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Oggetto : The Board of Directors approved the results at
30 September 2024

Testo del comunicato

Vedi allegato



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PRESS RELEASE

The Board of Directors approved the results at 30 September 2024

Results 9M 2024

- Revenues: €305.7 million +13.4%
- Adjusted EBITDA: €56.1 million, -1.5%
- EBITDA: €45.5 million
- Adjusted operating profit: €32.5 million, -20.9%
- Operating profit: €7.4 million
- Net profit from continuing operations: €3.0 million -75.5%
- Adjusted net profit: €19.7 million
- Adjusted Free Cash Flow: €38.1 million -5.3% (€54.8 million over the last twelve months at 30 September 2024)
- Net financial debt: €305.6¹ million (€102.0 million as of 31 December 2023)

Guidance 2024

- Consolidated revenues: +18-20% vs 2023; +14-16% vs 2023 not including DTH vs +20% as per the Half-Year Financial Report.
- Adjusted EBITDA: +14-16% vs 2023; +10-12% vs 2023 not including DTH vs +22% as per the Half-Year Financial Report.
- The leverage ratio (NFP/Adjusted EBITDA) estimated by the Company, considering the successful completion of the public tender offer on Defence Tech, is approximately 2.8x (2.7x on a pro forma basis²); the same leverage ratio would be 2.3x not including DTH vs 1.9x as per the Half-Year Financial Report.

Initiation of buy back activity

At today's meeting, the Board of Directors also approved:

- the convening of the Ordinary and Extraordinary Shareholders' Meeting on 12 December 2024 (single call)

8 November 2024 – The Board of Directors of Tinexta S.p.A., ("**Tinexta**" or the "**Group**"), a leading provider of *Digital Trust, Cybersecurity and Business Innovation* services, listed on the *Euronext Star Milan* segment, organised and managed by Borsa Italiana, met today under the chairmanship of Mr. Enrico Salza and approved the Interim Management Report at 30 September 2024. In the first nine months of the year, **Revenues** were €305.7 million (+13.4%), **Adjusted EBITDA** amounted to €56.1 million (-1.5%) and **Net Profit** was €3.0 million.

¹ Includes the acquisitions of ABF, Defence Tech, Camerfirma Colombia, Warrant Project Funding, and Lenovys.

² Includes Defence Tech's annual contribution (from 1 January 2024).



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Chairman Enrico Salza commented: “*Tinexta Group continues on its development path, consolidating its presence in its key target markets and increasing in overall size.*”

Chief Executive Officer, Pier Andrea Chevallard, commented: “*First nine months results show revenue growth and a very good performance of the Digital Trust Business Unit. The contraction of margins in the Cyber and Business Innovation BUs, on the other hand, is due to a temporary drop in operating efficiency accentuated in the Business Innovation BU by regulatory delays on Industry 5.0. During this period, the Group further expanded its scope with new acquisitions to better position itself in some key market segments, especially abroad. Tinexta remains well positioned to seize the growth potential of the markets in which it operates, characterized by strong dynamism driven by the growing needs of businesses and professionals.*”

CONSOLIDATED GROUP RESULTS AT 30 SEPTEMBER 2024³

Summary income statement data (Amounts in thousands of Euro)	30/09 2024	30/09 2023 ⁴	Change	Change change
Revenues	305,738	269,547	36,191	13.4%
Adjusted EBITDA	56,063	56,898	(835)	-1.5%
EBITDA	45,459	51,121	(5,662)	-11.1%
Adjusted operating profit (loss)	32,483	41,085	(8,602)	-20.9%
Operating profit	7,398	21,426	(14,028)	-65.5%
Adjusted net profit (loss) from continuing operations	19,678	27,667	(7,989)	-28.9%
Net profit (loss) from continuing operations	2,974	12,159	(9,185)	-75.5%
Profit (loss) from discontinued operations	0	36,149	(36,149)	-100.0%
Net profit	2,974	48,307	(45,333)	-93.8%
Adjusted free cash flow from continuing operations	38,142	40,279	(2,137)	-5.3%
Free cash flow from continuing operations	25,698	37,436	(11,738)	-31.4%
Free cash flow	25,698	35,080	(9,382)	-26.7%
Earnings (Loss) per Share (in Euro)	0.00	0.99	(0.99)	-99.8%
Earnings (Loss) per share from continuing operations (in Euro)	0.00	0.19	(0.19)	-99.1%

Summary financial position statement data (Amounts in thousands of Euro)	30/09/2024	31/12/2023 Restated ⁵	Change	% change	30/09/2023 ⁴	Change	% change
Share capital	47,207	47,207	0	0.0%	47,207	0	0.0%
Shareholders' equity	441,831	454,988	(13,157)	-2.9%	449,368	(7,537)	-1.7%

³ Results for the period include the contribution of the acquisitions of Ascertia Ltd and its subsidiaries (“**Ascertia**”) from 1 August 2023 and of Studio Fieschi Srl from 31 December 2023; ABF Group S.A.S. and the subsidiary ABF Décisions (“**ABF**”) from 1 January 2024 and Camerfirma Colombia from 1 April 2024; Warrant Funding Project S.r.l. from 30 June 2024; Defence Tech Holding S.p.A. Società Benefit and its subsidiaries (“**Defence Tech**”) from 1 August 2024.

⁴ The comparative figures for the first nine months of 2023 have been restated in connection with the completion in the second quarter of 2024 of the activities to identify the fair value of the assets and liabilities of Ascertia Ltd (and its subsidiaries) consolidated on a line-by-line basis as of 1 August 2023.

