parties are part of normal business operations and are regulated at normal market conditions.

Below is a table that summarises all the equity balances and their incidence on the related items in the Statement of Financial Position as at 31 December 2022 and the corresponding comparative figures as at 31 December 2021:

31/12/2022										
Amounts in thousands of Euro	**Non-current financial assets**	**Current financial assets**	**Current trade and other receivables**	**Contract assets**	**Cash and cash equivalents**	**Non-current financial liabilities**	**Non-current contract liabilities**	**Current financial liabilities**	**Current trade and other payables**	**Current contract liabilities**
Parent Company	45	0	8	0	0	183	0	111	242	0
Associated companies	0	1,574	642	0	0	0	55	0	497	125
Other related parties	92	0	89	0	4,444	771	0	893	8	0
Total related parties	***137***	***1,574***	***740***	***0***	***4,444***	***954***	***55***	***1,004***	***747***	***125***
Total financial statements' item	**1,664**	**125,784**	**129,538**	**16,979**	**115,278**	**235,200**	**17,911**	**93,577**	**92,308**	**64,081**
% Incidence on Total	*8.2%*	*1.3%*	*0.6%*	*0.0%*	*3.9%*	*0.4%*	*0.3%*	*1.1%*	*0.8%*	*0.2%*
31/12/2021										
Amounts in thousands of Euro	**Non-current financial assets**	**Current financial assets**	**Current trade and other receivables**	**Contract assets**	**Cash and cash equivalents**	**Non-current financial liabilities**	**Non-current contract liabilities**	**Current financial liabilities**	**Current trade and other payables**	**Current contract liabilities**
Parent Company	38	0	21	0	0	484	0	147	181	0
Associated companies	0	290	329	1	0	0	48	0	272	85
Other related parties	0	0	398	0	3,325	3,233	0	1,240	5	0
Total related parties	***38***	***290***	***748***	***1***	***3,325***	***3,718***	***48***	***1,387***	***458***	***85***
Total financial statements' item	**736**	**4,144**	**119,518**	**16,880**	**68,253**	**282,609**	**17,423**	**54,118**	**89,976**	**57,102**
% Incidence on Total	*5.1%*	*7.0%*	*0.6%*	*0.0%*	*4.9%*	*1.3%*	*0.3%*	*2.6%*	*0.5%*	*0.1%*

Current financial assets include the short-term interest-bearing loan granted to the associate Authada by InfoCert S.p.A.

Cash and cash equivalents include Bank deposits of the Warrant Hub S.p.A. Group with the Intesa Sanpaolo Group (minority shares in with significant influence).

Financial liabilities include the payable due to the ultimate parent Tecno Holding S.p.A. for property lease agreements already in existence on 31 December 2022 (€294 thousand) and to other related parties of the Group (€970 thousand). In addition, as at 31 December 2022 liabilities include the payable for price deferments (€695 thousand) granted in previous years by shareholders selling their stakes, now considered other related parties, as strategic managers of the Group.

The table below summarises all economic transactions and their incidence on the associated items of the income statement in 2021 and the corresponding comparative figures for 2020:

Twelve-month period closed as at 31 December 2022						
Amounts in thousands of Euro	**Revenues**	**Service costs**	**Other operating costs**	**Financial income**	**Financial charges**	**Profit (loss) from discontinued operations**
Parent Company	2	356	2	0	11	-159
Associated companies	347	1,131	0	24	0	0
Other related parties	36	1,261	2	0	50	432
Total related parties	**386**	**2,749**	**4**	**24**	**61**	**273**
Total financial statements' item	**357,163**	**111,047**	**3,128**	**733**	**6,981**	**45,527**
% Incidence on Total	*0.1%*	*2.5%*	*0.1%*	*3.3%*	*0.9%*	*0.6%*
Twelve-month period closed as at 31 December 2021						
Amounts in thousands of Euro	**Revenues**	**Service costs**	**Other operating costs**	**Financial income**	**Financial charges**	**Profit (loss) from discontinued operations**
Parent Company	1	109	2	0	12	-330
Associated companies	235	1,138	0	0	0	0
Other related parties	53	1,315	2	0	43	252
Total related parties	**288**	**2,561**	**4**	**0**	**55**	**-78**
Total financial statements' item	**301,546**	**90,863**	**2,207**	**1,083**	**4,198**	**9,964**
% Incidence on Total	*0.1%*	*2.8%*	*0.2%*	*0.0%*	*1.3%*	*-0.8%*

Service costs to the parent company relate mainly to the service contracts in place for the offices used by the Parent Company (€111 thousand), as well as for personnel seconded by the Parent Company (€230 thousand).

Services costs to other related parties mainly refer to purchases made by Corvallis S.p.A. from the minority shareholder (or by companies related to them) and from Forvalue S.p.A. from the Intesa Sanpaolo Group with significant influence in Warrant Hub S.p.A.

Financial charges to related parties refer to interest expense on lease agreements and the price deferment mentioned above.

47. TOTAL FINANCIAL INDEBTEDNESS

Total financial indebtedness of the Group as at 31 December 2022, compared with 31 December 2021, as required by Consob communication no. DEM/6064293 of 28 July 2006, and in compliance with the Warning Notice no. 5/21 issued by CONSOB on 29 April 2021 with reference to the Guideline ESMA32-382-1138 dated 4 March 2021, was:

Amounts in thousands of Euro	31/12/2022	*of which vs. related parties*	31/12/2021	*of which vs. related parties*
A Cash	116,890	*4,444*	68,253	*3,325*
B Cash equivalents	0		0	
C Other current financial assets	125,784		4,144	
D Liquidity (A+B+C)	**242,674**		**72,397**	
E Current financial debt	40,067		7,811	
F Current portion of non-current financial debt	53,447	*1,004*	46,307	*1,387*
G Current financial indebtedness (E+F)	**93,514**		**54,118**	
H Net current financial indebtedness (G-D)	**-149,160**		**-18,279**	
I Non-current financial debt	226,717	*954*	282,666	*3,718*
J Debt instruments	0		0	
K Non-current trade and other payables	0		0	
L Non-current financial indebtedness (I+J+K)	**226,717**		**282,666**	
M Total financial indebtedness (H+L)	**77,557**		**264,388**	

48. OTHER INFORMATION

Commitments made by the Group

In relation to the entry of InfoCert into the capital of Authada GmbH (Authada), Put & Call options are envisaged that can be exercised following the approval of the 2021 and 2022 financial statements, allowing InfoCert to acquire 100% of Authada, if certain performance conditions are met. Based on the 2021 results, the conditions for exercising the Call option were not met and the Put option was not exercised by the remaining shareholders. Upon approval of the Authada 2022 financial statements, Put & Call options are envisaged on the capital held by the remaining shareholders. In the event that InfoCert exercises its Call option at an Enterprise Value lower than a predetermined threshold, the remaining shareholders will have the right to find, within a specific time interval, an alternative offer from a third party, provided it applies to 100% of the shares of the company; in the presence of such an offer, InfoCert will have the pre-emptive right and may exercise its Call option at the same price offered by the third party in terms of Enterprise Value. If the remaining shareholders are not able to find said third party, the same remaining shareholders may acquire 100% of the company with an Enterprise Value equal to the aforementioned threshold.

In relation to the transaction concluded on 10 November 2022, with the signing by Intesa SanPaolo for the €55.0 million capital increase resolved by Warrant Hub S.p.A., Put&Call option rights are envisaged on the 12% stake held by Intesa Sanpaolo in the share capital of Warrant Hub S.p.A., subject to the termination of the partnership and/or on some results with respect to the plan objectives, and exercisable in two time windows within the two-year period 2025-2026. The price of the Put option may be paid, at Tinexta's choice: in cash, or through the assignment to Intesa of existing or newly issued Tinexta shares. An earn-out (today not due) is also envisaged if certain plan objectives are exceeded with the approval of the 2025 financial statements of Forvalue.

On **28 December 2022** Tinexta S.p.a. announced the signing of a binding agreement for the acquisition of 20% of the capital of Defence Tech Holding S.p.A. Società Benefit (“Defence Tech”) through a wholly-owned vehicle (“Tinexta Vehicle”). Defence Tech, based in Rome, is a company with shares traded on the Euronext Growth market of Borsa Italiana and is a strategically important Italian operator in terms of national security. The group operates in three main business areas: Cyber Security & Technology for intelligence, Communication & Control Systems and Micro Electronics. The reference markets are those of Cyber Security, both government and corporate, and the Defence and Space domains, with a predominantly national character. In the area of Cyber Security, in particular, the group offers proprietary Cyber Communication, End Point Protection and Technology for Intelligence solutions and technological laboratories dedicated to security and Ce.Va. (Assessment Centre authorised to conduct security assessments in accordance with the “National Scheme for the assessment and certification of information technology security) accredited. Following the Transaction, Tinexta and Defence Tech will draw up a plan of industrial and commercial synergies that will mainly concern the possibility of cross-selling and upselling, both of Defence Tech products to be sold to Tinexta Cyber corporate customers, and of Tinexta Cyber products to be sold to Defence Tech Government customers. Defence Tech is specialised in services and products for protecting critical infrastructures, which complement and are synergistic with Tinexta Cyber's offer. Furthermore, through this transaction, the Tinexta Group expands its presence in the Public Administration market. The agreement provides for the purchase, by the Tinexta Vehicle, of 20% of the capital of Defence Tech (equal to 5,108,571 shares) pro-rata from the reference shareholders, Comunimpresa S.r.l., GE.DA Europe S.r.l. and Starlife S.r.l. (“Starlife”), at €4.9 per share, for a total consideration of approximately €25.0 million. Within two working days of the closing, the reference shareholders Comunimpresa S.r.l., GE.DA Europe S.r.l. and Starlife S.r.l. will initiate a reverse accelerated bookbuilding transaction concerning the pro-rata purchase on the market of 1,428,571 shares (equal to approximately 5.6% of the share capital, or approximately 20% of the share currently held by the market) at the price of €4.9 per share. The agreement between the parties also provides for a Call option, which can be exercised by Tinexta in 2024 (“Tinexta Call”) on a share corresponding to the residual equity investments of the shareholders Comunimpresa S.r.l. and GE.DA Europe S.r.l. The Call price was defined as 2023 Adjusted EBITDA for a multiple of 12x, plus a pro rata Adjusted NFP. If the Tinexta Call option is not exercised, the shareholders Comunimpresa S.r.l. and GE.DA Europe S.r.l. may exercise a Call option on the Tinexta share at the higher of the price paid by Tinexta at the time of purchase of 20% and the Tinexta Call price for the 20% share. At the closing date, a shareholders' agreement already defined between the parties will be signed, replacing the one currently in force between the reference shareholders, containing provisions pertaining to the governance of Defence Tech. This agreement is aimed at allowing Defence Tech to continue the process of organic growth by implementing the business plan and protecting Tinexta's investment as well as the possible exercise of the Tinexta Call option. As a result of the possible exercise of the Tinexta Call option, the Tinexta Vehicle would reach a stake in Defence Tech of more than 50%, which would therefore entail, for the Tinexta Vehicle, an obligation to launch a public takeover bid on all of the shares of Defence Tech (“takeover bid”), as envisaged by the Articles of Association of Defence Tech. If the Tinexta Call option was exercised with the consequent launch of the takeover bid, the shareholder Starlife - which reflects the management- has already expressed its intention to: (i) tender a portion of its shareholding to the Offer, representing 3% of Defence Tech's share capital and, after completion of the Offer, (ii) transfer the residual portion of the share capital of Defence Tech, to the Tinexta Vehicle. As a result of the transfer, the possible success of both the tender offer and the reverse accelerated bookbuilding transaction, the Tinexta Vehicle would be held for approximately 85% by Tinexta and for a share of approximately 15% by Starlife, and would hold 100% of Defence Tech, which in this case would no longer be listed. At the date of the transfer, the stipulation of shareholder agreements is also envisaged between Tinexta and Starlife regulating the governance of the Tinexta Vehicle and Defence Tech and agreements relating to relations between top management and the Tinexta Vehicle after the investment is carried out by Starlife. Provision is also made for a Put&Call option between Tinexta and Starlife - regarding the investment of Starlife in the Tinexta Vehicle - to be exercised in 2029, following the pursuit of the 2024-2028 plan, the period in which Defence Tech will be headed up by the current management. The 2029 Put&Call option will be measured at the fair market value of Defence Tech. The Transaction will be financed with own funds. The 100% Equity Value of the company was measured at €125.2 million, equal to €4.9 per share. The Transaction closing is expected by the end of the first six months of 2023. The transaction is subject to certain conditions precedent that are normal for this type of transaction, in addition to the Golden Power authorisation and obtaining the confirmation of the Borsa Italiana S.p.A. Panel of the non-existence of the obligation to put forward a takeover bid following the mere signing of the Tinexta Call option. Equita SIM SpA, based on the structure of the Transaction described and as Euronext Growth Advisor of Defence Tech, granted the partial waiver to the lock-up agreements signed by Comunimpresa S.r.l., GE.DA Europe S.r.l. and Starlife S.r.l. at the time of IPO of Defence Tech.

Public funding

Italian Law no. 124/2017 requires companies to provide information on funding received from national or supranational bodies. The funding received by the Group during the year is detailed below:

Beneficiary	Funder	Disbursement *in thousands of Euro*	Reason for economic benefit received
Corvallis S.r.l.	Ministry for Economic Development	293	Digital agenda - PON I&C 2014-2020", MISE Min. Decree of 1 June 2016
Corvallis S.r.l.	Ministry for Economic Development	658	Large Projects FRI - Digital Agenda pursuant to Ministerial Decree of 24.7.2015 and subsequent Ministerial Decree of 18.10.2017
Corvallis S.r.l.	Ministry for Economic Development	136	Agrifood Desk MiSE Call - Ministerial Decree of 5 March 2018 - Chapter III - "Business and Competitiveness 2014-2020 ERDF"
Corvallis S.r.l.	Ministry for Economic Development	34	Horizon 2020 - PON I&C 2014-2020", MISE Min. Decree of 1 June 2016
Corvallis S.r.l.	AVEPA/Veneto Region	72	POR FESR 2014-2020. Regional Council Resolution no. 822 of 23 June 2020. Action 1.1.4
InfoCert S.p.A.	European Commission	39	Horizon 2020 - IMPULSE Project
InfoCert S.p.A.	European Commission	51	GRIDS Project - Contribution to Connecting Europe Facility (CEF)
Warrant Hub S.p.A.	European Commission	50	MOLOKO project
Warrant Hub S.p.A.	European Commission	89	ASINA project
Warrant Hub S.p.A.	European Commission	49	INTELWATT Project
Warrant Hub S.p.A.	European Commission	184	I-NESTROPROJECT project

Warrant Hub S.p.A.	European Commission	82	IMPURE project
Warrant Hub S.p.A.	European Commission	30	BIORIMA project
Warrant Hub S.p.A.	European Commission	20	SUNSHINE EFD Project
Warrant Hub S.p.A.	European Commission	70	SMART FAN project

The Group also received state aid and "de minimis" aid from Italian public bodies. For detailed information, please refer to the Registro Nazionale degli Aiuti di Stato (National Registry of State Aid).

Remuneration to Directors, Statutory auditors, General Managers and Key Management Personnel of the Parent Company

With reference to disclosures on the remuneration paid to Directors, Statutory auditors, General Managers and other Key Management Personnel of the Parent Company, reference is made to the table below with the policy on remunerations paid pursuant to Article 123-ter of the Consolidated Law of Finance for further details.

Amounts in thousands of Euro	Fixed remuneration	Remuneration for participation in Committees	Variable remuneration non-equity (Bonus and other incentives)	Non-monetary benefits	Other remuneration	Total
Directors and General Manager	1,826	166	374	7	0	**2,373**
Statutory Auditors	142	4	0	0	0	**146**
Other Key Management Personnel	2,261	193	623	38	70	**3,184**

On 23 June 2020, after obtaining opinion from the Remuneration Committee, the Board of Directors resolved to allocate options in execution of the long-term stock option-based incentive scheme known as the "2020-2022 Stock Option Plan", as approved by the Shareholders' Meeting on 28 April 2020. The options allocated on 31 December 2022 totalled 200,000 to the Chief Executive Officer and 560,000 to other Key Management Personnel.

On 23 June 2021, after obtaining opinion from the Remuneration Committee, the Board of Directors resolved to allocate options in execution of the long-term stock option-based incentive scheme known as the "2021-2023 Stock Option Plan", as approved by the Shareholders' Meeting on 27 April 2021. The options allocated on 31 December 2021 totalled 230,000 to other Key Management Personnel.

For details, see Report on Remuneration pursuant to Article 123-ter of the Consolidated Law on Finance (TUF).

Independent Auditors' fees

Below are details of the remuneration of the Independent Auditors and of other companies belonging to the network pursuant to Article 149-duodecies of the Implementing Regulation of Italian Legislative Decree no. 58 of 24 February 1998. The fees shown in the table, applicable to the year 2022, are those agreed upon in the contract, inclusive of any index-linking (but not out-of-pocket expenses, supervisory contribution, if any, or VAT).

Amounts in thousands of Euro	KPMG S.p.A.	KPMG network entities	Total KPMG
Auditing Services	**644**		**644**
- Parent Company Tinexta S.p.A.	*111*		***111***
- Subsidiaries	*533*		***533***
Certification Services	**93**		**93**
- Parent Company Tinexta S.p.A.	*25*		***25***
- Subsidiaries	*68*		***68***
Other services		***30***	***30***
- Subsidiaries		*30*	***30***
Total	**737**	**30**	**767**

49. KEY EVENTS SUBSEQUENT TO YEAR-END

On **18 January 2023**, Tinexta S.p.A., through its subsidiary InfoCert S.p.A., signed a binding agreement for the acquisition of 65% of the capital of Ascertia Limited. Ascertia is a leading player in the Digital Trust market. Based in London (UK), Ascertia also operates in the United Arab Emirates and Pakistan. Recognised by Gartner as a reference player in the PKI (Public Key Infrastructure), infrastructures necessary to implement public key cryptography solutions to protect communications, authentications and the integrity of digital transactions. Ascertia also offers digital signature products compliant with the eIDAS regulation and ETSI standards. Ascertia’s customers include central banks, government agencies, financial organisations, corporates and large enterprises. The company has also established a consolidated business relationship with major global partners, which are an important accelerator for penetration into new geographies. Through this transaction, Tinexta therefore achieves several strategic objectives, with the development of industrial and commercial synergies, in particular:

- strengthening its international presence by entering the UK, Middle East and North Africa markets;
- integrating new technological skills in the InfoCert perimeter, thanks to Ascertia's specialisation in PKI, in particular, which will enable offering customers a larger and more innovative offer portfolio;
- the possibility of reaching new markets by using the extensive sales network developed by Ascertia and a more technological offer that is independent from the individual jurisdictions.

The transaction involves the purchase of 65% of Ascertia's capital for a consideration of €18.322 million in addition to the net financial position, which corresponds to an Enterprise Value of the company of €28.2 million. The agreement also includes two earn-outs totalling

[22] Transaction carried out in sterling. All amounts shown in this press release are converted into euros at the 16 January 2023 rate (exchange rate applied €1 = £0.88758).

€6.3 million, based on the 2023 and 2024 performance, respectively, and a Put&Call on the remaining 35%, exercisable upon approval of the 2025 financial statements, resulting in the recognition of a debt estimated at €13.1 million. All the amounts indicated above assume a net financial position of Ascertia equal to zero.

At the closing date, a shareholders' agreement will be signed, already defined between the parties, containing provisions relating to the governance of the Ascertia group and the circulation of the equity investments in Ascertia as well as agreements relating to relations with Ascertia's top management.

The acquisition of Ascertia will be financed with the existing liquid assets.

The closing is expected to take place within the first half of 2023. The transaction is subject to certain conditions precedent that are usual for this type of transaction, in addition to authorisation pursuant to the National Security and Investment Act in the UK and the antitrust commission in Pakistan.

On **1 February 2023**, as part of the industrial growth project undertaken in recent years, Warrant Hub completed the merger by incorporation of the subsidiaries Enhancers SpA, Plannet Srl, PrivacyLab Srl, Trix Srl and Warrant Innovation Lab Srl, creating the Digital Area. The merger represents a further advance in the proposal of integrated consulting solutions and technologies to support the digital transition of companies and is aimed at simplifying the organisational structure, further increasing the efficiency of operating processes and, above all, enhancing the strong business synergies between the different business areas. The Digital Area is a hub in which specific solutions and skills are concentrated for the design and implementation of innovation projects and digital transformation of processes, products and services, also with a view to 4.0: from the design and development of digital ecosystems and advanced human-centred IoT solutions, to the optimisation of supply chain control and planning processes, also through proprietary software or through scouting and technology transfer activities and consultancy in the field of intangible assets.

On **2 February 2023**, following the agreements signed on 27 October 2021, the investment of €100 million by Bregal Milestone in InfoCert was completed. Bregal Milestone made an investment of €70 million on 3 February 2022 and, within the term of 12 months envisaged by the agreements, paid an additional €30 million, reaching a stake of approximately 16.09%. of the share capital of InfoCert.

On **7 March 2023**, following the agreements signed on 30 May 2022, Tinexta S.p.A. finalised the transfer to CRIF S.p.A. of 95% of the share capital of ReValuta S.p.A. for a consideration of €48.2 million. The equity value has been determined on the basis of an enterprise value for ReValuta of €46.0 million, adjusted for estimated net debt at closing. Parties have agreed a revision of the enterprise value of €4.0 million to account for the deterioration in macroeconomic conditions, occurred and progressively consolidated following the conclusion of original agreements.

9 March 2023

Enrico Salza
Chairman
Tinexta S.p.A.

SEPARATE FINANCIAL STATEMENTS 2022

Statements and Notes

Separate Financial Statements of Tinexta S.p.A.

Statement of Financial Position

In Euro	Notes	31/12/2022	31/12/2021
ASSETS			
Property, plant and equipment	10	29,556,238	1,159,336
Intangible assets	11	1,704,345	357,988
Equity investments recognised at cost	12	284,385,445	356,677,648
Financial assets, excluding derivative financial instruments	16	13,114,627	9,878,335
- of which from related parties	*30*	*12,193,906*	*9,837,800*
Derivative financial instruments	21	8,561,643	109,623
Deferred tax assets	13	609,436	629,012
Trade and other receivables	14	19,216	5,200
- of which from related parties	*30*	*17,301*	*0*
NON-CURRENT ASSETS		**337,950,949**	**368,817,142**
Financial assets, excluding derivative financial instruments	16	148,285,314	21,423,056
- of which from related parties	*30*	*26,729,135*	*21,396,808*
Derivative financial instruments	21	106,876	0
Current tax assets	15	1,744,757	3,984,364
- of which from related parties	*30*	*1,744,757*	*1,866,854*
Trade and other receivables	14	1,906,926	1,519,611
- of which from related parties	*30*	*1,241,076*	*703,190*
Contract assets	14	537,782	293,650
- of which from related parties	*30*	*497,054*	*292,641*
Cash and cash equivalents	17	70,594,367	23,448,113
Assets held for sale	12	3,927,877	0
CURRENT ASSETS		**227,103,900**	**50,668,794**
TOTAL ASSETS		**565,054,849**	**419,485,936**
EQUITY AND LIABILITIES			
Share capital		47,207,120	47,207,120
Treasury shares reserve		-27,436,531	-19,327,481
Share premium reserve		55,438,803	55,438,803
Other reserves		174,874,271	97,687,865
TOTAL EQUITY	**18**	**250,083,662**	**181,006,307**
LIABILITIES			
Employee benefits	19	796,842	713,231
Financial liabilities, excluding derivative financial instruments	20	161,193,466	159,708,294
- of which from related parties	*30*	*182,625*	*1,169,570*
Derivative financial instruments	21	28,504	163,278
Deferred tax liabilities	13	2,078,194	59,552
NON-CURRENT LIABILITIES		**164,097,005**	**160,644,356**
Employee benefits	19	0	0
Financial liabilities, excluding derivative financial instruments	20	140,889,681	68,890,390
- of which from related parties	*30*	*96,372,928*	*32,278,560*
Trade and other payables	22	7,433,722	5,515,974
- of which from related parties	*30*	*917,633*	*578,366*
Current tax liabilities	15	2,550,779	3,428,910
- of which from related parties	*30*	*1,757,350*	*3,428,910*
CURRENT LIABILITIES		**150,874,181**	**77,835,274**
TOTAL LIABILITIES		**314,971,186**	**238,479,629**
TOTAL EQUITY AND LIABILITIES		**565,054,849**	**419,485,936**

Statement of Profit or Loss and other comprehensive income

		for the year ended 31 December	
In Euro	**Notes**	**2022**	**2021**
Revenues	**23**	**3,547,768**	**2,317,180**
- of which from related parties	*30*	*3,321,749*	*2,313,086*
Service costs	24	8,974,633	6,388,711
- of which from related parties	*30*	*1,202,053*	*618,734*
- of which non-recurring	*24*	*1,488,790*	*924,248*
Personnel costs	25	10,560,642	8,758,671
- of which non-recurring	*25*	*79,599*	*0*
Other operating costs	26	870,379	358,477
- of which from related parties	*30*	*-89,057*	*2,712*
- of which non-recurring	*26*	*14,660*	*0*
Amortisation and Depreciation	27	817,912	812,292
Provisions		0	0
Impairment		0	0
Total Costs		**21,223,566**	**16,318,150**
OPERATING PROFIT		**-17,675,798**	**-14,000,970**
Financial income	28	99,479,017	43,419,074
- of which from related parties	*30*	*42,262,417*	*43,411,202*
- of which non-recurring	*28*	*56,748,673*	*0*
Financial charges	28	3,626,792	3,148,904
- of which from related parties	*30*	*113,008*	*95,999*
Net financial income (charges)		**95,852,225**	**40,270,170**
PROFIT BEFORE TAX		**78,176,427**	**26,269,201**
Income taxes	29	-3,392,102	-3,266,835
- of which non-recurring	*29*	*321,254*	*-221,820*
NET PROFIT		**81,568,529**	**29,536,036**
Other components of the comprehensive income statement			
Components that will never be reclassified to profit (loss) for the year			
Actuarial gains (losses) of employee benefit provisions	19	129,137	-39,030
Tax effect		-30,993	9,367
Total components that will never be reclassified to profit (loss) for the year		**98,144**	**-29,663**
Components that are or may be reclassified subsequently to profit or loss:			
Profits (losses) from measurement at fair value of derivative financial instruments	21	8,555,685	1,050,248
Tax effect		-2,053,364	-252,060
Total components that are or may be reclassified subsequently to profit or loss		**6,502,320**	**798,189**
Total other components of comprehensive income, net of tax		**6,600,465**	**768,526**
Total comprehensive income for the year		**88,168,994**	**30,304,561**

Statement of Changes in Equity

For the year ended 31 December 2022									
Amounts in Euro	Share capital	Treasury shares	Legal reserve	Share premium reserve	Hedging derivatives reserve	Defined-benefit plans reserve	Stock Option reserve	Other reserves	Total
Balance as at 1 January 2022	47,207,120	-19,327,481	5,673,531	55,438,803	-20,410	-147,374	3,135,937	89,046,181	181,006,307
Comprehensive income for the year									
Profit for the year								81,568,529	81,568,529
Other components of the comprehensive income statement					6,502,320	98,144			6,600,465
Total comprehensive income for the year		*0*	*0*	*0*	*6,502,320*	*98,144*	*0*	*81,568,529*	*88,168,994*
Transactions with shareholders									
Allocation to legal reserve			1,476,802					-1,476,802	0
Dividends								-13,802,062	-13,802,062
Stock options							2,819,474		2,819,474
Purchase of treasury shares		-8,109,051							-8,109,051
Total transactions with shareholders	*0*	*-8,109,051*	*1,476,802*	*0*	*0*	*0*	*2,819,474*	*-15,278,864*	*-19,091,639*
Balance as at 31 December 2022	47,207,120	-27,436,531	7,150,333	55,438,803	6,481,910	-49,230	5,955,411	155,335,846	250,083,662

For the year ended 31 December 2021									
Amounts in Euro	Share capital	Treasury shares	Legal reserve	Share premium reserve	Hedging derivatives reserve	Defined-benefit plans reserve	Stock Option reserve	Other reserves	Total
Balance as at 1 January 2021	47,207,120	-10,000,693	4,314,574	55,438,803	-818,598	-117,711	909,042	72,854,055	169,786,591
Comprehensive income for the year									
Profit for the year								29,536,036	29,536,036
Other components of the comprehensive income statement					798,189	-29,663			768,526
Total comprehensive income for the year		0	0	0	798,189	-29,663	0	29,536,036	30,304,561
Transactions with shareholders									
Allocation to legal reserve			1,358,958					-1,358,958	0
Dividends								-11,984,953	-11,984,953
Stock options							2,226,895		2,226,895
Purchase of treasury shares		-9,326,787							-9,326,787
Total transactions with shareholders	*0*	*-9,326,787*	*1,358,958*	*0*	*0*	*0*	*2,226,895*	*-13,343,911*	*-19,084,845*
Balance as at 31 December 2021	47,207,120	-19,327,481	5,673,531	55,438,803	-20,410	-147,374	3,135,937	89,046,181	181,006,307

Statement of Cash Flows

	Notes	2022	2021
		for the year ended 31 December	
Cash flows from operations			
Profit for the year		81,568,529	29,536,036
Adjustments for:			
- Amortisation and depreciation	27	817,912	812,292
- Net financial charges (income)	28	-95,852,225	-40,270,170
- *of which from related parties*	*28*	*-42,149,409*	*-43,315,204*
- Provisions for stock option	25	930,795	578,772
- Income taxes	29	-3,392,102	-3,266,835
Changes in:			
- Trade and other receivables and Contract assets	14	-645,462	1,342,413
- *of which from related parties*	*14*	*-759,600*	*22,858*
- Trade and other payables	22	862,383	1,046,445
- *of which from related parties*	*22*	*70,278*	*160,407*
- Provisions and employee benefits	19	205,998	80,977
Cash and cash equivalents generated/(absorbed) by operations		**-15,504,172**	**-10,140,071**
Income taxes collected/(paid)		4,707,250	2,933,143
Net cash and cash equivalents generated/(absorbed) by operations		**-10,796,922**	**-7,206,927**
Cash flows from investments			
Dividends collected	28	41,755,756	43,319,302
- *of which from related parties*	*28*	*41,755,756*	*43,319,302*
Interest collected		543,846	29,690
- *of which from related parties*		*364,845*	*18,728*
Investments in shareholdings	12	-27,106,551	-51,000,000
- *of which from related parties*		*-26,884,041*	*-51,000,000*
Disposal of shareholdings	12	169,174,220	*2,200,000*
- *of which from related parties*		*0*	*2,200,000*
Investments in property, plant and equipment	10	-550,338	-58,411
Investments in other financial assets	16	-142,375,736	-44,940
Collections from sale or repayment of financial assets	16	20,020,436	424,176
Investments in intangible assets	11	-1,738,262	-288,950
Granting of loans to subsidiaries	16	-31,000,000	-13,800,000
- *of which from related parties*	*16*	*-31,000,000*	*-13,800,000*
Repayment of loans of subsidiaries	16	31,872,673	0
- *of which from related parties*	*16*	*31,872,673*	*0*
Current accounts with subsidiaries	16	-8,419,289	-2,693,160
- *of which from related parties*	*16*	*-8,419,289*	*-2,693,160*
Net cash and cash equivalents generated/(absorbed) by investments		**52,176,755**	**-21,912,293**
Cash flows from financing			
Interest paid		-2,384,051	-1,983,469
- *of which from related parties*		*-91,513*	*-93,773*
Change in other current bank payables	20	690	-26,414
Bank loans taken out	20	9,990,000	77,308,264
Bank loans repaid	20	-41,771,603	-28,117,461
Repayment of price deferment liabilities on acquisitions of equity investments	20	-1,824,614	-2,422,809
- *of which from related parties*	*20*	*-674,953*	*-664,826*
Repayment of lease liabilities	20	-401,726	-217,081
- *of which from related parties*	*20*	*-151,053*	*-64,895*
Current accounts with subsidiaries	20	64,101,197	-31,941,499
- *of which from related parties*	*20*	*64,101,197*	*-31,941,499*
Purchase of treasury shares	18	-8,109,051	-9,326,787
Dividends paid		-13,834,424	-11,875,481
Net cash and cash equivalents generated/(absorbed) by financing		**5,766,420**	**-8,602,738**
Net increase (decrease) in cash and cash equivalents		*47,146,254*	*-37,721,958*
Cash and cash equivalents as at 1 January		23,448,113	61,170,071
Cash and cash equivalents as at 31 December		**70,594,367**	**23,448,113**

Notes to the Separate Financial Statements as at 31 December 2022

1. ENTITY THAT PREPARES THE FINANCIAL STATEMENTS

Tinexta S.p.A. (the Company) is based in Rome (Italy) – Piazza Sallustio 9 and has been listed on the STAR segment of Borsa Italiana since August 2016.

