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Societa' : TINEXTA

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Oggetto : Ordinary Shareholders' Meeting Notice

Testo del comunicato

Vedi allegato

**TINEXTA**

PRESS RELEASE

NOTICE OF CALLING OF THE ORDINARY SHAREHOLDERS' MEETING ON 23 APRIL 2024

Rome, 14 March 2024. The following is an excerpt of the Notice of Calling of the Ordinary Shareholders' Meeting of Tinexta S.p.A. published today in Il Sole 24 Ore:

TINEXTA S.p.A.

Registered Office in Rome, Piazza Sallustio no. 9

Share capital subscribed and paid-up: €47,207,120.00, divided into 47,207,120 ordinary shares

Tax code and Rome Register of Companies no.: 10654631000

Rome Economic and Administrative Index: 1247386

ORDINARY SHAREHOLDERS' MEETING NOTICE

The Shareholders entitled to participate and exercise voting rights are called to the Ordinary Shareholders' Meeting in Via Agnello 18, Milan, at the office of Notary Marchetti at 12:00 p.m. on 23 April 2024, in single call, to discuss and resolve on the following

AGENDA

1. Approval of the Financial Statements as at 31 December 2023, accompanied by the Report of the Board of Directors, the Report of the Board of Statutory Auditors and the Report of the Independent Auditors. Presentation of the consolidated financial statements as at 31 December 2023 and the consolidated non-financial disclosure pursuant to Italian Legislative Decree no. 254 of 30 December 2016, for the 2023 financial year. Related and consequent resolutions.
2. Allocation of financial year profit and dividend distribution proposal. Related and consequent resolutions.
3. Report on the Remuneration Policy for the year 2024 and on Remuneration Paid for the year 2023:
 - 3.1 approval of the first section of the report pursuant to article 123-ter, paragraphs 3-bis and 3-ter, of Italian Legislative Decree no. 58/1998;
 - 3.2 resolutions on the second section of the report, pursuant to article 123-ter, paragraph 6, of Italian Legislative Decree no. 58/1998.
4. Appointment of the Board of Directors. Related and consequent resolutions:
 - 4.1 Determination of the number of members;
 - 4.2 Determination of the term in office;
 - 4.3 Appointment of the Directors;
 - 4.4 Appointment of the Chairperson of the Board of Directors;
 - 4.5 Determination of the total compensation for each year in office of the members of the Board of Directors.
5. Appointment of the Board of Statutory Auditors. Related and consequent resolutions:
 - 5.1 Appointment of three Standing Auditors and two Alternate Auditors;



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- 5.2 Appointment of the Chairperson of the Board of Statutory Auditors;
- 5.3 Determination of the total compensation for each year in office of the members of the Board of Statutory Auditors.
6. Assignment of the mandate to audit the accounts for the financial years 2025 - 2033. Related and consequent resolutions.
7. Authorisation to purchase and sell treasury shares in accordance with and for the effects of Art. 2357 et seq. of the Italian Civil Code, as well as Art. 132 of Italian Legislative Decree no. 58 of 24 February 1998 and Art. 144-bis of the CONSOB Regulation adopted with resolution no. 11971/1999 as amended, subject to prior revocation of the authorisation granted by the Shareholders' Meeting of 21 April 2023, for the part not executed. Related and consequent resolutions.

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In compliance with the provisions of art. 106, paragraph 4 of Law Decree no. 18 of 17 March 2020 (the “**Cura Italia Decree**” - Heal Italy Decree), as converted with amendments and whose application was most recently extended to 30 April 2024 by art. 3, paragraph 12-*duodecies* of Law Decree no. 215 of 30 December 2023, as converted with amendments by Law no. 18 of 23 February 2024, the participation of those entitled to vote at the Shareholders' Meeting may take place exclusively through the designated representative pursuant to art. 135-*undecies* of Legislative Decree no. 58/98 (the “**Consolidated Finance Act**”), i.e. through Computershare S.p.A. (the “**Designated Representative**”), to whom proxies and/or sub-delegations may also be conferred pursuant to art. 135-*novies* of the TUF, in compliance with the provisions of the law and the regulations in force, as better specified below.

For information on the share capital, on the right to attend and vote at the Shareholders' Meeting (record date April 12, 2024) and on representation at the Shareholders' Meeting, exclusively through the Designated Representative (Computershare S.p.A.), on the right to add to the agenda and to submit resolution proposals by shareholders holding at least 2.5% of the share capital pursuant to article 126-bis paragraph 1, first sentence of the Consolidated Finance Act and the presentation of individual resolution proposals by the holders of the right to vote pursuant to art. 126-bis, paragraph 1, next to last sentence, of Legislative Decree no. 58/1998, as well as on the right to ask questions before the Shareholders' Meeting and on the organisational aspects of the Shareholders' Meeting, please refer to the full text of this notice published on the Company's website at www.tinexta.com, Governance/Shareholders' Meeting section.

The documentation relating to the Shareholders' Meeting, including the illustrative reports of the Board of Directors and the proposals for resolutions on the items on the agenda, will be made available to the public within the terms and according to the procedures provided for by the regulations in force, with the right of shareholders and those with voting rights to obtain a copy. Such documentation will be made available to the public at the Company's registered office, on the Company's website www.tinexta.com, in the Governance/Shareholders' Meeting section, as well as at the eMarket SDIR-Storage mechanism and in accordance with the additional procedures provided for by applicable laws and regulations.

Rome, 14 March, 2024

On behalf of the Board of Directors
The Chairman Enrico Salza



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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 and present in 12 countries from Europe to Latin America with over 2,500 employees, Tinexta is active in the strategic Digital Trust, Cyber Security and Business Innovation sectors.

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

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