



TINEXTA

Think Next

# 2023 Italian Excellences

## Company Presentation

Paris – October 2023



# Disclaimer

This company presentation includes:

- forward-looking data based on internal management assumptions that are subject to material changes, including changes due to external factors beyond the Group's control
- management data, when presented, are identified as such

Business unit data are divisional and do not include the elimination of intra-BU items, which are instead eliminated at a Group level.

For detailed information on Tinexta S.p.A., it is recommended to refer to the company's documentation, including the latest interim reports and the Company's financial statements.

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# Company Overview



# Management Team



**Oddone Pozzi**  
Chief Financial Officer

- Group CFO and Board Member Mondadori Group
- Co-CEO Giochi Preziosi
- CFO Ventaglio Group
- Chief of Administration, Control & Services Enel Business Area Gas
- Degree in Economics & Commerce from Bocconi University



**Pier Andrea Chevallard**  
**GM & Chief Executive Officer**

- Former CEO of Tecno Holding
- General Secretary of the Milan Chamber of Commerce
- Director of Promos (Specialized structure of the Milan Chamber of Commerce to promote international commerce)
- Managing Director of Parcam
- Member of the Board of Directors of Fiera Milano
- Degree in Political Science from the University of Turin



**Josef Mastragostino**  
Chief Investor Relations Officer

- Head of Investor Relations Gamenet & PMO
- IGT (Director Investor Relations)
- TREVI Group (Investor Relations Manager)
- Lottomatica (Investor Relations)
- BBA from City University of New York, MS from LUISS University, MBA from Cornell University, and Value Investing Columbia Business School, Columbia University in New York

# Tinexta's history – milestones



# Reached all planned targets

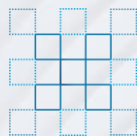
## LEGEND

- Results 2022
- Guidance 2023

## KEY NUMBERS

	REVENUES	EBITDA Adj.	NFP/EBITDA Adj.*	Net Profit	Adj. FCF
Results 2022	€357M; +18% vs 2021	€95M; +24% vs 2021	0.8x	€78M	€49M
Guidance 2023	+11-15% vs PY	+8-12% vs PY	0.2-0.3x		

## Digital Trust



Refers to IT solutions for digital identity and the dematerialization of processes according to the applicable legislation

Products and services such as certified electronic mail, electronic archiving, digital signature, electronic invoicing, and solutions for the secure and simplified transmission of legal and financial documents.

Revenues	Margin	EBITDA Adj.
€157M	30%	€47M
+20%	+200bps	+30%

(vs PY)

## Cybersecurity



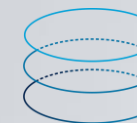
Strategic infrastructure and a key asset for the protection of citizens and their "social economy"

National cybersecurity hub, with custom and proprietary solutions for the mitigation and governance of risks related to the digital sector, pursuing the evolution of platforms and offer controls, as well as innovation profiles.

Revenues	Margin	EBITDA Adj.
€78M	13%	€10M
+6%	=	+2%

(vs PY)

## Business Innovation



### Forvalue

Through Co.Mark and Warrant Group, offers a consultancy platform to SMEs to support them in phases of manufacturing growth, digital marketing and expansion of commercial activities, including abroad.

Revenues	Margin	EBITDA Adj.
€126M	41%	€52M
+28%	~	+23%

(vs PY)

BU Revenues and EBITDA Adjusted data do not include intra-sectoral intercompany.

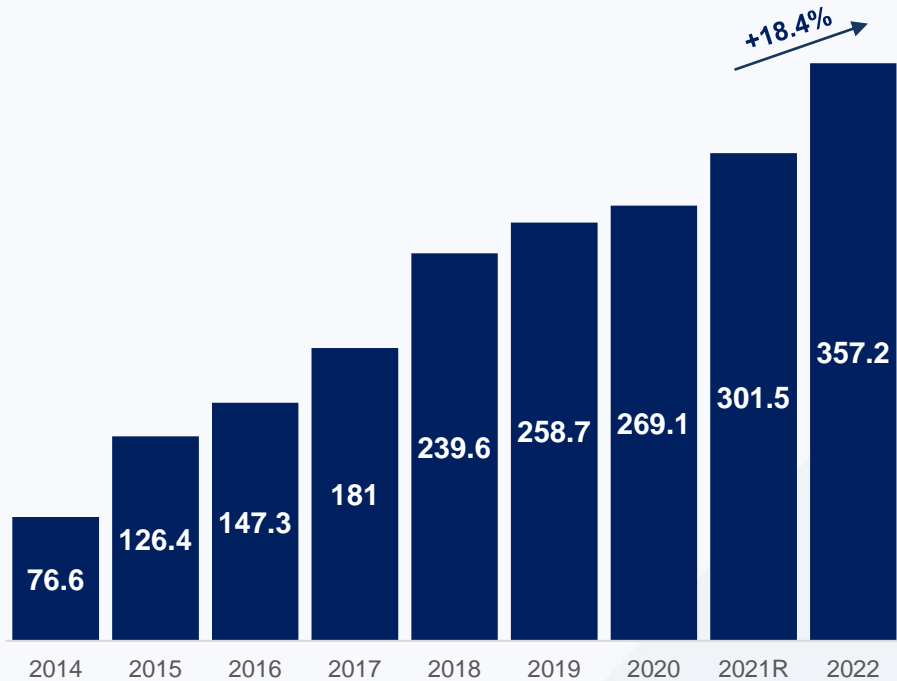
\* On a LFL base as of 31 December 2022 and following the disbursements of the period for the acquisitions that took place, as well as the lower collections due to the postponement by the management of the exercise of the matured Stock Options.

# 2022 Consolidated Results

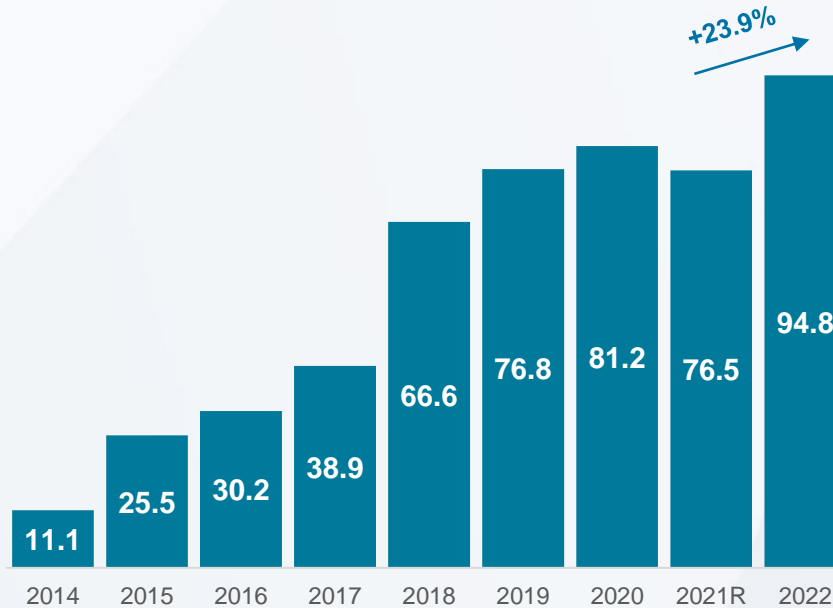
Tinexta Group's Revenues grew at a 21.2% CAGR from 2014 to 2022. EBITDA Adjusted grew at a 30.7% CAGR over the same period.