Tinexta operates, through its subsidiaries, primarily in Italy, with diversified and customisable services through three business units: Digital Trust, Business Innovation and Cybersecurity. On 30 May 2022, Tinexta S.p.A. concluded binding agreements for the sale to CRIF S.p.A. ("CRIF") of the Credit Information & Management division through the sale of the equity investments held by Tinexta in the companies Innolva S.p.A. and RE Valuta S.p.A.

At the date of preparation of these Financial Statements, Tecno Holding S.p.A. (the 'Controlling Shareholder') is the shareholder that holds the absolute majority of the shares of Tinexta S.p.A. The Controlling Shareholder does not exercise any management and coordination activities for the Company.

It is noted that as the Company has significant controlling interests in other companies, it also prepares the Group Consolidated Financial Statements, published together with the Separate Financial Statements.

These Financial Statements were approved and authorised for publication by the Board of Directors of the Company at its meeting on 9 March 2023.

2. PREPARATION CRITERIA AND COMPLIANCE WITH IFRS

These Separate Financial Statements have been prepared in accordance with the International Financial Reporting Standards (IFRS), the interpretations of the International Financial Reporting Interpretations Committee (IFRIC) and the Standing Interpretations Committee (SIC), approved by the European Commission and in force at the reporting date, as well as the previous International Accounting Standards (IAS). Furthermore, reference was made to the provisions issued by Consob in implementation of paragraph 3 of Article 9 of Italian Legislative Decree no. 38/2005.

These Financial Statements have been prepared under the going concern assumption. The general policy adopted in preparing these Financial Statements is the historical cost, with the exception of items that, under IFRS, are obligatorily measured at fair value, as indicated in the measurement criteria of individual items.

3. PRESENTATION CRITERIA

The Separate Financial Statements consist of the Statement of Financial Position, the Statement of Profit/(Loss) and Other comprehensive income, the Statement of Changes in Equity, the Statement of Cash Flows, and these Notes.

It is specified that:

- the Statement of Financial Position has been prepared by classifying assets and liabilities according to the "current/non-current" criteria;
- The Statement of Profit or Loss and Other Comprehensive Income is classified on the basis of the nature of costs;
- the Statement of Cash Flows is presented using the indirect method.

In accordance with Consob Resolution no. 15519 of 28 July 2006, the Statement of Profit/(Loss) separately identifies, if any, income and charges arising from non-recurring transactions; similarly, shown separately in the Financial Statements are the Balances of transactions with Related Parties which are further described in Note 30. Transactions with Related Parties.
The Separate Financial Statements have been prepared in Euro, which is the functional currency of the Company. The Financial Statements are expressed in Euro, as well as the related notes, unless otherwise specified.

4. NEW STANDARDS OR AMENDMENTS FOR 2022 AND FUTURE REQUIREMENTS

As required by IAS 8 - Accounting standards, changes in accounting estimates and errors - the new accounting standards and interpretations are indicated below, as well as changes to existing standards and interpretations already applicable, not yet in force at the balance sheet date, which could be applied in the future in the separate financial statements of the Company:

d) New documents issued by the IASB and endorsed by the EU to be mandatorily adopted starting from the financial statements for the years starting on 1 January 2022

Document title	Date of issue	Date of entry into force	Date of endorsement	EU regulation and publication date
Improvements to IFRS (2018-2020 cycle) (Amendments to IFRS 1, IFRS 9, IFRS 16 and IAS 41)	May 2020	1 January 2022	28 June 2021	(EU) 2021/1080 2 July 2021
Property, plant and equipment – Proceeds before intended use (Amendments to IAS 16)	May 2020	1 January 2022	28 June 2021	(EU) 2021/1080 2 July 2021
Onerous contracts – Costs of fulfilling a contract (Amendments to IAS 37)	May 2020	1 January 2022	28 June 2021	(EU) 2021/1080 2 July 2021
Reference to the Conceptual Framework (Amendments to IFRS 3)	May 2020	1 January 2022	28 June 2021	(EU) 2021/1080 2 July 2021

The accounting standards, amendments and interpretations, in force from 1 January 2022 and endorsed by the European Commission, are set out below:

- With Regulation (EU) no. 2021/1080 of 28 June 2021, published in the Official Journal of the European Union of 2 July 2021, the following documents published by the IASB Board on 14 May 2020 were endorsed:

  - **Amendments to IFRS 3 – Reference to the Conceptual Framework**

    The amendments update the reference in IFRS 3 to the Conceptual Framework in the revised version, without this entailing changes to the provisions of the standard. With the amendment to IFRS 3, to identify assets and liabilities of the acquiree, reference must be made to the new definitions of assets and liabilities of the new Conceptual Framework published in March 2018, with the sole exception of the liabilities assumed in the acquiree, which after the acquisition date are accounted for in accordance with IAS 37 - Provisions, contingent liabilities and contingent assets or IFRIC 21 - Levies. This exception aims to prevent an acquirer from recognising a liability or contingent liability on the basis of the new definition of the Conceptual Framework and then reversing it by applying the recognition criteria envisaged by IAS 37 and IFRIC 21.

  - **Amendments to IAS 16 – Property, plant and equipment: proceeds before intended use**

    The IASB Board clarified that proceeds from the sale of goods produced by an asset during the period prior to the date in which the asset is in the necessary location and condition for it to function in the manner intended by management, they must be recognised in profit/(loss) for the year. As a result of the aforementioned amendment, it will no longer be allowed to recognise as a direct reduction in the cost of the asset the proceeds deriving from the sale of goods produced before the asset is available for its use, for example, proceeds from the sale of samples produced during the testing of the correct functioning of the asset.

    Assets produced waiting to be sold are recognised as inventories in accordance with IAS 2 Inventories; the production cost does not include the depreciation of the asset with which they were produced, as the latter is not yet subject to depreciation.

    The notes must indicate the amount of revenues and costs relating to goods produced, which are not outputs from ordinary activities, and the items in the financial statements in which these revenues and costs are included (if they are not presented separately in the schedules of financial statements);

  - **Amendments to IAS 37 – Onerous Contracts – Cost of Fulfilling a Contract**

    The IASB Board clarified that the costs necessary for the fulfilment of a contract include all costs directly related to the contract and therefore include:

    - incremental costs, i.e. costs that would not have been incurred in the absence of the contract (for example, raw materials, costs for direct labour, etc.);
    - a portion of the other costs which, although not incremental, are directly related to the contract (for example, the depreciation rate of the assets used to fulfil the contract).

    Furthermore, the IASB Board confirmed that, before recognising a provision for an onerous contract, the entity must recognise any impairment losses on non-current assets and clarified that impairment losses must be determined with reference not only to activities dedicated entirely to the contract, but also to other activities that are partially used for the fulfilment of the contract itself;

- **Improvements to IFRS – 2018-2020 cycle (Amendments to IFRS 1, IFRS 9 and IAS 41)**

  The Improvements to IFRS Standards are the result of the annual improvement process aimed at resolving non-urgent issues relating to inconsistencies or unclear terminologies identified in the International Accounting Principles. Please note that the document "Improvements to IFRS – 2018-2020 cycle" also includes an amendment to IFRS 16, which is not subject to approval by the European Union as it refers to an illustrative example that is not an integral part of IFRS 16.

The adoption of the new standards from 1 January 2022 had no impact on the Company's financial statements.

e) IAS/IFRS and related IFRIC interpretations applicable to financial statements starting after 1 January 2022, documents endorsed by the EU as at 31 December 2022:

Document title	Date of issue	Date of entry into force	Date of endorsement	EU regulation and publication date
IFRS 17 - Insurance Contracts (including amendments published in June 2020)	May 2017 June 2020	1 January 2023	19 November 2021	(EU) 2021/2036 23 November 2021
Definition of accounting estimates (Amendments to IAS 8)	February 2021	1 January 2023	2 March 2022	(EU) 2022/357 3 March 2022
Disclosure on accounting standards (Amendments to IAS 1[23])	February 2021	1 January 2023	2 March 2022	(EU) 2022/357 3 March 2022
Deferred taxes relating to assets and liabilities arising from a single transaction (Amendments to IAS 12)	May 2021	1 January 2023	11 August 2022	(UE) 2022/1392 12 August 2022
First-time adoption of IFRS 17 and IFRS 9 - Comparative information (Amendments to IFRS 17)	December 2021	1 January 2023	8 September 2022	(UE) 2022/1491 9 September 2022

- **New standard IFRS 17 - Insurance Contracts (issued on 18 May 2017); including amendments published on 25 June 2020;**

  On 18 May 2017, the IASB published the new standard IFRS 17 Insurance Contracts, which replaces the current IFRS 4 Insurance Contracts.
  With Regulation (EU) no. 2021/2036 of 19 November 2021, the European Commission endorsed IFRS 17 Insurance Contracts, in the version published by the International Accounting Standards Board on 18 May 2017 and subsequently amended on 25 June 2020.
  IFRS 17, which replaces IFRS 4 Insurance Contracts, enters into force for financial years beginning on or after 1 January 2023. Early application is permitted to entities that already apply IFRS 9 Financial Instruments or that begin to apply this standard from the date of first-time adoption of IFRS 17.
  The main changes introduced by the new standard include, in particular:
  - valuation of technical provisions at essentially current values;
  - transformation of the estimate of the expected profit of insurance contracts into an accounting value; IFRS 17 introduces the concept of expected profit of insurance contracts that must be recognised in profit/(loss) for the year over the life of the contract;

[23] The document published by the IASB includes amendments to the document 'IFRS Practice Statements 2 - Making Materiality Judgments' that have not been endorsed by the European Union as they do not relate to an accounting standard or an interpretation.

- introduction of the concept of “insurance contract portfolio”, in turn divided into “groups of insurance contracts”;
- new representation in the statement of profit/(loss) for the year significantly different from the past and more in line with a logic “by margins”.

- **Amendments to IAS 1 – Presentation of financial statements and IFRS Practice Statement 2: Presentation of accounting principles**

  On 12 February 2021, the IASB issued the document "Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)" with the aim of indicating the accounting principles to be illustrated in the financial statements. The amendments are effective for financial years starting on or after 1 January 2023 and operate as follows: (i) the notes to the financial statements illustrate the relevant accounting principles instead of the significant accounting principles; (ii) information on accounting principles is material if users of the financial statements need it to understand other material information in the financial statements; (iii) information on immaterial accounting principles must not obscure information on relevant accounting principles. As a result of the Amendments to IAS 1, the following accounting standards were also adjusted to align the disclosure requirements on the accounting standards with the provisions of IAS 1 described above:

  - IFRS 7 Financial instruments: disclosures

  - IAS 26 Recognition and representation of pension funds in the financial statements

  - IAS 34 Interim Financial Reporting.

- **Amendments to IAS 8 – Accounting standards, changes in accounting estimates and errors: definition of accounting estimates**

  On 12 February 2021, the IASB issued the document "Definition of Accounting Estimates (Amendments to IAS 8)". The amendments to IAS 8, effective for financial years starting on or after 1 January 2023, clarify that: (i) the accounting estimates are “monetary amounts in the financial statements subject to measurement uncertainty”; (ii) entities make accounting estimates if accounting policies require items in the financial statements to be measured in a way that results in measurement uncertainty; (iii) a change in the accounting estimate resulting from new information or new developments is not the correction of an error. In addition, the effects of a change in an input or measurement technique used to make an accounting estimate are changes in accounting estimates if they do not result from the correction of errors from previous periods; (iv) a change in an accounting estimate can only affect the profit or loss for the current year, or profit or loss for both the current and future years. The effect of the change relating to the current year is recognised as income or expense in the current year. Any effect on future periods is recognised as income or expense in such future periods.

- **Amendments to IAS 12 – Income taxes: deferred taxes relating to assets and liabilities arising from a single transaction**

On 7 May 2022, the IASB issued the document "Amendments to IAS 12 Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction". The amendments to IAS 12, effective for years beginning on or after 1 January 2023, clarify the accounting treatment of deferred taxes relating to assets and liabilities recognised in the financial statements as a result of a single transaction, whose book values differ from tax values.

The IASB Board clarified the following:

- the exceptions to the initial recognition of deferred tax assets and liabilities do not apply if an individual transaction recognizes an asset and a liability that give rise to taxable and deductible temporary differences of equal value;
- the deductible and taxable temporary differences must be calculated considering separately the assets and liabilities recognised in the financial statements as a result of an individual transaction and not on their net value. Deferred tax assets relating to deductible temporary differences, determined as indicated above, are recognised in the financial statements only if deemed recoverable.

Lastly, the IASB Board clarified that, if the taxable and deductible temporary differences relating to the initial recognition in the financial statements of an asset and a liability as a result of an individual transaction have a different value, the entity shall not recognise the assets and deferred tax liabilities, as their initial recognition would entail an initial adjustment of the book value of the asset or liability to which they refer, making the financial statements less transparent.

- **First-time adoption of IFRS 17 and IFRS 9 - Comparative information (Amendments to IFRS 17)**

On 9 December 2021, the IASB issued "Application of IFRS 17 and IFRS 9 - Comparative Information (Amendment to IFRS 17)", which adds an option at the time of transition to the new standard regarding comparative information on financial assets reported upon initial application of IFRS 17. The amendment is intended to help entities avoid temporary accounting mismatches between the financial assets and liabilities of insurance contracts, thereby improving the usefulness of comparative information for the users of financial statements. The amendments are effective from financial years starting on 1 January 2023 or later. Early application is permitted.

These amendments, endorsed by the European Union, will apply starting from the financial years starting on 1 January 2023. Early application is permitted.

f) IAS/IFRS and related IFRIC interpretations applicable to financial statements starting after 1 January 2022, documents NOT yet endorsed by the EU as at 31 December 2022

At the date of approval of these Consolidated Financial Statements, the IASB issued certain accounting standards, interpretations and amendments not yet approved by the European Union and some still in the consultation phase, including:

Document title	Date of issue by the IASB	Date of entry into force of the IASB document
Classification of liabilities as current or non-current (Amendments to IAS 1) and Non current liabilities with covenants (Amendments to IAS 1)	January 2020 July 2020 October 2022	1 January 2024
Lease liability in a sale and leaseback (Amendments to IFRS 16)	September 2022	1 January 2024

For all the newly issued standards, as well as for the revisions and amendments to existing standards, the Company is evaluating any impacts currently not reasonably estimated deriving from their future application.

5. ACCOUNTING POLICIES

Described below are the accounting standards and the most significant measurement criteria used for the preparation of these Financial Statements:

PROPERTY, PLANT AND EQUIPMENT

Tangible assets are valued at the cost of purchase or production and net of accumulated depreciation and impairment, if any. The cost includes all the charges directly incurred to prepare the assets to be used, as well as any dismantling and removal charge that shall be incurred to bring the work site back to its original conditions.
The charges incurred for ordinary and/or regular maintenance and repair are directly recognised in the income statement in the year in which they are incurred. The capitalisation of the costs for the expansion, modernisation or improvement of the structural items owned or in use by third parties is carried out only to the extent to which they meet the requirement for a separate classification as assets or part of an asset. Any public contributions to tangible assets are recorded as deferred revenues and recognised as income in the income statement on a systematic and rational basis over the useful life of the related asset.
The value of an asset is adjusted for systematic depreciation, calculated on the basis of its estimated useful life. When the asset is recognised for the first time, the depreciation is calculated keeping into account the effective date on which the asset is ready for use. The useful life estimated by the Company, for the different classes of assets, is the following:

	Estimated useful life
Electronic machines	2.5 - 3 years
Other assets	2.5 - 6.5 years
Leasehold improvements	6 years

The estimates of the useful life and of the residual value are reviewed at least once a year. Depreciation ends when the asset is transferred or reclassified as held for sale.
If the asset subject to depreciation includes distinctly identifiable and significant components, with different estimated useful life, the depreciation is calculated separately for each of the different components, in application of the component approach standard.
Gains and losses realised on the sale of assets or groups of assets are calculated by comparing the sale price with the corresponding net carrying amount.
The assets related to the rights of use concerning lease agreements are recognised under the item Property, plant and equipment. As regards the initial recognition and subsequent measurement criteria applied to these assets, see the section LEASED ASSETS.

LEASED ASSETS

The Company assesses if the agreement is or contains a lease at its effective date. The agreement is or contains, a lease if, against payment, gives the right to control the use of a specific asset, for a given period of time. At the date when the lessor makes the underlying asset available to the Company (effective date of the lease), the latter recognises the asset consisting of the right of use, and recognises the lease liability, except for short term leases (as in the case of lease agreements of a duration equal to or less than 12 months) and for the leases of assets of a modest value (namely, with a value less than €5,000 euro when new). For the latter, the Company recognises the payments due for said leases as a cost, on a straight-line basis for the duration of the lease, or according to another criterion that is a better representative of the way the benefits are obtained.

Financial liabilities deriving from the lease are initially recognised at the current value of the future payments at the effective date of the agreement, discounted at the implicit rate of the lease. If this rate is not promptly determinable, the rate used is the marginal loan rate of the Company, understood as the rate that the Company should pay for a loan with a similar duration and guarantees, necessary to obtain an asset of a value similar to the asset consisting of the right of use within a similar economic context.

At their maturity dates, the payments due for the lease, included in the measurement of lease liabilities, comprise the following payments for the right of use of the underlying asset throughout the duration of the lease, not yet made at the maturity date:

- fixed payments, net of any lease incentive to be received;
- variable payments due for the leases that depend on an index or a rate, valued initially by using an index or a rate at their start date (e.g. instalments revalued according to ISTAT or associated to the EURIBOR);
- amounts that the Company is expected to pay as a guarantee on the residual value;
- penalties to be paid for the termination of a lease if the duration of the lease provides for the exercise by the Company of the option of lease termination.

After the start date, the Company assesses the lease liability:

- increasing the accounting value considering the interest on the lease liability;
- decreasing the accounting value considering the payments due for the executed leases; and
- re-determining the accounting value considering any new assessment or change in the lease or the revision of the fixed payments due for the lease.

After the effective date, the Company re-determines the lease liability as an adjustment of the asset consisting of the right of use:

- in the case of a change in the duration of the lease, by discounting the revised lease payments using a revised discounting rate;
- in the case of a change in the assessment of an option for the purchase of the underlying asset, by discounting the revised lease payments using a revised discounting rate;

- in the case of a change in the payments following a change in the index or in the rate used to determine the payments, by discounting the revised lease payments using the same discounting rate.

The initial cost of the asset consisting of the right of use includes: the amount of the initial measurement of the lease liability, the lease payments made at or before the effective date, net of the lease incentives received, the initial direct costs incurred by the Company, i.e. those incremental costs incurred for obtaining the lease that would have not been incurred if the lease had not been obtained and the estimate of the costs that the Company must bear for the dismissal and removal of the underlying asset and for the restoration of the site where it is located or for the restoration of the underlying assets in the conditions set forth in the lease, unless these costs are incurred for producing inventory.

The Company opted for the recognition of assets consisting of the right of use under the item Property, plant and equipment under the same categories where the corresponding assets would have been recognised if they were owned.

The asset consisting of the right of use is subsequently measured by applying the cost model, net of the accumulated amortisation and impairment of the accumulated value, adjusted in order to take into account any re-measurement of the lease liability. If the lease transfers the ownership of the underlying asset to the Company at the end of the lease or if the cost of the asset consisting of the right of use reflects the fact that the Company will exercise the purchase option, the Company amortises the asset consisting of the right of use from the effective date until the end of the useful life of the underlying asset. Conversely, the Company depreciates the asset consisting of the right of use from the effective date to the end of the useful life of said asset or, if prior, to the end of the lease duration.

INTANGIBLE ASSETS

Intangible assets consist of non-monetary items without physical form, but which can be clearly identified and able to generate future economic benefits for the company. These items are recognised at the acquisition and/or production cost, inclusive of the expenses directly attributable to the stage of preparation to the activity to make it operational, net of accumulated amortisation (with the exception of intangible assets with indefinite useful life) and any impairment. The amortisation starts when the asset becomes available for use and is allocated systematically with regard to its residual possibility of use, that is, on the basis of its useful life. When the intangible asset is recognised for the first time, amortisation is calculated taking into account the effective use of the asset. Specifically, within the Company, the following main categories of intangible assets can be identified:

- Software: Software is recognised at its acquisition and/or development cost net of accumulated amortisation and impairment, if any. The amortisation is carried out from the year in which the software, acquired or internally developed, is available for use and is calculated taking as reference the shorter period between that of expected use and that of ownership. Estimated useful life is between 3 and 5 years.

IMPAIRMENT OF TANGIBLE AND INTANGIBLE ASSETS (ASSET IMPAIRMENT)

For the assets subject to amortisation and depreciation, at each reporting date an assessment is carried out as to the existence of indications of impairment, internal and external. If such indications are observed, the recoverable amount of said assets is estimated, and any impairment with respect to the corresponding book value is recognised in the income statement. The recoverable amount of an asset is represented by the greater between the fair value, net of accessory sale costs, and the corresponding value in use, the latter being the current value of the expected future cash flows from the assets. In calculating the value in use, the expected future cash flows are discounted using a discount rate inclusive of taxes, which reflects the current market assessments of the cost of cash, in proportion to the period of the investment and the specific risk of the asset. For an asset that does not generate largely independent cash flows, the recoverable amount is calculated with regard to the cash generating unit to which this asset pertains.
An impairment is recognised in the income statement if the value of recognition of the asset, or of the corresponding CGU to which this is allocated, exceeds the recoverable amount. The impairment of a CGU is recognised first as a decrease in the carrying amount of any allocated goodwill and, then, as a decrease in other assets, in proportion to their carrying amount and within the limits of the corresponding recoverable amount. If the conditions for an impairment previously carried out no longer apply, the carrying amount of the assets is restored to the income statement, within the limits of the net carrying amount that the asset in question would have had if the write-down had not been carried out and the corresponding amortisation and depreciation had been carried out.

EQUITY INVESTMENTS

Shareholdings in subsidiaries, associates and joint ventures are classified as "investments in shareholdings" and measured at cost in accordance with IAS 27. In the presence of objective evidence of impairment, the recoverability is tested by comparing the book value of the asset with the recoverable value represented by the higher of the fair value (net of disposal costs) and the value in use.
Shareholdings in companies other than subsidiaries, affiliates and joint ventures (in general with a percentage of ownership of less than 20%) are classified, at the time of acquisition, among "investments in
shareholdings". These instruments are initially recognised at cost at the transaction date, as representative of the fair value, including transaction costs directly attributable to the related transaction. Subsequent to initial recognition, these investments are measured at fair value, if determinable, with recognition of the effects in the comprehensive income statement and, therefore, in a specific equity reserve. Upon realisation or recognition of an impairment loss, when there is objective evidence that such instruments have suffered a material and prolonged impairment, gains and losses accumulated in said reserve are reclassified in the income statement. If upon the outcome of the update of the related fair value, any impairment is recovered, in whole or in part, the related effects will also be recognised in the comprehensive income statement recognising in an offsetting item the specific reserve already established.

The contingent consideration related to the acquisition of shareholdings is recognised at the acquisition date, as an increase of the shareholding to which it refers, at the present value of the estimated liability. Subsequent changes, due to both changes in the estimate, and to the capitalisation of the present value, are recognised as an increase or decrease of the shareholding.

The cost of equity investments is increased in the presence of share-based payment agreements concerning equity instruments of the controlling shareholder assigned to employees of the subsidiaries. The controlling shareholder has an obligation to settle the transaction with the employees of the subsidiary by providing the representative instruments of the controlling shareholder. Therefore, the controlling shareholder must measure its obligation according to the requirements applicable to share-based payment transactions settled with equity instruments.

RECEIVABLES AND FINANCIAL ASSETS

The Company classifies financial assets in the following categories:
• Financial assets at amortised cost;
• Financial assets at fair value through other comprehensive income;
• Financial assets at fair value through profit or loss;

The management decides on the classification of a financial asset at the time of its first recognition.

Financial assets at amortised cost. This category includes financial assets that meet both of the following conditions: (i) the financial asset is held within the framework of a hold-to-collect business model and (ii) the contractual terms of the financial assets call for cash flows at specific dates represented solely by payments of principal and interest on the amount of principal to be made.
In the above-mentioned business model, the goal is to collect the contractual cash flows generated by the individual financial assets and not to maximise the overall return on the portfolio by holding and selling the financial assets. The use of this portfolio does not necessarily assume that the financial asset will be held to maturity. In particular, sales of financial assets following a deterioration in credit risk are not incompatible with the objective of collecting contractual cash flows, as activities intending to minimise losses due to credit risk are an integral part of this business model. The sale of a financial asset because it no longer satisfies requirements in terms of credit risk set forth in the company policy is an example of a “permitted” sale. Sales justified by other reasons could also be consistent with this business model, but in this case the frequency and relevance of such sales is checked. The value of financial assets at amortised cost is determined at each reporting date until they are derecognised using the effective interest method. The gain or loss on the financial asset at amortised cost which is not part of a hedging relationship is recognised in Profit (loss) for the year when the financial asset is derecognised or reclassified to Financial assets at fair value through profit or loss, through the amortisation process, or in order to recognise gains or losses caused by impairment.

