

Informazione Regolamentata n. 20053-53-2024	Data/Ora Inizio Diffusione 12 Novembre 2024 09:39:57	Euronext Star Milan
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Societa' : TINEXTA

Identificativo Informazione  
Regolamentata : 198002

Utenza - Referente : TINEXTANSS01 - MASTRAGOSTINO

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Oggetto : Ordinary and extraordinary Shareholders'  
Meeting Notice of call

*Testo del comunicato*

Vedi allegato

**TINEXTA S.p.A.**

Registered office in Rome, Piazzale Flaminio 1/B  
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 AND EXTRAORDINARY SHAREHOLDERS' MEETING NOTICE OF CALL**

The Shareholders entitled to participate and exercise voting rights are called to the Ordinary and Extraordinary Shareholders' Meeting at 3:00 p.m. on 12 December 2024, in single call, using the mechanisms indicated below, to discuss and pass resolutions on the following

**AGENDA****Ordinary section**

1. Appointment of a director following resignations and subsequent co-optation pursuant to Art. 2386 of the Italian Civil Code and the current Articles of Association. Related and consequent resolutions.

**Extraordinary section**

1. Proposal to amend the Articles of Association: addition to Art. 7, paragraph 3 in order to introduce the possibility of holding shareholders' meetings by exclusive participation through a designated representative; inclusion of the new paragraph 4 in Art. 7 in order to introduce the possibility of holding shareholders' meetings by means of telecommunication exclusively. Related and consequent resolutions.
2. Proposal to amend the Articles of Association: addition to Art. 11 in order to clarify the rules for directors in the event of loss of the independence requirements. Related and consequent resolutions.
3. Proposal to amend the Articles of Association: addition to Art. 13 regarding the meetings of the Board of Directors and the reporting obligations of the managing directors. Related and consequent resolutions.

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**PROCEDURES FOR CONDUCTING SHAREHOLDERS' MEETINGS PURSUANT TO ITALIAN DECREE LAW 18 OF 17 MARCH 2020**

In accordance with the provisions of Art. 106, paragraph 4 of Italian Decree Law 18 of 17 March 2020 (the "**Cura Italia Decree**"), as transposed with amendments and whose application has most recently been extended to 31 December 2024 by Law 21 of 5 March 2024, published in the Official Gazette on 12 March 2024 (the "**Capital Law**"), the intervention of those with voting rights at Shareholders' Meetings may only take place through a designated representative appointed pursuant to Art. 135-undecies of Italian Legislative Decree 58/98 as amended and supplemented (the "**Consolidated Finance Act**") or through Computershare S.p.A., (the "**Designated Representative**"), in compliance with the provisions of the law and the regulations in force, as further specified below.

Any changes and/or additions to the information contained in this notice of call will be made available promptly through the Company's website and with the other methods envisaged by current legislation.

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**SHARE CAPITAL AND VOTING RIGHTS**

At the date of this notice of call, pursuant to Art. 5 of the Articles of Association, the subscribed and paid-up share capital of Tinexta S.p.A. (the "**Company**") amounts to Euro 47,207,120.00 divided into 47,207,120 ordinary shares with no indication of the value, of which 20,889,160 with the right to one vote and 26,317,960 which have obtained the increased voting right pursuant to Art. 5 of the Articles of Association, and, therefore, with the right to two votes each. At the date of publication of this notice, the total number of voting rights stands at 73,525,080. The Company holds 1.315.365 treasury shares, equal to 2,786% of the share capital.

**ENTITLEMENT TO PARTICIPATE AND EXERCISE OF VOTING RIGHTS**

Pursuant to Art. 83-sexies of the Consolidated Finance Act, entitlement to participate in Shareholders' Meetings

and exercise voting rights – which can take place exclusively by Designated Representative – is subject to the Company receiving notification, which each entitled party must request from its custodian intermediary, issued by a qualified intermediary in accordance with applicable laws, certifying the ownership of shares on the basis of findings of its accounting records relating to the end of the record date of the seventh open market day prior to the date of the shareholders' meeting in a single call, i.e. **3 December 2024** (the "*Record Date*"). Credit and debit entries made after said date are not relevant for the purposes of entitlement to exercise voting rights at shareholders' meetings. Therefore, anyone holding shares after that date will not have the right to participate or vote at the Meeting, and therefore, may not issue proxies (or sub-proxies) to the Designated Representative.