€ M

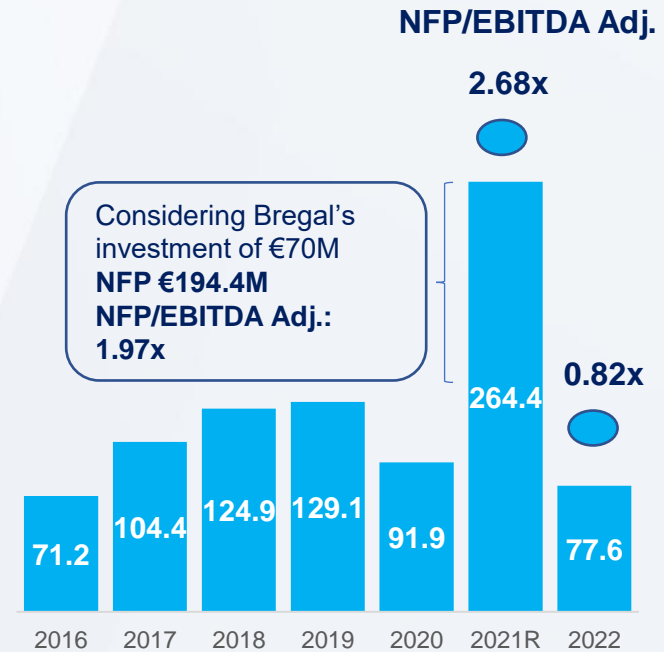
Revenues



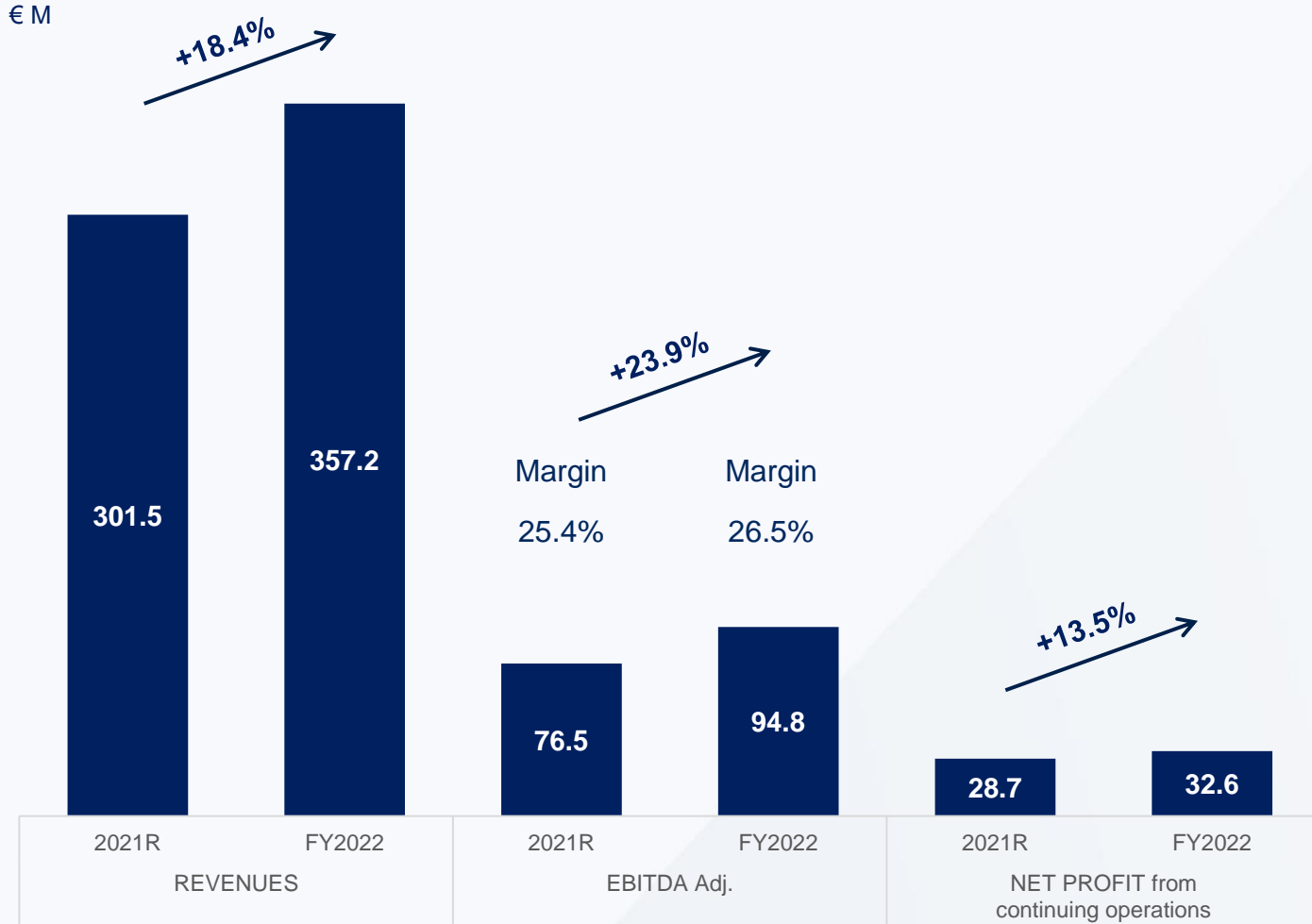
EBITDA Adjusted



NFP



# 2022 Consolidated Results



FY 2022 results show Revenues of €357.2 million euros, EBITDA Adjusted of €94.8 million euros and Net Profit of €78.1 million euros.

Growth was registered both in Revenues (c. +18%) and EBITDA Adjusted (c. +24%)

EBITDA Adjusted amounted to 94.8 million euros up from 76.5 million in PY

EBITDA reported was 86.3 million euros

EBITDA Adjusted margin was 26.5% (vs 25.4% in PY)

Net Profit came in at €78.1 million euros growing 102% vs 2021 mostly on capital gains from the disposal of the CIM's BU

Net Profit from continuing operations was equal to 32.6 million euros, growing 13.5%

Adjusted Free Cash Flow from continuing operations was 49.5 million euros



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# 1H 2023 Results



# Key data

EBITDA Adjusted  
€ 37.9 M (+ 2% vs PY)

EBITDA  
€ 34.5 M (+ 6% vs PY)

REVENUES  
€ 182.5 M  
+ 9% vs PY

NET PROFIT  
€ 45.4 M

NFP  
€ 52.6 M  
vs € 77.6 M in FY2022

Results at 30/06/2023

# 1H 2023: ahead for planned delivery

## • Results<sup>1</sup> continue to grow also in 1H 2023:

- **Revenues** at € 182.5M in 1H'23 (+ 8.6% vs PY);
- **EBITDA Adjusted** at € 37.9M in 1H'23 (+ 2.3% vs PY) mainly driven by DT and CS, **EBITDA<sup>2</sup>** at € 34.5M in 1H'23 (+ 5.8% vs PY);
- **EBITDA Adjusted margin 20.8%** (22.1% vs PY); **EBITDA<sup>2</sup> margin 18.9%** (19.4% vs PY);
- **EBIT** at € 15.2M (- 3.7% vs PY); **EBIT Margin** at 8.3%;
- **Net Profit of *continuing operations*** at € 9.3M (- 14.5% vs PY); **Net Profit** at € 45.4M (very robust growth vs PY) mainly driven by the capital gain from the sale of ReValuta;
- **NFP** of € 52.6M (€ 77.6M in FY'22) strongly improved by over 32% vs FY'22 on the proceeds from the sale of ReValuta; Very attractive **NFP/LTM EBITDA Adjusted** of 0.55x;
- **Adjusted Free Cash Flow of *continuing operations***: € 29.3M (+ 27.4% vs PY); on a LTM base Adjusted FCF of *continuing ops* was: € 55.7M.

