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Diffusione presunta

Oggetto : Shareholders' Meeting approves the 2022 financial statements. Dividend of eur 0.51 per share

Testo del comunicato

Vedi allegato.



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PRESS RELEASE

TINEXTA SHAREHOLDERS' MEETING APPROVES THE 2022 FINANCIAL STATEMENTS. DIVIDEND OF EUR 0.51 PER SHARE

The Ordinary Shareholders' Meeting of Tinexta S.p.A., held today,

- approved the financial statements as at 31 December 2022
- approved the distribution of dividends, equal to €0.51 per share
- approved the remuneration policy and resolved favourably on the remuneration paid for the 2022 financial year
- approved the new long-term incentive plan based on financial instruments called "Performance Shares Plan 2023-2025"
- appointed a new Alternate Auditor
- authorised the purchase and disposal of treasury shares

Rome, 21 April 2023 - The Ordinary Shareholders' Meeting of Tinexta S.p.A., meeting today, under the Chairmanship of Enrico Salza, through video and telecommunications means under the terms of Italian Decree Law no. 18 of 17 March 2020 ("Cura Italia") as part of the measures to contain the COVID-19 epidemic and with the intervention of members in the Assembly through the Designated Representative, approved the Financial Statements as at 31 December 2022, which present a net profit of €78.1 million.

The Chairman Enrico Salza declared, "*Tinexta Shareholders' Meeting today approved its annual financial statement which reaffirms the validity of our Group's strategy. The 2022 results demonstrated the ability to fuel organic growth and finance acquisitions, also making a significant shareholder remuneration policy possible. These results will allow us to support, in the future, the commitment to the Group's investment plan.*"

Pier Andrea Chevallard, the Chief Executive Officer, added, "*The results achieved in the previous year are extremely significant and allow us to continue the development lines envisaged by the business plan, consolidating our leadership in all the markets in which we operate and continuing international expansion.*"



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Consolidated 2022 Results

The Consolidated Financial Statements as at 31 December 2022 were presented to the Shareholders' Meeting, which in line with the results already approved by the Board of Directors and illustrated in the press release dated 9 March 2023, reported Revenues of €357.2 million (+18.4%), adjusted EBITDA equal to €94.8 million (+23.9%) and Net profit from continuing operations equal to €32.6 million (+13.5%).

The 2022 Consolidated Non-Financial Declaration pursuant to Italian Legislative Decree no. 254/16 of 30 December 2016 was also submitted to the Shareholders' Meeting.

Destination of operating profit

The Shareholders' Meeting resolved, on the proposal of the Board of Directors, the distribution to the Shareholders of a dividend of €0.51 gross for each outstanding share, for a total of €23,259,505.23. The dividend will be paid as from 7 June 2023, with ex-dividend date no. 9 on 5 June 2023 and record date 6 June 2023.

The Shareholders' Meeting also approved to allocate the remaining part of the profit for the year for € 2,291,090.87 to the legal reserve, and for Euro 56,017,933.35 to retained earnings.

Report on Remuneration

The ordinary Shareholders' Meeting, having examined the Report on the remuneration policy and on the remuneration paid prepared pursuant to the current applicable legal and statutory provisions: approved the Company's remuneration policy for the 2023 financial year pursuant to art. 123-ter, paragraphs 3-bis and 3-ter of Italian Legislative Decree no. 58/98 ("Consolidated Law on Finance") and, pursuant to art. 123-ter, paragraph 6 of the Consolidated Law on Finance, voiced its favourable opinion on the compensation paid for the financial year 2022, in implementation of the Policy approved by the Shareholders' Meeting of 28 April 2022.

Appointment of an Alternate Auditor

The Shareholders' Meeting appointed, following the death of Mr.s Anna Maria Mantovani, to the integration of the Board of Statutory Auditors with the appointment of Mr. Umberto Bocchino as alternate auditor who will remain in office until the expiry of the mandate of the Board of Directors (i.e. the date of approval of the financial statements as at 31 December 2023).