⁵ The comparative figures at 31 December 2023 and at 30 September 2023 have been restated in connection with the completion during the second quarter of 2024 of the activities to identify the fair value of the assets and liabilities of Ascertia Ltd (and its subsidiaries), consolidated on a line-by-line basis since 1 August 2023.



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Total financial indebtedness	305,567	102,047	203,520	199.4%	91,498	214,069	234.0%
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Revenues for the first nine months of 2024 amounted to €305.7 million, 13.4% up compared to the same period of the previous year. The increase in revenues attributable to organic growth was 2.9%, while the remaining 10.5% was due to the change in the scope of consolidation.

EBITDA in the reference period – net of non-recurring costs, including costs of acquisitions – amounted to €45.5 million, down by 11.1% compared to the same period of the previous year. **Adjusted EBITDA**⁶ amounted to €56.1 million, down by 1.5% compared to the same period of the previous year.

The organic reduction in margins (-6.7%, equal to €3.8 million), mainly temporary, is linked to the *performance* of the *Cybersecurity and Business Innovation business units* (“**BUs**”), due to a number of factors, including an unfavourable revenue mix and lower operational efficiency; by contrast, the Digital Trust BU continued to show excellent growth, both in revenues and Adjusted EBITDA.

In addition, although the change in the scope of consolidation made a positive contribution to Adjusted EBITDA for approximately €3.0 million (Ascertia, Lenovys, Studio Fieschi and Defence Tech), the performance of ABF Group and its subsidiary ABF *Décisions* (“**ABF**”), with a negative impact of €1.4 million, influenced the results of the Business Innovation BU and, consequently, those of the Group.

Operating profit amounted to €7.4 million, a decrease compared to the first nine months of 2023. This reduction was due to an increase in “Amortisation, depreciation, provisions and impairment” amounting to €38.1 million (compared to €29.7 million in the first nine months of 2023), which includes €14.5 million attributable to the **Amortisation of other intangible assets from consolidation** arising from the allocation of the price paid in Business Combinations (compared to €13.7 million in the first nine months of 2023), mainly relating to the Cybersecurity BU and the companies CertEurope, Evalúe Innovación, Warrant Hub, Ascertia and its subsidiaries (“**Ascertia**”), Forvalue and Queryo⁷.

The increase in **Amortisation of intangible assets** of €3.8 million reflects the amortisation on investments made since 2023.

Net Financial Expenses amounted to €6.4 million (€2.0 million as of 30 September 2023). The change in this item, for €4.4 million, is due to the increase in **Financial Income** of €2.8 million, which includes income for the Adjustments of contingent considerations related to the acquisition of Ascertia and Enhancers, totaling €5.0 million (€1.0 million in the first nine months of 2023).

⁶ Adjusted EBITDA excludes non-recurring costs, including costs for acquisitions (€3.3 million as of 30 September 2024) and costs for long-term incentive plans (€3.2 million as of 30 September 2024).

⁷ The amortisation that could arise from completion of the Business Combinations of Studio Fieschi, ABF, Lenovys, Camerfirma Colombia and Defence Tech, recognition of which could lead to a restatement of the balances after the date of first-time consolidation, is not included.



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The increase of €7.2 million in **Financial charges** includes contingent considerations adjustments charges of €1.4 million (vs €0.6 million in the first nine months of 2023) and non-recurring charges of €5.1 million related to the write-down of the 20% equity investment in Defence Tech Holding S.p.A. Società Benefit (“**Defence Tech**” or “**Defence Tech Group**”).

The balance of **Interest Income/Expense** as of 30 September 2024 was negative for €5.4 million (vs €1.3 million in the same period of 2023) due to lower income from short-term cash investments (time deposits) and higher interest expense on bank loans for the use of liquidity to support the acquisitions occurred between the final quarter of 2023 and the first nine months of 2024.

Taxes were positive and amounted to €0.7 million, against a **positive pre-tax result** of €2.3 million. Taxes for the period include non-recurring tax income of €3.5 million related to the redemption (Art. 176(2-ter) of the Consolidated Income Tax Law (TUIR) and Art. 15 of Decree-Law No. 185 of 29/11/2008) of statutory/fiscal value differentials. Net of this non-recurring income, taxes would be negative for €2.8 million, mainly due to non-deductible costs relating to acquisitions (€3.1 million) and the aforementioned non-deductible Defence Tech write-down (€5.1 million), partially offset by non-taxable net income (€3.6 million) due to the adjustment of contingent consideration related to acquisitions, as well as the positive result of equity-accounted investments (€1.3 million).

Net profit from continuing operations as of 30 September 2024 amounted to €3.0 million compared to €12.2 million in the same period of 2023.

The **Adjusted Free Cash Flow from continuing operations** generated in the first nine months of 2024 was €38.1 million.

The **Free Cash Flow from continuing operations** generated as of 30 September 2024 was €25.7 million.

RESULTS BY BUSINESS SEGMENT

The table below shows the economic results of the Business Units, adjusted for the non-recurring items.