## • In the First Half of the Year<sup>3</sup>:

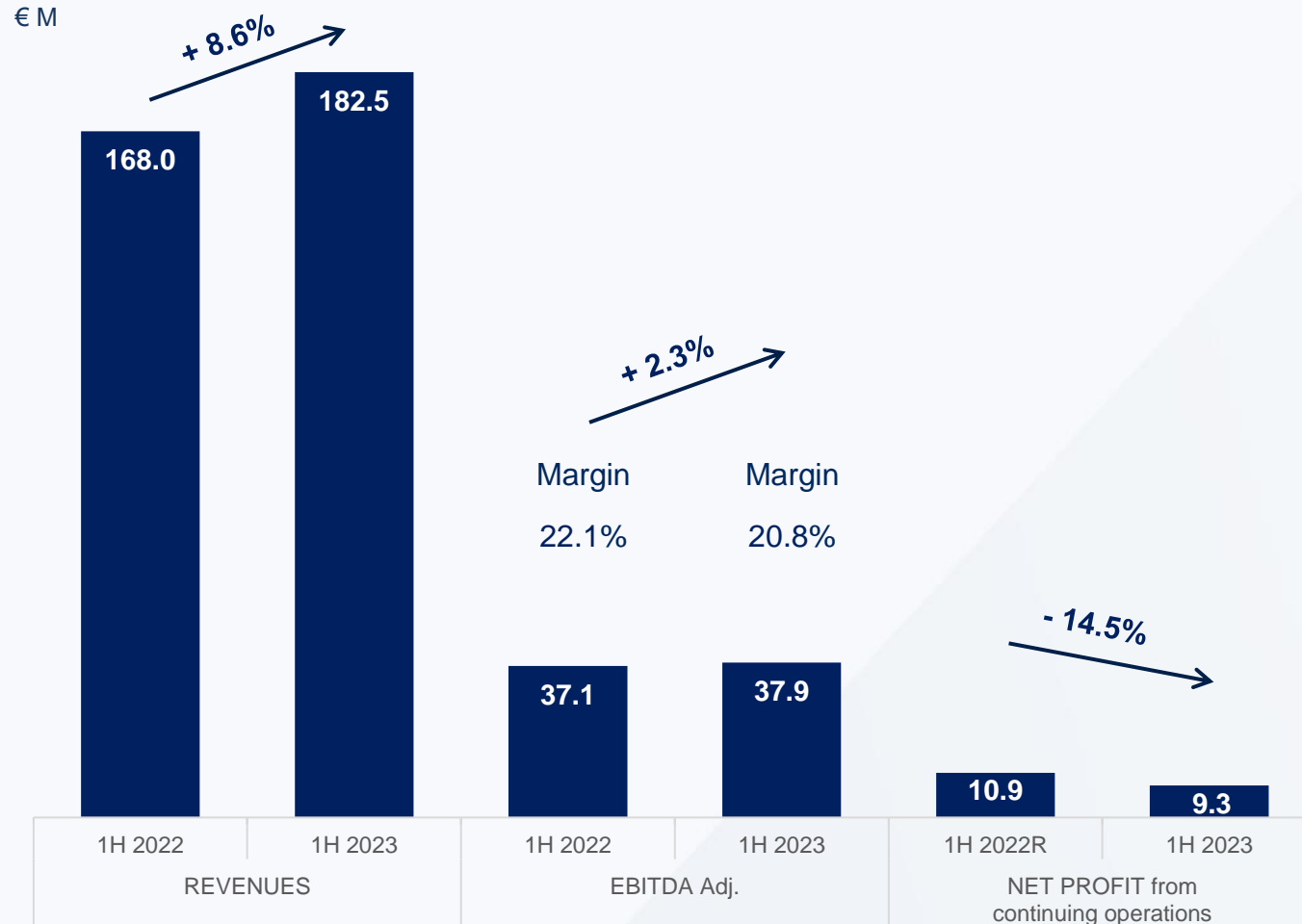
- **Digital Trust**, continued to register solid growth. + 12.4% in Revenues, EBITDA + 15.5%. Superb EBITDA margin of 28.2%
- **Cyber Security**, grew 15.8% in Revenues, EBITDA continued to register a strong rebound growing + 59.1%. EBITDA margin at 11.3%
- **Business Innovation**, posted a + 1.3% in Revenues with EBITDA at € 16.3M. EBITDA margin at 29.0%

## • Recent Events & Updates:

- Finalized the acquisition of 65% of ASCERTIA LIMITED
- Signed a 50:50 joint venture agreement with Digital Magics for investments in innovative startups
- Acquisition of the 40% remaining stake of CertEurope reaching the 100% of its share capital



# 1H 2023 Results



1H 2023 results show Revenues of 182.5 million euros, EBITDA Adjusted of 37.9 million euros and Net Profit of 9.3 million euros.

Growth was registered both in Revenues (c. + 9%) and EBITDA Adjusted (c. + 2%)

EBITDA Adjusted amounted to 37.9 million euros up from 37.1 million euros in PY

EBITDA Adjusted margin was 20.8% (vs 22.1% in PY)

EBITDA reported was 34.5 million euros (+ 5.8% vs PY)

EBITDA reported margin at 18.9% (vs 19.4% in PY)

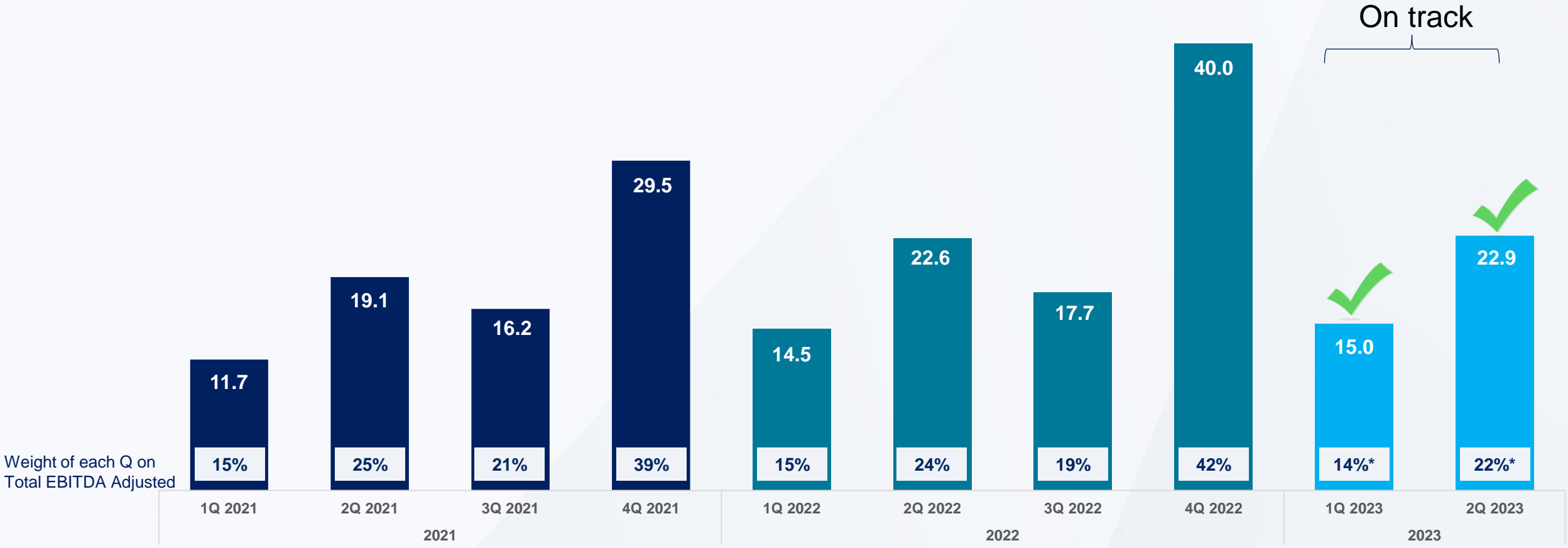
Net Profit came in at 45.4 million euros mostly on capital gains from the disposal of ReValuta

Net Profit from continuing operations was equal to 9.3 million euros

Adjusted Free Cash Flow from continuing operations was 29.3 million euros, + 27.4% vs PY