Approval of the proposal to authorise the purchase and disposal of own shares

The Shareholders' Meeting, subject to revocation of the authorisation granted by the Shareholders' Meeting of 28 April 2022 for the part not executed, 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, also on a revolving basis (revolving) 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, does not exceed a total of more than 10%



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of the share capital, in accordance with the provisions of art. 2357, paragraph 3 of the Italian Civil Code. As of today, the Company holds 1,727,445 treasury shares, equal to 3.659% of the share capital. The authorisation to carry out transactions for the purchase and disposal of treasury shares is to allow the purchase and disposal of the Company's ordinary shares, in accordance with applicable EU and national regulations and accepted market practices recognised by Consob, for the following purposes: (i) to dispose of treasury shares to be used to service existing and future share-based incentive plans in order to incentivise and retain employees, collaborators, directors of the Company, subsidiaries and/or other categories of persons discretely chosen by the Board of Directors; (ii) carry out operations such as the sale and/or exchange of treasury shares for the acquisition of equity investments, direct or indirect, and/or real estate and/or the conclusion of agreements with strategic partners and/or for the implementation of industrial projects or extraordinary finance operations, which are part of the expansion objectives of the Company and the Group; (iii) carrying out successive transactions for the purchase and sale of shares, within the limits allowed by accepted market practices; (iv) carrying out, directly or through intermediaries, any transactions to stabilise and/or support the liquidity of the Company's shares in accordance with accepted market practices; (v) to build up a so-called "securities warehouse", useful for any future extraordinary financial transactions; (vi) to make a medium- and long-term investment or, in any case, to take advantage of the opportunity to make a good investment, also in consideration of the risk and expected return of alternative investments and also through the purchase and resale of shares whenever appropriate; (vii) to employ excess liquid resources.

The duration of the authorisation to purchase shall be fixed for the maximum period provided for in the applicable legislation.

The authorisation provides that purchases of treasury shares must be made in compliance with legal and regulatory requirements, including the rules set out in Regulation (EU) 596/2014 and Delegated Regulation (EU) 2016/1052, as well as with accepted market practices pro tempore in force, where applicable. In any event, purchases must be made (i) at a price per share which shall not deviate downwards or upwards by more than 10% from the reference price recorded by the share during the trading session preceding each individual transaction; (ii) at a price which shall not exceed the higher of the price of the last independent transaction and the price of the highest current independent bid on the trading venue where the purchase is made.

In view of the different purposes that can be served by transactions on treasury shares, authorisation is granted for purchases to be made, in compliance with the principle of equal treatment of shareholders provided for in article 132 of the Consolidated Law on Finance, according to any of the methods set out in article 144-bis of the Issuers' Regulations (including through subsidiaries), to be identified, on a case-by-case basis, at the discretion of the Board of Directors. For any further information on this regard, please refer to the Directors' report published on the Company's website www.tinexta.com, in the *Governance* Section.

The Shareholders' Meeting approved the New long-term incentive plan based on financial instruments called "2023-2025 Performance Shares Plan" addressed to the persons who will be identified among the Directors with proxies, the Executives with Strategic Responsibilities, the other employees with strategic roles of Tinexta S.p.A. or and other subsidiaries controlled. The Plan is



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based on the grant, free of charge, of rights to receive ordinary shares of the Company, subject to the occurrence of certain performance conditions.

For a detailed description of the Plan of Performance Share 2023-2025, please refer to the Information Document, prepared pursuant to art. 114-bis of the Consolidated Law on Finance, made available to the public on the Company's website <https://tinexta.com/en/company/governance/assemblea-azionisti> section as well as at the authorized storage mechanism called e-Market SDIR Storage.

The Manager responsible for preparing the company's financial reports, Nicola Di Liello, declares, pursuant to paragraph 2 of article 154-bis of the Consolidated Law on Finance, that the accounting information contained in this press release corresponds to the document results, books and accounting records.

The summary report of the votes and the minutes of the Meeting will be made available to the public in accordance with the terms and conditions of Law.

TINEXTA SpA

Tinexta is an industrial Group that offers innovative solutions for the digital transformation and growth of companies, professionals and institutions. Listed on the Euronext STAR Milan (MIC: MTAA), it is included in the European Tech Leader index as a high-growth tech company. Based in Italy with representatives in 9 countries ranging from Europe to Latin America and over 2,000 employees, Tinexta is active in the strategic Digital Trust, Cyber Security and Business Innovation sectors. As at 31 December 2022, the Group reported consolidated revenues of €357.2 million, Adjusted EBITDA of €94.8 million and Net profit of €78.1 million.

tinexta.com | Stock ticker: TNXT, ISIN Code IT0005037210

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