Condensed Income Statement adjusted by business segment <i>(In thousands of Euro)</i>	30/09 2024	EBITDA MARGIN 30/09 2024	30/09 2023	EBITDA MARGIN 30/09 2023	Change	% change		
						Total	Organic	Scope of consolidation
Revenues								
Digital Trust	150,807		130,244		20,562	15.8%	8.4%	7.3%
Cybersecurity	70,656		62,747		7,909	12.6%	4.5%	8.1%
Business Innovation	90,693		80,550		10,143	12.6%	-4.5%	17.1%
Other segments (Parent Company)	4,755		3,233		1,523	47.1%	47.1%	0.0%
Intra-segment	(11,173)		(7,227)		(3,946)	54.6%	54.1%	0.5%
Total Revenues	305,738		269,547		36,191	13.4%	2.9%	10.5%
Adjusted EBITDA								
Digital Trust	44,770	29.7%	37,660	28.9%	7,111	18.9%	11.9%	7.0%



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Cybersecurity	8,485	12.0%	7,961	12.7%	524	6.6%	-1.4%	8.0%
Business Innovation	15,777	17.4%	22,127	27.5%	(6,350)	-28.7%	-27.1%	-1.6%
Other segments (Parent Company)	(11,611)	N/A	(10,761)	N/A	(850)	-7.9%	-7.9%	0.0%
Intra-segment	(1,359)	N/A	(89)	N/A	(1,270)	-	-	38.7%
Total adjusted EBITDA	56,063	18.3%	56,898	21.1%	(835)	-1.5%	-6.7%	5.2%

Digital Trust

In the first nine months of 2024, the Digital Trust BU recorded **Revenues** of €150.8 million, an increase of 15.8% compared to the same period of the previous year. A total of 8.4% of this increase is attributable to organic growth, while 7.3% is due to the change in the scope of consolidation, due to the consolidation of Ascertia from 1 August 2023 (the change in the scope of consolidation relates to the first 7 months of 2024), and of Camerfirma Colombia from 1 April 2024.

The positive performance of the BU's Revenues in the reference period was primarily driven by: (i) **LegalMail** solutions (+16%), in particular in the Public Administration and large corporate sectors; (ii) **LegalCert** (+7%), with an increase in sales of signature services in the transport sector and the growth of GoSign; and (iii) **Trusted OnBoarding Platform** solutions (+16%) aimed at the enterprise market, thanks to the recurring revenues from fees and consumption of loyal customers who are increasing their use of the platforms over time.

In addition, there was an increase in revenues linked to Business Information services (+6%) and Telematic Transactions (+17%).

The Italian Digital Transaction Management market is expected to grow from 2024 to 2026 with a CAGR of 13.7%; this growth, driven by a growing level of digitalisation and technological innovation, will impact the Authentication and Trust Services segments in particular, which together account for 65% of the market.

In this context, InfoCert – a key company of the Digital Trust BU – is positioned as one of the largest European certification authorities with a recognised and reliable brand, particularly in Italy.

In order to support its development, the Digital Trust BU continues to invest in improving its products in terms of usability and in more efficient integration of said products with company senior management; the application of Generative AI is expected to make a significant contribution in terms of the degree of innovation and improvement of the offer aimed at the professional associations segment.

Adjusted EBITDA amounted to €44.8 million as of 30 September 2024, an increase of 18.9% compared to the first nine months of the previous year and a margin on revenues of 29.7% (vs 28.9% in the first nine months of 2023). The growth in margins is higher than that of revenues, thanks to careful management of operating expenses.



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Cybersecurity

As of 30 September 2024, the **Revenues** of the Cybersecurity BU amounted to €70.7 million, up by 12.6% compared to the first nine months of the previous year. This development is attributable for 4.5% to organic growth (Tinexta Cyber) and for 7.3% to the change in the scope of consolidation, due to the inclusion of Defence Tech, a subsidiary of Tinexta Defence (consolidation from 1 August 2024).

The **Adjusted EBITDA** of the BUs amounted to €8.5 million, up 6.6% compared to the same period of the previous year. The organic reduction, equal to 1.4%, was in fact offset by growth of 8.0%, due to the change in the scope of consolidation of Defence Tech (subsidiary of Tinexta Defence).

Tinexta Cyber

The revenues of Tinexta Cyber amounted to €65.6 million (+4.5% compared to the first nine months of 2023).

In the second quarter of the year, the merger by incorporation of the companies Yoroi, Swascan and Corvallis (previously fully owned) into Tinexta Cyber was completed, with the aim of improving operational efficiency and responding to market demands in an agile and timely manner.

The increase in revenues in the reference period was supported by the third-party product resale component (+64.6%, equal to €3.5 million) and by the significant growth in revenues deriving from proprietary products (+40.1%, amounting to €3.8 million) such as Provisio, Riquadro, FINV, Wintar and Hibox.

Revenues from services fell by 9.1%, mainly due to a postponement of sales of proprietary products in Managed Security Services and the Advisory segment, down by 5%. In this segment, the BU offers services through the *Cyber Threat Intelligence* and *Ryoken* platforms, both developed internally with the aim of responding to new regulatory requirements (DORA and NIS2, the latter coming into force in October 2024).

The Italian cybersecurity market, the BU's reference segment, was worth €2.8 billion in 2023 and is expected to grow with a 2024 -27 CAGR of 12%.

The **Adjusted EBITDA** of Tinexta Cyber as of 30 September 2024 was €7.8 million (-1.4% compared to the first nine months of 2023). This decline is mainly due to the mix of Revenues and the higher impact of production costs, which more than offset the improvement in the overall impact of labour costs.

Tinexta Defence – Defence Tech

The **Revenues** of Defence Tech, consolidated on a line-by-line basis in the Tinexta Group since 1 August 2024, amounted to €5.1 million for the two-month period August-September.



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Defence Tech Group operates domestically in the Cybersecurity, Defence, and Space sectors and is recognised as a strategic group for national security by the DPCM (Decree of the President of the Council of Ministers) of 7 June 2018.