Pursuant to Art. 83-*sexies*, paragraph 4, of the Consolidated Finance Act, intermediary notifications must reach the Company by the end of the third open market day prior to the date fixed for the Shareholders' Meeting in single call (i.e. by **9 December 2024**). Moreover, the entitlement to participate, attend and vote remains valid if the notifications reach the Company after the aforementioned deadline, provided that they arrive before the work of the shareholders' meeting has begun. Please be reminded that notification to the Company is made by the intermediary, at the request of the party with the right.

Postal or electronic voting procedures are not envisaged for said shareholders' meetings.

Entitled parties (e.g. members of the corporate bodies, the Designated Representative, representatives of the company, the auditing firm and the secretary of the meeting) may also (or exclusively) participate by means of remote connection systems that permit identification, as provided under Art. 106, paragraph 2 of the Cura Italia Decree, as converted with modifications by Law 18 of 23 February 2024. The Company will provide instructions for participating at shareholders' meetings by audio/telecommunication means to the above-said parties.

## **REPRESENTATION AT THE SHAREHOLDERS' MEETING**

Pursuant to Art. 106, paragraph 4, of the Cura Italia Decree, application of which was most recently extended to 31 December 2024 by the Capital Law, participation in Shareholders' Meetings by those entitled to vote is allowed exclusively through the Designated Representative (i.e. Computershare S.p.A.) in its role of representative designated by the Company pursuant to Art. 135-*undecies* of the Consolidated Finance Act.

Shareholders who wish to attend Shareholders' Meetings must therefore grant the Designated Representative a proxy – with voting instructions – on all or some of the proposed resolutions on the items on the agenda using the specific proxy form available on the Company's website at [www.tinexta.com](http://www.tinexta.com) ("Governance/Shareholders' Meeting" section).

The proxy form with voting instructions, together with the requested documentation, must be submitted following the instructions on the form and on the Company's website by the end of the second open market day prior to the date of the Shareholders' Meeting in single call (i.e. by **10 December 2024**) and the proxy and voting instructions may also be revoked by the same deadline.

A proxy granted in this manner shall be effective solely for the proposals for which voting instructions were provided; the Designated Representative shall not cast any vote at a Shareholders' Meeting related to the proposals for which he or she has not received precise voting instructions.

Shares for which the proxy has been conferred, even in part, are taken into account for the purpose of the due constitution of the Shareholders' Meeting. In relation to proposals for which voting instructions have not been provided, the shares are not taken into account for the purpose of calculating the majority and the portion of capital required for the approval of resolutions.

Moreover, the Designated Representative may also receive proxies or sub-proxies pursuant to Art. 135-*novies* of the Consolidated Finance Act, as an exception to Art. 135-*undecies*, paragraph 4 of the Consolidated Finance Act using the form, following the methods and meeting the deadline detailed on the above-mentioned Company website [www.tinexta.com](http://www.tinexta.com) (section "<https://tinexta.com/it-IT/company/governance/assemblea-azionisti>"). The proxy must be received by 12:00 p.m. on the day before the meeting (and in any case by the start of the meeting's proceedings). The proxy and the voting instructions may always be revoked according to the aforementioned procedures before the aforementioned deadline.

The granting of proxies pursuant to Art. 135-*undecies* and Art. 135-*novies* of Italian Legislative Decree 58/1998 does not involve expenses for the Shareholder, with the exception of transmission/sending costs.

The Designated Representative will be available for clarification or information at +39 06 4541 7401 or at the e-mail address [ufficiorm@computershare.it](mailto:ufficiorm@computershare.it).