Financial assets at fair value through other comprehensive income (FVOCI): This category includes assets that meet both of the following conditions: (i) the financial asset is held within the framework of a hold-to-collect-and-sell business model and (ii) the contractual terms of the financial assets call for cash flows at specific dates represented solely by payments of principal and interest on the amount of principal to be made. This type of business model entails more sales, in terms of frequency as well as relevance, than the hold-to-collect business model, as the sale of financial assets is an integral part of this business model. The value of Financial assets at fair value through other comprehensive income is determined at each reporting date until they are derecognised. The gain or loss on the financial asset is recognised in other comprehensive income, with the exception of gains and losses due to impairment and exchange gains or losses, until the financial asset is derecognised or reclassified. If the financial asset is derecognised, the cumulative profit or loss previously recognised in other comprehensive income is reclassified from Shareholders' Equity to Profit (loss) for the year by means of a reclassification adjustment. The interest calculated using the effective interest approach is recognised in Profit (loss) for the year.

Financial assets at fair value through profit or loss: The assets that are part of a business model that is not hold-to-collect or hold-to-collect-and-sell and therefore are not measured at amortised cost or at fair value through other comprehensive income are measured at fair value through profit or loss (FVTPL). An example of this business model is a portfolio managed with a view to generating cash flows from the sale of financial assets. Indeed, decisions are taken based on the fair value of the financial assets and, the fact that the entity collects contractual cash flows while it holds the financial assets does not in any event make it possible to claim that the business model is one of those described above. Likewise, a portfolio that is managed and the performance of which is evaluated on the basis of fair value can never be classified in the business models described previously. Furthermore, it is possible to exercise the fair value option upon initial recognition, based on which the Group may irrevocably designate the financial asset as measured at fair value through profit or loss if by so doing it eliminates or significantly reduces a measurement or recognition inconsistency which would otherwise result from the measurement of the assets or liabilities or the recognition of the relative gains and losses on a different basis. The value of these financial assets is determined at each reporting date until they are derecognised. The gains and losses arising from fluctuations in fair value are included in the income statement for the year in which they take place and include gains and losses realised from the disposal of the assets.

DERIVATIVES

In line with the provisions of IFRS 9, the Group has decided to exercise the option of continuing to apply the hedge accounting provisions set forth in IAS 39. Thus, the provisions regarding derivatives have remained the same.

Derivative instruments are always treated as assets held for trading and recognised at fair value through profit or loss, unless they represent effective instruments to hedge a specific risk related to underlying assets or liabilities or commitments taken by the Company.

The effectiveness of the hedging transactions is documented and tested both at the beginning of the transaction and regularly (at least at each reporting date) and is measured by comparing the changes in the fair value/cash flow of the hedging instrument with those of the hedged item or, in the case of more complex instruments, through a statistical analysis based on the change of the risk.

The changes in the fair value of derivatives indicated as fair value hedges (not used by the Company) and that are qualified as such, are recognised in the income statement, in the same way as it is done for the changes in the fair value of hedged assets or liabilities due to the risk hedged with the hedging transaction.

The changes in the fair value of the derivatives indicated as cash flow hedges and qualified as such are recognised, only for the "effective" portion, among the other components of the comprehensive income statement through a special equity reserve ("cash flow hedge reserve"), which is transferred to the income statement at the time the underlying hedged asset produces effects on the balance sheet or income statement. The change in fair value due to the ineffective portion is immediately recognised in the income statement of the period. If the execution of the underlying transaction is no longer considered highly likely, the corresponding portion of the "cash flow hedge reserve" is immediately transferred to income statement. If, instead, the derivative instrument is sold, expires or no longer qualifies as effective hedge of the risk against which the transaction had been initiated, the corresponding portion of "cash flow hedge reserve" is kept until when the underlying contract produces effects. The hedging is then derecognised as cash flow hedge.

The Company uses derivative instruments within hedging strategies aimed at neutralising the risk of changes in the expected cash flows from transactions contractually defined or highly likely (cash flow hedge).

FAIR VALUE MEASUREMENT

The Company assesses financial instruments, such as derivatives, at fair value at each reporting date. Fair value is the price that would be received for the sale of an asset, or that would be paid to transfer a liability in an arm's length transaction at the measurement date. A fair value measurement assumes that the sale transaction of the asset or transfer of the liability takes place:

- in the main market of the asset or liability; or
- in the absence of a main market, in the most advantageous market for the asset or liability.

The main market or the most advantageous market must be accessible to the Company.

The fair value of an asset or liability is valued by adopting the assumptions that market operators would use in the determination of price of the asset or liability, assuming that market operators act to best meet their own economic interest. An assessment of the fair value of a non-financial asset does not consider the ability of a market operator to generate economic benefits by making highest and best use of the asset or by selling it to another market operator that would make the highest and best use of it.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. The fair value of the instruments listed in public markets is calculated on the basis of the quoted prices at the end of the period. The fair value of instruments not listed is calculated with financial measurement techniques: specifically, the fair value of the interest rate swap is measured discounting the expected cash flows.

All assets and liabilities for which the fair value is measured or recognised in the Financial Statements are categorised according to the fair value hierarchy, as described below:

- Level 1: financial assets and liabilities the fair value of which is calculated on the basis of the (unadjusted) prices quoted in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2: financial assets and liabilities the fair value of which is calculated on the basis of input different from listed prices specified in Level 1 but observable, either directly (prices) or indirectly (from prices);
- Level 3: financial assets and liabilities the fair value of which is calculated through valuation models that use unobservable input data.

If the input data used to calculate the fair value of an asset or liability may be classified at different levels of the fair value hierarchy, the entire measurement is placed at the level of hierarchy of the input at the lowest level that is significant for the entire measurement. The Company records the transfers between the different levels of the fair value hierarchy at the end of the period in which the transfer has taken place.

CONTRACT ASSETS AND LIABILITIES

Contract assets represent the Company's right to consideration in exchange for goods or services transferred to the customer when the right is subject to something other than the passing of time. If the Company fulfilled its obligations, the contract is represented in the Statement of Financial Position as Contract assets, for the amount exceeding the service performed and the receivable recognised. Thus, the item includes invoices to be issued, the gross amount due from customers for project work and accrued trade assets.

Contract liabilities represent the Company's obligation to transfer goods or services to customers, for which the Company has received consideration from the customer or for which consideration is due. If the customer pays the consideration, or if the Company is entitled to an amount of the consideration that is unconditional (i.e., a receivable), before transferring the good or service to the customer, the contract is shown as a contract liability, at the moment when payment is made or (if earlier) when the payment is due. This item includes deferred trade income, advances and thus prepaid trade amounts, the gross amount due to customers for project work and the value of options (material rights) which allow the customer to acquire additional goods or services free of charge or with a discount.

Contract assets and liabilities are included in, respectively, current assets and liabilities if it is believed that the assets will be realised (or the liability will be extinguished) during the normal operating cycle, including when it is expected that they will not be realised/extinguished within twelve months of the closing date for the year. In fact, the operating cycle is identified as the time between the acquisition of goods for the production process and their realisation in terms of cash and cash equivalents. When the normal operating cycle cannot be clearly identified, it is assumed to have a duration of twelve months.

CASH AND CASH EQUIVALENTS

These include cash, deposits at banks or at other credit institutes available for current transactions, postal accounts and other equivalent values as well as investments maturing in the three months of the date of purchase. The cash and cash equivalents are recognised at fair value, usually, coinciding with the nominal value.

SHAREHOLDERS' EQUITY

Share Capital
Share capital is represented by the subscribed and paid in capital of the Parent Company.

Treasury shares reserve
This is a negative reserve which includes the purchase cost of treasury shares, including the related transaction costs, as a deduction from shareholders' equity. Purchases and sales of treasury shares, as well as any gains or losses deriving from their sale, are recognised in the financial statements as changes in shareholders' equity.

Share premium reserve
This item consists of the amounts collected by the Company for the issuance of shares at a price above nominal value.

Other reserves
This item includes the reserves of most common use, which may have a generic or specific allocation. The item includes the net profit of previous years, which was not distributed or allocated, or uncovered losses.

Transaction costs relating to the issue of capital instruments
The transaction costs relating to the issue of capital instruments are recognised as a decrease (net of any related tax benefit) of the Share premium reserve, generated by the same transaction, to the extent that they are marginal costs directly attributable to the capital transaction that would have otherwise been avoided. The costs of a capital transaction that is abandoned are recognised in the income statement.
Listing costs not relating to the issue of new shares are recognised in the income statement. If the listing involves the sale of existing shares and the issue of new shares, the costs directly attributable to the issue of new shares are recognised as a decrease in the Share premium reserve, the costs directly attributable to the listing of existing shares are recognised in the income statement. Costs related to both transactions are recognised as a decrease of the Share premium reserve, in relation to the ratio between issued shares and existing shares, and the remainder is recognised in the income statement.

PAYABLES AND OTHER FINANCIAL LIABILITIES

Payables and other financial liabilities are initially recognised at fair value net of transaction costs: subsequently they are recognised at amortised cost, using the effective interest rate method. If there is a change in the estimate of future cash flows, the value of the liabilities

is recalculated to reflect this change on the basis of the current value of the new expected cash flows and the effective interest rate originally calculated.
Payables and the other liabilities are classified as current liabilities, unless the Company has the contractual right to extinguish its obligations more than 12 months after the date of the annual or infra-annual periodic Financial Statements.

As regards the criteria for the initial recognition and subsequent measurement of the financial liabilities related to lease agreements, see the section LEASED ASSETS.

CONTINGENT CONSIDERATION

A contingent consideration agreed upon during the acquisition of a shareholding, gives rise in the Financial Statements to a financial liability for the current value of the amount to be paid at the agreed upon maturity. This financial liability will have as a counter-entry the cost of the shareholding. Any change in the financial liability related thereto after the recording date, is recognised as an increase or decrease of the cost of the shareholding itself.

INCOME TAXES

The tax expense of the Company is given by current and deferred taxes. If due to items recognised in the proceeds and charges recognised to Shareholders' Equity within the other components of comprehensive income, said taxes are recognised as an offsetting item in the same item.
Current taxes are calculated on the basis of the tax laws in force at the reporting date; any risk related to different interpretations of positive or negative income items, like disputes with the tax authorities, are recognised as taxes in the income statement with offsetting adjustment made to the liabilities to adjust the provisions recognised in the Financial Statements.
Deferred taxes are calculated on the basis of the temporary differences that are generated between the carrying amount of the assets and liabilities and their value for tax purposes, as well as on tax losses. The measurement of deferred tax assets and liabilities is carried out by applying the tax rate that is expected to be in force at the time in which the temporary differences will be reversed; this forecast is made on the basis of the tax laws in force or substantially in force at the reporting date of the period. Deferred tax assets, including those deriving from tax losses, are recognised only if it is believed that taxable income sufficient for their recovery will be generated in the following years.

In 2021, the Parent Company Tinexta S.p.A., in its capacity as fiscal consolidator, initiated the tacit renewal for the 2021-2023 three-year period of the consolidated taxation regime pursuant to Article 117 et seq. of Presidential Decree no. 917/86 (Consolidated Law on Income Taxes - TUIR). The companies already belonging, as consolidated companies, to the scope of consolidation in 2021 are: Co.Mark S.p.A., InfoCert S.p.A., Innolva S.p.A., RE Valuta S.p.A., Sixtema S.p.A., Visura S.p.A., Warrant Hub S.p.A., Warrant Innovation Lab S.r.l., Tinexta Cyber S.p.A., Swascan S.r.l., Comas S.r.l., Innolva Relazioni Investigative S.r.l. and PrivacyLab S.r.l. Starting from the 2022 tax period, the following additional entities in possession of the legal requirements have been included in the fiscal unit: Corvallis S.r.l., ForValue S.p.A., Queryo Advance S.r.l. and Yoroi S.r.l. Again with effect from the 2022 tax period, the tax consolidation was instead interrupted due to the lack of legal requirements

(i.e., uninterrupted ownership of the equity investment) with respect to Innolva S.p.A., Comas S.r.l. and Innolva Relazioni Investigative S.r.l.
The economic and financial relations, as well as the reciprocal responsibilities and obligations, between the Parent Company and the consolidated companies are defined in the corresponding tax consolidation regulations. As a result, in current tax assets/liabilities in these Financial Statements the Company has listed both the amounts due to the tax authorities for IRES relating to the Tinexta tax consolidation as well as balance sheet items with the companies participating in the tax consolidation for the receivable/payable transferred as part of the above-mentioned tax consolidation.

EMPLOYEE BENEFITS

The short-term benefits are represented by salaries, wages, corresponding social security contributions, pay in lieu of vacation and incentives paid as bonuses to be paid in the twelve months from the date of the Financial Statements. These benefits are recognised as items of personnel expenses in the period of employment.
The benefits after the termination of the employment are divided into two categories:

- Defined-contribution plans in which the Company pays fixed contributions to a separate entity (for example a pension fund) without a legal or implicit obligation to pay additional contributions if said entity does not have sufficient assets to pay the benefits corresponding to the service provided during employment at the company. The Company recognises the contributions to the plan only when the employees have provided their activity in exchange for those contributions;
- Defined-benefit plans, which include both the severance indemnity due to employees pursuant to article 2120 of the Italian Civil Code ("TFR"), for the portion accrued until 31 December 2006, and the Supplementary Client Indemnities for agents and representatives, in which the company commits to grant the benefits agreed with the employees in service taking the actuarial and investment risks related to the plan. The cost of this plan is therefore not defined on the basis of the contributions due for the year, but is recalculated on the basis of demographic assumptions, statistics and on the wage trends. The methodology applied is called "projected unit credit method". The value of the liability recognised in the Financial Statements is, therefore, in line with the value resulting from its actuarial measurement, with full and immediate recognition of actuarial profits and losses, in the period in which they arise as other components of the comprehensive income statement, through a special equity reserve (Employee benefits reserve).

For the companies with more than 50 employees, starting from 1 January 2007, the so-called Budget Act of 2007 and the corresponding implementation decrees have made significant changes to the TFR rules, including the option given to the worker to choose the destination of his/her TFR. Specifically, the new TFR flows can be directed by the workers to pension schemes of their choice or else kept in the company. In both cases, from this date the newly accrued portions represent defined-contribution plans not subject to actuarial measurement.

With reference to the classification of the costs related to the TFR contributions, service costs are recognised under "Personnel costs" and interest charges under "Financial charges", while actuarial profits/losses are recognised among the other components of the comprehensive income statement.

SHARE-BASED PAYMENTS

In the event of transactions with share-based payments settled with equity instruments of the Company, the fair value on the allocation date of the options on shares granted to employees is recognised under personnel costs, with a corresponding increase in Shareholders' Equity throughout the period during which employees obtain the unconditional right to incentives. The amount recognised as cost will be adjusted to reflect the actual number of incentives (options) for which the conditions of permanence in service have accrued achievement of non-market conditions, so the final amount recognised as cost is based on the number of incentives that will definitively accrue. Similarly, when estimating the fair value of the options granted, all non-vesting conditions must be considered. With reference to the non-vesting conditions, any differences between the assumptions on the allocation date and the actual ones will have no impact on the Financial Statements.
In the event of transactions with share-based payments settled in cash (or shares or other financial instruments not belonging to the Company), the fair value of the amount to be paid to employees is recorded as cost, with a corresponding increase of liabilities for employee benefits throughout the period during which employees will accrue the unconditional right to receive payment. The liability is measured at each year-end date and settlement date on the basis of the fair value of share revaluation rights. Any changes in the fair value of liabilities are recognised in the profit or loss for the year under Personnel costs.

PROVISIONS FOR RISKS AND CHARGES

Provisions to the reserve for risks and charges are recognised when, at the reference date, in the presence of a legal or implicit obligation towards third parties, deriving from a past event, it is likely that meeting the obligation will require an outlay of resources, the amount of which can be reliably estimated.
This amount represents the current value, if the financial effect of time is significant, of the best estimate of the expense needed to extinguish the obligation. The rate used in the calculation of the current value of the liability reflects current market values and includes the additional effects related to the specific risk associated to each liability. The changes in the estimate are reflected in the income statement of the year in which the change takes place.
If the Company is exposed to risks for which the occurrence of a liability is only a possibility, these risks are described in the Notes and no provision is made.

REVENUES

The methodological approach followed by the Company in recognising revenues from contracts with customers (also referred to below as revenues from sales and services) is broken down into five basic steps (five-step model):
1. Identify the contract with the customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations;

5. Recognise the revenue when the performance obligation is satisfied.

Revenues are measured taking into account the contractual terms and commercial practices generally applied in relations with customers. The transaction price is the amount of the consideration (which may include fixed amounts, variable amounts or both) to which the seller believes it is entitled in exchange for the transfer of control over the promised goods/services. Control refers generically to the ability to decide on the use of the asset (good/service) and to substantially draw all remaining benefits from it. The total consideration of service agreements is broken down between all of the services on the basis of the sale price of the relative services as if they had been sold individually.

Within each contract, the reference element for the recognition of revenues is the individual performance obligation. For each individually identified performance obligation, the Group recognises revenues when (or as) it fulfils the obligation by transferring the promised good/service (or asset) to the customer. The asset is transferred when (or as) the customer acquires control over it.
For performance obligations fulfilled over time, revenues are recognised over time, measuring the progress made towards fulfilling the obligation in full at the end of each year. To measure its progress, the Company uses the input-based method (cost-to-cost method). Revenues are recognised on the basis of the inputs used to fulfil the obligation until that date, with respect to the total inputs assumed that will be used to fulfil the entire obligation. When the inputs are distributed uniformly over time, the Company recognises the corresponding revenues on a straight-line basis. In specific circumstances, when it is not possible to reasonably assess the result of the performance obligation, revenues are recognised only up to the amount of costs incurred.

COSTS

The costs related to the purchase of assets are recognised when the risks and benefits of the assets traded are transferred; the service costs received are recognised proportionally when the service is provided.

FINANCIAL INCOME AND CHARGES

Interest is recognised on an accrual basis on the basis of the effective interest method, using in other words the interest rate that makes financially equivalent all inflows and outflows (including any premium, discount, commissions etc.) from a transaction. Interest income is recognised to the extent that it is probable that the economic benefits will flow to the Group and their amount can be reliably measured. The other financial income and charges also include the changes in fair value of financial instruments other than derivatives.

6. USE OF ESTIMATES

As part of the preparation of these Financial Statements, in application of the reference accounting standards, the Directors had to make assessments, estimates and assumptions that influence the amounts of the assets, liabilities, costs, and revenues recognised in the

Financial Statements, as well as the information provided. Therefore, the final results of the items for which said estimates were used could differ from those reported in these Financial Statements, given the uncertainty that characterises the assumptions and the hypotheses on which the estimates are based.

The accounting standards and the financial statement items that involve a greater subjectivity by the Directors in the estimation process are the following:

- Equity investments recognised at cost: equity investments recognised at cost, the carrying amount of which is higher than the relative Shareholders' Equity, are assessed on an annual basis to identify whether there is an impairment that should be recognised in the income statement. Specifically, the assessment in question requires the calculation of the recoverable amount of the investment by estimating the value in use or the fair value net of disposal costs; if the recoverable amount is less than the carrying amount, the investment is written down. The calculation of the recoverable amount of the equity investments requires estimates based on factors that may change over time, with a potentially significant impact on the assessments carried out by Directors. With particular reference to the determination of the value in use with the method of discounting expected future cash flows, it should be noted that this method is characterised by a high degree of complexity and by the use of estimates, which are uncertain and subjective by nature, approximately:
  - the expected cash flows of these investees, determined taking into account the general economic performance, the sector to which they belong, the cash flows recorded in the last few years and the forecast growth rates;
  - the financial parameters used to determine the discount rate.

- Impairment of fixed assets: tangible and intangible assets with finite useful life are assessed to establish whether there was a decrease in value, to be recognised through impairment, if there are indications that it will be difficult to recover their net accounting value through use. To establish the presence of said indications, Directors must make subjective assessments on the basis of information available within the Company and the market, as well as historical experience. Moreover, if it is determined that a potential impairment loss may be generated, this loss is calculated using appropriate measurement techniques. The correct identification of the factors indicating the occurrence of a potential decrease in value, as well as the estimates for the calculation of these depend on factors that may vary over time, affecting the assessments and estimates carried out by the Directors.

- Measurement at fair value: in measuring the fair value of an asset or liability, the Company makes use of observable market data as far as possible. Fair values are allocated to different hierarchical levels on the basis of the input data used in the valuation techniques.

- Measurement of lease liabilities: the measurement of lease liabilities is affected by the duration of the lease, understood as the non-cancellable lease period to which these two periods must be added: a) periods covered by a lease extension option if the lessee has the reasonable certainty to exercise this option; and b) periods covered by the option of terminating the lease, if the lessee has the reasonable certainty not to exercise the option. The assessment of the duration of the lease entails the use of estimates based on factors that may change over time, with a subsequent potentially significant impact on the assessments carried out by the Directors.

- Valuation of the defined benefit plans: actuarial valuation requires the formulation of various assumptions that may differ from actual future developments. The results depend on the technical basis adopted such as, among others, the actualisation rate, the inflation rate, the wage increase rate and the expected turnover. All assumptions are reviewed on an annual basis.

7. MANAGEMENT OF FINANCIAL RISKS

The Company is exposed to financial risks connected with its operations, especially related to the following:

- interest rate risks, from the financial exposure of the Company;
- exchange rate risks, from operations in currencies different from the functional currency;
- liquidity risks, related to the availability of financial resources and access to credit markets;
- credit risks, resulting from normal business transactions or liquidity management activities.

The Company monitors each financial risk closely, intervening with the objective of minimising them promptly also by making use of hedging derivatives.

Interest rate risk

The Company uses external financial resources in the form of debt and deposits the liquidity in bank deposit accounts. Changes in market interest rates influence the cost and return of the different types of borrowing and depositing and therefore have an impact on the level of the financial charges and income.
Being exposed to interest rate fluctuations with regard to the extent of the financial charges incurred to borrow funds, the Company periodically reviews its exposure to the risk of changes in interest rates and actively manages it also by making use of interest rate derivatives, specifically through Interest Rate Swaps (IRS), Interest Rate Floors (Floors), Interest Rate Caps (Caps) and Interest Rate Collars (Collars) purely for hedging purposes. Cash mainly consists of variable-rate bank deposits on current accounts with no mandatory duration, and therefore its fair value is equivalent to the value recognised in the Financial Statements. The interest rate benchmark to which the Group is most exposed on indebtedness is the 6-month Euribor. During the 2022 financial year, the rapid increase in inflation, attributable in particular to the increase in commodity prices, produced a significant and rapid increase in interest rates, however, given the hedging transactions in place, the net effect in terms of higher financial charges is limited. Therefore, although in the presence of a further rise in the 6-month Euribor index (forward rates curve) estimated in the

immediate future, the interest rate risk appears to be adequately monitored and the debt portfolio structure is considered adequate for the Company's needs.

The Cash Flow Hedge strategy on bank loans as at 31 December 2022:

Bank loans as at 31 December 2021 *Amounts in thousands of Euro*		**Cash flow hedge derivatives Notional values by type as at 31 December 2022**			
	Nominal amount	***IRS***	***Capped Swap***	***Collar***	**Total**
Floating rate loans	164,611	76,988	45,579	23,155	**145,722**
Fixed rate loans	0				**0**
	164,611	**76,988**	**45,579**	**23,155**	**145,722**

The hedging rate of bank loans is 88.5%.

Sensitivity analysis on interest rate risk which shows the effects (net of any related tax effects) on the income statement, on an annual basis, and on the net equity as at 31 December 2022, from the following changes in the Euribor rate: +300 bps, +100 bps, -100 bps limited to bank loans as at 31 December 2022:

Sensitivity analysis of interest rate risk	**Profit (loss) on an annual basis**			**Shareholders' Equity as at 31 December 2021**		
Amounts in thousands of Euro	300 bps increase	100 bps decrease	100 bps decrease	300 bps increase	100 bps increase	100 bps decrease
Floating rate bank loans	**-2,061**	**-680**	**723**	**0**	**0**	**0**
Interest rate swap	853	256	-349	2,119	735	-765
Capped Swap	472	161	-155	1,749	603	-611
Collar	227	78	-75	635	217	-216
Financial flow sensitivity (net)	**-509**	**-186**	**143**	**4,502**	**1,556**	**-1,592**

Exchange rate risk

The exposure to the risk of changes in exchange rates derives from the execution of activities in currencies different from the Euro. The Company conducts its business exclusively in Italy, the entire turnover and almost all purchases are carried out with countries members of the EU and the transactions are almost exclusively settled in Euro; therefore, it is not significantly exposed to the risk of fluctuations in foreign currency exchange rates against the Euro.

Credit risk

Financial credit risk results from the inability of a counterparty to fulfil its obligations. As at 31 December 2022, the liquidity of the Company was deposited in bank accounts held at prime credit institutions.

The trade receivable risk mainly arises from receivables from subsidiaries deriving from the charge-back of infra-group services; therefore, the Company is not significantly exposed to the trade receivable risk.

Liquidity risk

Liquidity risk consists of an inability to raise, on adequate terms, the financial resources needed for the Company to operate. The main factors that influence the liquidity of the Company are:

(i) the financial resources generated or absorbed by operating and investing activities;

(ii) the financial resources generated or absorbed by the direct and indirect subsidiaries, given the Group's centralised treasury management system (cash pooling);

(ii) the maturity of financial debt.

The liquidity requirements of the Company and the Group are monitored by the treasury function, with the objective of ensuring that financial resources can be effectively found and an adequate investment/return of liquidity.

The management believes that the cash and the credit lines currently available, in addition to those that will be generated by operating and financing activities, will allow the Company to meet its requirements, deriving from investing activities, management of working capital and repayment of loans at their contractual maturity. The extraordinary Shareholders' Meeting held on 27 April 2021 resolved also on the right of the Board of Directors to increase the share capital against payment and indivisibly in one or more tranches, with or without warrants, even excluding pre-emption rights pursuant to art. 2441, paragraphs 4 and 5 of the Italian Civil Code, for a maximum of €100 million including share premium.

In Note 20. Financial liabilities, excluding derivative financial instruments: the financial liabilities recognised in the Financial Statements as at 31 December 2022 are summarised and classified according to contractual maturity.

8. CATEGORIES OF FINANCIAL ASSETS AND LIABILITIES

Reconciliation between financial asset and liability classes as identified in the Statement of Financial Position of the Company and the types of financial assets and liabilities identified on the basis of IFRS 7 requirements:

Amounts in thousands of Euro	*Assets measured at fair value and recognised in the Income Statement*	*Assets/Liabilities designated at fair value and recognised in the Income Statement*	*Liabilities held for trading measured at fair value and recognised in the Income Statement*	*Fair Value Hedging instruments*	*Assets/Liabilities measured at amortised cost*	*Assets measured at fair value through OCI*	*Investments in instruments representing OCI capital*	***Total***
NON-CURRENT ASSETS	**0**	**0**	**0**	**8,562**	**13,134**	**0**	**0**	**21,695**
Other financial assets, excluding derivative financial instruments	0	0	0	0	13,115	0	0	**13,115**
Derivative financial instruments	0	0	0	8,562	0	0	0	**8,562**
Trade and other receivables	0	0	0	0	19	0	0	**19**
CURRENT ASSETS	**0**	**0**	**0**	**107**	**220,787**	**0**	**0**	**220,893**
Other financial assets, excluding derivative financial instruments	0	0	0	0	148,285	0	0	**148,285**
Derivative financial instruments	0	0	0	107	0	0	0	**107**
Trade and other receivables	0	0	0	0	1,907	0	0	**1,907**
Cash and cash equivalents	0	0	0	0	70,594	0	0	**70,594**
NON-CURRENT LIABILITIES	**0**	**12,432**	**0**	**29**	**148,761**	**0**	**0**	**161,222**
Financial liabilities, excluding derivative financial instruments	0	12,432	0	0	148,761	0	0	**161,193**
Derivative financial instruments	0	0	0	29	0	0	0	**29**
CURRENT LIABILITIES	**0**	**0**	**0**	**0**	**148,323**	**0**	**0**	**148,323**
Financial liabilities, excluding derivative financial instruments	0	0	0	0	140,890	0		**140,890**
Trade and other payables	0	0	0	0	7,434	0		**7,434**

9. FAIR VALUE HIERARCHY

IFRS 13 establishes a fair value hierarchy which classifies the inputs of the valuation techniques adopted to measure fair value into three levels. The fair value hierarchy assigns the highest priority to (unadjusted) quoted prices in active markets for identical assets or liabilities (Level 1 data) and the lowest priority to unobservable inputs (Level 3 data).

