



TINEXTA

Shareholder engagement policy



TINEXTA

About us

Tinexta is a constantly evolving industrial Group, listed on the Euronext STAR Milan exchange, with a solid majority institutional shareholder.

It is included on the European Tech Leader index as a high-growth tech company.

Based in Italy and present in 9 countries through Europe and Latin America and over 2,000 employees, Tinexta is active in the strategic sectors of Digital Trust, Cyber Security and Business Innovation sectors.

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1. Policy objectives

Tinexta promotes dialogue with its shareholders, potential investors, analysts and other players in the financial market as an essential and characteristic feature of the company's operations.

This Policy for managing dialogue with shareholders and investors (the "Policy") describes the principles and procedures adopted by Tinexta to act with integrity towards the financial community.

The Policy aims to establish and maintain a constant and continuous relationship with its shareholders, potential investors and the main Company stakeholders, by adopting methods that involve active listening and dialogue based on principles of fairness and transparency, in compliance with the applicable national and European legislation with particular reference to the principle of equal treatment of shareholders who find themselves in identical conditions and to the rules on market abuse also taking into account the related interpretations provided by the competent Authorities and without prejudice to the relevant provisions contained in the Company's regulations/procedures.

The Board of Directors of Tinexta, following a proposal tabled by the Chairman, in agreement with the Chief Executive Officer and subject to the favourable opinion of the Control, Risk and Sustainability Committee, approved this Policy on 23 February 2023 in compliance with the provisions of Art. 1, recommendation 3 in the new Corporate Governance Code adopted by the Corporate Governance Committee of Borsa Italiana S.p.A, published on 31 January 2020 (the "Corporate Governance Code").

In light of the above, Paragraph 2 of the Policy describes the ongoing relationship between the Company and all its shareholders, potential investors and other stakeholders within the scope of the responsibilities taken on by the company functions. Paragraph 3 governs the additional engagement activities put in place to promote dialogue between the Company and the shareholders and pinpoints the topics to be addressed, regulating the procedures and identifying the parties responsible for the engagement activities and the other parties potentially involved.

2. Forms of dialogue within the remit of the corporate functions

a) General principles

Tinexta is committed to maintaining its corporate credibility and developing a relationship of trust with investors through a structured approach to the communication of price sensitive information.

The Investor Relations programme, which seeks to be both proactive and reactive, hinges on Tinexta's commitment to:

- disclose its financial results and price sensitive information to the market, its shareholders and other stakeholders in a timely, open and complete manner, in both English and Italian;
- regularly meet its main shareholders and potential investors as part of its ongoing programme aimed at providing information and obtaining feedback about the Company;
- provide reasonable access to financial analysts and the media to help them develop informed opinions about the Company, without unduly influencing those opinions at the same time;
- use its institutional website as the main communication channel.

i. Communication commitments

The characteristics of the disclosure made to the market are as follows:

- **Transparency:** information will be disclosed in a clear and truthful and non-misleading manner;
- **Accuracy:** the information will be complete and accurate;
- **Timeliness:** price sensitive information will be published as soon as it becomes known, unless there are legitimate interests that permit a delay in publication, in compliance with existing laws and regulations;
- **Non-selectivity:** price sensitive information will be accessible to all stakeholders through broad public dissemination; no stakeholder will have privileged access to price sensitive information in any form.

ii. Financial calendar

Tinexta publishes its calendar on the institutional website, which contains the dates of publication of the economic and financial results, the Shareholders' Meetings, the dividend payments and other relevant dates.

b) Ongoing relations with the financial community

Tinexta is committed to pursuing long-term relationships with stakeholders and developing two-way communications with the financial community through different points of contact, including individual meetings, group meetings, teleconferences, participation in conferences and roadshows, conference calls at the time of the presentation of the economic and financial results and Capital Markets Days, as outlined in this Policy.

i. Institutional website

In order to establish an effective and transparent channel of continuous communication with all shareholders, investors and other stakeholders, the Company constantly updates its institutional website to furnish all relevant information, both in Italian and in English. This site has a specific section called “Investor relations” where information can be found, such as, for example, the economic and financial results, annual reports, press releases, presentations to the financial community, the performance of the share price of Tinexta, the list of analysts covering the Company’s stock and the schedule of corporate events. In addition, other sections of the site, labelled “Sustainability”, “Governance”, “Media”, “About us” and “Management”, provide additional information of interest, such as, for example: Tinexta's approach to sustainability, the composition of the corporate bodies, the governance system and corporate documents, the remuneration policy and the profiles of Tinexta's top management.

ii. Meetings with the financial community

Meetings with the financial community are held by the Investor Relations Manager, the Chief Executive Officer and/or those parties that the latter deems advisable to involve or delegate from time to time.