## **INCLUSION OF ITEM ON THE AGENDA AND PRESENTATION OF NEW PROPOSED RESOLUTIONS PURSUANT TO ART. 126-BIS, PARAGRAPH 1, CONSOLIDATED FINANCE ACT**

Pursuant to Art. 126-*bis* of the Consolidated Finance Act, Shareholders who, including jointly, represent at least 2.5% of the share capital may request in writing, within ten days of publication of this notice (i.e. by 22 November 2024), the addition of the list of matters to be discussed, indicating in the request the additional items proposed, or present proposed resolutions on matters already put on the agenda by this meeting notice. Adding to the agenda is not permitted for items decided on by the Shareholders' Meeting, in accordance with the law, at the proposal of directors or on the basis of a plan or report prepared by the latter, other than those indicated in Art. 125-*ter*, paragraph one of the Consolidated Finance Act.

The request for inclusion of an item and further proposals for decision must be submitted in writing by the proposing Shareholders, along with the notification attesting the ownership of the aforementioned shareholding, issued by the intermediaries who hold the accounts on which the shares are registered, to the registered office of the Company in Piazzale Flaminio 1/B in Rome, or by certified e-mail to [tinexta@legalmail.it](mailto:tinexta@legalmail.it).

Within the aforementioned time-frame a report must be submitted, by the proposing Shareholders, on the matters that they propose to discuss or on the further proposals for decision presented on matters already on the agenda.

Any updated list of matters to be discussed at the Shareholders' Meeting or further proposed resolutions presented on matters already on the agenda, will be published at least fifteen days prior to the date set for the Shareholders' Meeting (i.e. by **27 November 2024**) by the same means of publication as for this notice in order to enable those entitled to vote to express themselves in a fully informed manner, also taking into account such new proposals and to allow the Designated Representative to gather voting instructions on them if necessary.

## **PRESENTATION OF INDIVIDUAL PROPOSALS FOR DECISION PURSUANT TO ARTICLE 126-BIS, PARAGRAPH 1, SECOND LAST SENTENCE OF THE CONSOLIDATED FINANCE ACT**

Since the Company decided to avail of the right established by Art. 106, paragraph 4 of the Cura Italia Decree, and therefore to provide that participation of shareholders at Shareholders' Meetings is permitted exclusively through the Designated Representative pursuant to Art. 135-*undecies* of the Consolidated Finance Act, without the physical participation by shareholders, for the purpose of this Shareholders' Meeting, in order to make it possible for the interested parties to exercise the right pursuant to Art. 126-*bis*, paragraph 1, second last sentence of the Consolidated Finance Act, it is envisaged that those with voting rights may individually submit resolution proposals on the items on the agenda by **27 November 2024** so that the Company can proceed with the their publication.

Said proposals should be formulated clearly and completely and submitted in writing to the Company by sending them to the Company's registered office in Piazzale Flaminio 1/B, Rome, 00196, by fax to 06.420.042.50 for the attention of the *Investor Relator* or to the certified e-mail address [tinexta@legalmail.it](mailto:tinexta@legalmail.it). The interested parties must provide information enabling them to be identified and demonstrating their entitlement to exercise voting rights.

The Company will promptly publish (and, in any event by **29 November 2024**) the proposals received by the deadline and through the procedures illustrated above in a designated section on the website, so that the voting right holders may view them for the purpose of assigning proxies and/or sub-proxies, with relative voting rights, to the Designated Representative, reserving the right to verify – for the purposes of their publication – their relevance with regard to the items on the agenda, their completeness, their compliance with applicable regulations, as well as the entitlement of the relative proponents.

## **RIGHT TO POSE QUESTIONS BEFORE THE SHAREHOLDERS' MEETING**

Pursuant to Art. 127-*ter* of the Consolidated Finance Act, those with voting rights, in favour of which the Company has received the specific communication pursuant to Art. 83-*sexies*, paragraph 1 of the Consolidated Finance Act from an intermediary authorised in accordance with the legislation in force, may pose questions about the matters on the agenda solely before the Shareholders' Meeting, by sending them to the registered office of the Company in Piazzale Flaminio 1/B, Rome, 00196, by fax to 06.420.042.50 for the attention of the Investor Relator or to the certified e-mail address [tinexta@legalmail.it](mailto:tinexta@legalmail.it).