Fair value hierarchy for assets and liabilities of the Company:

Amounts in thousands of Euro	*Fair Value*			
	Level 1	*Level 2*	*Level 3*	***Total***
NON-CURRENT ASSETS	**0**	**8,562**	**0**	**8,562**
Derivative financial instruments		*8,562*		*8,562*
NON-CURRENT ASSETS	**0**	**107**	**0**	**107**
Derivative financial instruments		*107*		*107*
NON-CURRENT LIABILITIES	**0**	**29**	**12,432**	**12,461**
Derivative financial instruments		*29*		*29*
Other financial liabilities, excluding derivative financial instruments			*12,432*	*12,432*
Liabilities for contingent consideration			12,432	12,432

10. PROPERTY, PLANT AND EQUIPMENT

Details of property, plant and equipment.

Amounts in Euro	31/12/2021	Investments	Divestments	Depreciation	Reclassifications	Revaluations	Impairment	31/12/2022
Leased buildings								
Cost	1,419,280	28,946,574	-139,031			44,274	-349,720	29,921,377
Accumulated Depreciation	-477,575		139,031	-302,489				-641,033
Net value	**941,705**	**28,946,574**	**0**	**-302,489**		**44,274**	**-349,720**	**29,280,344**
Electronic machines								
Cost	153,511	13,390	-28,851					138,051
Accumulated Depreciation	-114,856		28,851	-26,568				-112,573
Net value	**38,656**	**13,390**	**0**	**-26,568**				**25,478**
Leasehold improvements								
Cost	19,038							19,038
Accumulated Depreciation	-8,905			-3,174				-12,079
Net value	**10,133**			**-3,174**				**6,959**
Assets in progress and advances								
Cost		73,600						73,600
Net value		**73,600**						**73,600**
Other assets								
Cost	212,908	24,989	-47,221					190,675
Accumulated Depreciation	-147,288		47,221	-25,199				-125,266
Net value	**65,620**	**24,989**	**0**	**-25,199**				**65,409**
Other leased assets								
Cost	178,559	65,776				4,025		248,360
Accumulated Depreciation	-75,337			-68,576				-143,913
Net value	**103,222**	**65,776**	**0**	**-68,576**		**4,025**	**0**	**104,447**
Property, plant and equipment	**1,159,336**	**29,124,329**	**0**	**-426,007**	**0**	**48,300**	**-349,720**	**29,556,238**
of which leased	***1,044,927***	***29,012,350***	***0***	***-371,065***	***0***	***48,300***	***-349,720***	***29,384,791***

The Company opted for the recognition of rights of use in the item Property, plant and equipment in the same categories in which the corresponding underlying assets would have been shown if they had been owned. Assets for rights of use on properties are included under Leased buildings, while the assets for rights of use on vehicles are recognised in Other leased assets. Revaluations include the adjustments of the rights of use for increases in leases or extensions of leasing contracts; Impairments refer to early terminations of leasing contracts.

Investments during the year amounted to €29,124 thousand (of which €29,012 thousand for new lease agreements) against depreciation of €426 thousand (of which €371 thousand on lease agreements). Investments in lease agreements includes the signing of a new lease agreement for office use in Milan aimed at consolidating the Group's offices in the area. The property in Milan was handed over in May and the lease expires in May 2032. Work on the fit-out of the building is ongoing. At the delivery date, a right of use was recognised on the building in the amount of €15,243 thousand. The property in Rome was handed over in May and the lease expires in May 2032. Work on the fit-out of the building is ongoing. At the delivery date, a right of use on the property of €13,646 thousand was recognised and Rights of use of €350 thousand were reversed (recognised under Write-downs) due to the expected early termination of existing contracts.

11. INTANGIBLE ASSETS

The item comprises intangible assets with definite useful life as follows:

Amounts in Euro	31/12/2021	Investments	Divestments	Amortisation	Reclassifications	31/12/2022
Software						
Cost	1,359,102	1,599,262			231,000	3,189,364
Accumulated Amortisation	-1,232,113			-391,906		-1,624,019
Net value	**126,988**	**1,599,262**		**-391,906**	**231,000**	**1,565,345**
Assets in progress and advances						
Net value	**231,000**	**139,000**		**0**	**-231,000**	**139,000**
Intangible assets with definite useful life	**357,988**	**1,738,262**		**-391,906**	**0**	**1,704,345**

The increase during the period in the item Software mostly relates to costs associated with the implementation of the new ERP which entered into production in 2022.

12. EQUITY INVESTMENTS RECOGNISED AT COST

The decrease of €72,292 thousand compared to the value as at 31 December 2021 is mainly due to the sale of the equity investment held by Tinexta in Innolva S.p.A.

Balance of the item Equity investments recognised at cost divided between Equity investments in subsidiaries and Equity investments in associates and in other companies:

Amounts in Euro	31/12/2022	31/12/2021	Change
Shareholdings in subsidiaries	280,679,523	354,675,045	-73,995,522
Equity investments in associated companies	3,513,971	2,002,603	1,511,368
Investments in other companies	191,950	0	191,950
Equity investments recognised at cost	**284,385,445**	**356,677,648**	**-72,292,204**

Shareholdings in subsidiaries

The following tables provide:

- the opening and closing balances of the investments held by the Company, and the related changes in the year;

Amounts in Euro	01/01/2022			Changes in the year				31/12/2022		
	% ownership	Cost	Net balance	Investments	Divestments	Stock Option increases	Other Changes	% ownership	Cost	Net balance
InfoCert S.p.A.	99.99	18,994,352	*18,994,352*	30,560		510,530		88.1677	19,535,442	*19,535,442*
Innolva S.p.A.	75.00	111,425,257	*111,425,257*		-111,545,128	119,873		-	0	*0*
Co.Mark S.p.A.	100.00	51,161,576	*51,161,576*			162,935		100.00	51,324,511	*51,324,511*
Visura S.p.A.	100.00	38,478,362	*38,478,362*	430,939		-80,401	3,397	100.00	38,832,297	*38,832,297*
RE Valuta S.p.A.	95.00	3,604,576	*3,604,576*	268,990		54,312	-3,927,877	95.00	0	*0*
Warrant Hub S.p.A.	100.00	79,648,328	*79,648,328*	38,702,511		336,733	244,192	88.00	118,931,764	*118,931,764*
Tinexta Cyber	100.00	51,362,594	*51,362,594*			692,915		100.00	52,055,509	*52,055,509*
Shareholdings in subsidiaries		**354,675,045**	**354,675,045**	**39,432,999**	**-111,545,128**	**1,796,896**	**-3,680,288**		**280,679,523**	**280,679,523**

- details of the investments, including, among other information, the ownership percentages and the related carrying value as at 31 December 2022.

Amounts in Euro	% ownership	Cost	Registered office	Share Capital as at 31/12/2022	Shareholders' Equity as at 31/12/2022	Profit for the year 2022
InfoCert S.p.A.	88.17	19,535,442	Rome	20,080,928	109,207,055	18,517,879
Co.Mark S.p.A.	100.00	51,324,511	Milan	150,000	10,124,054	4,225,696
Visura S.p.A.	100.00	38,832,297	Rome	1,000,000	8,064,348	4,921,719
Re Valuta S.p.A. *	95.00	3,927,877	Milan	200,000	5,171,871	2,175,303
Warrant Hub S.p.A.	88.00	118,931,764	Correggio (RE)	65,560	116,267,222	21,122,473
Tinexta Cyber S.p.A.	100.00	52,055,509	Rome	1,000,000	51,945,566	1,546,088

* Reclassified in Assets held for sale

With reference to the equity investments for which the cost value is higher than the relative Shareholders' Equity, please note that impairment tests were conducted in relation to the carrying amounts as at 31 December 2022.

The related recoverable amount was determined on the basis of an estimate of the value in use, as the fair value of the individual equity investments could not be determined in a reliable manner, with the exception of the RE Valuta investment, whose recoverable value was calculated referring to the price of sale net expected selling costs.

The value in use has been determined by using the discounted cash flow method, in the unlevered version, applied to forecasts prepared by the Directors of each investee in relation to the three-year period from 2023 to 2025. The cash flows used for the determination of the value in use are related to the operational management of each investee and do not include financial charges and extraordinary items; they include the investments envisaged in the plans and changes in cash attributable to working capital, without taking into consideration the effects of future restructuring not yet approved by the directors or future investments to improve future profitability. The forecast growth in the plans used as the basis for impairment tests is in line with the corresponding growth forecast in the respective sectors. An explicit period of three years was used, beyond which the above flows were projected according to the perpetual return method (terminal value) using a growth rate (g-rate) equal to 1.8% for the market within which the individual equity investments operate. The macroeconomic assumptions at the base of the plans, when available, were determined based on external sources of information, while the estimates in terms of growth and profitability used by the directors, are derived from historical trends and expectations related to the markets in which Group companies operate.

The cash flows of the equity investments operating in Italy in the Business Innovation and Digital Trust sectors (Co.Mark S.p.A., Warrant Hub S.p.A., Visura S.p.A.) were discounted using a WACC equal to 9.85% after tax, estimated with a Capital Asset Pricing Model approach, as represented below:

- risk-free rate of 3.9%, equal to the gross average return of Italian ten-year BTPs;
- market risk premium of 5.4%;
- additional risk factor equal to 2.0%;
- sector levered beta of 0.89, determined considering a list of comparable listed companies;
- financial structure of the company set to 20.1%, considering the average of the D/E ratio recorded by comparable companies;
- cost of debt applicable to the Group, equal to 5.7%.

The cash flows of Tinexta Cyber S.p.A. of the Cybersecurity sector were discounted using a WACC equal to 10.34% after tax, estimated with a Capital Asset Pricing Model approach, with the following change compared to the WACC of the Business Innovation and Digital Trust sectors:

- sector levered beta of 1.05 determined considering a list of comparable listed companies;
- financial structure of the company set to 25.9%, considering the average of the D/E ratio recorded by comparable companies;

The plans underlying the impairment tests mentioned above were approved by the Boards of Directors of the individual investees. The impairment tests were approved by the Board of Directors of Tinexta on 9 March 2023.

The impairments test carried out did not show any impairment.

Changes during the year recognised in the item:

Innolva S.p.A.

On 30 May 2022, Tinexta S.p.A. entered into binding agreements for the sale to CRIF S.p.A. of the Credit Information and Management division, which offers business information and technical-valuation services in the real estate sector, through the sale of Tinexta's stakes in

Innolva S.p.A. and ReValuta S.p.A. On 3 August 2022, Tinexta S.p.A. finalised transfer of 75% of the share capital of Innolva S.p.A. to CRIF S.p.A. for the amount of €170,069 thousand, partly paid in cash and partly by offsetting credits. The total equity value of €226.8 million was determined on the basis of an Enterprise value for Innolva S.p.A. of €187.5 million, adjusted for the net financial position at the closing of €39.3 million. The capital gain realised from the sale, including sales costs, amounts to €56,749 thousand recognised under Financial income.

ReValuta S.p.A.

ReValuta S.p.A., 95% owned by Tinexta and 5% by Cedacri, is part of the binding agreements for the sale of the Credit Information and Management division to CRIF S.p.A. On 7 March 2023, following the agreements signed on 30 May 2022, Tinexta S.p.A. finalised the transfer to CRIF S.p.A. of 95% of the share capital of ReValuta S.p.A. for a consideration of €48.2 million. The equity value has been determined on the basis of an enterprise value for ReValuta of €46.0 million, adjusted for estimated net debt at closing. Parties have agreed a revision of the enterprise value of €4.0 million to account for the deterioration in macroeconomic conditions, occurred and progressively consolidated following the conclusion of original agreements.

In the Financial Statements, the equity investment of Tinexta in Revaluta SpA was reclassified from Equity investments to Assets held for sale.

InfoCert S.p.A.

On 3 February 2022, the transaction that involved the entry into the share capital of InfoCert by Bregal Milestone with a 16.09% interest was completed. In executing agreements already signed on 27 October 2021, the transaction involved an investment by Bregal Milestone of €100 million (of which €70 million paid at closing and €30 million within the following 12 months) through subscribing a dedicated capital increase of InfoCert S.p.A. Following the subscription of the first €70 million, Bregal Milestone holds 11.83% of InfoCert S.p.A.; Tinexta S.p.A.'s investment in InfoCert S.p.A. drops to 88.17%. Investments for the year refer to the acquisition of 0.001% for €31 thousand, which took place before the closing of the aforementioned transaction.

Warrant Hub S.p.A.

Investments for the year refer to the capital contribution for a total of €38,703 thousand made through the conversion into capital of a current loan for €25,373 thousand, through the assumption of liabilities by the investee for potential considerations related to the acquisitions for €11,754 thousand and through the assumption of liabilities by the investee for price extensions related to acquisitions for €1,576 thousand. Other changes include the adjustment as at 31 December 2022 of the aforementioned liabilities for contingent considerations.

On 10 November 2022, the closing of the subscription by Intesa SanPaolo of the capital increase of €55.0 million resolved by Warrant Hub S.p.A., a company that currently holds 100% of the share capital of Forvalue. As a result of the transaction, 88% of the share capital of Warrant Hub is held by Tinexta and 12% by Intesa Sanpaolo.

Visura S.p.A.

Investments for the year refer to the capital contribution for a total of €431 thousand made through the assumption of liabilities by the investee for contingent considerations related to the acquisitions. Other changes include the adjustment as at 31 December 2022 of the aforementioned liability for contingent considerations.

Provisions for Stock Options

The 2020-2022 and 2021-2023 Stock Option Plans approved by Tinexta S.p.A. led to an increase in equity investments for the portion of options assigned by Tinexta S.p.A. to directors and employees of the subsidiaries. The 2020-2022 Stock Option Plan provides for a total of 1,070,000 options assigned to directors and employees of the subsidiaries, the provision for the year is equal to €1,104 thousand. The 2021-2023 Stock Option Plan provides for a total of 190,000 options assigned to directors and employees of the subsidiaries, the provision for the year is equal to €693 thousand.

Equity investments in associated companies

On 27 July 2022, in line with the agreements relating to the sale of the Credit Information & Management division dated 30 May 2022, Innolva S.p.A. sold its 36.8% stake in Wisee S.r.l. Società Benefit to Tinexta S.p.A. for a consideration of €1,511 thousand.

Amounts in Euro	% ownership	Cost	Registered office	Share capital as at 31/12/2021	Shareholders' Equity as at 31/12/2021	Profit (Loss) for the year 2021
FBS Next S.p.A.	30.00	2,002,603	Ravenna	2,000,000	3,905,870	31,964
Wisee S.r.l. Società Benefit	36.80	1,511,368	Milan	13,889	383,502	(147,179)

Other equity investments

The item in question includes a minority shareholding for an amount of €192 thousand. The increase for the year is attributable to the subscription (and first payments of €192 thousand) by Tinexta of a 5.19% stake in the Primo Digital mutual investment fund set up by Primo Ventures SGR S.p.A; the total commitment made by Tinexta was €2.5 million.

13. DEFERRED TAX ASSETS AND LIABILITIES

Detail of Deferred Tax Assets and Liabilities and changes during the year:

Amounts in Euro	**31/12/2021**	**Allocations (Releases) Income statement**	**Allocations (Releases) Comprehensive income statement**	**Reclassifications**	**31/12/2022**
Deferred tax assets:					
Impairments of equity investments	20,202	-20,202			0
Decreases in hedging financial instruments	32,755	1,464	-26,144	-1,464	6,611
Differences between statutory and tax amortisation rates	18,581	1,092			19,673
Employee benefits	27,594	27,594	-30,993		24,195
Losses that can be carried forward for tax purposes	457,573				457,573
Other temporary differences	72,309	29,077			101,386
Deferred tax assets	**629,012**	**39,025**	**-57,137**	**-1,464**	**609,436**
Deferred tax liabilities:					
Increases in hedging financial instruments	26,310	1,464	2,027,221	-1,464	2,053,531
Revaluations of equity investments	22,930				22,930
Financial liabilities	10,314	-8,579			1,734
Deferred tax liabilities	**59,552**	**-7,116**	**2,027,221**	**-1,464**	**2,078,194**
Net deferred tax assets (liabilities)	**569,460**	**46,140**	**-2,084,357**	**0**	**-1,468,756**

Deferred tax assets have been recognised as at 31 December 2022 as the management of the Company has deemed them to be recoverable in future years.

14. TRADE AND OTHER RECEIVABLES and CONTRACT ASSETS

The item Trade and other receivables totalled €1,926 thousand (€1,525 thousand as at 31 December 2021) and can be detailed as follows:

Amounts in Euro	**31/12/2022**	**31/12/2021**	**Change**
Prepaid expense	19,216	5,200	14,016
Non-current trade receivables and other receivables	**19,216**	**5,200**	**14,016**
of which vs. related parties	***17,301***	***0***	***17,301***
Trade receivables from subsidiaries	1,130,149	633,739	496,410
Other receivables from subsidiaries	0	518	-518
Trade receivables from customers	27,251	0	27,251
Other receivables	76,418	97,704	-21,286
VAT credit	0	104,916	-104,916
Prepaid expense	673,108	682,734	-9,626
Current trade and other receivables	**1,906,926**	**1,519,611**	**387,315**
of which vs. related parties	***1,241,076***	***703,190***	***537,886***
Trade and other receivables	**1,926,142**	**1,524,811**	**401,331**

There is no bad debts provision as the book value is considered fully recoverable.

As regards VAT receivable, it should be noted that the Company is among the subjects to which the split payment rule, under Article 17 of Italian Presidential Decree no. 633 of 26 October 1972, applies. As a result, VAT is not paid to suppliers and periodic required payments are made to the tax authorities. As at 31 December 2022, the Company had a VAT payable balance.

Amounts in Euro	31/12/2022	31/12/2021	Change
Contract assets	**537,782**	**293,650**	**244,131**
of which vs. related parties	**497,054**	**292,641**	**204,412**

Contract assets of €538 thousand as at 31 December 2022 (€294 thousand as at 31 December 2021), almost entirely from subsidiaries, predominantly comprise the Company's right to receive consideration for work completed but not yet invoiced at the end of the year. These assets are reclassified under Trade receivables when the right becomes unconditional.

15. CURRENT TAX ASSETS AND LIABILITIES

The table shows the Company's exposure, in its capacity as consolidating company, to the tax authorities, as well as the amounts receivable from/payable to the consolidated companies.

Amounts in Euro	31/12/2022	31/12/2021	Change
Receivables from tax authorities for IRES	0	2,117,510	-2,117,510
Receivables from subsidiaries participating in Tinexta tax consolidation	1,744,757	1,866,854	-122,097
Current tax assets	**1,744,757**	**3,984,364**	**-2,239,607**
of which vs. related parties	*1,744,757*	*1,866,854*	*-122,097*
Payables to tax authorities for IRES	793,429	0	793,429
Payables to subsidiaries participating in Tinexta tax consolidation	1,757,350	3,428,910	-1,671,560
Current tax liabilities	**2,550,779**	**3,428,910**	**-878,131**
of which vs. related parties	*1,757,350*	*3,428,910*	*-1,671,560*
Net current tax assets/(liabilities)	**-806,022**	**555,454**	**-1,361,476**

In 2021, the Parent Company Tinexta S.p.A., in its capacity as fiscal consolidator, initiated the tacit renewal for the 2021-2023 three-year period of the consolidated taxation regime pursuant to Article 117 et seq. of Presidential Decree no. 917/86 (Consolidated Law on Income Taxes - TUIR). The companies already belonging, as consolidated companies, to the scope of consolidation in 2021 are: Co.Mark S.p.A., InfoCert S.p.A., Innolva S.p.A., RE Valuta S.p.A., Sixtema S.p.A., Visura S.p.A., Warrant Hub S.p.A., Warrant Innovation Lab S.r.l., Tinexta Cyber S.p.A., Swascan S.r.l., Comas S.r.l., Innolva Relazioni Investigative S.r.l. and PrivacyLab S.r.l. Starting from the 2022 tax period, the following additional entities in possession of the legal requirements have been included in the fiscal unit: Corvallis S.r.l., ForValue S.p.A., Queryo Advance S.r.l. and Yoroi S.r.l. Again with effect from the 2022 tax period, the tax consolidation was instead interrupted due to the lack of legal requirements (i.e., uninterrupted ownership of the equity investment) with respect to Innolva S.p.A., Comas S.r.l. and Innolva Relazioni Investigative S.r.l.

The economic and financial relations, as well as the reciprocal responsibilities and obligations, between the Parent Company and the consolidated companies are defined in the corresponding tax consolidation regulations.

16. OTHER FINANCIAL ASSETS, EXCLUDING DERIVATIVE FINANCIAL INSTRUMENTS

Amounts in Euro	31/12/2022	31/12/2021	Change
Non-current loans to subsidiaries	12,156,106	9,800,000	2,356,106
Other non-current financial assets	958,522	78,335	880,187
Non-current financial assets, excluding derivative financial instruments	**13,114,627**	**9,878,335**	**3,236,293**
of which vs. related parties	*12,193,906*	*9,837,800*	*2,356,106*
Positive balance current accounts with subsidiaries	25,817,246	17,359,897	8,457,349
Current loans to subsidiaries	911,888	4,036,911	-3,125,023
Other current financial assets	121,556,180	26,247	121,529,932
Current financial assets, excluding derivative financial instruments	**148,285,314**	**21,423,056**	**126,862,259**
of which vs. related parties	*26,729,135*	*21,396,808*	*5,332,327*

With reference to Loans to subsidiaries, during the year Tinexta S.p.A. disbursed a loan to Warrant Hub S.p.A. for €30,000 thousand repayable in annual instalments by 31 December 2026, to support the extraordinary activity relating to acquisition transactions, subsequently converted into a capital account payment for €25,373 thousand. The further change is attributable to the repayment of loans from Corvallis S.p.A. and Innolva S.p.A.

Other non-current financial assets include the guarantee deposits. The change is mainly linked to the recognition of the security deposit, for the discounted value, relating to the new lease contract for office use in Milan signed by Tinexta S.p.A., amounting to €871 thousand as at 31 December 2022.

The item Positive balance current accounts with subsidiaries refers to positive balance current accounts with subsidiaries as a result of the application of the centralised Group treasury management system (cash pooling) by the Company.

Other financial assets include the following Time Deposit contracts (for a total nominal amount of €140,000 thousand, of which €20,000 thousand already collected as at 31 December 2022, plus €377 thousand in interest accrued as at 31 December 2022) for short-term liquidity management:

Counterparty	Rate	Nominal amount in thousands of Euro	Expiry date
BNL	1.10%	10,000	January 2023
BNL	2.15%	10,000	May 2023
Credit Agricole	1.05%	20,000	February 2023
Mediobanca	1.50%	20,000	April 2023

Mediobanca	1.85%	20,000	April 2023
Mediobanca	1.95%	20,000	May 2023
Mediobanca	2.30%	10,000	May 2023
Unicredit	2.15%	10,000	May 2023
	Total	120,000	

The item Other financial assets also includes the security deposit of €1,175 thousand paid for the new lease agreement for office use in Rome signed by Tinexta S.p.A.

17. CASH AND CASH EQUIVALENTS

Cash and cash equivalents can be broken down as follows:

Amounts in Euro	31/12/2022	31/12/2021	Change
Bank and postal deposits	70,593,414	23,447,416	47,145,998
Cash and cash equivalents	953	697	256
Cash and cash equivalents	**70,594,367**	**23,448,113**	**47,146,254**

The balance is mainly represented by the cash and cash equivalents held in bank accounts at leading national banks.

A centralised treasury management system (cash pooling) is set up at the Group level by the Company. The subsidiaries, both direct and indirect, that participate in the cash pooling, are Co.Mark S.p.A., InfoCert S.p.A., RE Valuta S.p.A., Sixtema S.p.A. (subsidiary of InfoCert S.p.A.), Visura S.p.A. and Warrant Hub S.p.A., Tinexta Cyber S.r.l., Corvallis S.r.l. (controllata da Tinexta Cyber S.p.A.), Trix S.r.l., Privacy Lab S.r.l. e Warrant Innovation Lab S.r.l. (controllate da Warrant Hub S.p.A.). The balance payable to the subsidiaries, recognised under current financial liabilities, amounted to €95,567 thousand (for details see Note 20. Financial liabilities, excluding derivative financial instruments); the balance receivable from subsidiaries, recognised under current financial assets, amounted to €25,817 thousand (for details see Note 16. Financial assets, excluding derivative financial instruments).

The change in the period as detailed in the Cash Flow Statement is attributable to the liquidity absorbed by operating activities for €10,797 thousand; to the liquidity generated by the investing activities for €52,177 thousand mainly coming from the sale of equity investments and collection of dividends, partially offset by the investments in other financial assets linked to the Time Deposit contracts and in equity investments; to the liquidity generated by the financial assets for €5,766 thousand, in particular for the increase in exposure to Cash Pooling towards subsidiaries, partially offset by the repayment of bank loans, the purchase of treasury shares and the payment of dividends.

18. SHAREHOLDERS' EQUITY

The approved, subscribed and paid-in share capital amounted to €47,207,120 as at 31 December 2022 and consists of 47,207,120 Ordinary Shares.

At the date of 31 December 2022, the Company holds 1,600,247 treasury shares, equal to 3.390% of the Share Capital, for a total purchase value of €27,437 thousand (including commissions for €37 thousand). During 2022, 400,000 treasury shares were purchased, equal to 0.847% of the Share Capital, for a purchase price of €8,109 thousand (including commissions for €11 thousand).

Shareholders' Equity as at 31 December 2022 amounted to €250,084 thousand (€181,006 thousand as at 31 December 2021) and can be broken down as follows:

Amounts in Euro	31/12/2022	31/12/2021	Change
Share capital	**47,207,120**	**47,207,120**	**0**
Treasury shares held	-27,436,531	-19,327,481	-8,109,051
Legal reserve	7,150,333	5,673,531	1,476,802
Share premium reserve	55,438,803	55,438,803	0
Extraordinary reserve	8,223,589	8,223,589	0
Revaluation reserve pursuant to art. 2426 Civil Code	554,012	554,012	0
First Time Adoption Reserve	4,393	4,393	0
Stock Option reserve	5,955,411	3,135,937	2,819,474
Profits (losses) from previous years	64,985,323	50,728,151	14,257,172
Reserve from valuation of hedging derivatives	6,481,910	-20,410	6,502,320
Defined-benefit plans reserve	-49,230	-147,374	98,144
Profit (loss) for the year	81,568,529	29,536,036	52,032,494
Total Shareholders' Equity	**250,083,662**	**181,006,307**	**69,077,355**

The items of Shareholders' Equity are broken down as follows according to their origin, possible use, allocation and use in the three prior years:

Amounts in Euro	31/12/2022	Possibility of use	Available portion	Distributable portion	Summary of uses in the three previous years	
					For loss coverage	For other reasons
Share capital	47,207,120		0	0		
Treasury shares held	-27,436,531		-27,436,531	-27,436,531		
Legal reserve	7,150,333	B	0	0		
Share premium reserve	55,438,803	A, B, C	55,438,803	55,438,803		
Extraordinary reserve	8,223,589	A, B, C	8,223,589	8,223,589		
Revaluation reserve pursuant to art. 2426 Civil Code	554,012	A, B	554,012	0		
First Time Adoption Reserve	4,393	A	0	0		
Stock Option reserve	5,955,411	A, B	5,955,411	0		
Profits (losses) from previous years	64,985,323	A, B, C	64,985,323	64,985,323		
Reserve from valuation of hedging derivatives	6,481,910		0	0		
Defined-benefit plans reserve	-49,230		-49,230	-49,230		
Profit (loss) for the year	81,568,529		81,568,529	79,277,439		
Total	**250,083,662**	**0**	**189,239,906**	**180,439,393**		

Key
A: For capital increase
B: To cover losses
C: For distribution to shareholders

The Stock Option reserve refers to the allocation recognised on the 2020-2022 Stock Option Plan and on the 2021-2023 Stock Option Plan.

The Valuation reserve for hedging derivatives refers to the fair value measurement of hedging derivatives (referred to in Note 21. Derivative financial instruments).

The Defined-benefit plan reserve refers to the actuarial component of the Employee severance indemnity according to the requirements of IAS 19 (for further details, see Note 19. Employee benefits).

19. EMPLOYEE BENEFITS

Liabilities for Employee benefits amounted to €797 thousand as at 31 December 2022 (€713 thousand as at 31 December 2021) and may be broken down as follows:

Amounts in Euro	31/12/2022	31/12/2021	Change
Employee severance indemnity	735,186	713,231	21,955
Other non-current employee benefits	61,656	0	61,656
Total non-current employee benefits	**796,842**	**713,231**	**83,611**
Total employee benefits	**796,842**	**713,231**	**83,611**

The item Other non-current employee benefits as at 31 December 2022 includes the provision relating to medium- and long-term incentive schemes in favour of employees.