# EBITDA Adjusted Quarter by Quarter – back end weighted business

€ M



On track

Weight of each Q on Total EBITDA Adjusted

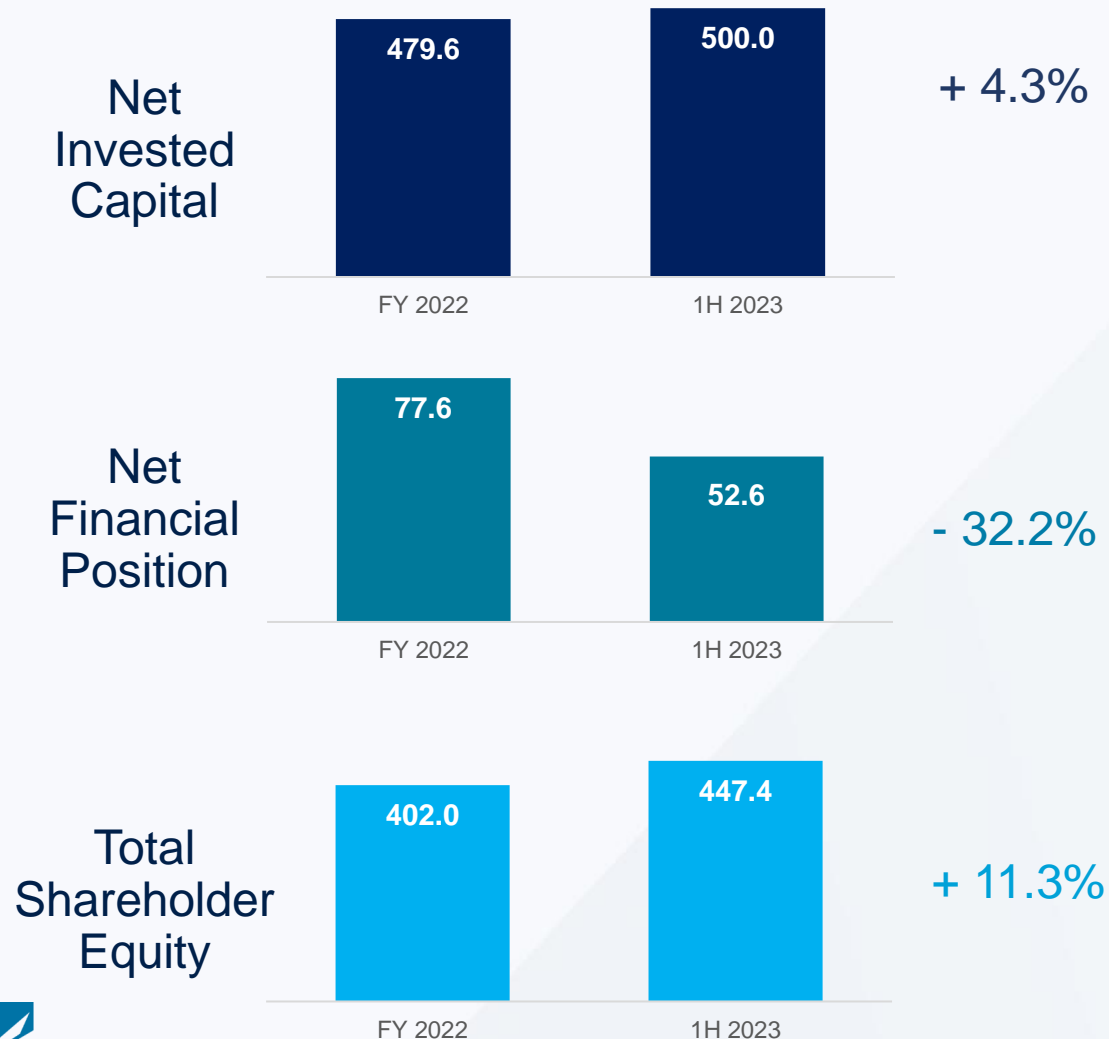
\* Data considers mid-point of 2023 EBITDA Adjusted guidance

# 1H 2023 Results – Income Statement

€ M	1H'23	%	1H'22R	%	LFL 2022		
					Δ	Δ%	
<b>Revenues</b>	<b>182.5</b>	<b>100.0%</b>	<b>168.0</b>	<b>100.0%</b>	<b>14.5</b>	<b>8.6%</b>	In top 5 products/services, all Business Units are represented
<b>Total Operating Costs</b>	<b>144.6</b>	<b>79.2%</b>	<b>130.9</b>	<b>77.9%</b>	<b>13.6</b>	<b>10.4%</b>	
Service & Other Costs	65.9	36.1%	60.7	36.1%	5.1	8.5%	Adjusted EBITDA's growth is supported by DT (+ 16%) and CS (+ 59%) notwithstanding BI's reduction
Personnel Costs	78.7	43.1%	70.2	41.8%	8.5	12.1%	
<b>EBITDA Adjusted</b>	<b>37.9</b>	<b>20.8%</b>	<b>37.1</b>	<b>22.1%</b>	<b>0.8</b>	<b>2.3%</b>	EBITDA, included non-recurring costs, reached € 34.5M with a growth of 5.8%
LTI incentives & Other non-recurring costs	3.4	1.9%	4.4	2.6%	-1.1	-23.8%	
<b>EBITDA</b>	<b>34.5</b>	<b>18.9%</b>	<b>32.6</b>	<b>19.4%</b>	<b>1.9</b>	<b>5.8%</b>	Operating Profit decreases by 3.7% mostly on higher amortization of intangible assets
Depreciation, amortisation, provisions and impairment	19.3	10.6%	16.8	10.0%	2.5	14.8%	
<b>Operating Profit</b>	<b>15.2</b>	<b>8.3%</b>	<b>15.8</b>	<b>9.4%</b>	<b>-0.6</b>	<b>-3.7%</b>	Net Financial Charges decrease on higher Financial income which includes interest accrued on short-term cash investments ( <i>time deposits</i> )
Financial Income	3.2	1.7%	0.1	0.0%	3.1	3934.2%	
Financial Charges	3.8	2.1%	2.6	1.6%	1.1	42.6%	Net profit of continuing ops. decreases consequently to higher taxes (vs tax relief registered in 2022)
<b>Net Financial Charges</b>	<b>-0.6</b>	<b>-0.3%</b>	<b>-2.6</b>	<b>-1.5%</b>	<b>2.0</b>	<b>-77.0%</b>	
Profit of equity-accounted investments	-0.1	-0.1%	0.0	0.0%	-0.1	273.2%	Net profit growth reflects the sale of ReValuta
<b>Profit Before Taxes</b>	<b>14.5</b>	<b>8.0%</b>	<b>13.2</b>	<b>7.9%</b>	<b>1.3</b>	<b>9.8%</b>	
Income Taxes	5.2	2.9%	2.3	1.4%	2.9	124.1%	
<b>Net Profit of Continuing Operations</b>	<b>9.3</b>	<b>5.1%</b>	<b>10.9</b>	<b>6.5%</b>	<b>-1.6</b>	<b>-14.5%</b>	
Results of Discontinued Operations	36.1	N/A	3.3	N/A	32.8	1002.9%	
<b>Net Profit</b>	<b>45.4</b>	<b>N/A</b>	<b>14.2</b>	<b>N/A</b>	<b>31.2</b>	<b>220.1%</b>	

# 1H 2023 Results – Balance Sheet

€ M



Net invested capital increased by **€ 20.4 million** compared to 31 December 2022 mainly due to the effect of Defense Tech's investment (€ 25.5 million) and extraordinary investments for the acquisition of Phygital software license (€ 13.1 million), partially offset by the decrease in NWC and Provisions (€ 9.7 million), the deconsolidation of ReValuta S.p.A. (€ 5.0 million at closing) and amortization of Other intangible assets from consolidation (€ 9.0 million)

Net Financial Position amounts to **€ 52.6 million** with a decrease of **€ 25.0 million** compared to 31 December 2022. These changes reflect:

- Free Cash Flow + € 27.7M
- Capital Increase (Bregal) + € 30.0M
- Disposals + € 41.9M
- PUT Adjustment + € 5.6M
- Purchase of Treasury Shares - € 3.0M
- Dividends - € 33.3M
- Acquisitions - € 26.6M
- Adjustments to leasing contracts on NFP - € 2.7M
- OCI Derivatives - € 0.9M
- Extraordinary investments in intangible fixed assets - € 13.1M

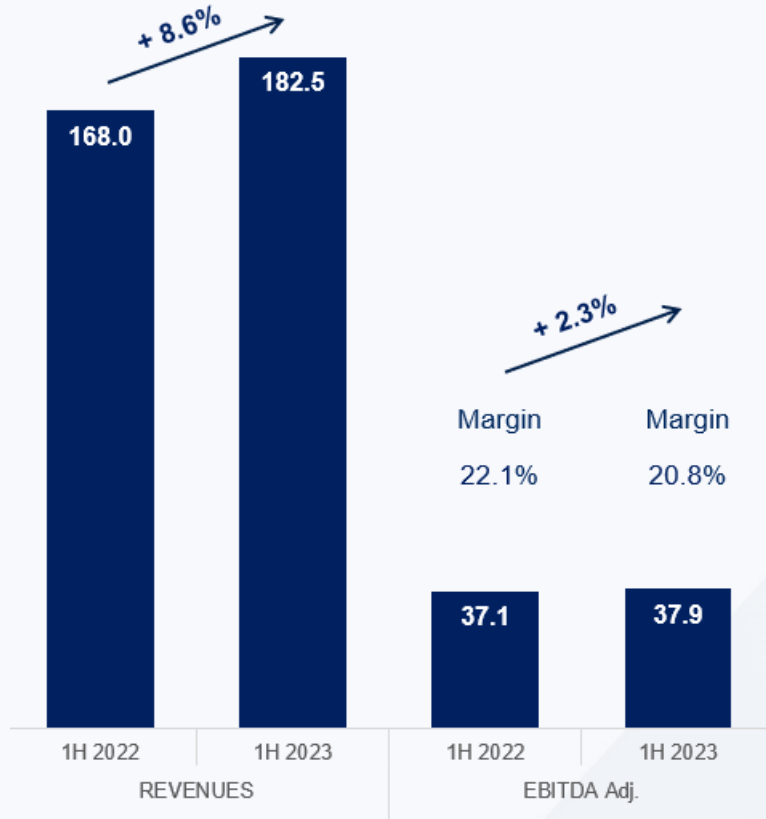
Main changes in Shareholders' Equity are:

- Capital Increase (Bregal) + € 30.0M
- Total comprehensive income for the period of + € 44.6M
- Dividends - € 33.3M
- PUT Adjustment of + € 5.6M
- Share based payment Reserve + € 1.7M
- Buy back of - € 3.0M

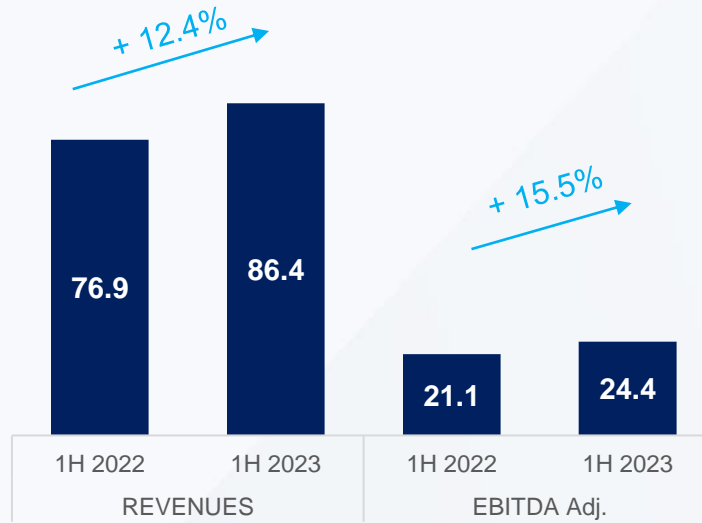
# 1H 2023 Results – Business Units Overview