The issues discussed in these fora are based exclusively on public information and take place in compliance with applicable legislation (including Regulation (EU) 596/2014 (“MAR”)), the statutory provisions and the principle of equal treatment. These meetings include:

- Conference calls and audio webcasts at the time of presenting the economic and financial results for the period or when announcing strategic transactions to the market, following the Board of Directors' meeting approving them or at the time of important strategic announcements;
- Roadshows, organised on a regular basis, and participation in conferences organised by brokers and investment banks at the main financial centres that to meet current and potential investors;
- Capital Markets Days organised when it is deemed necessary to update the financial community on the Company's strategy, developments and prospects.

Lastly, the Investor Relations Department interacts on an ongoing basis with investors and other stakeholders by telephone or e-mail or through meetings or teleconferences.

c) Corporate information disclosure policy

i. Disclosure of price sensitive information

Tinexta discloses price sensitive information in compliance with the MAR and the indications set forth in the Guidelines on the “Management of inside information” published by Consob in October 2017, and in compliance with the other relevant legislative and regulatory provisions.

In order to ensure correct disclosure to shareholders and investors, price sensitive information is communicated in the manner prescribed by the applicable stock market regulations and regulations. In addition, this information is published promptly on the Company’s website.

ii. Market rumours

Generally, Tinexta refrains from commenting on market rumours. However, if deemed necessary, the Company may decide to provide clarifications by issuing a specific press release.

iii. Forecasts, prospects and guidance

Communications to the market or information provided by Tinexta during meetings with the financial community

may contain forward-looking statements that reflect the opinions of management regarding the Company's future plans, strategy and financial performance. These statements are based on the information available at the time of disclosure and, by their very nature, are subject to an intrinsic amount of risk and uncertainty. To ensure that investors are aware of these risks, the communications made to the public by the Company are accompanied by cautionary statements. When publishing its economic and financial data, Tinexta may provide qualitative forward-looking statements or disseminate official guidance on its future financial performance. If a significant discrepancy is found between the current economic-financial data and the forecasts previously provided to the market, the Company, following a careful assessment and in compliance with the pro tempore regulations in force, will issue a clarifying press release to avoid misleading the market.

iv. System for the dissemination and storage of regulated information

For the dissemination of 'Regulated information', Tinexta S.p.A uses the eMarket SDIR dissemination system and the eMarket STORAGE mechanism, available at the link www.emarketstorage.com and managed by Teleborsa S.r.l, with registered office in Piazza di Priscilla 4, Rome.

3. Dialogue between shareholders and the Board of Directors

a) Topics covered by the dialogue

The topics covered in this chapter of the Policy concern matters that, in general, fall within the competence of the Board of Directors and, in particular:

- i. the Company's strategic plan;
- ii. the Corporate Governance model, including dialogue or 'engagement' with shareholders;
- iii. the internal control and risk management system;

- iv. specific significant transactions of the Company that have a significant strategic, economic, equity or financial impact for the Company, as well as transactions with related parties;
- v. the composition of the Board of Directors, including in terms of its size and its requirements in terms of professionalism, independence and diversity;
- vi. the Remuneration Policy;
- vii. issues relating to social and environmental sustainability.

b) The Director Responsible

In compliance with the Corporate Governance Code, the Board of Directors is responsible for dialogue with the shareholders and delegates the management thereof, from an operational point of view, exclusively to the Chief Executive Officer (the “Director Responsible”), while retaining, in any case, a role of guidance, supervision and monitoring over these aspects and, in general, on the development of the dialogue on relevant issues and on compliance with the pro tempore laws and regulations in force.

c) Methods of conducting the dialogue

If significant issues arise in relation to the matters referred to in paragraph 3.a, the shareholder concerned may send a written request to the Contact Point, represented by the Chief Investor Relations Officer and/or the Chief Corporate & Legal Affairs Officers (with each referred to as a “Contact Point”), who operate under the coordination of the Director Responsible. The relevant contacts are provided below:

Tinexta S.p.A.

FAO the Chief Investor Relations Officer and/or the Chief Corporate & Legal Affairs Officer

Piazza Sallustio 9

00187 Rome - Italy

tinexta@legalmail.it – investor@tinexta.com

The shareholder's dialogue request must specifically indicate:

- i. the specific topics to be discussed;
- ii. an anticipation of his/her opinion/position with regard to the proposed topic;
- iii. the reasons why the stakeholder considers it necessary to activate direct dialogue;
- iv. the parties who, on behalf of the requesting shareholder, intend to participate in the dialogue, specifying the role played by the latter in their organisation and the details of the relative contacts;
- v. the Company representatives with whom one intends to engage in the dialogue;
- vi. the manner in which the dialogue is to be carried out, with it being understood that the method of dialogue specified in the request shall not in any case be considered binding for the Company and that the actual method of carrying out the engagement will be established by the Director Responsible in line with the provisions of this Policy.