In the first nine months of 2024, the reference market grew in line with the 2024-2026 forecasts, with progress made by strategic programmes in the Space, Defence, and National Security sectors, supported by the NRRP (National Recovery and Resilience Plan) funds. Regarding the **Space** sector, in particular, Italy is expected to invest €7.2 billion until 2026.

The **Defence** segment, on the other hand, is increasingly moving towards technological innovation; the uncertain geopolitical context is urging the responsible authorities to focus increasing attention on critical infrastructures, potential targets of cyber-attacks.

The **Adjusted EBITDA** of Tinexta Defence in the reference period amounted to €0.6 million. This result was positively influenced by the margins obtained from the sale of proprietary products and customised engineering tasks, as well as the growth in revenues in the areas of Defence for the government and Cybersecurity for Intelligence.

Business Innovation

In the first nine months of 2024, the *Business Innovation* BU recorded **Revenues** of €90.7 million, an increase of 12.6% compared to the same period of the previous year. This growth is mainly attributable to the change in the scope of consolidation, due to the inclusion of Studio Fieschi S.r.l. (31 December 2023), ABF (1 January 2024), Lenovys S.r.l. (1 April 2024) and Warrant Funding Project (30 June 2024).

The organic reduction, equal to 4.5% (€-3.6 million in absolute value), mainly refers to: (i) a slowdown in the line of automatic subsidised services (-11% vs the first nine months of 2023) due to the expected drop in rates; and (ii) the impact of the non-renewal of the Training Bonus and the Gas and Green Energy Credit 110 (-52%). The Export and Digital Marketing segments also fell by around 8% overall, while Digital services continued to grow (+25%). Foreign companies operating in Spain and France recorded a 2.7% drop in revenues.

To fully understand the BU's performance, it is necessary to detail a clear picture of the sector and territories in which it operates.

During 2024, the Italian Subsidised Finance market (the BU's core business) was negatively affected by the reduction in rates relating to Research and Development Credit 4.0. However, the restructuring of the PNRR (National Recovery and Resilience Plan) for **Transition 5.0**, which allows companies that invest in energy savings to take advantage of rates of up to 45%, the implementing decree for which was issued in August 2024, represents a genuine development opportunity.

In addition, at the end of 2024, benefits are expected from the entry into force of the certification procedure ("**Register of Certifiers**") following the issuance of the Guidelines and the launch of the operating platform in July 2024.



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In France, the Valuation-Based Subsidised Finance market was influenced by the events that took place, such as the change of government and the significant budget revisions. The dissolution of the National Assembly at the end of June 2024 further disrupted the French political and economic landscape, interrupting national public aid decisions. During the first nine months of the year, this political instability led to a lower level of awards and a delay in the resolutions of national public funding tenders and in the launch of new project tenders.

Adjusted EBITDA as of 30 September 2024 amounted to €15.8 million, down 28.7% compared to the same period of 2023. This decrease, attributable for 27.1% to organic contraction, is due to the effect of the drop in rates and the different mix of revenues, combined with lower operational efficiency; compared to the previous period, Digital services, associated with a lower average industrial margin, had a greater impact on total revenues (27% compared to 19% in 2023).

The component relating to Acquisitions recorded a total decrease of €0.3 million, mainly due to the negative contribution of ABF (€-1.4 million), offset by the positive margins of Lenovys and Studio Fieschi.

SUMMARY OF RESULTS FOR THE THIRD QUARTER OF 2024

During the third quarter of 2024, the Group achieved **Revenues** of €102.7 million (+18.0% compared to the third quarter of 2023).

EBITDA was €20.0 million (+20.3% compared to the third quarter of 2023), with an **Adjusted EBITDA** of €21.6 million (+13.8% compared to the third quarter of 2023), with a margin on revenues of 21.0%.

Operating profit was €6.5 million, up 5.2% compared to the third quarter of 2023, while **net profit from continuing operations** amounted to €0.7 million, equal to 0.7% of Revenues.

Summary income statement data (€ '000)	3rd quarter 2024	3rd quarter 2023 ⁸	Change	Change change
Revenues	102,717	87,071	15,646	18.0%
Adjusted EBITDA	21,621	18,993	2,628	13.8%
EBITDA	19,967	16,593	3,374	20.3%
Adjusted operating profit (loss)	12,993	13,070	(78)	-0.6%
Operating profit	6,514	6,190	324	5.2%
Adjusted net profit (loss) from continuing operations	7,809	8,733	(924)	-10.6%
Net profit (loss) from continuing operations	672	2,823	(2,151)	-76.2%
Profit (loss) from discontinued operations	0	83	(83)	-100.0%
Net profit	672	2,907	(2,235)	-76.9%

⁸ The comparative figures for the third quarter of 2023 have been restated in connection with the completion, in the second quarter of 2024, of the activities to identify the fair value of the assets and liabilities of Ascertia Ltd (and its subsidiaries) consolidated on a line-by-line basis as of 1 August 2023.



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Adjusted free cash flow from continuing operations	12,383	11,011	1,371	12.5%
Free cash flow from continuing operations	11,449	9,494	1,955	20.6%
Free cash flow	11,449	7,395	4,054	54.8%
Earnings (Loss) per Share (in Euro)	(0.00)	0.04	(0.05)	-111.2%
Earnings (Loss) per share from continuing operations (in Euro)	(0.00)	0.04	(0.05)	-111.8%

GROUP NET FINANCIAL INDEBTEDNESS

Net financial indebtedness at 30 September 2024 amounted to €305.6 million, an increase of €203.5 million compared to 31 December 2023.

The change in Net financial indebtedness compared to the first nine months of 2023 and the last twelve months (to 30 September 2024) is shown below.