€ M

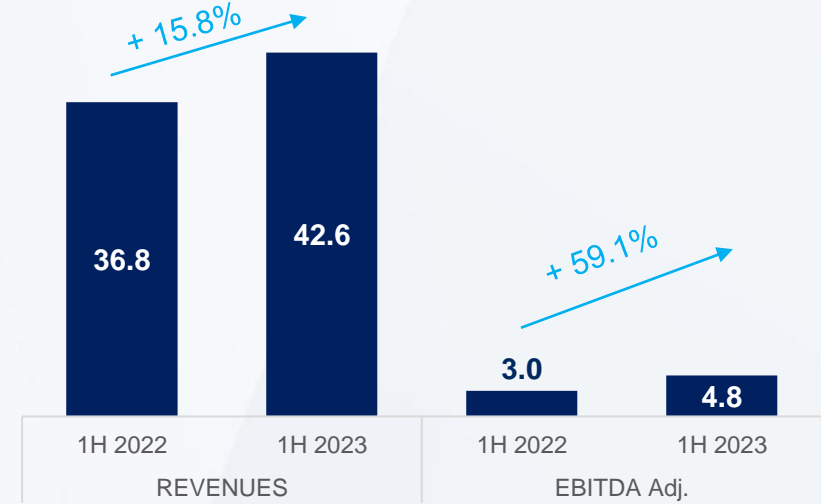
## Group



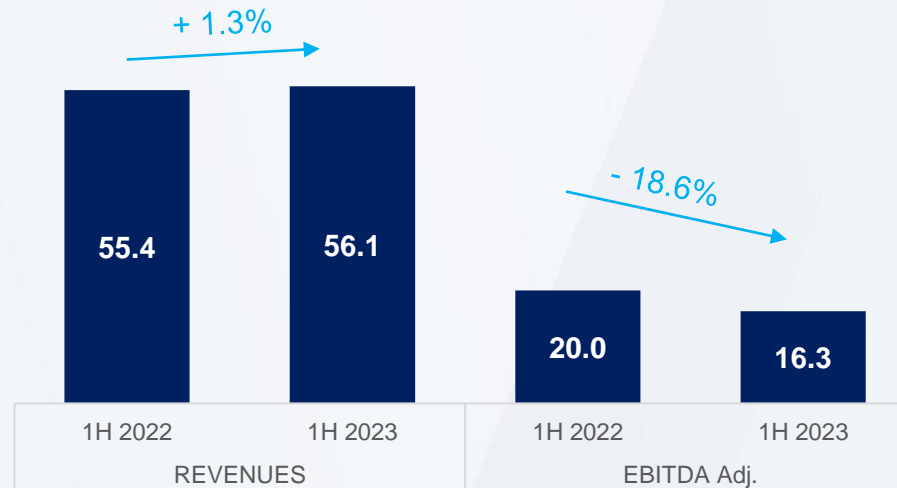
## Digital Trust



## Cybersecurity



## Business Innovation

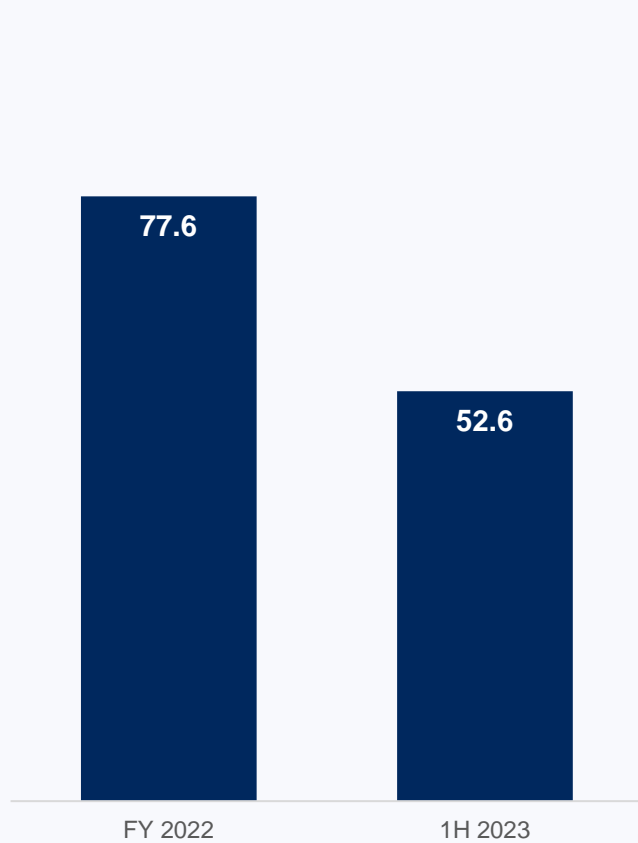




# 1H 2023 Results – NFP & FCF

€ M

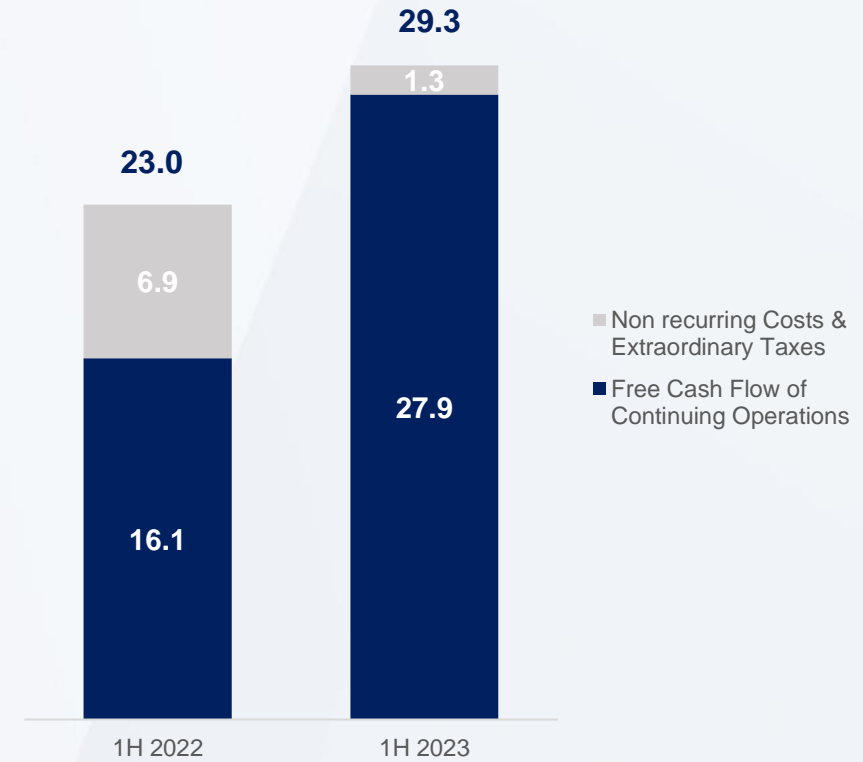
## NFP



### Main Changes in 1H 2023:

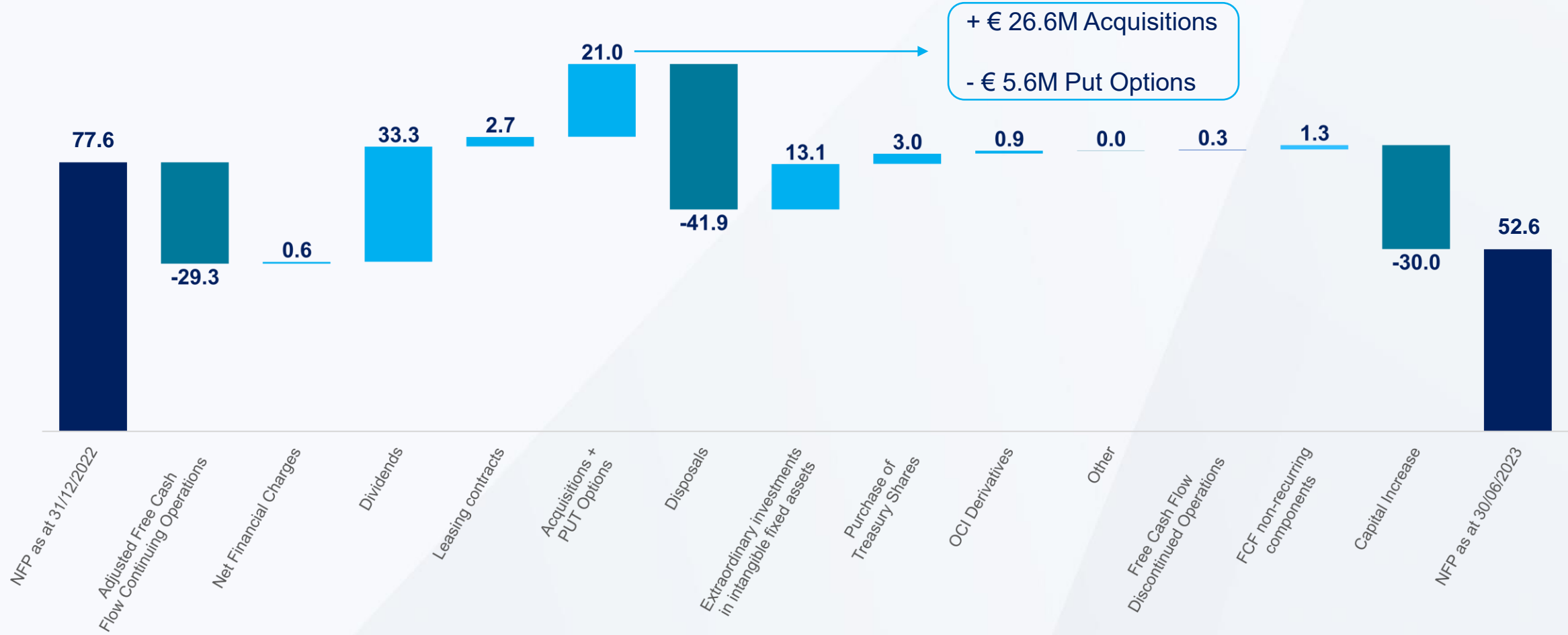
- + € 5.6M Put Options
- - € 3.0M Purchase of Treasury Shares
- + € 41.9M Disposals
- - € 33.3M Dividends
- - € 2.7M Adjustments to leasing contracts
- - € 0.9M OCI hedging Derivatives
- + € 30.0M Capital Increase (Bregal)
- - € 13.1M Extraordinary investments in intangible fixed assets

## Adjusted FCF of continuing ops



# 1H 2023 Results – NFP Bridge

€ M

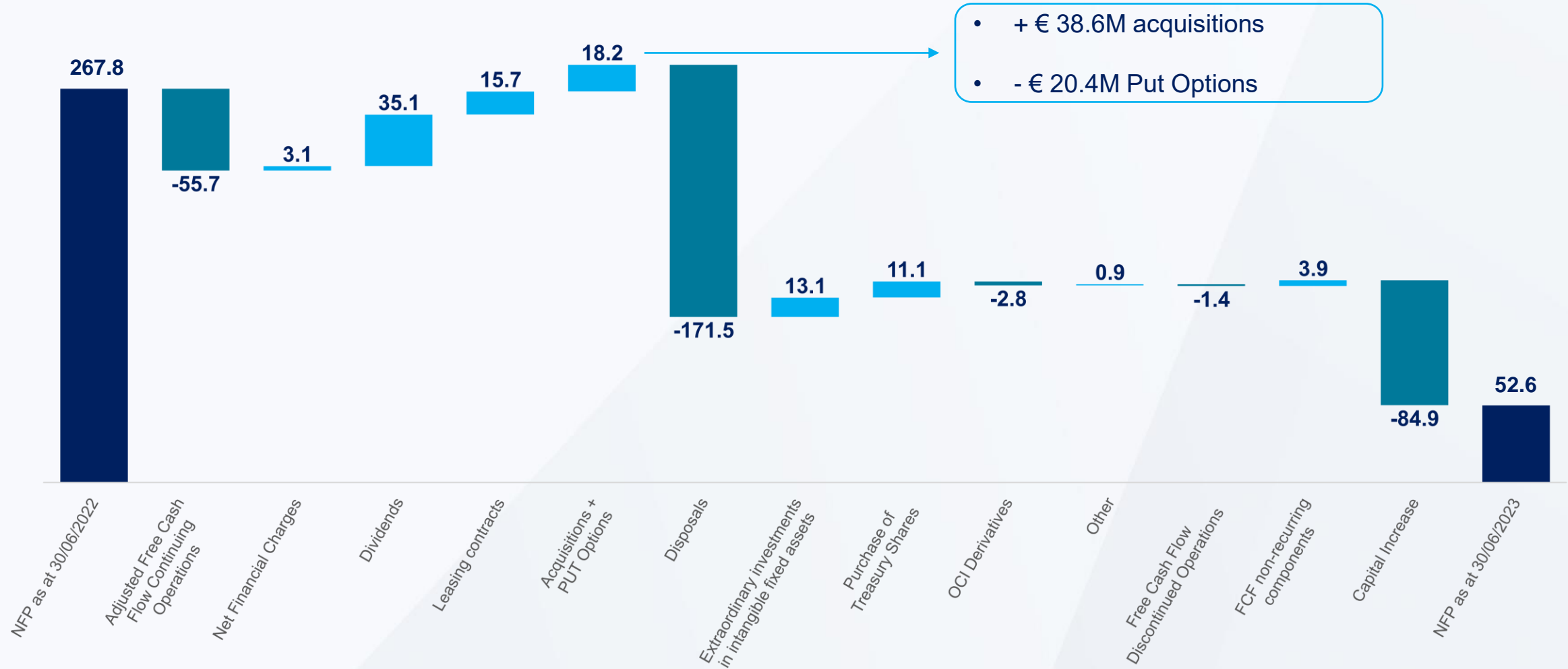


+ € 26.6M Acquisitions  
- € 5.6M Put Options

**0.82x** NFP/EBITDA<sup>1</sup> **0.55x**

# 1H 2023 Results – NFP LTM Bridge

€ M



- + € 38.6M acquisitions
- - € 20.4M Put Options



NM

NFP/EBITDA<sup>1</sup>

0.55x

(1) Calculated as NFP/LTM EBITDA Adjusted

# M&A: The Track Record

	2020	2021	2022	2023
	JAN FEB MAR APR MAY JUN JUL AUG SET OCT NOV DEC	JAN FEB MAR APR MAY JUN JUL AUG SET OCT NOV DEC	JAN FEB MAR APR MAY JUN JUL AUG SET OCT NOV DEC	JAN FEB MAR APR MAY JUN JUL AUG
<b>DIGITAL TRUST</b>	AUTHADA 16.6%	certeurope 60%	sf 100%	ascertia 65%
<b>CYBERSECURITY</b>	Swascan 51%	YOROI 60% corvallis 70% LEONARDO MoU MoU to support digitization of SME with cybersecurity and digital trust	LAN & WAN SOLUTIONS 100% Teknesi 100%	DEFENCE TECH 20%
<b>CIM</b>	FBS next 30%	INTESA SANPAOLO FORVALUE 100%	Sale of CIM }                      Innolva REValuta	
<b>IMS</b>	euroquality 100% ep EUROPROJECT BULGARIA 100%	Queryo 60% financialconsultinglab 100%	evaluate 70% plannet 100% Enhancers 100%	