The TFR includes the effects of the actuarial calculations according to the requirements of IAS 19.

The changes in the TFR liability were as follows:

Amounts in Euro	2022	2021	Change
Liabilities at the beginning of the period	**713,231**	**591,344**	**121,887**
Current service cost	193,306	154,858	38,448
Financial charges	6,750	1,879	4,870
Benefits paid	-48,964	-57,476	8,512
Transfers	0	-16,405	16,405
Actuarial (profits)/losses recognised in the period	-129,137	39,030	-168,168
Liabilities at the end of the period	**735,186**	**713,231**	**21,955**

The details of the economic and demographic assumptions used for the purposes of the actuarial calculations are provided below.

Parameters	31/12/2022	31/12/2021
Discount rate	3.77%	0.98%
Inflation rate	2.30%	1.75%
TFR rate of increase	3.225%	2.813%
Real rate of increase in wages	1.00%	1.00%
Expected mortality rate	RG48 from General Accounting Office	RG48 from General Accounting Office
Expected invalidity rate	INPS tables broken down by age and gender	INPS tables broken down by age and gender
Resignations expected	4.50%	4.50%
Advances expected	2.50%	2.50%

Below is a sensitivity analysis of the main actuarial assumptions included in the calculation model considering as the base scenario the one previously described and increasing and decreasing the average annual discounting rate, the average inflation rate and turnover rate, respectively, by a quarter, a quarter and one percentage point. The results obtained are summarised in the following table:

Amounts in thousands of Euro	31/12/2022
Turnover rate +1%	738,658
Turnover rate -1%	731,156
Inflation rate +0.25%	746,365
Inflation rate -0.25%	724,363
Discount rate +0.25%	721,974
Discount rate -0.25%	748,998

20. FINANCIAL LIABILITIES, EXCLUDING DERIVATIVE FINANCIAL INSTRUMENTS

This item includes financial liabilities incurred by the Company for a variety of reasons, with the exception of those deriving from the underwriting of derivative financial instruments, and is broken down as follows:

Amounts in Euro	31/12/2022	31/12/2021	Change
Current liabilities for bank loans	44,003,934	35,885,076	8,118,858
Non-current liabilities for bank loans	119,164,995	157,952,449	-38,787,454
Other current bank payables	10,506	9,815	690
Current price deferment liabilities	1,068,681	1,064,136	4,545
Non-current price deferment liabilities	786,225	1,054,076	-267,852
Non-current liabilities for contingent consideration	12,432,319	0	12,432,319
Current liabilities for leases	162,635	385,358	-222,723
Non-current liabilities for leases	28,809,927	701,769	28,108,158
Negative balance current accounts with subsidiaries	95,566,815	31,436,533	64,130,283
Current liabilities to other lenders	77,110	109,472	-32,362
Current financial liabilities	**140,889,681**	**68,890,390**	**71,999,291**
of which vs. related parties	***96,372,928***	***32,278,560***	***64,094,368***
Non-current financial liabilities	**161,193,466**	**159,708,294**	**1,485,172**
of which vs. related parties	***182,625***	***1,169,570***	***-986,945***
Total financial liabilities	**302,083,147**	**228,598,684**	**73,484,463**

Non-current financial liabilities expected to mature in more than 5 years from the date of the financial statements equal €18,484 thousand, fully attributable to lease payables. The following is a summary of the financial liabilities recognised in the Financial Statements as at 31 December 2022, classified according to the contractual due dates.

Amounts in Euro	Within one year	Between 1 and 2 years	Between 2 and 3 years	Between 3 and 4 years	Between 4 and 5 years	More than 5 years	Total
Bank loans	44,003,934	40,625,549	40,896,269	32,947,927	4,695,250	0	163,168,929
Other current bank payables	10,506						10,506
Price deferment liabilities	1,068,681	0	786,225				1,854,905
Liabilities for contingent consideration	0	434,336	11,997,983				12,432,319
Lease liabilities	162,635	1,097,653	1,928,178	3,495,462	3,804,970	18,483,665	28,972,563
Negative balance current accounts with subsidiaries	95,566,815						95,566,815
Current payables to other lenders	77,110						77,110
Total financial liabilities	**140,889,681**	**42,157,538**	**55,608,655**	**36,443,389**	**8,500,220**	**18,483,665**	**302,083,147**

Bank loans

Breakdown of Bank loans as at 31 December 2022 showing the current and non-current portions of their book value, including the effects of measurement at amortised cost:

Bank loans *Amounts in thousands of Euro*	Counterparty	Rate	Maturity date	Nominal amount	Book value	Current portion	Non-current portion
UBI loan	Former UBI Banca	6-month Euribor[1] + 1.20% spread[2]	28/05/2023	2,500	2,494	2,494	0
BNL mini-mortgage loan	BNL	3-month Euribor[3] + 0.70% spread	18/07/2023	5,000	5,021	5,021	0
BPS loan	Banca Popolare di Sondrio	6-month Euribor[1] + 1.40% spread[2]	31/12/2023	2,000	1,994	1,994	0
CA line C loan	Crédit Agricole	6-month Euribor + 1.50% spread[2]	31/12/2024	6,000	5,975	2,983	2,992
CA line A loan	Crédit Agricole	6-month Euribor + 1.05% spread[2]	30/06/2025	17,160	16,775	3,152	13,623
CA line B loan	Crédit Agricole	6-month Euribor + 1.05% spread[2]	30/06/2025	5,556	5,529	2,206	3,322
ISP Group line A1 loan	Intesa Sanpaolo Group	6-month Euribor + 0.9% spread	30/06/2026	34,200	33,536	8,512	25,024
ISP Group line A2 loan	Intesa Sanpaolo Group	6-month Euribor + 1.15% spread	30/06/2026	25,200	24,998	2,339	22,660
BNL loan	BNL	6-month Euribor + 1.45% spread	31/12/2025	16,600	16,501	2,954	13,546
Mediobanca loan	Mediobanca	6-month Euribor + 1.65% spread[2]	11/11/2025	10,000	10,016	3,367	6,648
ICCREA-BCC loan	ICCREA-BCC	6-month Euribor[1] + 1.00% spread	15/12/2026	8,000	7,953	1,980	5,972
BPM loan	Banco BPM	6-month Euribor + 1.20% spread	31/12/2026	8,889	8,869	2,215	6,654
BPER loan	BPER	6-month Euribor + 1.2% spread[2]	31/12/2027	7,143	7,085	1,409	5,676
Unicredit loan	Unicredit	6-month Euribor + 1.25% spread	30/09/2027	16,364	16,423	3,376	13,047
				164,611	**163,170**	**44,004**	**119,165**

[1] Floor at 0 on 6-month Euribor

[2] Spread subject to change on the NFP/EBITDA parameter defined contractually

[3] Floor at -0.70 on 3-month Euribor

Former **UBI loan** signed on 28 May 2020. The line for a total of €10 million matures on 28 May 2023, envisages principal repayments in deferred semi-annual instalments from 28

November 2021 and interest at the floating 6-month Euribor rate, with zero floor, plus a 120 bps margin. The interest is payable half-yearly from 28 November 2020. From 31 December 2020 and for each reference half-year, the Group has committed to respect the following financial limits: NFP/EBITDA less than 3.5 and NFP/Shareholders' Equity below 2.0. As at 31 December 2022 these parameters were found to have been respected.

The **BNL Minimutuo loan** for a total of €10 million, for which Tinexta S.p.A. signed the agreement on 18 January 2022. The rate applied is the 3-month Euribor with -0.70% floor, plus a spread of 70 bps and requires repayment of principal in constant quarterly instalments starting from 18 April 2022 and maturing on 18 July 2023, with interest paid quarterly starting from 18 April 2022. From 30 June 2022 and for each reference half-year, the Group has committed to respect the following financial limits: NFP/EBITDA less than 3.5 and NFP/Shareholders' Equity below 2.0. As at 31 December 2022 these parameters were found to have been respected.

BPS loan was disbursed on 27 November 2018 at 6-month Euribor with a zero floor, plus 140 bps, and requires repayment of principal in semi-annual instalments starting from 30 June 2019 and terminating on 31 December 2023, with interest paid on a half-yearly basis starting from 30 June 2019. The applicable margin is updated annually based on the ratio of NFP to EBITDA determined contractually, as follows: NFP/EBITDA ≥ 3 margin 165 bps; NFP/EBITDA <3 and ≥ 2 margin 140 bps; NFP/EBITDA <2 margin 125 bps. From 31 December 2018 and for each reference half-year, the Group has committed to respect the following financial limits: NFP/EBITDA less than 3.5 and NFP/Shareholders' Equity below 2.0. As at 31 December 2022 these parameters were found to have been respected. Based on the parameters indicated above, the margin paid was 125 bps.

The **Crédit Agricole line C loan** was disbursed for €15 million on 28 June 2019. The main terms of the contract are as follows: maturity on 31 December 2024, repayment of semi-annual equal instalments of principal with a first pre-amortisation period (until 31 December 2019) and interest settled at the variable 6-month EURIBOR rate, plus a margin updated every six months based on the ratio of NFP to EBITDA, defined contractually, as follows: NFP/EBITDA > 2 margin 150 bps; NFP/EBITDA ≤ 2 and > 1.5 margin 135 bps; NFP/EBITDA ≤ 1.5 margin 120 bps. As at 31 December 2022, based on the parameters indicated above, the margin paid was 120 bps.

The **Crédit Agricole line A loan** was signed on 18 June 2020. The line A, for a total of €31 million, matures on 30 June 2025, includes repayment of principal in deferred semi-annual instalments starting from 31 December 2020 and interest settled at the floating 6-month Euribor rate plus a margin updated every year based on the ratio of NFP to EBITDA, defined contractually, as follows: NFP/EBITDA > 1.75 margin 110 bps; NFP/EBITDA ≤ 1.75 margin 105 bps. As at 31 December, based on the parameters indicated above, the margin paid was 105 bps.

The loan agreement executed on 18 June 2020 envisages an additional credit facility (**Crédit Agricole line B**) for €10 million, which had been disbursed in full on 10 December 2020. The main terms of the line are: maturity on 30 June 2025, repayment of principal in deferred semi-annual instalments and interest settled at the floating 6-month Euribor rate plus a margin updated every year based on the ratio of NFP to EBITDA, defined contractually, as follows: NFP/EBITDA > 1.75 margin 110 bps; NFP/EBITDA ≤ 1.75 margin 105 bps. As at 31 December, based on the parameters indicated above, the margin paid was 105 bps. Part of the loan was granted to the subsidiary Innolva SpA and on 30 June 2022 was repaid in full in advance for €4,150 thousand plus accrued interest.

On the **Crédit Agricole loans**, the Company is committed, for each reference half-year, to respecting the following limits: maximum NFP/EBITDA ratio threshold of 3.5 and NFP/Shareholders' Equity ratio of 2.0. As at 31 December 2022 these parameters were found to have been respected.

BNL loan for a total of €20 million, for which Tinexta S.p.A. signed the agreement on 20 December 2019. The loan was used in full in 2020. The rate applied is the 6-month Euribor plus 145 bps and requires repayment of principal in increasing semi-annual instalments starting from 30 June 2021 and maturing on 31 December 2025, with interest paid semi-annually starting from 31 December 2020. From 31 December 2018 and for each reference half-year, the Group has committed to respect the following financial limits: NFP/EBITDA less than 3.5 and NFP/Shareholders' Equity below 2.0. As at 31 December 2022 these parameters were found to have been respected.

The **Intesa Sanpaolo loan** was signed on 31 July 2020. **Line A1**, for a total of €50 million, matures on 30 June 2026 and envisages repayment of principal in deferred semi-annual instalments from 30 June 2021 and interest settled at the floating 6-month Euribor rate plus a margin of 90 bps. The Group has committed to respect the following financial limits: NFP/EBITDA less than 3.5 and NFP/Shareholders' Equity less than 2.0. As at 31 December 2022 these parameters were found to have been respected. The executed loan agreement envisages an additional credit line (**line A2**) for €30 million used in full on 25 January 2021. The main terms of the line A2 are: maturity on 30 June 2026, repayment of principal in deferred semi-annual instalments and interest settled at the floating 6-month Euribor rate plus a margin of 115 bps.

The **Mediobanca loan** was signed on 11 November 2020 and disbursed for €15 million on 30 December 2020. The main terms of the contract are as follows: maturity on 11 November 2025, repayment of semi-annual equal instalments of principal with a first pre-amortisation period (until 11 May 2021) and interest settled at the floating 6-month Euribor rate, with a zero floor, plus a margin updated every six months based on the ratio of NFP to EBITDA, defined contractually, as follows: NFP/EBITDA > 3 margin 190 bps; NFP/EBITDA ≤ 3 and > 2 margin 165 bps; NFP/EBITDA ≤ 2.0 margin 145 bps. The Group has committed to respect the following financial limits: NFP/EBITDA less than 3.5 and NFP/Shareholders' Equity below 2.0. As at 31 December 2022 these parameters were found to have been respected. Based on the parameters indicated above, the margin paid was 165 bps.

The **ICCREA-BCC loan** was signed on 15 December 2020 with a pool of banks comprising ICCREA Banca and BCC Milano for €10 million. The amount was fully disbursed on 29 January 2021. The main terms of the contract are as follows: maturity on 15 December 2026, repayment of semi-annual equal instalments of principal with a first pre-amortisation period (until 31 December 2021) and interest settled at the floating 6-month Euribor rate with a zero floor, plus a margin of 100 bps. The Group has committed to respect the following financial limits: NFP/EBITDA less than 3.5 and NFP/Shareholders' Equity less than 2.0. As at 31 December 2022 these parameters were found to have been respected.

The **BPM Loan** was signed and fully disbursed on 30 April 2021 for €10 million. The main terms of the agreement are as follows: maturity on 31 December 2026, repayment of semi-annual equal instalments of principal with a first pre-amortisation period (until 30 June 2022) and interest settled at the floating 6-month Euribor rate, plus a margin of 120 bps. Starting from 31 December 2021, the Group has committed to respect the following financial limits: NFP/EBITDA less than 3.5 and NFP/Shareholders' Equity less than 2.0. As at 31 December 2022 these parameters were found to have been respected.

The **BPER Loan** was signed on 19 February 2021 for €10 million, the amount was fully disbursed on 24 February 2021. The main terms of the agreement are as follows: maturity on 31 December 2027, repayment of semi-annual equal instalments of principal starting on 30 June 2021 and interest settled at the floating 6-month Euribor rate plus a margin updated every year based on the ratio of NFP to EBITDA, defined contractually, as follows: NFP/EBITDA > 1.75 margin 125 bps; NFP/EBITDA ≤ 1.75 margin 120 bps. The Group has committed to respect the following financial limits: NFP/EBITDA less than 3.5 and NFP/Shareholders' Equity below 2.0. As at 31 December 2022 these parameters were found to have been respected. Based on the parameters indicated above, the margin paid was 120 bps.

The **Unicredit Loan** was signed on 21 September 2021 for €18 million, the amount was fully disbursed on the same date. The main terms of the agreement are as follows: maturity on 30 September 2027, repayment of semi-annual equal instalments of principal starting from 30 September 2022 and interest settled at the floating 6-month Euribor rate (with a zero floor), plus a margin of 125 bps. The Group has committed to respect the following financial limits: NFP/EBITDA less than 3.5 and NFP/Shareholders' Equity less than 2.0. As at 31 December 2022 these parameters were found to have been respected.

Changes in *Bank loans*:

Amounts in Euro	31/12/2021	Disbursements	Principal payments	Interest paid	Accrued interest	31/12/2022
Bank loans	**193,837,525**	9,990,000	-41,771,603	-1,908,438	3,021,445	**163,168,929**

The disbursements for the period refer to the **BNL Minimutuo loan**, net of transaction costs incurred for the disbursement.

Accrued interest includes €970 thousand of charges accrued by applying the effective interest criterion.

Other current bank payables

Other current bank payables refer to the debt on company credit cards not charged to the current account as at 31 December 2022.

Price deferment liabilities

Price deferment liabilities represent the payable at the reporting date referring to deferments obtained from the selling shareholders of Warrant Hub S.p.A., and Financial Consulting Lab S.r.l.

Changes in *Price deferment liabilities*:

Amounts in Euro	31/12/2021	Principal payments	Interest paid	Accrued interest	Other no cash flow changes	31/12/2022
Price deferment liabilities	**2,118,212**	-1,824,614	-42,003	27,263	1,576,046	**1,854,905**

Other changes in No Cash Flow include the assumption, against a capital increase, of the liability for price deferral pertaining to Warrant Hub S.p.A. obtained from the selling shareholders of Financial Consulting Lab S.r.l. for €1,576 thousand.

Liabilities for contingent consideration

Liabilities for contingent consideration linked to acquisitions were determined at the present value of the amount to be paid at the contractual expiries, if the payment is envisaged more than 12 months after initial recognition. As at 31 December 2022, the discount rate used was equal to the WACC used for the purposes of the impairment test of the equity investments as at 31 December 2022.

Amounts in thousands of Euro	**31/12/2022**	*31/12/2022*	
		Current	*Non-current*
Enhancers contingent consideration	**8,168**		*8,168*
Plannet contingent consideration	**3,703**		*3,703*
Sferabit contingent consideration	**434**		*434*
Trix contingent consideration	**127**		*127*
Total liabilities for contingent consideration	**12,432**	**0**	**12,432**

The liabilities for contingent considerations to the selling shareholders of Enhancers S.p.A., Plannet S.r.l. and Trix S.r.l. were recognised for the assumption, against a capital increase, of the liabilities pertaining to Warrant Hub S.p.A.

The liabilities for contingent consideration to the selling shareholders of Sferabit S.r.l. were recognised for the assumption, against a capital increase, of the liabilities pertaining to Visura S.p.A.

Liabilities for the purchase of leased assets

Lease liabilities includes the present value of payments due on the leases falling under the application of IFRS 16.

The changes in Lease liabilities are shown below, to allow for a better understanding of cash flows recognised under Financing activities in the Statement of Cash Flows:

Amounts in Euro	**31/12/2021**	**New leases**	**Principal payments**	**Interest paid**	**Accrued interest**	**Other no cash flow changes**	**31/12/2022**
Lease liabilities	**1,087,127**	28,224,480	-401,726	-13,130	379,134	-303,323	**28,972,563**

The New lease contracts led to an overall increase in Lease liabilities of €28,224 thousand. In 2022, two office lease agreements were signed in Milan and Rome aimed at the unification of the offices in the two areas. The property in Milan was handed over in May and the lease expires in May 2032. Work on the fit-out of the building is ongoing. At the delivery date, a payable of €14,663 thousand was recorded. The property in Rome was handed over in May and the lease expires in May 2032. Work on the fit-out of the building is ongoing. At the delivery date, a payable of €13,439 thousand was recognised and payables of €350 thousand were reversed for the expected early termination on existing contracts (this reversal of payables is recognised in Other no cash flow changes).

Other non-cash flow changes also include adjustments to lease liabilities for changes in lease payments (e.g. ISTAT adjustments), extensions and early terminations.

Negative balance current accounts with subsidiaries

This item refers to negative balance current accounts with subsidiaries as a result of the application of the centralised Group treasury management system (cash pooling) by the Company.

21. DERIVATIVE FINANCIAL INSTRUMENTS

The financial assets and liabilities for derivative instruments may be broken down as follows:

Amounts in thousands of Euro	**31/12/2022**	**31/12/2021**	**Change**
Non-current financial assets for hedging derivatives	8,561,643	109,623	8,452,020
Current financial assets for hedging derivatives	106,876	0	106,876
Non-current financial liabilities for hedging derivatives	28,504	163,278	-134,774
Net assets (liabilities) for net hedging derivative financial instruments	**8,640,015**	**-53,655**	**8,693,670**

The current Derivative financial instruments as at 31 December 2022 refer to the contracts executed by the Company in order to hedge the risk of financial flow changes due to the fluctuations of the interest rates on a portion of the bank loans (for details, see Note 20. Financial liabilities, excluding derivative financial instruments).

Table illustrating the contract type, notional value, loan hedged and fair value of current derivatives as at 31 December 2022:

Amounts in thousands of Euro

Type	**Loan hedged**	**Notional**	**Maturity date**	**Rate received**	**Rate paid**	***Fair value as at* 31/12/2022**	***Fair value as at* 31/12/2021**
IRS	CA line A	1,143	30/06/2023	6-month EURIBOR[1]	0.600%	12	-20
IRS	BNL	5,000	18/07/2023	3-month Euribor	-0.350%	60	N/A
IRS	CA line C	6,000	31/12/2024	6-month Euribor	-0.220%	245	-11
IRS	CA line A	14,767	30/06/2025	6-month Euribor	-0.146%	1,046	15
IRS	CA line B	5,556	30/06/2025	6-month Euribor	-0.276%	287	8
IRS	ISP Group	21,016	31/12/2025	6-month Euribor[2]	-0.163%	1,253	-9
IRS	Unicredit	16,364	31/12/2025	6-month Euribor	-0.008%	1,330	-9
IRS	BPER	7,143	31/12/2027	6-month Euribor[3]	-0.182%	634	36
Total Interest Rate Swap hedging instruments		**76,988**				**4,866**	**9**

1 the index has a lower limit (Floor) of zero

2 the index has a lower limit (Floor) of -1.40%

3 the index has a lower limit (Floor) of -1.40%

Amounts in thousands of Euro

Type	Loan hedged	Notional	Maturity date	Hedged rate	Strike	*Fair value* as at 31/12/2022	Fair value as at 31/12/2021
Capped Swap	CA line A	1,250	30/06/2023	6-month Euribor	1.500%	7	-4
Capped Swap	BPS	1,111	30/06/2023	6-month Euribor	1.500%	6	-3
Capped Swap	UBI	2,500	29/05/2023	6-month Euribor	0.500%	22	-6
Capped Swap	ISP Group	6,629	30/06/2026	6-month Euribor	0.600%	522	15
Capped Swap	ISP Group	25,200	30/06/2026	6-month Euribor	0.500%	1,843	37
Capped Swap	BPM	8,889	31/12/2026	6-month Euribor	0.500%	480	-22
Total *Capped Swap* hedging instruments[1]		**45,579**				**2,880**	**17**

[1] the derivatives provide for a periodic 6-monthly premium

Amounts in thousands of Euro

Type	Loan hedged	Notional	Maturity date	Hedged rate	Strike	*Fair value* as at 31/12/2022	Fair value as at 31/12/2021
Floor	BNL	16,600	31/12/2025	6-month Euribor	-1.450%	-29	-47
Total *Floor Option* hedging instruments[1]		**16,600**				**-29**	**-47**

[1] the derivatives provide for a periodic 6-monthly premium

Amounts in thousands of Euro

Type	Loan hedged	Notional	Maturity date	Hedged rate	Strike	*Fair value* as at 31/12/2022	Fair value as at 31/12/2021
Collar	ISP Group	6,555	31/12/2025	6-month Euribor	1.75%/-0.33%	178	-13
Collar	BNL	16,600	31/12/2025	6-month Euribor	1.00%/-0.30%	745	-20
Total *Collar Option* hedging instruments		**23,155**				**922**	**-32**

Derivative financial instruments fall within Level 2 of the fair value hierarchy.

22. CURRENT TRADE AND OTHER PAYABLES

The item Trade and other payables totalled €7,434 thousand (€5,516 thousand as at 31 December 2021) and can be detailed as follows:

Amounts in Euro	**31/12/2022**	**31/12/2021**	**Change**
Trade payables due to suppliers	3,330,494	2,556,079	774,415
Trade payables to parent company	251,732	181,450	70,282
Trade payables to subsidiaries	633,803	396,916	236,888
Trade payables to associated companies	30,800	0	30,800
Other payables to Controlling Shareholder	1,298	0	1,298
Current VAT payable	269,411	0	269,411
Due to social security institutions	669,547	585,324	84,222
Payable for withholding taxes to be paid	577,507	378,889	198,619
Payables to employees	1,662,907	1,415,268	247,639
Due to others	6,223	2,049	4,174
Current trade and other payables	**7,433,722**	**5,515,974**	**1,917,747**
of which vs. related parties	***917,633***	***578,366***	***339,268***

Trade payables due to suppliers include €979 thousand of payables for invoices to be received (€690 thousand as at 31 December 2021).

The item Payables to employees includes payables for wages to be paid, pay in lieu of vacation, expense reports to be reimbursed and bonuses to be paid.

Information on the Comprehensive Income Statement

23. REVENUES

Revenues for 2022 amounted to €3,548 thousand (€2,317 thousand for 2021) and can be broken down as follows:

Amounts in Euro	2022	2021	Change
Revenues from sales and services	1,234,259	945,555	288,704
Other revenues and income	2,313,509	1,371,625	941,884
Revenues	**3,547,768**	**2,317,180**	**1,230,588**
of which vs. related parties	***3,321,749***	***2,313,086***	***1,008,663***

Revenues from sales and services are related to services charged back to the subsidiaries as part of the management Holding activities provided by the Company for the Strategic planning, Management control, Legal assistance and compliance, Internal audit, and Corporate administrative services functions.

Other revenue and income include primarily chargebacks to the subsidiaries related to the reversal of costs incurred by the Parent Company, in particular for software licenses and seconded personnel.

24. SERVICE COSTS

Service costs for 2022 amounted to €8,975 thousand (€6,389 thousand for 2021) and can be broken down as follows:

Amounts in Euro	2022	2021	Change
IT structure costs	2,860,446	1,710,710	1,149,736
Specialist professional services	2,302,426	2,326,186	-23,760
Consultancy	1,494,932	819,796	675,136
Advertising, marketing and communication costs	456,982	306,115	150,868
Outsourcing services	401,011	192,743	208,268
Travel, assignments, and lodging expenses	353,125	211,885	141,241
Property, plant and vehicle management costs	323,057	189,985	133,072
Remuneration of the statutory auditors and Supervisory Body	168,912	159,165	9,747
Independent auditors’ fees for audit and other services	129,904	128,908	996
Insurance	76,484	44,396	32,089
Banking costs	44,764	45,415	-651
Rental costs excluding IFRS 16	41,873	26,550	15,324
Telephone costs	26,384	30,298	-3,913

Other costs for services other than the previous ones	294,332	196,563	97,768
Service costs	**8,974,633**	**6,388,711**	**2,585,921**
of which vs. related parties	***1,202,053***	***618,734***	***583,319***
of which non-recurring	***1,488,790***	***924,248***	***564,542***

Costs for non-recurring services for the year amounted to €1,489 thousand, recognised in Specialist professional services for €425 thousand linked to acquisitions of target companies, in Consulting and IT structure costs for a total of €1,064 thousand for charges related to activities reorganisation.

25. PERSONNEL COSTS

Personnel costs for 2022 amounted to €10,561 thousand (€8,759 thousand for 2021) and can be broken down as follows:

Amounts in Euro	**2022**	**2021**	**Change**
Wages and salaries	5,615,802	4,704,070	911,733
Social security contributions	1,679,487	1,431,064	248,422
Employee severance indemnity	350,291	260,955	89,336
Other personnel costs	426,673	359,433	67,240
Provisions for Stock Option Plan	930,795	578,772	352,023
Directors' fees	1,557,593	1,424,376	133,217
Personnel costs	**10,560,642**	**8,758,671**	**1,801,971**
of which non-recurring	***79,599***	***0***	***79,599***

The increase in costs for wages and salaries, social security charges and post-employment benefits is consistent with the increase in the average number of employees employed in the Group compared to the previous year.

Average number of employees of Tinexta S.p.A. in 2022 and the number of employees as at 31 December 2022, broken down by category, compared with 2021:

Number of employees	Average		Year-end	
	2022	2021	2022	2021
Senior Management	11	9	12	10
Middle Management	20	15	21	17
Employees	30	29	26	30
Total	**61**	**53**	**59**	**57**

Information on the 2020-2022 Stock Option Plan

On 23 June 2020, after obtaining opinion from the Remuneration Committee, the Board of Directors resolved to allocate options in execution of the long-term stock option-based incentive scheme known as the "2020-2022 Stock Option Plan" (hereinafter also "Plan"), as approved by the Shareholders' Meeting on 28 April 2020. In particular, among the executive directors, key managers and/or other employees and managerial roles in the Company and/or subsidiaries, the Board of Directors identified 29 beneficiaries to whom a total of 1,670,000 options have been allocated. The options offer the right to purchase and, if appropriate, subscribe Company shares in the ratio of 1 share for every 1 option exercised. The Plan provides for a single option allocation cycle and envisages a vesting period of 36 months from the date the options are allocated to beneficiaries. Exercise of the options is subordinated to achieving EBITDA in the consolidated financial statements as at 31 December 2022 of ≥ 80% of the approved budget value. If EBITDA proves to be between ≥ 80% and ≥ 100%, the option vesting will be proportionate. The Accrued options may be exercised at the end of a 36-month Vesting Period as from the Allocation Date. The exercise price is established as €10.97367, based on the arithmetic mean of official prices recorded by the Company's shares on the MTA market in the half-year prior to the option allocation date. Further details of the Plan can be found in the Information Document already disclosed to the public pursuant to Article 114-bis, Italian Legislative Decree no. 58 of 24 February 1998 (the "Consolidated Finance Act") and Article 84-bis, paragraph 1 of the Issuers' Regulation, in the Company/Governance/Shareholders' Meeting/2020 section of the Company's web site (https://tinexta.com/en/company/governance/assemblea-azionisti), which will be updated in compliance with the provisions of Article 84-bis, paragraph 5 of the Issuers' Regulation. In application of IFRS 2, the option rights underlying the Plan were measured at fair value at the time of assignment.