<i>In thousands of Euro</i>	<i>30/09 2024</i>	<i>30/09 2023</i>	<i>Last 12 months as of 30/09/2024</i>
Total financial indebtedness - opening balance	102,047	77,557	91,498
<i>Adjusted free cash flow from continuing operations</i>	(38,142)	(40,279)	(54,760)
<i>Non-recurring components of Free cash flow from continuing operations</i>	12,444	2,843	14,171
<i>Free cash flow from discontinued operations</i>	0	2,355	0
Net financial (income) charges	5,144	852	5,047
Approved dividends	29,105	33,253	29,105
New leases and adjustments to existing contracts	6,471	3,238	8,347
Acquisitions	184,308	71,496	189,861
Adjustment of put options	6,910	(3,758)	20,773
Adjustment of contingent considerations	(3,592)	(30)	(3,330)
Disposals	0	(43,738)	549
Extraordinary investments in intangible assets	0	13,095	0
Capital increase	0	(30,000)	0
Treasury shares	(4,462)	3,308	(4,677)
OCI derivatives	3,910	1,114	6,967
Other residual	1,423	192	2,015
Total financial indebtedness - closing balance	305,567	91,498	305,567

Adjusted Free Cash Flow from continuing operations was €38.1 million (vs €40.3 million in the same period of the previous year). The **Free Cash Flow from continuing operations** amounted to €25.7 million and includes €51.8 million of **Net Cash Flow generated by the operating activities of continuing operations**, before €26.1 million of investments in **Property, plant and equipment and Intangible assets** (vs €28.3 million in the same period of 2023).



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The decrease in the **Adjusted Free Cash Flow of continuing operations** is essentially due to the reduction in Adjusted EBITDA (€0.8 million) and the increase in capital expenditures incurred (€10.9 million), while the Working Capital was positive also in the first nine months of 2024 (€20.6 million compared to €10.2 million in the first nine months of 2023), highlighting the efficient management of the related components.

<i>In thousands of Euro</i>	30/09 2024	30/09 2023	Last 12 months at 30 September 2024
Cash and cash equivalents generated by continuing operations	68,741	64,372	103,734
Income taxes paid on continuing operations	(16,962)	(11,729)	(27,158)
Net cash and cash equivalents generated by continuing operations	51,779	52,643	76,576
Investments in Property, plant and equipment and Intangible assets for continuing operations	(26,081)	(28,303)	(35,987)
Extraordinary investments in Intangible assets		13,095	0
Free cash flow from continuing operations	25,698	37,436	40,589
Cash flow from non-recurring components	12,444	2,843	14,171
Adjusted Free cash flow from continuing operations	38,142	40,279	54,760

Adjustments to lease contracts led to an increase in debt of €6.5 million, mainly due to the signing of the office lease agreement for companies in France. **Adjustment of Put options** reflects, for €6.9 million, the distribution of dividends resolved upon the year, the change in the expected future results for the current year of the companies concerned, the revaluation due to the passage of time, as well as the increase in the discount rate.

OUTLOOK

The Board of Directors, following the analysis of the results for the first nine months of 2024 and the consolidation of Defence Tech as of August 1, estimates⁹:

- Consolidated revenues growing between 18% and 20%; excluding Defence Tech, growth is expected to be in a range between 14% and 16% vs +20% as per the Half-Year Financial Report
- Group adjusted EBITDA growing between 14% and 16%; excluding Defence Tech growth is expected in a range between 10% and 12% vs +22% as per the Half-Year Financial Report.

⁹ It is important to note that these forecasts are based on various assumptions, expectations, projections, and forward-looking data related to future events and are subject to multiple uncertainties and other factors beyond the control of the Tinexta Group. There are many factors that may generate results and trends that are significantly different from the contents, implicit or explicit, of the forward-looking information, and therefore such information is not a reliable guarantee about future performance.



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- The leverage ratio (adjusted NFP/EBITDA), assuming the successful completion of the takeover bid on Defence Tech, is expected to be around 2.8x at the end of 2024 (2.7x on a pro forma basis¹⁰; excluding the Defence Tech majority takeover, leverage would have been 2.3x vs 1.9x as per the Half-Year Financial Report.

CALLING OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING FOR 12 DECEMBER 2024 (SINGLE CALL)

The Board of Directors, which met today also resolved to convene the Ordinary and Extraordinary Shareholders' Meeting of Tinexta S.p.A. for 12 December 2024. The Shareholders' Meeting will be called to resolve, in the ordinary session, on the appointment of a director, following resignation and subsequent co-optation pursuant to Art. 2386 of the Italian Civil Code, and, in the extraordinary session, on the proposal to amend articles 7,11,13 of the Bylaws to introduce the possibility of holding Shareholders' Meetings exclusively through the so-called designated representative, as well as on other statutory amendments.

The notice of call, together with all the information required by Art. 125-*bis* of the Consolidated Law on Finance, as well as all the documentation that will be submitted to the Shareholders' Meeting pursuant to articles 125-*ter* and 125-*quater* of the Consolidated Law on Finance, will be made available to the public, within the terms of law, at the Company's registered office, Piazzale Flaminio 1/B, Rome and on the Company's website www.tinexta.com, Governance - Shareholders' Meeting section. An extract of the Notice of Call will also be published in the daily newspaper Il Sole 24Ore within the terms of law.

FINANCIAL CALENDAR 2025

In compliance with current regulatory provisions, the Board of Directors, , releases the calendar of corporate events for the year 2025, approved today.