3



# Business Plan 2023-2025

# The growth strategy

Robust pillars of the strategy represent a clear and cohesive plan



## Strengthen our leadership

Develop the services and products offered by our companies to increase the Group's competitiveness in the digital solutions' market with strong emphasis on Digital marketing.



## Coordination & Integration

Strengthen the integrated offer of products and services, improving internal synergies and Group coordination of the Customer Relationship Management and Sales & Marketing functions.



## M&A + Internationalization

Confirm the growth path through targeted acquisitions, with a selection of assets guided by rigorous criteria of quality, solidity, innovation.



## People + ESG

Enhance corporate culture, investing in people to support their skills, enhance engagement and attract new talent, increasing evermore a companywide culture in ESG.

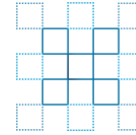


## Financial Policy

Maintain a close focus on the cost structure, the predictability of cash flows and the cost of debt, for a long-term sustainable growth strategy.

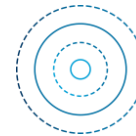
## Strengthen our leadership

### Digital Trust



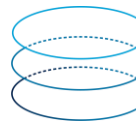
- Expand the offer integrating towards a Digital Wallet
- Continue to develop cybersecurity features/functionalities as a distinguishing factor
- Identity certification of IoT (Internet of Things)
- Grow more internationally, specifically in Europe

### Cybersecurity



- Focus on system integration service in the infrastructural areas (identity & access management, cloud security, application security, networking security, business continuity, IoT)
- Strengthen the offer in Advisory and Managed Security Services
- Increase presence in the Public Administration

### Business Innovation



- To be positioned as a key player in Digital Marketing
- Increase *end-to-end* online customer activities (content marketing + marketplace mgmt.)
- Extend Temporary Management in Sales & Marketing
- Strengthen subsidized finance on regional and national tenders
- Development ESG plans and awareness in SMEs
- Grow internationally, specifically in Europe

## ✓ Coordination & Integration

- Increase and improve post M&A integration
- Simplify the corporate structure (see *recent Warrant reorganization*)
- Centralized CRM
- Foster cross/up-selling operational synergies within the organization
- Central coordination for the development of an integrated offer of the Group and the related “go to market”
- Leverage the Forvalue channel to strengthen the Group’s commercial strategy for services to SMEs



## M&A + Internationalization

### Tinexta's approach to M&A:

#### ➤ Target check list/criteria

- Growing market segment
- Solid Business Fundamentals
- Strategic Fit & Finish
- Synergy analysis
- Disciplined Financial Policy
- Cash Flow generative

#### ➤ Carrying out the deal

- Purchase - at least - a majority stake in a company
- Agree on strategic business plan with the seller
- Maintain key strategic managers to grow the business
- Regulate purchase completion via Earn outs/Put/Calls to align interest and support growth

#### ➤ Key strategic markets: Spain, France, Germany and the Nordic countries



## People + ESG

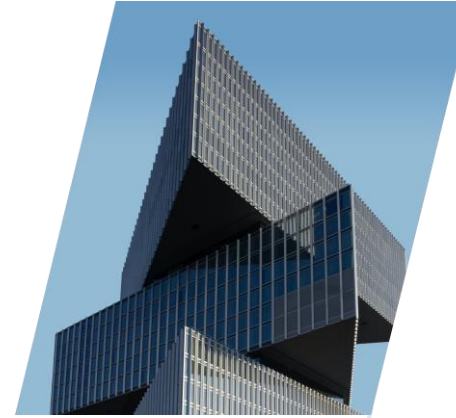


**393** new hires (40% women, 42% <30)  
**266** external workers  
**97%** full-time workers in Italy (94% abroad)  
**39%** are women  
**18%** are under 30  
**Abide** to the Code of Conduct and Human Rights Policy and a Diversity & Inclusion Policy

# 9 Countries, one Group

- **Skills** talent acquisition as a priority
- **Health & safety + welfare** all employees enjoy welfare coverage provided for either by the various collective contracts or by Company contracts
- **Responsible** supply chain
- **Tax transparency**
- **New offices** with a lighter footprint

# 2,213 Employees



# 3 Business Units

**Digital Trust** revolutionized entire sectors, contributing to facilitating the lives of users, who have reduced the time required to complete various transactions, gaining in quality of life

**Cybersecurity** thanks to constant innovation, helps customers maintain high levels of cybersecurity, which must constantly respond to increasingly refined threats

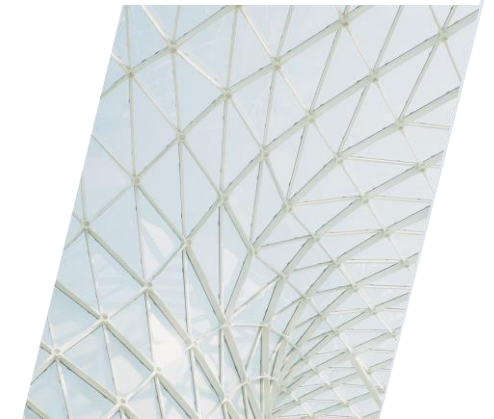
**Business Innovation** can offer complete support to companies in their digital transformation process, demonstrating that they make innovation a driving force of their business model

## Business Talks + Subject Matter Expert

To launch E-learning courses to focus employee population on ESG themes  
**29,508 hours** of companywide training

- Business continuity
- Sustainability
- Green Finance
- Effective communication
- English proficiency
- Cyber Hackathon
- Cyber security (Phishing courses)

# 1 Corporate Academy



People + ESG

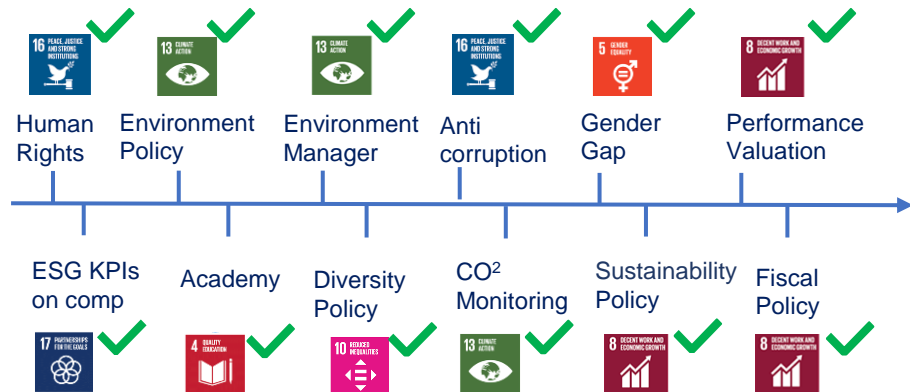
# ESG

Significant leap forward in addressing all major ESG topics at a Group level

Major steps taken:

- **Established Internal & Permanent ESG committee** (regularly reporting to the Risk and Sustainability Control Committee + Board of Directors)
- Approved **6 ESG policies** at Group level
- Published Sustainability Policy - to provide full market disclosure - on cutting edge website
- Involved Corporate Functions, Business Units and Internal & External Stakeholders