At the grant date, 23 June 2020, the fair value for each option right was equal to €3.463892.

The fair value of the options assigned was calculated by an independent expert, reflecting the "no arbitrage" and "risk neutral framework" characteristics common to the basic pricing models for options, by means of the calculation parameters indicated below:

- risk-free rate curve obtained from market IRS rates at the measurement date;
- expected dividends: 2%;
- share price volatility: 40%;
- annual probability of beneficiary exits: 3%.

As at 31 December 2022, the options assigned to the beneficiaries of Tinexta S.p.A. totalled 550,000. On the basis of the final EBITDA, the number of options linked to the achievement of the performance objectives is 96.4% and the probability of exit of the beneficiaries was set at 0%.

The accrued cost recognised by Tinexta S.p.A. as at 31 December 2022 for the aforementioned plan, under Personnel costs, was €562 thousand.

Information on the 2021-2023 Stock Option Plan

On 23 June 2021, after obtaining opinion from the Remuneration Committee, the Board of Directors resolved to allocate options in execution of the long-term stock option-based incentive scheme known as the "2021-2023 Stock Option Plan" (hereinafter also "Plan"), as approved by the Shareholders' Meeting on 27 April 2021. The Plan envisages the allocation of a maximum 300,000 options. The Plan provides for a single option allocation cycle and envisages a vesting period of 36 months from the date the options are allocated to beneficiaries. Exercise of the options is subordinated to achieving EBITDA in the consolidated financial statements as at 31 December 2023 of ≥ 80% of the approved budget value. If EBITDA proves to be between ≥ 80% and ≥ 100%, the option vesting will be proportionate. The Accrued options may be exercised at the end of a 36-month Vesting Period as from the Allocation Date. The exercise price is established as €23.49, based on the arithmetic mean of official prices recorded by the Company's shares on the MTA market in the half-year prior to the option allocation date. Further details of the Plan can be found in the Information Document already disclosed to the public pursuant to art. 114-bis, Italian Legislative Decree no. 58 of 24 February 1998 (the "Consolidated Finance Act") and art. 84-bis, paragraph 1 of the Issuers' Regulation, in the Company/Governance/Shareholders' Meeting/2021 section of the Company's web site (https://tinexta.com/en/company/governance/assemblea-azionisti), which will be updated in compliance with the provisions of art. 84-bis, paragraph 5 of the Issuers' Regulation.

At the grant date, 23 June 2021, the fair value for each option was equal to €12.00.

On 5 October 2021 the Board of Directors of Tinexta S.p.A. resolved to grant 100,000 options at an exercise price set at €32.2852 to one Tinexta S.p.A. beneficiary. The fair value for each option right was equal to €12.1476. The fair value of the options assigned was calculated by an independent expert, reflecting the "no arbitrage" and "risk neutral framework" characteristics common to the basic pricing models for options, by means of the calculation parameters indicated below:

- risk-free rate curve obtained from market IRS rates at the measurement date;
- expected dividends: 2%;
- share price volatility: 40%;
- annual probability of beneficiary exits: 3%.

The options assigned to the beneficiaries of Tinexta S.p.A. as at 31 December 2022 totalled 100,000. The accrued cost recognised by Tinexta S.p.A. as at 31 December 2022 for the aforementioned plan, under Personnel costs, was €369 thousand.

26. OTHER OPERATING COSTS

Other operating costs amounted to €870 thousand in 2022 (€358 thousand in 2021) of which -€89 thousand from related parties, linked to chargebacks to subsidiaries, and €15 thousand non-recurring.

Amounts in Euro	**2022**	**2021**	**Change**
Other operating costs	430,009	169,265	260,744
Donations, gifts and membership fees	175,795	142,148	33,647
Taxes and duties	264,576	47,064	217,512
Other operating costs	**870,379**	**358,477**	**511,903**
of which vs. related parties	***-89,057***	***2,712***	***-91,769***
of which non-recurring	***14,660***	***0***	***14,660***

These costs refer to items of a residual nature, which include: sundry taxes and duties of €265 thousand (€47 thousand in 2021) and membership fees, donations and gifts totalling €176 thousand (€142 thousand in 2021). The increase in Other operating costs was affected by the costs related to the corporate event held in Venice in September 2022.

27. AMORTISATION AND DEPRECIATION, PROVISIONS AND IMPAIRMENT

Amounts in Euro	2022	2021	Change
Depreciation of property, plant and equipment	426,007	311,588	114,419
of which leased	*371,065*	*257,629*	113,436
Amortisation of intangible assets	391,906	500,704	-108,798
Amortisation and depreciation, provisions and impairment	**817,912**	**812,292**	**5,620**

Amortisation and depreciation in 2022 amounted to €818 thousand (€812 thousand in 2021), of which €426 thousand referring to Property, plant and equipment (€371 thousand to rights of use) and €392 thousand to Intangible assets.

For further details regarding amortisation and depreciation, reference is made to as specified in Notes 10 and 11.

28. NET FINANCIAL INCOME (CHARGES)

Financial income

Financial income for 2022 amounted to €99,479 thousand (€43,419 thousand in 2021) of which €42,262 thousand from related parties mainly attributable to dividends from subsidiaries (€41,756 thousand) and €56,749 thousand deriving from non-recurring from the sale of the equity investment in Innolva S.p.A.

The item is detailed as follows:

Amounts in Euro	2022	2021	Change
Income on shareholdings in subsidiaries	56,748,673	0	56,748,673
Dividends from subsidiaries	41,755,756	43,319,302	-1,563,546
Interest income on intercompany loans	458,418	81,563	376,855
Other interest income on financial assets at amortised cost	451,740	0	451,740
Interest income on current accounts with subsidiaries	48,243	10,338	37,905
Income on derivatives	10,321	0	10,321
Bank and postal interest	5,866	7,872	-2,005
Financial income	**99,479,017**	**43,419,074**	**56,059,943**
of which vs. related parties	***42,262,417***	***43,411,202***	***-1,148,785***
of which non-recurring	***56,748,673***	***0***	***56,748,673***

Income from subsidiaries is attributable to the capital gain realised on the sale of Innolva S.p.A. (for details, please refer to Note 12. Equity investments recognised at cost).

Dividends from subsidiaries recognised in 2022, the year in which the respective Shareholders' Meetings approved their distribution, compared with those recognised in the previous year:

Amounts in Euro	**2022**	**2021**	**Change**
Warrant Hub S.p.A.	19,015,365	20,231,678	-1,216,313
InfoCert S.p.A.	9,346,301	11,128,691	-1,782,390
Visura S.p.A.	4,678,542	4,703,607	-25,065
Innolva S.p.A.	3,744,575	5,475,325	-1,730,750
Co.Mark S.p.A.	3,545,972	830,000	2,715,972
RE Valuta S.p.A.	1,425,000	950,000	475,000
Dividends from subsidiaries	**41,755,756**	**43,319,302**	**-1,563,546**

The decrease in dividends collected was affected by the dilution of the equity investments Innolva S.p.A. and InfoCert S.p.A. (respectively 75% and 88.17% in 2022, 100% and 99.99% in 2021).
Other interest income on financial assets at amortised cost is attributable to the Time Deposit contracts referred to in Note 16. Other financial assets. Income on derivatives is entirely attributable to the ineffective component.

Financial charges

Financial charges for 2022 amounted to €3,627 thousand (€3,149 thousand for 2021) and can be broken down as follows:

Amounts in Euro	**2022**	**2021**	**Change**
Interest expenses on bank loans	2,049,942	1,418,053	631,889
Amortised cost on bank loans	969,633	1,111,573	-141,940
Hedging derivatives on bank loans	102,805	479,297	-376,492
Interest expenses on leases	379,134	17,732	361,402
Interest expenses on payment deferments connected to acquisitions	27,263	47,525	-20,262
Interest expenses on current accounts with subsidiaries	91,266	62,181	29,086
Financial component of employee benefits	6,750	1,879	4,870
Charges on shareholdings in subsidiaries	0	821	-821
Other financial charges	0	9,844	-9,844
Financial charges	**3,626,792**	**3,148,904**	**477,888**
of which vs. related parties	***113,008***	***95,999***	***17,010***

The increase in Interest expense on bank loans mainly reflects the increase in the reference index of the interest rate to which the Company is most exposed on debt, (6-month Euribor) partially offset by lower charges recognised on hedging derivatives on bank loans. The increase in Interest expense on leases is attributable to the recognition of the two lease contracts for office use in Milan and Rome already described in Note 20. Financial liabilities.

29. INCOME TAXES

Income taxes for 2022 were negative for €3,392 thousand (€3,267 thousand for 2021) and can be broken down as follows:

Amounts in Euro	2022	2021	Change
Deferred tax assets	-39,025	-27,678	-11,347
Deferred tax liabilities	-7,116	-15,173	8,058
Income taxes for previous years	-201	0	-201
Income from tax consolidation	-3,345,761	-3,223,984	-121,777
Income taxes	**-3,392,102**	**-3,266,835**	**-125,267**
of which non-recurring	***321,254***	***-221,820***	***543,074***

For a breakdown and changes, during the period, in prepaid taxes, reference is made to what is outlined in Note 13. Deferred tax assets and liabilities.

The Company closed the year 2022 with a tax loss and, therefore, no current taxes have been recognised for IRES and IRAP purposes. The income from the tax consolidation recognised during the year refers to the 2022 IRES tax loss, the 2022 ACE benefit and the non-deductible interest expense transferred by the Company to the tax consolidation for use in the fiscal unit.

The non-recurring portion of taxes, amounting to €321 thousand, refers to the tax effect on the income deriving from the sale of the equity investment in Innolva S.p.A., partially offset by the tax effect of non-recurring costs.

Reconciliation between the theoretical current IRES tax and the Income from tax consolidation:

Amounts in thousands of Euro		*IRES Rate*
Profit before tax	**78,176**	
Theoretical current tax on income	**18,762**	**24.0%**
Decreases		
Dividends from subsidiaries (PEX Regime)	-10,021	
ACE benefit (Italian Law Decree no. 201/2011)	-52	
Capital gains on equity investments (PEX)	-13,620	
Directors’ fees	-28	
Statutory/fiscal amortisation	-4	
Other decreases	-1	
Total Decreases	**-23,726**	
Increases		
Taxable portion of dividends from subsidiaries (PEX Regime)	501	
Capital gains on equity investments taxable portion (PEX)	681	
Non-deductible interest expense	313	
Directors’ fees	41	
Adjustment of financial charges IFRS 9	9	
Statutory/fiscal amortisation	21	
Other increases	52	
Total Increases	**1,618**	
Income from tax consolidation	**-3,346**	**-4.3%**

30. TRANSACTIONS WITH RELATED PARTIES

All transactions with Related Parties are part of normal business operations and are regulated at normal market conditions.

Summary table of all equity balances and the incidence on the related items of the Statement of Financial Position as at 31 December 2022 and the relative comparative figures as at 31 December 2021:

31/12/2022										
Amounts in Euro	**Non-current trade and other receivables**	**Non-current financial assets**	**Current financial assets**	**Current tax assets**	**Current trade and other receivables**	**Contract assets**	**Non-current financial liabilities**	**Current financial liabilities**	**Current trade and other payables**	**Current tax liabilities**
Parent Company		37,800			8,262		182,625	111,038	251,732	
Subsidiaries	17,301	12,156,106	26,729,135	1,744,757	1,184,447	497,054		95,566,815	635,101	1,757,350
Associated companies									30,800	
Other related parties					48,367			695,075		
Total related parties	**17,301**	**12,193,906**	**26,729,135**	**1,744,757**	**1,241,076**	**497,054**	**182,625**	**96,372,928**	**917,633**	**1,757,350**
Total financial statements' item	**19,216**	**13,114,627**	**148,285,314**	**1,744,757**	**1,906,926**	**537,782**	**161,193,466**	**140,889,681**	**7,433,722**	**2,550,779**
% Incidence on Total	*90.0%*	*93.0%*	*18.0%*	*100.0%*	*65.1%*	*92.4%*	*0.1%*	*68.4%*	*12.3%*	*68.9%*
31/12/2021										
Amounts in Euro	**Non-current trade and other receivables**	**Non-current financial assets**	**Current financial assets**	**Current tax assets**	**Current trade and other receivables**	**Contract assets**	**Non-current financial liabilities**	**Current financial liabilities**	**Current trade and other payables**	**Current tax liabilities**
Parent Company		37,800			19,643		484,421	147,372	181,450	
Subsidiaries		9,800,000	21,396,808	1,866,854	635,180	292,641		31,436,533	396,916	3,428,910
Other related parties					48,367		685,149	694,656		
Total related parties	**0**	**9,837,800**	**21,396,808**	**1,866,854**	**703,190**	**292,641**	**1,169,570**	**32,278,560**	**578,366**	**3,428,910**
Total financial statements' item	**5,200**	**9,878,335**	**21,423,056**	**3,984,364**	**1,519,611**	**293,650**	**159,708,294**	**68,890,390**	**5,515,974**	**3,428,910**
% Incidence on Total	*0.0%*	*99.6%*	*99.9%*	*46.9%*	*46.3%*	*99.7%*	*0.7%*	*46.9%*	*10.5%*	*100.0%*

Non-current financial assets to Subsidiaries include the following loans aimed at supporting extraordinary activities relating to acquisitions:

- Co.Mark S.p.A.: €3,000 thousand at a fixed rate of 1.1% and bullet maturity on 29/03/2024
- Tinexta Cyber S.p.A.: €5,300 thousand at a fixed rate of 1.2% and bullet maturity on 31/12/2024
- Warrant Hub S.p.A.: €3,856 thousand at a rate of 1.2% repayable in annual instalments by 31/12/2026.

Current financial assets to subsidiaries include the receivable equal to €25,817 thousand referring to positive balance current accounts with the subsidiaries as a result of the application of the centralised Group treasury management system (cash pooling) by the Company; the current amount of the above-mentioned loans is also included. Current financial liabilities to subsidiaries include the payable of €95,567 thousand relating to negative balance current accounts with subsidiaries. The rate applied to cash pooling relationships is set on an annual basis by March 31st of each year. Despite a sudden increase in interest rates during the year, no infra-annual changes were made to the intercompany deposit rates.

In 2021, the Tinexta S.p.A., in its capacity as fiscal consolidator, initiated the tacit renewal for the 2021-2023 three-year period of the consolidated taxation regime pursuant to Article 117 et seq. of Presidential Decree no. 917/86 (Consolidated Law on Income Taxes - TUIR). The companies already belonging, in their capacity as fiscal consolidated, to the scope of consolidation in 2021 are: Co.Mark S.p.A., InfoCert S.p.A., RE Valuta S.p.A., Sixtema S.p.A., Visura S.p.A., Warrant Hub S.p.A., Warrant Innovation Lab S.r.l., Tinexta Cyber S.p.A., Swascan S.r.l., Comas S.r.l., Innolva Relazioni Investigative S.r.l., PrivacyLab S.r.l. Starting from the 2022 tax period, the following additional entities in possession of the legal requirements have been included in the fiscal unit: Corvallis S.r.l., Yoroi S.r.l., Queryo Advance S.r.l. and Forvalue S.p.A. With effect from the 2022 tax period, the tax consolidation was, however, interrupted due to the lack of legal requirements (i.e., uninterrupted ownership of the Equity investment) in relation to Innolva S.p.A., Comas S.r.l. and Innolva Relazioni Investigative S.r.l.
The economic and financial relations, as well as the reciprocal responsibilities and obligations, between the Parent Company and the consolidated companies are defined in the corresponding tax consolidation regulations.

Financial liabilities due to the Controlling Shareholder as at 31 December 2022 refer to lease payables related to current lease agreements for the offices in Rome and Turin. Current financial liabilities to other related parties include the payable for price deferment (€695 thousand) granted in previous years by the shareholders selling equity investments, now considered other related parties in their capacity as strategic managers of the Company.

Summary table of all economic transactions and the incidence on the related items of the 2022 income statement and the relative comparative figures of 2021:

			2022		
Amounts in Euro	**Revenues**	**Service costs**	**Other operating costs**	**Financial income**	**Financial charges**
Parent Company		343,281	2,097		10,972
Subsidiaries	3,321,749	808,872	-91,374	42,262,417	91,266
Associated companies		49,900	220		
Other related parties					10,770
Total related parties	**3,321,749**	**1,202,053**	**-89,057**	**42,262,417**	**113,008**
Total financial statements' item	**3,547,768**	**8,974,633**	**870,379**	**99,479,017**	**3,626,792**
% Incidence on Total	*93.6%*	*13.4%*	*-10.2%*	*42.5%*	*3.1%*
			2021		
Amounts in Euro	**Revenues**	**Service costs**	**Other operating costs**	**Financial income**	**Financial charges**
Parent Company		218,534	1,828		12,037
Subsidiaries	2,313,086	400,200	884	43,411,202	63,002
Other related parties					20,960
Total related parties	**2,313,086**	**618,734**	**2,712**	**43,411,202**	**95,999**
Total financial statements' item	**2,317,180**	**6,388,711**	**358,477**	**43,419,074**	**3,148,904**
% Incidence on Total	*99.8%*	*9.7%*	*0.8%*	*100.0%*	*3.0%*

Revenues from subsidiaries are related to the services provided as part of the management holding activities for the Strategic planning, Management control, Legal assistance and compliance, Internal audit, and Corporate administrative services functions. This item includes also the chargebacks to the subsidiaries related to the reversal of costs incurred by the Parent Company, in particular for software licenses and seconded personnel.

Service costs to the Controlling Shareholder consist of the costs for seconded personnel and costs related to service instalments for the offices in Milan.

Other operating costs to subsidiaries relate to the chargeback of Other operating costs incurred by the Parent Company on behalf of the subsidiaries.

Financial income from subsidiaries refers to the dividends approved and distributed in the amount of €41,756 thousand as well as interest income for the disbursement of loans (€458 thousand) and application of the Group centralised treasury management system (cash pooling) by the Company (€48 thousand).

Interest on existing lease contracts is recognised under Financial charges to the Controlling Shareholder. Financial charges to subsidiaries refer to the interest expense of cash pooling. Financial charges to other related parties refer to the aforementioned price deferment liability.

31. TOTAL FINANCIAL INDEBTEDNESS

Total financial indebtedness of the Company as at 31 December 2022, compared with 31 December 2021, as required by Consob communication no. DEM/6064293 of 28 July 2006, and in compliance with the Warning Notice no. 5/21 issued by CONSOB on 29 April 2021 with reference to the Guideline ESMA32-382-1138 dated 4 March 2021, was:

Amounts in thousands of Euro	**31/12/2022**	***of which vs. related parties***	**31/12/2021**	***of which vs. related parties***
A Cash	70,594,367		23,448,113	
B Cash equivalents	0		0	
C Other current financial assets	148,285,314	*26,729,135*	21,423,056	*21,396,808*
D Liquidity (A+B+C)	**218,879,682**		**44,871,169**	
E Current financial debt	95,654,431	*95,566,815*	31,555,820	*31,436,533*
F Current portion of non-current financial debt	45,128,374	*806,113*	37,334,570	*842,028*
G Current financial indebtedness (E+F)	**140,782,805**		**68,890,390**	
H Net current financial indebtedness (G-D)	**-78,096,877**		**24,019,221**	
I Non-current financial debt	152,660,327	*182,625*	159,761,950	*1,169,570*
J Debt instruments	0		0	
K Non-current trade and other payables	0		0	
L Non-current financial indebtedness (I+J+K)	**152,660,327**		**159,761,950**	
M Total financial indebtedness (H+L)	**74,563,450**		**183,781,171**	

32. OTHER INFORMATION

Commitments undertaken by the Company

In relation to the transaction concluded on 10 November 2022, with the signing by Intesa SanPaolo for the €55.0 million capital increase resolved by Warrant Hub S.p.A., Put&Call option rights are envisaged on the 12% stake held by Intesa Sanpaolo in the share capital of Warrant Hub S.p.A., subject to the termination of the partnership and/or on some results with respect to the plan objectives, and exercisable in two time windows within the two-year period 2025-2026. The price of the Put option may be paid, at Tinexta's choice: in cash, or through the assignment to Intesa of existing or newly issued Tinexta shares. An earn-out (today not due) is also envisaged if certain plan objectives are exceeded with the approval of the 2025 financial statements of Forvalue.

Tinexta S.p.A. is included, as a co-obligator, within the insurance policy of the value of €1,861 thousand underwritten by Corvallis S.r.l. in favour of the Apulia Region Department of Economic Development, Innovation, Education, Training and Work for the disbursement of the first instalment of subsidies as an advance with reference to the PROGRAM CONTRACT FSC - AQP LOCAL DEVELOPMENT 2007/2013 POR PUGLIA - FESR 2014-2020 of the Apulia Region.

On 28 December 2022 Tinexta S.p.a. announced the signing of a binding agreement for the acquisition of 20% of the capital of Defence Tech Holding S.p.A. Società Benefit ("Defence Tech") through a wholly-owned vehicle ("Tinexta Vehicle"). Defence Tech, based in Rome, is a company with shares traded on the Euronext Growth market of Borsa Italiana and is a strategically important Italian operator in terms of national security. The group operates in three main business areas: Cyber Security & Technology for intelligence, Communication & Control Systems and Micro Electronics. The reference markets are those of Cyber Security, both government and corporate, and the Defence and Space domains, with a predominantly national character. In the area of Cyber Security, in particular, the group offers proprietary Cyber Communication, End Point Protection and Technology for Intelligence solutions and technological laboratories dedicated to security and Ce.Va. (Assessment Centre authorised to conduct security assessments in accordance with the "National Scheme for the assessment and certification of information technology security) accredited. Following the Transaction, Tinexta and Defence Tech will draw up a plan of industrial and commercial synergies that will mainly concern the possibility of cross-selling and upselling, both of Defence Tech products to be sold to Tinexta Cyber corporate customers, and of Tinexta Cyber products to be sold to Defence Tech Government customers. Defence Tech is specialised in services and products for protecting critical infrastructures, which complement and are synergistic with Tinexta Cyber's offer. Furthermore, through this transaction, the Tinexta Group expands its presence in the Public Administration market. The agreement provides for the purchase, by the Tinexta Vehicle, of 20% of the capital of Defence Tech (equal to 5,108,571 shares) pro-rata from the reference shareholders, Comunimpresa S.r.l., GE.DA Europe S.r.l. and Starlife S.r.l. ("Starlife"), at €4.9 per share, for a total consideration of approximately €25.0 million. Within two working days of the closing, the reference shareholders Comunimpresa S.r.l., GE.DA Europe S.r.l. and Starlife S.r.l. will initiate a reverse accelerated bookbuilding transaction concerning the pro-rata purchase on the market of 1,428,571 shares (equal to approximately 5.6% of the share capital, or approximately 20% of the share currently held by the market) at the price of €4.9 per share. The agreement between the parties also provides for a Call option, which can be exercised by Tinexta in 2024 ("Tinexta Call") on a share corresponding to the residual equity investments of the shareholders Comunimpresa S.r.l. and GE.DA Europe S.r.l. The Call price was defined as 2023 Adjusted EBITDA for a multiple of 12x, plus a pro rata Adjusted NFP. If the Tinexta Call option is not exercised, the shareholders Comunimpresa S.r.l. and GE.DA Europe S.r.l. may exercise a Call option on the Tinexta share at the higher of the price paid by Tinexta at the time of purchase of 20% and the Tinexta Call price for the 20% share. At the closing date, a shareholders' agreement already defined between the parties will be signed, replacing the one currently in force between the reference shareholders, containing provisions pertaining to the governance of Defence Tech. This agreement is aimed at allowing Defence Tech to continue the process of organic growth by implementing the business plan and protecting Tinexta's investment as well as the possible exercise of the Tinexta Call option. As a result of the possible exercise of the Tinexta Call option, the Tinexta Vehicle would reach a stake in Defence Tech of more than 50%, which would therefore entail, for the Tinexta Vehicle, an obligation to launch a public takeover bid on all of the shares of Defence Tech ("takeover bid"), as envisaged by the Articles of Association of Defence Tech. If the Tinexta Call option was exercised with the consequent launch of the takeover bid, the shareholder Starlife - which reflects the management- has already expressed its intention to: (i) tender a portion of its shareholding to the Offer, representing 3% of Defence Tech's share capital and, after completion of the Offer, (ii) transfer the residual portion of the share capital of Defence Tech, to the Tinexta Vehicle. As a result of the transfer, the possible success of both the tender offer and the reverse accelerated bookbuilding transaction, the Tinexta Vehicle would be held for approximately 85% by Tinexta and for a share of approximately 15% by Starlife, and would hold 100% of Defence Tech, which in this case would no longer be listed. At the date of the transfer, the stipulation of shareholder agreements is also envisaged between Tinexta and Starlife regulating the governance of the Tinexta Vehicle and Defence Tech and agreements relating to relations between top management and the Tinexta Vehicle after the investment is carried out by Starlife. Provision is also made for a Put&Call option between Tinexta and Starlife - regarding the investment of Starlife in the Tinexta Vehicle - to be exercised in 2029, following the pursuit of the 2024-2028 plan, the period in which Defence Tech will be headed up by the current management. The 2029 Put&Call option will be measured at the fair market value of Defence Tech. The Transaction will be financed with own funds. The 100% Equity Value of the company was measured at €125.2 million, equal to €4.9 per share. The Transaction closing is expected by the end of the first six months of 2023. The transaction is subject to certain conditions precedent that are normal for this type of transaction, in addition to the Golden Power authorisation and obtaining the confirmation of the Borsa Italiana S.p.A. Panel of the non-existence of the obligation to put forward a takeover bid following the mere signing of the Tinexta Call option. Equita SIM SpA, based on the structure of the Transaction described and as Euronext Growth Advisor of Defence Tech, granted the partial waiver to the lock-up agreements signed by Comunimpresa S.r.l., GE.DA Europe S.r.l. and Starlife S.r.l. at the time of IPO of Defence Tech.

Remuneration to Directors, Statutory Auditors, General Managers and Key Management *Personnel of the Company*

With reference to disclosures on the remuneration paid to Directors, Statutory Auditors, General Managers and other Key management personnel of the Company, reference is made to the table below referring to the Remuneration Report pursuant to Article 123-ter of the Consolidated Finance Act for further details.

Amounts in thousands of Euro	Fixed remuneration	Remuneration for participation in Committees	Variable remuneration non-equity (Bonus and other incentives)	Non-monetary benefits	Other remuneration	Total
Directors and General Manager	1,615	166	374	7	0	**2,161**
Statutory Auditors	113	4	0	0	0	**117**
Other Key Management Personnel	881	0	355	21	70	**1,328**

On 23 June 2020, after obtaining opinion from the Remuneration Committee, the Board of Directors resolved to allocate options in execution of the long-term stock option-based incentive scheme known as the “2020-2022 Stock Option Plan”, as approved by the Shareholders' Meeting on 28 April 2020. The options allocated on 31 December 2022 totalled 200,000 to the Chief Executive Officer and 560,000 to other Key Management Personnel.

On 23 June 2021, after obtaining opinion from the Remuneration Committee, the Board of Directors resolved to allocate options in execution of the long-term stock option-based incentive scheme known as the “2021-2023 Stock Option Plan”, as approved by the Shareholders' Meeting on 27 April 2021. The options allocated on 31 December 2022 totalled 230,000 to other Key Management Personnel.

For details, see Report on Remuneration pursuant to Article 123-ter of the Consolidated Law on Finance (TUF).

Independent Auditors’ fees

Below are details of the remuneration of the Independent Auditors and other companies belonging to the network pursuant to Article 149-duodecies of Implementing Regulation of Italian Legislative Decree no. 58 of 24 February 98. The fees shown in the table, applicable to the year 2022, are those agreed upon in the contract, inclusive of any index-linking (but not out-of-pocket expenses, supervisory contribution, if any, or VAT).