The following events are planned:

- > **6 March 2025:** approval of the Draft Financial Statements and Consolidated Financial Statements as of 31 December 2024; presentation of the Economic and Financial Plan
- > **15 April 2025:** Shareholders' Meeting
- > **15 May 2025:** approval of the Management Interim Report as of 31 March 2025.

¹⁰ Includes Defence Tech's adjusted EBITDA contribution from January 1, 2024.



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- > **31 July 2025:** approval of the Half-Yearly Financial Report as of 30 June 2025
- > **12 November 2025:** approval of the Management Interim Report as of 30 September 2025

Conference calls with institutional investors and financial analysts are scheduled following the Board meetings on 6 March 2025, 15 May 2025, 31 July 2025 and 12 November 2025. Any changes and/or integrations concerning the dates indicated above will be promptly communicated to the market.

INITIATION OF BUY BACK ACTIVITY

The Board of Directors of Tinexta, following the announcement made on May 14, 2024 regarding the initiation of a program for the purchase and disposal of treasury shares (the “Program”) in implementation of the shareholders' resolution authorizing the purchase and disposal of treasury shares of April 23, 2024 today resolved to launch buy back activities in order to seize a good investment opportunity.

To carry out the activity the Board of Directors has set the goal of purchasing a maximum total number of 1 million shares.

The activity will have a duration of 6 months and will be implemented as of November 15th 2024.

The number of Tinexta shares bought or sold by the intermediary on a trading day shall not exceed 20% of the daily average of the number of such shares traded in the last 20 trading sessions on the relevant market.

The price of trading proposals entered or modified on the buy side in continuous trading shall not exceed the highest price between the price of the last independent trade and the current price of the highest independent buy trading proposal present in the market where the buy proposals are entered or modified.

The price of trading proposals entered or modified on the sell side in continuous trading shall not be lower than the lowest price of the last independent transaction and the current price of the lowest independent selling trading proposal present in the market in which the selling proposals are entered or modified.

The Company mandates [Banca IMI] (the “**Intermediary**”), to carry out the activities aimed at supporting the liquidity of Tinexta shares on Euronext Milan - STAR Segment, under independent conditions.



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The transactions carried out will be disclosed to the market in accordance with the terms and procedures provided for by current regulations.

Any subsequent changes to the program will be promptly communicated by the Company to the public.

The Manager responsible for preparing the company's financial reports, Oddone Pozzi, declares, pursuant to Art. 154-*bis*(2) of the Consolidated Law on Finance, that the accounting information contained in this press release corresponds to the results in the documents, books and accounting records.

The Interim report on operations at 30 September 2024 will be made available to the public within the legal deadlines, at the Company's registered office (Piazzale Flaminio, 1/B - 00196 Rome), on the eMarket storage authorised storage mechanism (www.emarketstorage.com) and on the Company's website: <https://tinexta.com/en/investor-relations/calendario-e-dati-finanziari>

CONFERENCE CALL

The Company will discuss the Results of the first nine months of 2024 in the Conference Call to be held today, at 3:00 p.m. CET (2:00 p.m. GMT/9:00 a.m. EST).

Investors and analysts willing to participate are invited to register at the following link: [Call link](#)

For further information please contact the Investor Relations Office: investor@tinexta.com.



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TINEXTA S.p.A.

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 12 countries spread across Europe and Latin America and over 2,500 employees, Tinexta is active in the strategic Digital Trust, Cybersecurity and Business Innovation sectors. At 31 December 2023, the Group reported consolidated revenues of €395.8 million, Adjusted EBITDA of €103.0 million and Net Profit of €69.9 million.

[tinexta.com](https://www.tinexta.com) | Stock ticker: TNXT, ISIN Code IT0005037210

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STATEMENTS

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

<i>In thousands of Euro</i>	<i>Nine-month period closed at 30 September</i>	
	2024	2023 Restated¹¹
Revenues	305,738	269,547
- <i>of which vs. related parties</i>	147	175
Costs of raw materials	(17,879)	(12,514)
Service costs	(95,038)	(81,417)
- <i>of which vs. related parties</i>	(801)	(2,162)
- <i>of which non-recurring</i>	(4,300)	(1,953)
Personnel costs	(137,380)	(118,077)
- <i>of which non-recurring</i>	(2,976)	(550)
Contract costs	(6,743)	(4,122)
Other operating costs	(3,239)	(2,296)
- <i>of which vs. related parties</i>	(5)	(9)
- <i>of which non-recurring</i>	(156)	(376)
Amortisation and depreciation	(34,622)	(26,682)
Provisions	(262)	(468)
Impairment	(3,177)	(2,546)
- <i>of which non-recurring</i>	0	(198)
Total Costs	(298,341)	(248,121)
OPERATING PROFIT (LOSS)	7,398	21,426
Financial income	7,551	4,736
- <i>of which vs. related parties</i>	48	42
- <i>of which non-recurring</i>	202	279
Financial charges	(13,942)	(6,776)
- <i>of which vs. related parties</i>	(3)	(166)
- <i>of which non-recurring</i>	(5,125)	(1,313)
Net financial income (charges)	(6,391)	(2,040)
Share of profit of equity-accounted investments, net of tax effects	1,290	(118)
PRE-TAX PROFIT	2,297	19,268
Income taxes	677	(7,109)
- <i>of which non-recurring</i>	4,970	703
PROFIT (LOSS) FROM CONTINUING OPERATIONS	2,974	12,159
Profit (loss) from discontinued operations	0	36,149
- <i>of which vs. related parties</i>	0	(34)
- <i>of which non-recurring</i>	0	36,034
NET PROFIT (LOSS)	2,974	48,307

¹¹ The comparative figures for the first nine months of 2023 have been restated in connection with the completion in the second quarter of 2024 of the activities to identify the fair value of the assets and liabilities of Ascertia Ltd (and its subsidiaries) consolidated on a line-by-line basis as of 1 August 2023.



