

SECOND ITEM ON THE AGENDA

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

Dear Shareholders,

In regard to the second item on the agenda, you are called to the shareholders' meeting to decide on the allocation of the profit for the year. In particular, the Company's financial statements as at 31 December 2023 show a net profit for the year of EUR 62,711,952.17.

In relation to these profits, we propose to allocate the profit of EUR 62.711.952,17 as follows:

- for EUR 41.717.456,95 to profits carried forward;
- for EUR 20,994,495.22 to distribution of the dividend, amounting to gross EUR [0.46] for each of the ordinary shares that will have right to payment on the *record date* (i.e. 4 June 2024) with the "coupon date" on 3 June 2024 and payment date on 5 June 2024, or for a different total amount that may result from any change to the number of treasury shares in the Company's portfolio at the time of distribution, with the warning that such changes will not have any effect on the amount of the unitary dividend established above, but will be used to increase or decrease the amount assigned to the Reserve for profits carried forward.

In view of the above, the Board of Directors submits for your approval the following proposal:

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

- *having examined the Financial Statements at 31 December 2023, in the draft presented by the Board of Directors and accompanied by the respective reports presented by the Board of Directors, Board of Statutory Auditors and Independent Auditing Company, which record a net financial year profit of EUR 62,711,952.17;*
- *having examined the explanatory report of the Board of Directors;*
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resolves

- *to allocate the 2023 financial year net profit of Tinexta S.p.A. amounting to EUR 62,711,952.17 as follows:*
 - (i) for EUR 41.717.456,95 to profits carried forward;*
 - (ii) for EUR 20,994,495.22 to distribution of the dividend, amounting to gross EUR [0.46] for each of the ordinary shares that will have right to payment on [4 June 2024] (record date), or for a different amount that may result from any change to the number of treasury shares in the Company's portfolio at the time of distribution, with the warning that such changes will not have any effect on the amount of the unitary dividend established above, but will be used to increase or decrease the amount assigned to the Reserve for profits carried forward.*
- *to pay the aforementioned 2023 dividend equal to EUR 0.46 per ordinary share (gross of any statutory deductions) from 5 June 2024, the "coupon date" being 3 June 2024 and the record date (that is, the date at which there is entitlement to payment of the dividend, pursuant to Art. 83-terdecies of Italian Law Decree No. 58, 24 February 1998 and Art. 2.6.6, para. 2, of the Regulation for Markets organised and managed by Borsa Italiana S.p.A.) being 4 June 2024."*

Rome, 7 March 2024

On behalf of the Board of Directors
Chairman Enrico Salza

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