## 2022 SUCCESSFULLY COMPLETED ACTIONS



## ONGOING ACTIVITIES

- Data collection on the Non-Financial Reporting
- Definition of the Environment management process
- Measuring methods on energy consumption and CO<sub>2</sub> emissions

## 2023 OBJECTIVES

Reception and application within the Group of all Company Policies

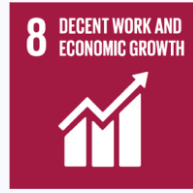
People + ESG

Progress report:



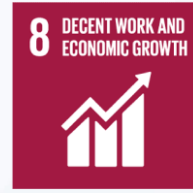
Adherence to the programmatic document

**HUMAN RIGHTS**



Defined a plan to measure Performance

**PERFORMANCE VALUATION**



Approved the Sustainability Policy

**SUSTAINABILITY POLICY**



Approved the Environment Policy

**ENVIRONMENT POLICY**



Carried out Gender pay gap analysis

**GENDER GAP**



Approved the Fiscal Policy

**FISCAL POLICY**



Introduced ESG KPIs in MBOs and LTI

**ESG KPIS ON COMP**



Established an internal Academy for both corporate and sustainability cultures

**ACADEMY**



Selected an Environment manager

**ENVIRONMENT MANAGER**



Approved the Diversity & Inclusion Policy

**DIVERSITY POLICY**



Approved the Anti corruption Policy

**ANTI CORRUPTION**



Identified a data collection and monitoring system

**CO<sup>2</sup> MONITORING**

# ESG

We have always looked towards **digitalization, technological innovation and the future**. For this reason, sustainability is integrated into all of the Group's activities and represents a founding element



## Environmental

Various actions have been implemented to reduce the environmental impact of our activities on the planet.

Our efforts focus on two action areas: **Material and energy resources** and **Greenhouse gas emissions**.

➤ Action tool: **Environmental Policy**

## Social

We are aware that responsible management also includes the social sphere. This is why we are working to ensure the creation of an inclusive environment that considers diversity as a value to be safeguarded.

Our efforts focus on two action areas: **Inclusiveness and equality** and **Working conditions and environment**.

➤ Action tool: **Diversity & Inclusion + Human Rights Policies**

## Governance

Sustainable approach means a strategy based on the principles of integrity, transparency, legality, impartiality and prudence, as well as compliance with laws and regulations, both mandatory and voluntary.

Our efforts focus on two action areas: **Regulatory compliance and Transparency and integrity**

➤ Action tool: **Anti-Corruption + Tax Policies**

## Financial Policy

### Growth in quality revenues

- Continue to expect sound organic growth in line with prior years
- Financial structure even more ready to capture future growth thanks to significant cash on hand from CIM disposal

### Improve operational efficiency by increasing EBITDA

- Operating leverage
- Cross-selling + synergies

### EPS & DPS growth

- D&A mostly in line with prior years
- Financial Expenses entirely covered by bank deposit given cash on hand
- EPS at historical high given capital gain from CIM's sale
- DPS increased, signaling very attractive shareholder return

### Strong cash generation

- Continuing strong cash conversion
- No substantial changes in Capex
- Closely monitoring of NWC management

## Financial Policy – Business Units’ Financial Targets – Organic

		Revenues	EBITDA Adjusted	Key Highlights
<b>2023</b> vs PY	Digital Trust	<b>+10%</b>	<b>+11%</b>	<i>Continues to generate healthy double-digit growth</i>
	Cybersecurity	<b>+30%</b>	<b>+43%</b>	<i>Strong top line followed by even more solid EBITDA adjusted growth</i>
	Business Innovation	<b>+15%</b>	<b>+5%</b>	<i>Top line growth reflects increased diversification with defensive margins</i>
		Revenues	EBITDA Adjusted	Key Highlights
<b>2025</b> 2022-2025 CAGR	Digital Trust	<b>+10%</b>	<b>+14%</b>	<i>Operating leverage expected to grow margins faster than revenues</i>
	Cybersecurity	<b>+17%</b>	<b>+27%</b>	<i>Strong acceleration foreseen</i>
	Business Innovation	<b>+13%</b>	<b>+11%</b>	<i>Revenue diversification at play with healthy margin recovery</i>

## Financial Policy – Group’s Financial Targets/Assumptions – Organic

	<u>Revenues</u>	<u>EBITDA Adjusted</u>	<u>NFP / EBITDA Adj.</u>	<u>Dividends</u>	<u>Inflation</u>
<b>2023</b> vs PY	+11-15%	+8-12%	0.2-0.3x	30% of Net Profit	6%
<b>2025</b> 2022-2025 CAGR	Low to mid-double digit	double digit	Cash positive	35% of Net Profit by end of the plan	Assumed at 3% by end of the plan

PNRR’s potential positive benefits not included in guidance nor any additional M&A



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# Closing Remarks and Q&A

# Closing Remarks



Growth path is secure with robust fundamentals, a clear business plan and strong management commitment



M&A already in place, balance sheet ready and new targets identified to further support international expansion



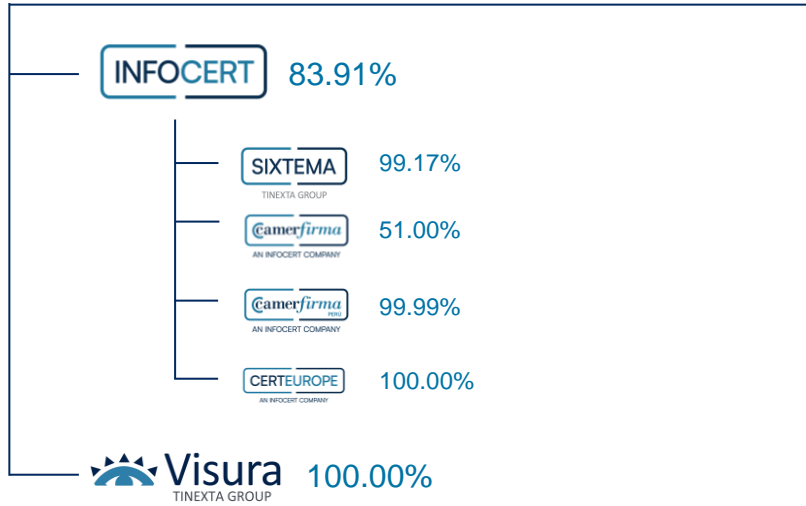
2023-2025 Outlook confirms sustained revenue growth rate, solid profitability and strong cash position



The Group is well positioned to continue to pursue its growth through external lines



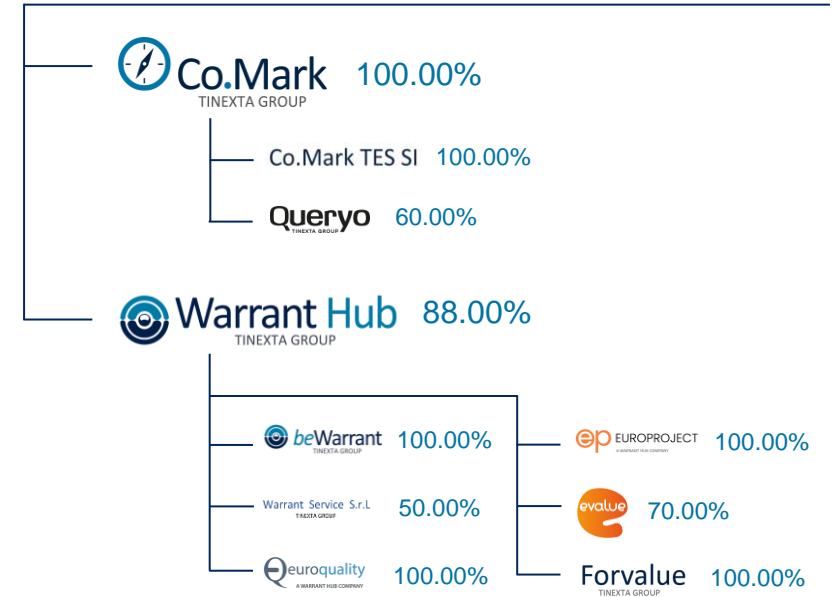
## Digital Trust



## Cyber Security



## Business Innovation



### OTHER HOLDINGS



### TINEXTA FUTURO DIGITALE S.C.A.R.L.





**TINEXTA**

Think Next

Thanks.

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## Tinexta Presentation

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