The interested parties must provide information enabling them to be identified and demonstrating their entitlement to exercise voting rights. The questions must reach the Company by the seventh open market day prior to the date of the Shareholders' Meeting in single call, i.e. **3 December 2024** (the "*Record Date*"). Voting right entitlement may also be certified after sending the questions provided it is within three days of the seventh open market day prior to

the Shareholder's Meeting, i.e. **6 December 2024**.

The Company reserves the right to provide a single answer to questions with the same content.

Solely the questions pertinent to the items on the agenda will be taken into consideration. In order to facilitate the organisation of the responses, where applicable, please formulate the questions with the reference to the page number of the related Directors' Report or other document made available for the Meeting.

Questions received within the deadline indicated above, after verifying their relevance and the legitimacy of the applicant, will be answered at least three days before the Shareholders' Meeting, i.e. by **9 December 2024**, by publication on the Company's website at the address <https://tinexta.com/it-IT/company/governance/assemblea-azionisti> ].

## **APPOINTMENT OF A DIRECTOR FOLLOWING THE RESIGNATION AND SUBSEQUENT CO-OPTATION PURSUANT TO ART. 2386 OF THE ITALIAN CIVIL CODE AND THE CURRENT ARTICLES OF ASSOCIATION**

With reference to the first item on the agenda for the ordinary session, please be reminded that, as this constitutes a mere addition to the Board of Directors, pursuant to Art. 2386 of the Italian Civil Code and Art. 11 of the Articles of Association, the Meeting is called to vote by a legal majority and in compliance with the principles of composition of the Board of Directors set out in the law, without the application of the legal and statutory provisions regarding list votes.

In this regard, it should be noted that, following the resignation from the office of independent director by Mr Gian Paolo Coscia, the Board of Directors of the Company, on 25 September 2024, with the favourable opinion of the Board of Statutory Auditors, appointed by co-optation, Mr Eugenio Rossetti (who was the first candidate among those not elected on the list submitted by the majority shareholder Tecno Holding S.p.A. for the appointment of the Board of Directors at the Shareholders' Meeting of 23 April 2024 - from whose list the Board of Directors was elected on the same date), subject to verification by the latter that the independence and integrity requirements envisaged by current legislation are met. Said director, if confirmed by the Shareholders' Meeting, will remain in office until the expiry of the term of office of the entire Board of Directors (i.e. on the date of approval of the financial statements at 31 December 2026).

For further information on the addition to the Board of Directors, reference should be made to the indications provided in the detailed report on the relative point on the agenda, drafted by the Board of Directors pursuant to Art. 125-ter of the Consolidated Finance Act, that will be made available to the public within the terms and according to the conditions foreseen by current legislation.

## **DOCUMENTATION**

The documentation relative to the Shareholders' Meeting - including the detailed report on the issues on the agenda and the complete text of the proposed resolutions, together with information on the total share capital, the forms to be used when voting through the Designated Representative - shall be made available to the public according to the terms and conditions set forth by law, with all Shareholders and voting rights holders entitled to obtain a copy thereof.

This documentation will be made available to the public at Tinexta's registered office, on the company website at [www.tinexta.com](http://www.tinexta.com), *Governance/Shareholders' Meeting section* – <https://tinexta.com/it-IT/company/governance/assemblea-azionisti>, as well as at the authorised storage mechanism named e-Market SDIR-Storage.

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This notice of call is published today, in full, in accordance with Art. 125-bis of the Consolidated Finance Act, on the Company's website ([www.tinexta.com](http://www.tinexta.com), *Governance/Shareholders' Meeting section* – <https://tinexta.com/it-IT/company/governance/assemblea-azionisti>) and at the storage mechanism called e-Market SDIR-Storage, as well as in excerpt form in the daily newspaper "IlSole24Ore".

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Rome, 12 November 2024

On behalf of the Board of Directors  
The Chairman Enrico Salza

Fine Comunicato n.20053-53-2024

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