Amounts in thousands of Euro	KPMG S.p.A.	KPMG network entities	Total KPMG
Auditing Services	**111**		**111**
Certification services	**25**		**25**
Total	**136**	**-**	**136**

33. KEY EVENTS SUBSEQUENT TO YEAR-END

On **18 January 2023**, Tinexta S.p.A., through its subsidiary InfoCert S.p.A., signed a binding agreement for the acquisition of 65% of the capital of Ascertia Limited. Ascertia is a leading player in the Digital Trust market. Based in London (UK), Ascertia also operates in the United Arab Emirates and Pakistan. Recognised by Gartner as a reference player in the PKI (Public Key Infrastructure), infrastructures necessary to implement public key cryptography solutions to protect communications, authentications and the integrity of digital transactions. Ascertia also offers digital signature products compliant with the eIDAS regulation and ETSI standards. Ascertia's customers include central banks, government agencies, financial organisations, corporates and large enterprises. The company has also established a consolidated business relationship with major global partners, which are an important accelerator for penetration into new geographies. Through this transaction, Tinexta therefore achieves several strategic objectives, with the development of industrial and commercial synergies, in particular:

- strengthening its international presence by entering the UK, Middle East and North Africa markets;
- integrating new technological skills in the InfoCert perimeter, thanks to Ascertia's specialisation in PKI, in particular, which will enable offering customers a larger and more innovative offer portfolio;
- the possibility of reaching new markets by using the extensive sales network developed by Ascertia and a more technological offer that is independent from the individual jurisdictions.

The transaction involves the purchase of 65% of Ascertia's capital for a consideration of €18.3[24] million in addition to the net financial position, which corresponds to an Enterprise Value of the company of €28.2 million. The agreement also includes two earn-outs totalling €6.3 million, based on the 2023 and 2024 performance, respectively, and a Put&Call on the remaining 35%, exercisable upon approval of the 2025 financial statements, resulting in the recognition of a debt estimated at €13.1 million. All the amounts indicated above assume a net financial position of Ascertia equal to zero.

At the closing date, a shareholders' agreement will be signed, already defined between the parties, containing provisions relating to the governance of the Ascertia group and the circulation of the equity investments in Ascertia as well as agreements relating to relations with Ascertia's top management.

The acquisition of Ascertia will be financed with the existing liquid assets.

During the last financial year, which ended on 31 March 2022, the Ascertia group recorded pro-forma revenues[25] of €8.1 million, up 15% compared to the previous year and a pro-forma adjusted EBITDA[26] of €1.4 million with an Ebitda Margin of 17%. The closing is

[24] Transaction carried out in sterling. All amounts shown in this press release are converted into euros at the 16 January 2023 rate (exchange rate applied €1 = £0.88758).
[25] The Ascertia group is not required to prepare consolidated financial statements; revenues and EBITDA refer to the pro-forma data of the transaction scope and are converted into euros at the average exchange rate for the period.
[26] The group is not required to prepare consolidated financial statements; revenues and EBITDA refer to the pro-forma data of the transaction scope and are converted into euros at the average exchange rate for the period.

expected to take place within the first half of 2023. The transaction is subject to certain conditions precedent that are usual for this type of transaction, in addition to authorisation pursuant to the National Security and Investment Act in the UK and the antitrust commission in Pakistan.

On **1 February 2023**, as part of the industrial growth project undertaken in recent years, Warrant Hub completed the merger by incorporation of the subsidiaries Enhancers SpA, Plannet Srl, PrivacyLab Srl, Trix Srl and Warrant Innovation Lab Srl, creating the Digital Area. The merger represents a further advance in the proposal of integrated consulting solutions and technologies to support the digital transition of companies and is aimed at simplifying the organisational structure, further increasing the efficiency of operating processes and, above all, enhancing the strong business synergies between the different business areas. The Digital Area is a hub in which specific solutions and skills are concentrated for the design and implementation of innovation projects and digital transformation of processes, products and services, also with a view to 4.0: from the design and development of digital ecosystems and advanced human-centred IoT solutions, to the optimisation of supply chain control and planning processes, also through proprietary software or through scouting and technology transfer activities and consultancy in the field of intangible assets.

On **2 February 2023**, following the agreements signed on 27 October 2021, the investment of €100 million by Bregal Milestone in InfoCert was completed. Bregal Milestone made an investment of €70 million on 3 February 2022 and, within the term of 12 months envisaged by the agreements, paid an additional €30 million, reaching a stake of approximately 16.09%. of the share capital of InfoCert.

On **7 March 2023**, following the agreements signed on 30 May 2022, Tinexta S.p.A. finalised the transfer to CRIF S.p.A. of 95% of the share capital of ReValuta S.p.A. for a consideration of €48.2 million. The equity value has been determined on the basis of an enterprise value for ReValuta of €46.0 million, adjusted for estimated net debt at closing. Parties have agreed a revision of the enterprise value of €4.0 million to account for the deterioration in macroeconomic conditions, occurred and progressively consolidated following the conclusion of original agreements.

34. PROPOSED ALLOCATION OF THE 2022 PROFIT OF TINEXTA S.P.A.

In inviting you to approve the Financial Statements and the Report as presented, we invite you to approve the allocation of the profit for the year, amounting to €81,568,529.45, as follows:

- €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;
- €23,259,505.23 to dividend distribution, equal to Euro 0.51 per share;
- €56,017,933.35 to profits carried forward.

9 March 2023

Enrico Salza
Chairman
Tinexta S.p.A.

Certification of the Consolidated Financial Statements of Tinexta Group at 31 December 2022 pursuant to Art.154 bis, paragraph 5 of the Legislative Decree No.58/1998 (Testo Unico della Finanza)

1. The undersigned Pier Andrea Chevallard and Nicola Di Liello, as Chief Executive Officer and Manager responsible for the preparation of the corporate accounting documents of Tinexta S.p.A., respectively, certify, taking into account the provisions of art. 154-bis, paragraphs 3 and 4, of Italian Legislative Decree 24 February 1998 n. 58:

- the adequacy in relation to the characteristics and
- the effective application of the administrative and accounting procedures in drawing up the Consolidated Financial Statements during 2022.

2. In this regard, it is to be noted that:

a) administrative and accounting procedures for the preparation of the Consolidated Financial Statements at 31 December 2022 were defined and an adequacy assessment was carried out on the basis of defined rules and methodologies by Tinexta S.p.A. in line with the "Internal Control - Integrated Framework" issued by the "Committee of Sponsoring Organizations of the Treadway Commission", which represents a generally accepted reference framework for an internal control system on an international level;

b) such valuation assessment did not identify any material aspects.

3. It is also certified that

3.1 The Consolidated Financial Statements:

a) are drawn up in accordance with the applicable international accounting standards recognized in the European Union pursuant to Regulation (EC) No. 1606/2002 of the European Parliament and Council of 19 July 2002;

b) correspond to the results of the books and accounting records;

c) are suitable in providing a true and accurate representation of the balance sheet, income statement and financial position of the issuer and of the set of companies included within the scope of consolidation;

3.2 the Directors' Report on operations includes a reliable analysis of the operating performance and results, as well as the the situation of the Issuer and all of the companies included within the scope of consolidation, together with a description of the main risks and uncertainties to which they are exposed.

Rome, 09 March 2023

Pier Andrea Chevallard
Chief Executive Officer

Nicola Di Liello
Manager responsible for the preparation of the corporate accounting documents

Certification of the Separate Financial Statements of Tinexta S.p.A. at 31 December 2022 pursuant to Art. 154 bis of Italian Legislative Decree No.58/1998 (Testo Unico della Finanza)

1. The undersigned, Pier Andrea Chevallard and Nicola Di Liello, as Chief Executive Officer and Manager responsible for the preparation of the corporate accounting documents of Tinexta S.p.A., respectively, certify, taking into account the provisions of art. 154-bis, paragraphs 3 and 4, of Italian Legislative Decree 24 February 1998 n. 58:

- the adequacy in relation to the characteristics and
- the actual application of the administrative and accounting procedures in drawing up the Financial Statements during 2022.

2. In this regard, it is to be noted that:

a) administrative and accounting procedures for the preparation of the Financial Statements at 31 December 2022 were defined and an adequacy assessment was carried out on the basis of defined rules and methodologies by Tinexta S.p.A. in line with the "Internal Control - Integrated Framework" issued by the "Committee of Sponsoring Organizations of the Treadway Commission", which represents a generally accepted reference framework for an internal control system on an international level;

b) such valuation assessment did not identify any material aspects.

3. It is also certified that

3.1 The Financial Statements:

a) are drawn up in accordance with the applicable international accounting standards recognized in the European Union pursuant to Regulation (EC) No. 1606/2002 of the European Parliament and Council of 19 July 2002;

b) correspond to the results of the books and accounting records;

c) are suitable in providing a true and accurate representation of the balance sheet, income statement and financial position of the issuer;

3.2 the Directors' Report on operations includes a reliable analysis of the operating performance and results, as well as the Issuer's situation, together with a description of the main risks and uncertainties to which it is exposed.

Rome, 09 March 2023

Pier Andrea Chevallard
Chief Executive Officer

Nicola Di Liello
Manager responsible for the preparation of the corporate accounting documents

KPMG

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(The accompanying translated consolidated financial statements of the Tinexta Group constitute a non-official version which is not compliant with the provisions of Commission Delegated Regulation (EU) 2019/815. This independent auditors' report has been translated into English solely for the convenience of international readers. Accordingly, only the original Italian version is authoritative.)

Independent auditors' report pursuant to article 14 of Legislative decree no. 39 of 27 January 2010 and article 10 of Regulation (EU) no. 537 of 16 April 2014

To the shareholders of
Tinexta S.p.A.

Report on the audit of the consolidated financial statements

Opinion

We have audited the consolidated financial statements of the Tinexta Group (the "group"), which comprise the statement of financial position as at 31 December 2022, the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended and notes thereto, which include a summary of the significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Tinexta Group as at 31 December 2022 and of its financial performance and cash flows for the year then ended in accordance with the International Financial Reporting Standards endorsed by the European Union and the Italian regulations implementing article 9 of Legislative decree no. 38/05.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in the "*Auditors' responsibilities for the audit of the consolidated financial statements*" section of our report. We are independent of Tinexta S.p.A. (the "parent") in accordance with the ethics and independence rules and standards applicable in Italy to audits of financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Recoverability of goodwill

Notes to the consolidated financial statements: note 8 "Accounting policies" - "Impairment losses on property, plant and equipment, investment property and intangible assets (impairment of assets)", note 9 "Use of estimates" and note 16 "Intangible assets and goodwill"

Key audit matter	Audit procedures addressing the key audit matter
The consolidated financial statements at 31 December 2022 include goodwill of €316,060 thousand under the caption "Intangible assets with finite and indefinite useful lives" which totals €487,337. The directors tested goodwill for impairment in order to identify any impairment losses on the cash-generating units (CGUs), to which goodwill is allocated, compared to their recoverable amount. The recoverable amount is based on value in use, calculated using the discounted cash flow model. The model is very complex and entails the use of estimates which, by their very nature, are uncertain and subjective about: • the expected cash flows, calculated by taking into account the general economic performance and that of the group's sector, the actual cash flows for recent years and the projected growth rates; • the financial parameters used to calculate the discount rate. For the above reasons and considering the materiality of the financial statements caption, we believe that the recoverability of goodwill is a key audit matter.	Our audit procedures included: • understanding the process adopted for impairment testing approved by the parent's board of directors.; • analysing the criteria used to identify the CGU and tracing the amount of the CGU assets and liabilities to the relevant carrying amounts in the consolidated financial statements; • understanding the process adopted to prepare the 2023-2025 business plan approved by the parent's board of directors (the "2023-2025 plan") from which the expected cash flows used for impairment testing have been derived, as well as analysing the reasonableness of the assumptions used; • analysing the most significant discrepancies between the previous year business plans' figures and actual figures, in order to check the accuracy of the estimation process adopted by the directors; • comparing the cash flows used for impairment testing to the cash flows forecast in the 2023-2025 plan and analysing any discrepancies; • involving experts of the KPMG network in the assessment of the reasonableness of the impairment testing model and related assumptions, including by means of a comparison with external data and information; • assessing the appropriateness of the disclosures provided in the notes about goodwill and related impairment tests.

Purchase price allocation as part of the acquisitions of Forvalue S.p.A., Financial Consulting Lab S.r.l., Financial CLab S.r.l., CertEurope S.A., Evalue Innovación S.L., Enhancers S.p.A., Sferabit S.r.l., Plannet S.r.l. and LAN&WAN Solutions S.r.l.

Notes to the consolidated financial statements: note 4 "Consolidation scope and basis of consolidation", note 9 "Use of estimates" and note 14 "Business combinations"

Key audit matter	Audit procedures addressing the key audit matter
During 2022, in accordance with IFRS 3 Business combinations, the group completed the recognition of the acquisition-date fair value of the assets acquired and liabilities assumed with the acquisition of control over Forvalue S.p.A., Financial Consulting Lab S.r.l., Financial CLab S.r.l., CertEurope S.A., Evalue Innovación S.L., Enhancers S.p.A., Sferabit S.r.l., Plannet S.r.l. and LAN&WAN Solutions S.r.l. ("purchase price allocation). Assisted by external experts, the group also measured the fair value of the assets acquired and liabilities assumed using methods based on the discounting of the expected cash flows and the royalty rates provided for in the licence agreements. The model is very complex and entails the use of estimates which, by their very nature, are uncertain and subjective, about: • the expected cash flows, calculated by taking into account the acquirees' performance and that of their sector, the actual cash flows for recent years and the projected growth rates; • the financial parameters used to calculate the discount rate. For the above reasons, we believe that the allocation of the consideration paid for the above acquisitions is a key audit matter.	Our audit procedures included: • understanding the process adopted for the purchase price allocation as part of the acquisitions of Forvalue S.p.A., Financial Consulting Lab S.r.l., Financial CLab S.r.l., CertEurope S.A., Evalue Innovación S.L., Enhancers S.p.A., Sferabit S.r.l., Plannet S.r.l. and LAN&WAN Solutions S.r.l.; • analysing the reports prepared by the external experts engaged by the group to measure the fair value of the assets acquired and liabilities assumed with the acquisitions of Forvalue S.p.A., Financial Consulting Lab S.r.l., Financial CLab S.r.l., CertEurope S.A., Evalue Innovación S.L., Enhancers S.p.A., Sferabit S.r.l., Plannet S.r.l. and LAN&WAN Solutions S.r.l.; • involving experts of the KPMG network in the assessment of the reasonableness of the allocation models and related assumptions, including by means of comparison with external data and information; • assessing the appropriateness of the disclosures provided in the notes about the allocation of the consideration paid for the above acquisitions.

Responsibilities of the parent's directors and board of statutory auditors ("Collegio Sindacale") for the consolidated financial statements

The directors are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with the International Financial Reporting Standards endorsed by the European Union and the Italian regulations implementing article 9 of Legislative decree no. 38/05 and, within the terms established by the Italian law, for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

The directors are responsible for assessing the group's ability to continue as a going concern and for the appropriate use of the going concern basis in the preparation of the consolidated financial statements and for the adequacy of the related disclosures. The use of this basis of accounting is appropriate unless the directors believe that the conditions for liquidating the parent or ceasing operations exist, or have no realistic alternative but to do so.

The *Collegio Sindacale* is responsible for overseeing, within the terms established by the Italian law, the group's financial reporting process.

Auditors' responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISA Italia will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISA Italia, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control;

- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors;

- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the group to cease to continue as a going concern;

- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance, identified at the appropriate level required by ISA Italia, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the ethics and independence rules and standards applicable in Italy and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, the measures taken to eliminate those threats or the safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are, therefore, the key audit matters. We describe these matters in our auditors' report.

Other information required by article 10 of Regulation (EU) no. 537/14

On 29 April 2016, the parent's shareholders appointed us to perform the statutory audit of its separate and consolidated financial statements as at and for the years ending from 31 December 2016 to 31 December 2024.

We declare that we did not provide the prohibited non-audit services referred to in article 5.1 of Regulation (EU) no. 537/14 and that we remained independent of the parent in conducting the statutory audit.

We confirm that the opinion on the consolidated financial statements expressed herein is consistent with the additional report to the *Collegio Sindacale*, in its capacity as audit committee, prepared in accordance with article 11 of the Regulation mentioned above.

Report on other legal and regulatory requirements

Opinion on the compliance with the provisions of Commission Delegated Regulation (EU) 2019/815

The parent's directors are responsible for the application of the provisions of Commission Delegated Regulation (EU) 2019/815 with regard to regulatory technical standards on the specification of a single electronic reporting format (ESEF) to the consolidated financial statements at 31 December 2022 to be included in the annual financial report.

We have performed the procedures required by Standard on Auditing (SA Italia) 700B in order to express an opinion on the compliance of the consolidated financial statements with Commission Delegated Regulation (EU) 2019/815.

In our opinion, the consolidated financial statements at 31 December 2022 have been prepared in XHTML format and have been marked up, in all material respects, in compliance with the provisions of Commission Delegated Regulation (EU) 2019/815.

Due to certain technical limitations, some information included in the notes to the consolidated financial statements when extracted from the XHTML format to an XBRL instance may not be reproduced in an identical manner with respect to the corresponding information presented in the consolidated financial statements in XHTML format.

Opinion pursuant to article 14.2.e) of Legislative decree no. 39/10 and article 123-bis.4 of Legislative decree no. 58/98

The parent's directors are responsible for the preparation of the group's directors' report and report on corporate governance and ownership structure at 31 December 2022 and for the consistency of such reports with the related consolidated financial statements and their compliance with the applicable law.

We have performed the procedures required by Standard on Auditing (SA Italia) 720B in order to express an opinion on the consistency of the directors' report and the specific information presented in the report on corporate governance and ownership structure indicated by article 123-bis.4 of Legislative decree no. 58/98 with the group's consolidated financial statements at 31 December 2022 and their compliance with the applicable law and to state whether we have identified material misstatements.

In our opinion, the directors' report and the specific information presented in the report on corporate governance and ownership structure referred to above are consistent with the group's consolidated financial statements at 31 December 2022 and have been prepared in compliance with the applicable law.

With reference to the above statement required by article 14.2.e) of Legislative decree no. 39/10, based on our knowledge and understanding of the entity and its environment obtained through our audit, we have nothing to report.

Statement pursuant to article 4 of the Consob regulation implementing Legislative decree no. 254/16

The directors of Tinexta S.p.A. are responsible for the preparation of a non-financial statement pursuant to Legislative decree no. 254/16. We have checked that the directors had approved such non-financial statement. In accordance with article 3.10 of Legislative decree no. 254/16, we attested the compliance of the non-financial statement separately.

Rome, 29 March 2023

KPMG S.p.A.

(signed on the original)

Arrigo Parisi
Director of Audit

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(The accompanying translated separate financial statements of Tinexta S.p.A. constitute a non-official version which is not compliant with the provisions of Commission Delegated Regulation (EU) 2019/815. This independent auditors' report has been translated into English solely for the convenience of international readers. Accordingly, only the original Italian version is authoritative.)

Independent auditors' report pursuant to article 14 of Legislative decree no. 39 of 27 January 2010 and article 10 of Regulation (EU) no. 537 of 16 April 2014

To the shareholders of
Tinexta S.p.A.

Report on the audit of the separate financial statements

Opinion

We have audited the separate financial statements of Tinexta S.p.A. (the "company"), which comprise the statement of financial position as at 31 December 2022, the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended and notes thereto, which include a summary of the significant accounting policies.

In our opinion, the separate financial statements give a true and fair view of the financial position of Tinexta S.p.A. as at 31 December 2022 and of its financial performance and cash flows for the year then ended in accordance with the International Financial Reporting Standards endorsed by the European Union and the Italian regulations implementing article 9 of Legislative decree no. 38/05.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in the "*Auditors' responsibilities for the audit of the separate financial statements*" section of our report. We are independent of the company in accordance with the ethics and independence rules and standards applicable in Italy to audits of financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the separate financial statements of the current year. These matters were addressed in the context of our audit of the separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

KPMG S.p.A. è una società per azioni di diritto italiano e fa parte del network KPMG di entità indipendenti affiliate a KPMG International Limited, società di diritto inglese.

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Recoverability of the carrying amount of investments in subsidiaries

Notes to the separate financial statements: note 5 "Accounting policies" – paragraph "Equity investments", note 6 "Use of estimates" and note 12 "Equity investments recognised at cost"

Key audit matter	Audit procedures addressing the key audit matter
The separate financial statements at 31 December 2022 include investments in subsidiaries of €284,193 thousand recognised at acquisition or incorporation cost under the caption "Equity investments recognised at cost", which totals €280,680 thousand. When they identify indicators of impairment, the directors check their recoverability by comparing their carrying amount to their value in use calculated using the discounted cash flow model. The model is very complex and entails the use of estimates which, by their very nature, are uncertain and subjective, about: • the subsidiaries' expected cash flows, calculated by taking into account the general economic performance and that of the subsidiaries' sector, the actual cash flows for recent years and the projected growth rates; • the financial parameters used to calculate the discount rate. For the above reasons and considering the materiality of the financial statements caption, we believe that the recoverability of the carrying amount of investments in subsidiaries is a key audit matter.	Our audit procedures included: • understanding the process adopted for impairment testing approved by the company's board of directors; • understanding the process adopted to prepare the 2023-2025 business plan approved by the company's board of directors (the "2023-2025 plan") from which the expected cash flows used for impairment testing have been derived, as well as analysing the reasonableness of the assumptions used; • analysing the most significant discrepancies between the previous year business plans' figures and actual figures, in order to check the accuracy of the estimation process adopted by the directors; • comparing the cash flows used for impairment testing to the cash flows forecast in the 2023-2025 plan and analysing any discrepancies; • involving experts of the KPMG network in the assessment of the reasonableness of the impairment testing model and related assumptions, including by means of a comparison with external data and information; • assessing the appropriateness of the disclosures provided in the notes about the measurement of investments in subsidiaries.

Responsibilities of the company's directors and board of statutory auditors ("Collegio Sindacale") for the separate financial statements

The directors are responsible for the preparation of separate financial statements that give a true and fair view in accordance with the International Financial Reporting Standards endorsed by the European Union and the Italian regulations implementing article 9 of Legislative decree no. 38/05 and, within the terms established by the Italian law, for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

The directors are responsible for assessing the company's ability to continue as a going concern and for the appropriate use of the going concern basis in the preparation of the separate financial statements and for the adequacy of the related disclosures. The use of this basis of accounting is appropriate unless the directors believe that the conditions for liquidating the company or ceasing operations exist, or have no realistic alternative but to do so.

The *Collegio Sindacale* is responsible for overseeing, within the terms established by the Italian law, the company's financial reporting process.

Auditors' responsibilities for the audit of the separate financial statements

Our objectives are to obtain reasonable assurance about whether the separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISA Italia will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these separate financial statements.

As part of an audit in accordance with ISA Italia, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors;
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the company to cease to continue as a going concern;
- evaluate the overall presentation, structure and content of the separate financial statements, including the disclosures, and whether the separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance, identified at the appropriate level required by ISA Italia, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the ethics and independence rules and standards applicable in Italy and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, the measures taken to eliminate those threats or the safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the separate financial statements of the current year and are, therefore, the key audit matters. We describe these matters in our auditors' report.

Other information required by article 10 of Regulation (EU) no. 537/14

On 29 April 2016, the parent's shareholders appointed us to perform the statutory audit of its separate and consolidated financial statements as at and for the years ending from 31 December 2016 to 31 December 2024.

We declare that we did not provide the prohibited non-audit services referred to in article 5.1 of Regulation (EU) no. 537/14 and that we remained independent of the company in conducting the statutory audit.

We confirm that the opinion on the separate financial statements expressed herein is consistent with the additional report to the *Collegio Sindacale*, in its capacity as audit committee, prepared in accordance with article 11 of the Regulation mentioned above.

Report on other legal and regulatory requirements

Opinion on the compliance with the provisions of Commission Delegated Regulation (EU) 2019/815

The company's directors are responsible for the application of the provisions of Commission Delegated Regulation (EU) 2019/815 with regard to regulatory technical standards on the specification of a single electronic reporting format (ESEF) to the separate financial statements at 31 December 2022 to be included in the annual financial report.

We have performed the procedures required by Standard on Auditing (SA Italia) 700B in order to express an opinion on the compliance of the separate financial statements with Commission Delegated Regulation (EU) 2019/815.

In our opinion, the separate financial statements at 31 December 2022 have been prepared in XHTML format in compliance with the provisions of Commission Delegated Regulation (EU) 2019/815.

Opinion pursuant to article 14.2.e) of Legislative decree no. 39/10 and article 123-bis.4 of Legislative decree no. 58/98

The company's directors are responsible for the preparation of a directors' report and a report on corporate governance and ownership structure at 31 December 2022 and for the consistency of such reports with the related separate financial statements and their compliance with the applicable law.

We have performed the procedures required by Standard on Auditing (SA Italia) 720B in order to express an opinion on the consistency of the directors' report and the specific information presented in the report on corporate governance and ownership structure indicated by article 123-bis.4 of Legislative decree no. 58/98 with the company's separate financial statements at 31 December 2022 and their compliance with the applicable law and to state whether we have identified material misstatements.

In our opinion, the directors' report and the specific information presented in the report on corporate governance and ownership structure referred to above are consistent with the company's separate financial statements at 31 December 2022 and have been prepared in compliance with the applicable law.

With reference to the above statement required by article 14.2.e) of Legislative decree no. 39/10, based on our knowledge and understanding of the entity and its environment obtained through our audit, we have nothing to report.

Rome, 29 March 2023

KPMG S.p.A.

(signed on the original)

Arrigo Parisi
Director of Audit

Report of the Board of Statutory Auditors to the Shareholders' Meeting pursuant to Article 153 of the Consolidated Finance Law (TUF) and Article 2429, paragraph 2, of the Italian Civil Code

To the Shareholders’ Meeting of Tinexta S.p.A.

Dear Shareholders,

As a preliminary point, please recall that the Board of Statutory Auditors appointed by the Shareholders' Meeting of Tinexta S.p.A. (hereinafter Company) on 27 April 2021 and in office for the 2021-2023 three-year period, i.e. until the date of the Shareholders' Meeting called to approve the Financial Statements as at 31 December 2023, is formed as follows:

- Standing Auditors: Luca Laurini (Chairman), Andrea Bignami and Monica Mannino;
- Alternate Auditors: Maria Cristina Ramenzoni.

During the financial year ended 31 December 2022, the Board of Statutory Auditors carried out the supervisory activities required by the applicable legislation, in the performance of its own duties, to the extent of its responsibilities, as regards compliance with the law and with the Articles of Association, compliance with the principles of correct management, adequacy of the organisational structure, internal audit and administrative and accounting systems, as well as the reliability of the latter in correctly representing management events and the methods of practical implementation of the governance rules.

REFERENCE LEGAL FRAMEWORK

The performance of the functions assigned to us as Board of Statutory Auditors has been carried out in compliance with the applicable laws, and in particular with the provisions set forth under Article 149 of the Consolidated Law on Finance ("TUF"). More generally, we acknowledge that we assumed as inspiring values of our institutional activities the principles contained in the code of conduct of the Board of Statutory Auditors of listed companies issued by the Italian National Board of Chartered and Public Accountants (Consiglio Nazionale dei Dottori Commercialisti e degli Esperti Contabili), the recommendations of the National Commission for Companies and the Stock Exchange (CONSOB) regarding corporate control and activities of the Board of Statutory Auditors, as well as the guidelines of the Corporate Governance Code.

The Board of Statutory Auditors is invested with the role of Internal Control and Auditing Committee pursuant to Article 19 of Italian Legislative Decree no. 39/2010, taking into account the supplements and amendments to this made by Italian Legislative Decree no. 135 of 17 July 2016, in implementation of Directive 2014/56/EU. The Board of Statutory Auditors is also entrusted with a supervisory role with regard to the obligations relating to non-financial information pursuant to Italian Legislative Decree no. 254/2016. As the Internal Control Committee, we acknowledge that we have received and examined the additional report pursuant to Article 11 of EU Regulation no. 537/2014 received from the Auditing Firm, and have transmitted it to the Board of Directors accompanied by our observations.

ACTIVITIES OF THE BOARD OF STATUTORY AUDITORS

The Board of Statutory Auditors planned its activities during 2022, on the basis of the reference regulatory framework, as well as carrying out the checks deemed most appropriate in relation to the activities and structural size of the Company.

The Board of Statutory Auditors' activities were as follows:

- regular meetings with the Heads of the different corporate functions;
- attendance at meetings of the corporate bodies, in particular of the Board of Directors and the Shareholders’ Meeting;
- regular exchange of information with the Auditing Firm, in compliance with applicable law;
- exchange of information with the boards of statutory auditors of Subsidiaries;
- attendance of the Board of Statutory Auditors at the meetings of the board committees: Remuneration Committee, Related Parties Committee and Control, Risks and Sustainability Committee.
- acquisition of significant information and the evaluation of the outcomes of the activity carried out by the Supervisory Board ex Legislative Decree no. 231/2001 with personal meetings and through the Chairman of the Board of Statutory Auditors, in his capacity as Chairman of the same Supervisory Board.