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<i>In thousands of Euro</i>	2024	2023 Restated
Other components of the comprehensive income statement		
Components that will never be reclassified to profit or loss		
Exchange rate differences from the translation of foreign financial statements	0	(180)
Profits (losses) from measurement at fair value of derivative financial instruments	0	45
Total components that will never be reclassified to profit or loss	0	(135)
Components that may be later reclassified to profit or loss:		
Exchange rate differences from the translation of foreign financial statements	(39)	416
Profits (losses) from measurement at fair value of derivative financial instruments	(3,910)	(1,114)
Equity-accounted investments - share of other comprehensive income	0	7
Tax effect	940	267
Total components that may be later reclassified to net profit	(3,010)	(423)
Total other components of comprehensive income for the period, net of tax effects	(3,010)	(559)
Total comprehensive income for the period	(36)	47,749
Net profit attributable to:		
Group	82	44,964
Minority interests	2,892	3,344
Total comprehensive income for the period attributable to:		
Group	(2,915)	44,355
Minority interests	2,879	3,394
Earnings per share		
Basic earnings (loss) per share (Euro)	0.00	0.99
- of which from continuing operations	0.00	0.19
- of which from discontinued operations	0.00	0.79
Diluted earnings (loss) per share (Euro)	0.00	0.97
- of which from continuing operations	0.00	0.19
- of which from discontinued operations	0.00	0.78



TINEXTA

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

<i>In thousands of Euro</i>	30/09/2024	31/12/2023 Restated¹²
ASSETS		
Property, plant and equipment	65,440	51,164
Intangible assets and goodwill	716,075	545,069
Equity-accounted investments	1,938	27,784
Other equity investments	2,234	1,877
Other financial assets, excluding derivative financial instruments	3,148	1,947
- <i>of which vs. related parties</i>	45	45
Derivative financial instruments	2,486	4,525
Deferred tax assets	22,427	11,912
Trade and other receivables	3,040	4,101
Contract cost assets	9,264	9,947
NON-CURRENT ASSETS	826,052	658,324
Inventories	2,109	2,084
Other financial assets, excluding derivative financial instruments	25,156	25,989
- <i>of which vs. related parties</i>	2,166	2,210
Derivative financial instruments	409	0
Current tax assets	5,723	1,792
Trade and other receivables	124,034	148,280
- <i>of which vs. related parties</i>	340	886
Contract assets	50,635	22,383
- <i>of which vs. related parties</i>	0	1
Contract cost assets	7,324	2,215
Cash and cash equivalents	73,117	161,678
- <i>of which vs. related parties</i>	6,877	3,765
CURRENT ASSETS	288,508	364,421
TOTAL ASSETS	1,114,560	1,022,746

¹² The comparative figures at 31 December 2023 have been restated in connection with the completion in the second quarter of 2024 of the activities to identify the fair values of the assets and liabilities of Ascertia Ltd (and its subsidiaries) consolidated on a line-by-line basis as of 1 August 2023.



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<i>In thousands of Euro</i>	30/09/2024	31/12/2023 Restated
SHAREHOLDERS' EQUITY AND LIABILITIES		
Share capital	47,207	47,207
Treasury shares	(23,018)	(30,059)
Share premium reserve	55,439	55,439
Other reserves	300,179	336,778
<i>Shareholders' equity attributable to the Group</i>	<i>379,807</i>	<i>409,365</i>
<i>Minority interests</i>	<i>62,023</i>	<i>45,622</i>
TOTAL SHAREHOLDERS' EQUITY	441,831	454,988
LIABILITIES		
Provisions	3,346	3,195
Employee benefits	22,768	18,972
Financial liabilities, excluding derivative financial instruments	252,011	172,892
- <i>of which vs. related parties</i>	<i>357</i>	<i>790</i>
Derivative financial instruments	1,636	15
Deferred tax liabilities	36,090	40,086
Contract liabilities	16,889	17,534
- <i>of which vs. related parties</i>	<i>4</i>	<i>29</i>
Deferred income	495	863
NON-CURRENT LIABILITIES	333,234	253,557
Provisions	486	539
Employee benefits	279	975
Financial liabilities, excluding derivative financial instruments	153,088	121,331
- <i>of which vs. related parties</i>	<i>577</i>	<i>354</i>
Trade and other payables	106,906	105,152
- <i>of which vs. related parties</i>	<i>899</i>	<i>960</i>
Contract liabilities	74,128	79,033
- <i>of which vs. related parties</i>	<i>80</i>	<i>122</i>
Deferred income	3,829	4,305
Current tax liabilities	780	2,866
CURRENT LIABILITIES	339,495	314,201
TOTAL LIABILITIES	672,729	567,758
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES	1,114,560	1,022,746



