

Informazione Regolamentata n. 20053-55-2024	Data/Ora Inizio Diffusione 12 Novembre 2024 09:42:32	Euronext Star Milan
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Societa' : TINEXTA

Identificativo Informazione
Regolamentata : 198005

Utenza - Referente : TINEXTANSS01 - MASTRAGOSTINO

Tipologia : 3.1

Data/Ora Ricezione : 12 Novembre 2024 09:42:32

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Oggetto : Notice of calling of the ordinary and
extraordinary shareholders' meeting on 12
December 2024

Testo del comunicato

Vedi allegato

**TINEXTA**

PRESS RELEASE

NOTICE OF CALLING OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING ON 12 DECEMBER 2024

Rome, 12 November 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, 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

EXCERPT OF 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.

In accordance with the provisions of Art. 106, paragraph 4 of Italian Decree Law 18 of 17 March 2020 (the "**Cura Italia Decree**"), 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



TINEXTA

force, as further specified below, to which proxies or sub-proxies pursuant to art. 135-*novies* of the Consolidated Finance Act may be given.

For information on the share capital, the right to attend and vote at the Shareholders' Meeting (record date 3 December 2024) and 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 who hold at least 2.5% of the share capital in accordance with Art. 126-*bis*, paragraph 1, first sentence of the Consolidated Finance Act, and submit individual resolution proposals by the holders of voting rights as provided under Art. 126-*bis*, paragraph 1, second last sentence of the Consolidated Finance Act, 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 meeting notice published on the Company's website at www.tinexta.com, *Governance/Shareholders' Meeting section*.

Documentation relating to the Shareholders' Meeting, including illustrative reports by the Board of Directors and proposed resolutions on the items on the agenda, will be made available to the public under the terms and methods established by applicable regulations, with Shareholders and persons with voting rights having the option to obtain a copy. This 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 storage mechanism known as eMarket SDIR-Storage and the other mechanisms provided for by current regulations.

Rome, 12 November 2024

On behalf of the Board of Directors
The Chairman
Enrico Salza

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. As 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 | Stock ticker: TNXT, ISIN Code IT0005037210

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Rome, 12 November 2024

On behalf of the Board of Directors

The Chairman

Enrico Salza

Fine Comunicato n.20053-55-2024

Numero di Pagine: 5