The Contact Points are the only parties entrusted with (i) receiving all requests from shareholders for dialogue with the Company on the above matters, including any requests addressed to the Board of Directors, specific Board Committees or individual members of the Board, and (ii) assessing shareholders' requests, including in consideration of the information already supplied by the Company.

Therefore, any requests sent directly to individual members of the Board of Directors or other company functions must be forwarded to the Contact Points.

The Contact Points will refer all pertinent and relevant requests to the Director Responsible, who, with the support of the Contact Points and, where necessary, other company functions, will decide whether or not to accept them.

In making this decision, the Director Responsible takes various factors into account, such as:

- i. information already made public by the Company;
- ii. the relevance of the topic to be discussed, including by taking account of the characteristics and size of the shareholder involved in the dialogue;
- iii. the previous initiation, on the same topics, of other forms of dialogue with the same or with other shareholders;
- iv. the potential interest that other shareholders may have in the topic to be discussed;
- v. the outcome of previous Shareholders' Meeting votes on the same topic;
- vi. the actual possibility of establishing constructive dialogue on the subject.

If the Director Responsible decides to reject a request for dialogue, the Investor Relations and/or Corporate & Legal Affairs Department will inform the requesting parties in writing of the reasons for the refusal, based on the criteria listed above.

If, on the other hand, the Director Responsible decides to accept the request for dialogue, he/she will also identify when, how and in what manner the dialogue will take place. The Chief Executive Officer may also involve individual Directors, including independent Directors, in the dialogue, in consideration of account their specific skills. Managers in charge of internal functions, or any other internal or external person, may also be called upon to participate or assist in the dialogue activities if deemed appropriate. Based on the requests received, the nature of the potential participants, as well as the Company's interests, the Director Responsible, with the support of the Contact Points, shall decide how to carry out the dialogue activities with reference to the following methods:

- i. 'One-way', requiring shareholders to present their vision on specific topics unilaterally; or
- ii. 'Two-way', allowing an effective exchange of information between shareholders and the Company.

Furthermore, dialogue activities may take on a 'bilateral' form with the involvement of a single shareholder, or a 'collective' one, with the simultaneous participation of several shareholders. The specific methods of engagement will be communicated by e-mail to the shareholders concerned.

The Director Responsible must, in any case, ensure that all information provided to shareholders during the dialogue is consistent with the Company's policies on the management of corporate information and that it is in compliance with the rules of communication to the public and the general requirement of confidentiality.

The Director Responsible, with the support of Investor Relations and the other corporate functions involved, must ensure that no inside or relevant information is disclosed, nor any that is deemed confidential - owing to contractual obligations or company requirements - or that whose disclosure might in any case be harmful to any corporate interests.

As a rule, unless otherwise considered in the interest of the Company, the dialogue with shareholders does not take place during the thirty days preceding the communication to the public of the annual, half-yearly or quarterly economic-financial results that the Company makes public pursuant to the law from time to time in force or on a voluntary basis (so-called blackout periods).

For the sake of clarity, it should be noted that engagement activities may only concern the issues previously anticipated and agreed upon between the Company and the requesting shareholders. In the event that, during an engagement activity, a shareholder should address topics or questions outside the scope of those anticipated and agreed upon between the parties, the Director

Responsible may decide to suspend the engagement activity to make the necessary or even merely advisable assessments, or terminate it.

d) Internal disclosure

The Chief Executive Officer will keep the Board Committees informed of any significant issues arising from the dialogue with the shareholders.

The Chairman shall ensure that, where deemed appropriate in consideration of the relevance and significance of the specific issue, the Board of Directors will be duly and promptly informed of relevant developments and any significant contents emerging from these engagement activities and for specific cases of relevant issues addressed in 'one-way' mode, receiving regular updates.

4. Approval and review of the policy

This Policy was approved by the Board of Directors of Tinexta S.p.A on 23 February 2023, following the favourable opinion of the Control, Risks and Sustainability Committee, in response to a proposal tabled by the Chairman in agreement with the Chief Executive Officer.

The Board shall review the Policy periodically to ensure its effectiveness and application, as well as to ensure that it reflects any developments surrounding the pro tempore legal and regulatory provisions in force, the best market practices and any changes in the Company's structure. The Policy must also be reviewed whenever events inside or outside the Company make it necessary, appropriate or desirable.