TINEXTA

CONSOLIDATED STATEMENT OF CASH FLOWS

<i>(Amounts in 000s of €)</i>	<i>Nine-month period ending 30 September</i>		
	<i>Notes</i>	<i>2024</i>	<i>2023 Restated</i>
<i>Cash flows from operations</i>			
Net profit		2,974	48,307
Adjustments for:			
- Amortisation and depreciation		34,622	26,682
- Impairment (Revaluations)		3,177	2,546
- Provisions		262	468
- Provisions for share-based plans		2,686	2,683
- Net financial charges		6,391	2,039
- <i>of which vs. related parties</i>		<i>(44)</i>	<i>124</i>
- Share of profit of equity-accounted investments		(1,290)	118
- Loss (Profit) from the sale of discontinued operations, net of the tax effect		0	(37,629)
- Losses (Profit) from the sale of fixed assets		18	0
- Income taxes		(677)	6,662
Changes in:			
- Inventories		(20)	(73)
- Contract cost assets		(2,142)	(1,836)
- Trade and other receivables and Contract assets		42,286	19,449
- <i>of which vs. related parties</i>		<i>548</i>	<i>(68)</i>
- Trade and other payables		(13,412)	(11,217)
- <i>of which vs. related parties</i>		<i>(61)</i>	<i>(80)</i>
- Provisions and employee benefits		852	1,946
- Contract liabilities and deferred income, including public contributions		(6,986)	1,891
- <i>of which vs. related parties</i>		<i>(68)</i>	<i>(37)</i>
Cash and cash equivalents generated by operations		68,741	62,034
Income taxes paid		(16,962)	(11,729)
Net cash and cash equivalents generated by operations		51,779	50,306
<i>of which discontinued operations</i>		<i>0</i>	<i>(2,337)</i>
<i>Cash flows from investments</i>			
Interest collected		1,403	3,098
Collections from sale or repayment of financial assets		22,512	292,127
Investments in equity-accounted shareholdings		0	(25,630)
Disinvestments from equity-accounted shareholdings		0	2,000
Investments in unconsolidated equity investments		(247)	(1,484)
Investments in other financial assets		(5,863)	(188,332)
- <i>of which vs. related parties</i>		<i>0</i>	<i>(579)</i>
Investments in property, plant and equipment		(6,919)	(2,575)
Investments in intangible assets		(19,162)	(25,745)
Increases in the scope of consolidation, net of liquidity acquired		(100,230)	(14,685)
Decreases in the scope of consolidation, net of liquidity sold		0	41,617
Net cash and cash equivalents generated/(absorbed) by investments		(108,506)	80,390
<i>of which discontinued operations</i>		<i>0</i>	<i>41,599</i>



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	2024	2023
<i>Cash flows from financing</i>		
Acquisition of minority interests in subsidiaries	(60,742)	(31,726)
Interest paid	(5,640)	(1,748)
- <i>of which vs. related parties</i>	(13)	(28)
MLT bank loans taken out	97,409	0
Repayment of MLT bank loans	(44,509)	(29,914)
Short-term bank loans taken out	10,000	0
Repayment of price deferment liabilities on acquisitions of equity investments	(874)	(1,571)
- <i>of which vs. related parties</i>	0	(685)
Repayment of contingent consideration liabilities	(3,093)	(1,257)
Change in other current bank payables	4,209	1,003
- <i>of which vs. related parties</i>	42	0
Change in other financial payables	530	682
Repayment of lease payables	(5,068)	(4,036)
- <i>of which vs. related parties</i>	(238)	(264)
Sale (Purchase) of treasury shares	4,462	(3,308)
Capital increases - subsidiaries	0	30,000
Dividends paid	(28,615)	(32,999)
Net cash and cash equivalents generated/(absorbed) by financing	(31,930)	(74,875)
<i>of which discontinued operations</i>	<i>0</i>	<i>(3)</i>
Net increase (decrease) in cash and cash equivalents	(88,657)	55,820
Cash and cash equivalents at 1 January	161,678	116,890
Exchange rate effect on cash and cash equivalents	97	98
Cash and cash equivalents at 30 September	73,117	172,808



TINEXTA

TOTAL FINANCIAL INDEBTEDNESS OF THE GROUP

In thousands of Euro	30/09 2024	Comparison with 31 December 2023			Comparison with 30 September 2023		
		31/12 2023	Δ	% Δ	30/09 2023	Δ	% Δ
A Cash	72,211	106,713	(34,502)	-32.3%	68,041	4,170	6.1%
B Cash equivalents	906	54,965	(54,059)	-98.4%	104,768	(103,862)	-99.1%
C Other current financial assets	25,156	25,989	(833)	-3.2%	24,836	320	1.3%
D Liquidity (A+B+C)	98,273	187,667	(89,394)	-47.6%	197,644	(99,371)	-50.3%
E Current financial debt	80,283	69,912	10,372	14.8%	57,010	23,273	40.8%
F Current portion of non-current financial debt	72,395	51,420	20,976	40.8%	49,531	22,865	46.2%
G Current financial indebtedness (E+F)	152,679	121,331	31,347	25.8%	106,541	46,138	43.3%
H Net current financial indebtedness (G-D)	54,406	(66,336)	120,742	-182.0%	(91,103)	145,509	-159.7%
I Non-current financial debt	251,161	168,382	82,778	49.2%	182,600	68,560	37.5%
J Debt instruments	0	0	(0)	-0.0%	0	0	N/A
K Non-current trade and other payables	0	0	0	N/A	0	0	N/A
L Non-current financial indebtedness (I+J+K)	251,161	168,382	82,778	49.2%	182,600	68,560	37.5%
M Total financial indebtedness (H+L) (*)	305,567	102,047	203,520	199.4%	91,498	214,069	234.0%
N Other non-current financial assets	3,148	1,947	1,201	61.6%	1,893	1,255	66.3%
O Total adjusted financial indebtedness (M-N)	302,419	100,099	202,320	202.1%	89,605	212,814	237.5%

(*) **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.

Fine Comunicato n.20053-49-2024

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