In drafting this report, the Board of Statutory Auditors performed a self-assessment of its work, recognising the adequacy of its members to perform the assigned functions in terms of professionalism, competence, time availability and independence requirements, as well as mutually acknowledging the absence of economic and financial conditions that could constitute a risk for the independence requirement. The report on the self-assessment of the members of the Board of Statutory Auditors was sent to the Board of Directors, which took note of it at the meeting held on 9 March 2023.

The remuneration of the Board of Statutory Auditors was established by the Shareholders' Meeting at the time of the appointment and is deemed by the Board to be adequate for the commitment required to carry out the role.

Frequency and number of meetings of the Board of Directors, the board committees and the Board of Statutory Auditors

We attended all 13 meetings of the Board of Directors held during the course of 2022, acquiring, in accordance with the provisions set forth under Article 2381, paragraph 5, of the Italian Civil Code and under the Articles of Association, timely and suitable information on the general management trend and on the Company's foreseeable evolution, as well as on the most significant transactions, for their size or characteristics, carried out by the Company.

We attended 11 meetings of the Control, Risks and Sustainability Committee, 8 meetings of the Remuneration Committee, and 1 meeting of the Related Parties Committee.

We attended one Ordinary Shareholders' Meeting held during the year. In this regard, the Board of Statutory Auditors verified the due constitution of the above-mentioned Board and Shareholders' meetings, together with the compliance of the resolutions taken by the Administrative Body and by the Shareholders' Meeting with the provisions of the Italian Civil Code and with the current Articles of Association. The adopted resolutions were deemed to comply with the principles of prudence and correct management and such resolutions were not in conflict with any provisions set forth under laws or the Articles of Association.

We held a central role in the overall control system, carrying out the supervisory activities through 13 meetings.

Comments in relation to the most relevant economic, financial and patrimonial transactions carried out by the Company and their compliance with the law and the Articles of Association

The information gathered in relation to the most relevant economic, financial and patrimonial transactions carried out by the Company and its subsidiaries, allowed us to ascertain their compliance with applicable laws, the Articles of Association and the conformity with the corporate interest.

In this respect, we consider that such transactions have been exhaustively described in the Report on Operations in the paragraph "Key events of the period", to which the reader is referred.

For our part we acknowledge that the work of the Board of Directors effectively responds to the requirement to be informed when taking the relevant resolutions.

In particular, the Administrative Body assessed the opportunities and the consequences of the transactions carried out on the basis of forecast estimates, due diligence, the financial impact of the transactions and a preliminary general assessment of the deriving impacts.

The transactions were disclosed to the market within the terms and with the required transparency.

Remarks regarding the compliance with the principles of correct management

We acquired information and supervised, to the extent of our responsibilities, on the compliance with the fundamental standard of correct and prudent management of the Company and with the more general principle of diligence, all the above thanks to our attendance at the Board of Directors' meetings, of the documentation and timely information directly received from the management bodies with regard to the transactions carried out by the Group.

The acquired information allowed us to verify the compliance with the law and the Articles of Association of the activities resolved and implemented and that such activities were not manifestly imprudent or risky.

As far as we have knowledge, the Delegated Body has acted within the extent of the powers granted to it.

The Board of Directors has received adequate information from the Delegated Body on the management trend of the Company and its Subsidiaries.

With reference to the Italian Legislative Decree no. 231/2001, the Supervisory Body has carried out the control activities relating to the adequacy, the observance and the updating of the Management Model), without noting any critical points.

Remarks on the adequacy of the organisational structure

The composition of the Administrative Body complies with the provisions of Article 148, paragraph 3, of the Consolidated Law on Finance, as referred to in Article 147-ter, paragraph 4, with reference to the presence in the Board of independent directors drawn from minority lists and gender quotas.

During the financial year in question, we acquired information and supervised, to the extent of our responsibilities, on the adequacy of the Company's organisational structure in relation to the size and nature of the Company activities, having in this regard no particular remarks to report.

The Company centralised the protection, direction, coordination and monitoring activities of the subsidiaries.

The organisational structure is sufficiently adequate for the Group's structure. In particular, the Company has the following main functions overseen by its appointed managers:

- Administration and Finance Function;
- Legal and Corporate Function;
- Human Resources and Organisation Function;
- Internal Audit Function;
- Policies, Procedures & Quality Management System Function;
- Planning and Management Control Function;
- Information Security Function, with the appointment of a manager who also acts as DPO under the Privacy Policy (GDPR);
- Compliance Function;
- Compliance 262 Function (established in 2022);
- Risk Function (implemented in 2022);
- ICT Function;
- Purchasing Function.

We acknowledge that, in accordance with the principles of the Corporate Governance Code regarding the remuneration of executive directors and in line with the international best practices on the matter, the Company has an incentive plan that aims to constitute a medium-long term remuneration system favouring the alignment of the interests of senior executives with strategic responsibilities of the Group with those of investors. In our opinion, the plans are suitable instruments for developing a remuneration system correlated to the Group's growth of value.

Lastly, we monitored the attribution of powers conferred to the Delegated Body and the definition of decision-making powers.

In compliance with the Corporate Governance Code prepared by the Committee for the Corporate Governance of Listed Companies, the Company has initiated a self-assessment by the members of the Board of Directors, entrusting the Compliance Function Manager with the task of setting up the analysis process and evaluating its outcome. For our part, we have monitored the process to assess its effectiveness. No particular suggestions for improving the process were ascertained.

At procedural level, in ascertaining that the Company has adopted an internal set of rules to meet the requirements deriving from listing on the Electronic Equity Market

(Mercato Telematico Azionario - MTA), we note that, following the changes introduced in the reference regulatory framework, the internal procedures on Market Abuse are adequate and in line with the MAR Directive.

Independent directors constitute the majority of Directors.

The Board of Statutory Auditors has verified the correct application by the Board of Directors of the criteria for assessing the independence of its members, pursuant to Article 148, paragraph 2 of the Consolidated Law on Finance and Article 3 of the Corporate Governance Code of Borsa Italiana, a topic discussed by the Board of Directors at its meeting of 9 March 2023.

Remarks on the adequacy of the internal control system and in particular on the activity carried out by the persons in charge of Internal Control.

We oversaw the internal control system and its extension to the subsidiaries. We believe, also as a result of the increase in the number of staff dedicated to the internal control system, that the same is appropriate for the management characteristics of the Company and of the Group, meeting the requirements of efficiency and effectiveness in the management of risks and in compliance with the procedures and internal and external provisions.

The Company's control system is based on first, second and third level controls:

- of first level as implicit in the procedures or hierarchically entrusted to the same functions;
- of second level as attributed to Management Control and the Compliance Function;
- of third level, on the other hand, as entrusted to the Internal Audit function.

We verified the adequacy of the Internal Audit plan and interacted regularly with the head of the function.

As to the effectiveness of the internal control and risk management system – aimed at ensuring the protection of the corporate assets, the efficiency of the business processes, the reliability of the financial information and, more generally, the compliance with laws, the Articles of Association and internal procedures – we confirm to have assessed the completeness, appropriateness and effectiveness of the Risk Management Internal Control System noting that the planning process is supported by adequate informative systems and procedures that make it possible to reliably match the key economic and financial information with the outcomes of the informative systems used within each subsidiary.

The process ensures the accuracy and integrity of such information.

Remarks on the adequacy of the administrative/accounting system and its reliability to correctly represent management events

We assessed, to the extent of our responsibilities, the reliability of the administrative and accounting system to detect and correctly represent management events, by acquiring information directly from the Heads of the various Functions and through regular meetings with the Auditing Firm.

In this regard the Model created to comply with Italian Law 262/2005 and the controls implemented by the Financial Reporting Manager assume fundamental importance, also through the internal control function within the financial administrative governance framework. In addition, the Head of Compliance 262 was appointed in 2022.

The Company adopts a unique IT system (SAP system) for all the Group companies, and in 2022 it migrated to the evolved version of SAP4HANA, aimed at ensuring a significant improvement in the management and control of business performance.

Comments and proposals in relation to the separate financial statements and their approval

With reference to the audit of the accounting records and the correct reporting of the management activities in the accounting records, as well as the matching verification between the financial statements information and the outcomes of the accounting records and the compliance of the financial statements with the reference normative framework, it should be noted that these duties are conferred to the Auditing Firm.

The opinion rendered by the Auditing Firm with reference to the separate and consolidated financial statements is “without modification"; therefore, it does not highlight any critical issues, situations of uncertainty or any limitations in the checks, nor does it call for informational requests.

From our side, we supervised the general approach given to the Financial Statements being examined. In particular, as already shown, having previously ascertained – through meetings with the Heads of the concerned Functions and with the Auditing Firm – the adequacy of the administrative and accounting system in detecting and correctly representing the management activities, we acknowledge that:

- the Financial Statements have been prepared with the application of the International Financial Reporting Standards (IFRS) and in accordance with the interpretations of the International Financial Reporting Interpretations Committee (IFRIC) and the Standing Interpretations Committee (SIC), approved by the European Commission and effective on the date of the financial statements, as well as previous

International Accounting Standards (IAS) and Delegated Regulation (EU) 2019/815 "technical regulation rules relating to the specification of the single electronic communication format" requested of issuers whose securities are admitted to trading in a regulated market of the European Union (ESEF);

- the production, the setting and the presentation formats of the Annual Financial Statements comply with the reference normative framework;
- the Financial Statements are consistent with the events and the information of which we became aware following the attendance at the meetings of the Corporate Bodies which allowed the obtainment of adequate information in relation to the most significant transactions, from an economic, financial and patrimonial standpoint, carried out by the Company;
- to the knowledge of the Board of Statutory Auditors, the Board of Directors in drafting the Financial Statements did not derogate from the legal provisions established by Article 2423, fifth paragraph, of the Italian Civil Code;
- during the performance of the impairment test procedures, the Company adopted the internal model, properly reviewed and updated.

On 29 March 2023, the Independent Auditors issued the reports pursuant to Articles 14 of Italian Legislative Decree no. 39/2010 and Article 10 of EU Regulation no. 537/2014, which certified that:

- the Company's financial statements and the Group's consolidated financial statements as at 31 December 2022 provide a true and fair view of the equity and financial position, the economic result and the cash flows for the year ended on that date in accordance with international accounting standards IAS/IFRS, as well as the provisions issued in implementation of Article 9 of Italian Legislative Decree no. 38/2005;
- the Report on Operations and the information pursuant to Article 123-bis of the TUF contained in the Report on Corporate Governance and Ownership Structures are consistent with the financial statements of the Company and with the consolidated financial statements of the Group as at 31 December 2022 and were drawn up in compliance with the law;
- the opinion on the separate financial statements and on the consolidated financial statements expressed in the aforementioned Reports is in line with that indicated in the Additional Report prepared pursuant to Article 11 of EU Regulation no. 537/2014;
- the separate financial statements of Tinexta have been prepared in XHTML format in compliance with the provisions of Delegated Regulation (EU) no. 2019/815;

- the consolidated financial statements of the Group have been prepared in XHTML format and have been marked, together with the explanatory notes, in all significant aspects, in compliance with the provisions of Delegated Regulation (EU) no. 2019/815; il bilancio separato di Tinexta è stato predisposto nel formato XHTML in conformità alle disposizioni del Regolamento Delegato (UE) 2019/815; in this regard, the auditing firm represented that "Some information contained in the explanatory notes to the consolidated financial statements when extracted from the XHTML format in an XBRL instance, due to certain technical limitations, may not be reproduced in an identical manner with respect to the corresponding information that can be viewed in the financial statements consolidated in XHTML format".

With reference to Consob's warning notice dated 18 March 2022 concerning the impacts of the Russia-Ukraine crisis and the need to provide information, on both qualitative and quantitative bases as far as possible, on the current and foreseeable, direct and indirect, effects of the crisis, the Company assessed that it has no direct exposure to the Russian and Ukrainian markets and for this reason as of today, although uncertain of how the conflict will develop, effects on operations cannot be predicted.

In this regard, to the extent of our competence, supervisory activities will also be carried out this year to ascertain the adequacy of the governance actions that the Board of Directors shall deem appropriate to support and protect the company's assets and business continuity, as well as the safety of the working environment and employees is concerned.

With respect to the financial statements as at 31 December 2022, we have no further comments or proposals to submit. The supervisory and control activity carried out by the Board of Statutory Auditors during the financial year, also in relation to the tasks attributed to the same as Committee for the Internal Control and Audit of the accounts, as described in this report, did not highlight further events to be reported to the Shareholders' Meeting.

Furthermore, the Board of Statutory Auditors verified that the Company has fulfilled the obligations set out in Italian Legislative Decree no. 254/2016 and that, in particular, it has drawn up the Consolidated Non-Financial Declaration in compliance with the provisions of Articles 3 and 4 of said decree.

In exercising its functions, the Board of Statutory Auditors supervised compliance with the provisions contained in Italian Legislative Decree no. 254 of 30 December 2016 and in the Consob Regulation implementing the decree adopted with resolution no. 20267 of 18 January 2018, particularly with reference to the preparation process and the contents of the Non-Financial Declaration ("NFD") prepared by the Tinexta Group.

On 9 March 2023, the Board of Directors approved the NFD as a document separate from the Report on Operations accompanying the consolidated financial statements as at 31 December 2022.

The Auditing Firm tasked with the limited examination of the NFD pursuant to Article 3, paragraph 10 of Italian Legislative Decree no. 254/2016 pointed out in their report issued on 29 March 2023 that no elements such as to find the NFD of the Tinexta Group regarding the year ended on 31 December 2022 not prepared in all important aspects in compliance with the requirements under Articles 3 and 4 of Italian Legislative Decree no. 254/2016 and in the "Global Reporting Initiative Sustainability Reporting Standards" defined from GRI – Global Reporting Iniziative (“GRI Standards”)..

In addition, the Auditing Firm reported that the conclusions set forth in said report do not extend to the information contained in the paragraph "Taxonomy" of the NFD, required by Article 8 of European Regulation no. 2020/852.

Remarks regarding the consolidated financial statements

The Consolidated Financial Statements as at 31 December 2022, as already noted, were drawn up through the application of the International Financial Reporting Standards (IFRS), in accordance with the interpretations of the International Financial Reporting Interpretations Committee (IFRIC) and the Standing Interpretations Committee (SIC), approved by the European Commission and in force at the reporting date, as well as the previous International Accounting Standards (IAS).

The consolidation area includes InfoCert S.p.A., RE Valuta S.p.A., Co.Mark S.p.A., Visura S.p.A., Warrant Hub S.p.A., Tinexta Cyber S.p.a., Sixtema S.p.A., AC Camerfirma SA, Certeurope S.A.S., IC TECH LAB SUARL, Co.Mark TES S.L., Queryo Advance srl, Sferabit srl, Warrant Innovation Lab S.r.l., Warrant Service S.r.l., Bewarrant S.p.R.l., Privacylab S.r.l., Trix S.r.l., Euroquality SAS, Europroject OOD, Evalue Innovacion SL, Enhancers Spa, Plannet Srl, Forvalue Spa, Swascan srl, Corvallis srl, Yoroi srl, Camerfirma Perù S.A.C., Tinexta Futuro digitale Scarl, LAN&WAN Solutions Srl, FBS Next S.p.A., Wisee srl società benefit, Etuitus S.r.l., Authada GmbH, Camerfirma Colombia S.A.S., IDecys S.A.S., Studio Fieschi & soci srl, Opera Srl, and Digital Hub S.r.l..

Following the supervisory activity carried out on the Consolidated Financial Statements and on the basis of the direct disclosures and the information obtained, the Board of Statutory Auditors has ascertained and may acknowledge, that:

- the provisions concerning the establishment and the framework of the Consolidated Financial Statements and of the accompanying Report on Operations have been complied with;
- the documents taken on the basis of the full consolidation process are represented by the draft Financial Statements referring to 31 December 2022, as approved by the competent Administrative Bodies of the subsidiaries, and adjusted, where necessary, to make them consistent with the accounting standards applied by the Parent Company. For companies whose control was acquired during the year, the relative financial statements have been consolidated starting from the date on which control was acquired;
- no subsidiary company is excluded from the consolidation area;
- the scope, valuation criteria and consolidation principles adopted are adequately illustrated by the Directors in the Explanatory Notes.

The Board of Statutory Auditors took note of the "without modification" opinion expressed by the Auditing Firm with specific reference to the statutory audit of the consolidated accounts, and thus the absence of uncertainty or any limitations in the verifications or information recalls.

Information regarding the adherence of the Company to the Corporate Governance Code issued by the Committee for the Corporate Governance of Listed Companies

As already mentioned above, the Company has decided to adhere to the Corporate Governance Code, prepared by the Committee for the Corporate Governance of Listed Companies.

It should be noted that the Company has not set up an Appointments Committee, a choice justified by the following circumstances, which also arose from the self-assessment carried out by the members of the Board of Directors: the majority of directors on the Board are independent, the Chairman is extraneous with respect to the management of the business and he has made contributions to ensure the transparency of how Board workings are conducted.

Remarks on the adequacy of the instructions issued by the Company to its subsidiaries pursuant to Article 114, paragraph 2, of the Consolidated Finance Law (TUF)

The Board of Statutory Auditors oversaw the adequacy of the instructions given by the Company to its subsidiaries pursuant to Article 114, paragraph 2, of the Consolidated Finance Law (TUF), and the correct flow of information between them, and believes that these instructions allowed the latter to promptly provide the Company with the information necessary to comply with the disclosure requirements set forth by the legislation. The information flow to the central Auditor, articulated on the various levels of the corporate control chain, active throughout the year and functional to the control activities of annual and interim accounts, was considered effective.

The Board of Statutory Auditors met and maintained a liaison with the Supervisory Bodies of the subsidiaries in order to share issues of common relevance for the various Group companies: as a result of these meetings, no critical issues worthy of mention arose.

Finally, we activated a process to monitor the progress achieved for the implementation by the subsidiaries of the internal procedural framework.

Related Party transactions. Indication of the possible existence of atypical and/or unusual transactions, including intragroup or related party transactions

The Company has adopted a Procedure for Transactions with Related Parties. The Control and Risk Committee was also entrusted with the role of Related Parties Committee until the latter was formed on 27 April 2021: the Related Parties Committee is called to carry out a preliminary exam and to provide an opinion concerning the various typologies of related party transactions, except for those transactions which, pursuant to the same procedure, are excluded.

For our part we acknowledge that we have found the substantial suitability of the procedure adopted. The mapping of the Related Parties is updated periodically on an annual basis.

As a result of our control activities and attendance at the Board of Directors meetings, we acquired appropriate information on intragroup and related party transactions that are adequately described in the Report on Operations and in the Explanatory Notes, in compliance with the indications to be provided in this context on the basis of the CONSOB resolutions.

These are transactions with and between Tinexta's subsidiaries, which are part of the company's normal operations and were settled at normal market conditions. Therefore, they fall within the scope of operations excluded from the application of the procedure and the scrutiny of the related Committee.

We also acknowledge the compliance of these transactions with law and the Articles of Association, their compliance with the company's interest, and the absence of situations that would entail further considerations and comments.

The Company has not carried out any intragroup, related party, or third party transactions which are atypical and/or unusual during the financial year.

Indication of the potential submission of complaints pursuant to Article 2408 of the Italian Civil Code, of petitions, of the potential initiatives taken and their relevant outcomes.

We acknowledge that during the 2022 financial year no complaints pursuant to Article 2408 of the Italian Civil Code or petitions have been submitted to the Board of Statutory Auditors.

Remarks on the possible significant issues arising during the meetings with the Auditors pursuant to Article 150, paragraph 3, of the Consolidated Finance Law (TUF)

In 2022, the Board of Statutory Auditors met and held 5 meetings (including meetings held during the current year) with the Auditing Firm. The results are presented in the section of this Report, related to the activity carried out by the Board in its role as Internal Control and Auditing Committee (ICAC).

Final evaluations concerning the supervisory activity carried out, as well as any omissions, reprehensible facts or irregularities detected performing such activity

We certify that our supervisory activity, carried out during the 2022 financial year, has been performed under normal circumstances, and that it has not revealed any significant events that would require a specific mention in this report. Pursuant to Article 153, paragraph 2 of the Consolidated Finance Law (TUF) regarding the Board's competence, the Board does not believe it has to make additional proposals or comments.

Indications on the content of the Auditing Firm’s Report and judgement of the Financial Statements

The audit report for the year ended on 31 December 2022 presents:

- the paragraph containing the key audit matters;
- the paragraph on the responsibilities of the Auditing Firm in order to provide more information on the activities carried out within the audit process, including the communications to the persons responsible for the governance activities;
- the paragraph containing specific declarations required by Regulation (EU) no. 537/14;

- the paragraph containing not only the opinion on consistency of the report on operations with the financial statements, but also that of its compliance with legal provisions and the declaration on any significant errors found;
- the paragraph containing the opinion on the compliance of the financial statements with the provisions of Delegated Regulation (EU) no. 2019/815 on the subject of European Single Electronic Format (ESEF).
The report issued by the Auditing Firm contains an unqualified opinion that does not require disclosure.

Indication of possible conferral of further assignments on the Auditing Firm and related costs

On the basis of the information acquired, the additional assignments carried out by the independent auditors in 2022 are shown below.

Parent company: assignment for the limited execution of the Consolidated non-Financial Statement of the Tinexta Group, drawn up pursuant to Italian Legislative Decree no. 254/2016: €25,000.00.

Subsidiaries:
- certification mandate assigned to the Group's independent auditors, requested directly by the subsidiary InfoCert Spa in relation to the certification for costs incurred for research and development, €18,000.00;
- certification assignment relating to the certification for costs incurred for advertising expenses for the company InfoCert Spa, €8,000.00;
- certification mandate mandatorily assigned to the Group's independent auditors, requested directly by the subsidiary Sixtema Spa in relation to the certification for costs incurred for research and development, €3,000.00;
- certification mandate mandatorily assigned to the Group's independent auditors, requested directly by the subsidiary Corvallis Spa in relation to the certification for costs incurred for research and development, €10,000.00;
- certification mandate mandatorily assigned to the Group's independent auditors, requested directly by the subsidiary Yoroi srl in relation to the certification for costs incurred for research and development, €5,000.00;
- certification assignment relating to the certification for data on behalf of the subsidiary Corvallis spa for the merger of LAN&WAN Solutions srl, €20,000.00.

The Board of Statutory Auditors, as ICAC, has examined KPMG S.p.A.'s proposals and has positively assessed their appropriateness and consistency, also considering the greater effectiveness and efficiency of the work carried out for this purpose by the same person appointed to audit the accounts.

Furthermore, the ICAC, having evaluated the economic offers from time to time, verified the maintenance of the requirements in terms of independence in accordance with Article 5.4 of Regulation no. 537/2014 and, where required, expressed approval for the assignment of the individual assignment.

Indication of the possible appointment granted to parties which have relationships with the Auditing firm

On the basis of the information acquired, the additional assignments given to KPMG S.p.A. network entities during 2022 are shown.

Subsidiaries:

- KPMG Audit (France) was given a certification mandate mandatorily assigned to the Group's independent auditors, requested directly by the subsidiary Certeurope in relation to the certification for costs incurred for research and development, €4,000.00;
- KPMG Avocats (France), a company of the KPMG network, was given an assignment to review the contractual documentation and data protection for Certeurope for €30,000.00.

There have been no assignments to the shareholders, directors, members of the control bodies or employees of the Auditing Firm itself and to companies controlled or connected to it.

The Auditing Firm issued the declaration on their independence in relation to which reference should be made to the section of this report concerning the activity carried out by the Board in its role as ICAC.

Indication of the existence of opinions, proposals and remarks issued in compliance with law during the financial year

In 2022 financial year, the Board of Statutory Auditors expressed its opinion in all those cases in which it was requested by the Board of Directors, also in compliance with regulatory provisions requiring prior consultation with the Board of Statutory Auditors.

The Board notes that it has issued, in 2022, the following opinions:

- approval in relation to the proposals of the Remuneration Committee regarding the Group's remuneration policies;
- opinions for assignments to the independent auditors for audit-related services.

ROLE OF THE COMMITTEE FOR INTERNAL CONTROL AND AUDITING ACTIVITY

Pursuant to Article 19 of Italian Legislative Decree no. 39/2010, the Board of Statutory Auditors acts as the Internal Control and Audit Committee (ICAC) and in this capacity has carried out the activities required by law.

As a preliminary point, the Board declares that it has carried out the necessary self-assessment in this regard by recognising in itself, also in its capacity as members of the ICAC, the possession of the competence requisites with respect to the sector in which the Company operates.

The supervision of the financial reporting process by the Board in its capacity as ICAC is summarised below.

- The ICAC monitored the independence of the Auditor, as required by Article 10-bis of Italian Legislative Decree no. 39/2010 and Article 6 of the European Regulation no. 537 of 16 April 2014, to carry out the task in terms of independence and objectivity, definition of appropriate measures to mitigate the risks of independence, availability of competent professional staff, authorisation of the person responsible for the assignment to perform the legal audit.
- In relation to the above, the independent auditors were appointed to carry out the limited review of the Group’s Consolidated Non-Financial Statement; for certifications of the expenses for Research and Development of the companies Infocert, Certeurope, Sixtema, Corvallis, and Yoroi; for certification of advertising expenses for Infocert; for data certification for the merger of LAN&WAN; for review of the contractual and data protection documentation of the Certeurope company.
- The ICAC monitored the work of the Auditing Firm and, in this regard, acknowledges that it has assessed ex-ante the planning of the activity by the Auditing Firm, and that it is consistent with the size and characteristics of the Company, as well as the risk assessment of errors or frauds conducted by the Auditor itself, which appeared consistent with the information available to the ICAC.
- With regard to the assessment of the effectiveness of the internal control and risk management systems of the Company related to financial reporting, the ICAC took account of the controls adopted, pursuant to Italian Law no. 262/2005, by the Financial Reporting Manager and of the improvements the same suggested also by the Internal Audit function as a result of the ad hoc tests carried out. In particular, we believe that the Company's decision to have adopted a Group ERP (SAP system) represents the consolidation of the administrative and financial governance system.

- The ICAC has taken note of the methods adopted by the Auditing Firm for the performance of the assignment, which consist of, with risk-adjusted graduation, process evaluations, direct detailed procedures and analysis procedures, comparative to the previous year.
- With reference to the work of the Auditor, the ICAC has verified the absence of objections by the Auditor in relation to the evaluation methods adopted by the Company with regard to their correctness, to the adequacy of their application with particular regard to coherence with the de facto situation of the options exercised and the reasonableness of the parameters assumed.
- The Board of Statutory Auditors, in its capacity as ICAC, notes that it has ascertained, as has the Auditor, the absence of events or circumstances that could raise significant doubts regarding the continuity of the business, as well as the absence of significant weaknesses in the internal control system for financial information and/or accounting system.
- In its capacity as ICAC, the Board acknowledges that it has not ascertained, as the Auditor has not, the presence of significant events concerning cases of non-compliance, actual or presumed, with laws and regulations or provisions of the Articles of Association detected during the audit, deemed important for allowing the ICAC to carry out its functions.

With regard to the key audit matters, the ICAC acknowledges that they were discussed by the Auditor with the Financial Reporting Manager and with the ICAC itself, analysing in depth the reasons for which key aspects were considered, the related auditing procedures performed in response to these risks and the main observations made by the Company. The key audit matters (KAM) identified by the Auditor relate to:

- the separate financial statements: recoverability of the value of investments;
- the consolidated financial statements: recoverability of goodwill and allocation of the price paid for the acquisition of the subsidiary companies.

The ICAC shares the identified KAMs and acknowledges that the auditing procedures adopted by the Auditor are adequate relative to the risk.

With regard to the other significant aspects, the ICAC acknowledges having discussed them with the Auditing Firm, examining the reasons and the related audit procedures implemented in response to these risks. These concern:

- Management forcing controls;
- revenue recognition (for the consolidated financial statements).

In this regard, it acknowledges that the control procedures adopted by the Auditor appear to be adequate.

CONCLUSIONS

As a result of the supervisory activity carried out during the 2022 financial year and taking into account the findings of the activity performed by the entity in charge of the auditing of the accounts, included in the specific reports accompanying the Financial Statements:

a) we acknowledge the adequacy of the organisational, administrative and accounting structure adopted by the Company and its concrete functioning, as well as the efficiency and effectiveness of the internal controls, internal audit and risk management system;

b) we do not see, for the reasons for which we are responsible, any reasons preventing the approval of the financial statements for the year ended 31 December 2022, as drafted by the Board of Directors, and the proposal made by the same Administrative Body regarding the allocation of the profit earned.

Milan, 29 March 2023

STATUTORY AUDITORS

Luca Laurini, Chairman

Monica Mannino, Standing Auditor

Andrea Bignami, Standing Auditor