

*This English version is made available to provide non-Italian speakers a translation of the original document. Please note that in the event of any inconsistency or discrepancy between the English version and the Italian version, the original Italian version shall prevail.*

**ACCEPTANCE OF CANDIDATURE AS AUDITOR  
DECLARATION IN LIEU OF CERTIFICATION AND NOTARISED DOCUMENT**

(Art. 46 and Art. 47, Presidential Decree No. 445, 28 December 2000)

I, the undersigned \_\_\_\_\_, born in \_\_\_\_\_, on \_\_\_\_\_, tax code \_\_\_\_\_, in regard to the candidature for the office of [standing/alternate auditor] of Tinexta S.p.A. with registered office in Rome, Piazza Sallustio n. 9 ("**Company**") presented by \_\_\_\_\_ to be submitted to the Shareholders' Meeting of the Company called at [●] located in [●], on the day 27 April 2021, at [●] in single call, to resolve, among other things, on the election of the members of the Statutory/Alternate Auditors, under their own and exclusive responsibility

**CONSIDERING**

I am aware of the requirements specified by the current laws and regulations, the articles of association, the corporate governance code of the Corporate Governance Committee of Borsa Italiana ("**Code**"), which the Company has adopted, for becoming a standing/alternate auditor of the Company, including those reported in the Explanatory Report of the Board of Directors on the related item on the agenda pursuant to Art. 125-ter of Law Decree N. 58, February 24, 1998, and subsequent amendments and integrations ("**Consolidated Finance Act**"), as published on the Company's website

**STATE**

that I accept this candidature and, if appointed, the position of [standing/alternate] auditor of the Company, and, under my own and exclusive responsibility, pursuant to Art. 76 of Presidential Decree No. 445, 28 December 2000 as amended in case of falsification of documents and false statements,

**HEREBY STATE under my own responsibility for all legal purposes**

that I meet all requirements set by current legal, regulatory and statutory provisions for this position and, in particular, including but not limited to:

• **REQUIREMENTS OF INDEPENDENCE**

- that I meet the independence requirements specified by Art. 148, Par. 3, Law Decree 58/1998 ("**Consolidated Finance Act**") and in particular:
  - o that I am not the spouse or relative (by blood or marriage) within the fourth degree of the directors of the Company or director, spouse, or relative (by blood or marriage) within the fourth degree of the directors of its subsidiaries, parent companies and joint ventures;
  - o that I am not connected to the Company or its subsidiaries, parent companies and joint ventures, or to the directors of the Company and to the parties referred to under (ii) above by independent or subordinate employment relationships, or other relationships of a financial or professional nature that may compromise my independence;
- that I meet the independence requirements as set forth in Art. 2 of the Code;

• **REQUIREMENTS OF INTEGRITY**

- that I meet the integrity requirements specified in Art. 148, Par. 4, of the Consolidated Finance Act and Art. 20 of the Articles of Association of the Company, as well as Art. 2 of Ministerial Decree No. 162, 30 March 2000;

- **REQUIREMENTS OF PROFESSIONALISM**

- that I meet the professionalism requirements specified in Art. 148, Par. 4, of the Consolidated Finance Act and Art. 1 of Ministerial Decree No. 162, 30 March 2000. In this regard, I state:
  - that I am enrolled in the Register of Statutory Auditors and have practised the legal auditing profession for a period of not less than three years, and/or
  - that I have accrued at least three year' working experience in:
    - administration or audit activities or management activities in corporations with a share capital of not less than two million euros; and/or
    - professional activities or tenured university lecturing on legal, economic, financial and technical-scientific subjects, strictly related to the activity of the Company. Matters and business sectors strictly related to those of the company include commercial law, tax law, accounting, business economics, general, international and financial market economics, corporate finance; the business sectors strictly related to the business sector in which the Company operates are publishing and the sale of published products and sectors related to communication in general;
    - executive functions in public bodies or public administrations operating in the credit, financial and insurance sectors or in any case in sectors strictly related to the Company's business. Matters and business sectors strictly related to those of the company include commercial law, tax law, accounting, business economics, general, international and financial market economics, corporate finance; the business sectors strictly related to the business sector in which the Company operates are publishing and the sale of published products and sectors related to communication in general;

- **OTHER REASONS PREVENTING ACCEPTANCE OF THE OFFICE**

- that none of the cases of ineligibility or disqualification specified in Art. 2382 of the Italian Civil Code, as referred to in Art. 148, Par. 3, Consolidated Finance Act, apply to me;
- that none of the other causes of ineligibility and incompatibility specified by laws and regulations in force apply to me, also having regard to incompatibility pursuant to Art. 17, Law Decree No. 39, 27 January 2010 and related implementing provisions;

**I ALSO STATE**

- that I shall comply with the provisions relative to the limits on the maximum number of offices provided by the current legislation. For the purposes of Art. 2400, Par. 4, of the Italian Civil Code, I state that I currently hold the administration and control positions in other companies indicated in the list attached to this declaration;
- that I shall promptly notify the Company and, on its behalf, the Board of Directors and Board of Statutory Auditors, of any change to this declaration and provide, at the request of the Company, the appropriate documentation to confirm the truthfulness of the information provided.

I also authorize the processing of personal data collected pursuant to laws and regulations in force, for the sole purposes related to the procedure for which this declaration is made.

I enclose, as integral part of this declaration:

- *an updated curriculum vitae*, describing my personal and professional characteristics;
- a list of administrative and supervisory positions held in other companies;

- a copy of my ID and proof of tax code.

as well as, acknowledging the content of

- 1) the provisions of Art. 147-ter and Art. 148, Par. 3, Law Decree No. 58/1998
- 2) Art. 2 of the Corporate Governance Code of Borsa Italiana S.p.A.

### STATE

(tick the box)

- that I meet the requirements for independence as specified by the aforementioned provisions of Law Decree No. 58/1998 and Art. 2 of the aforementioned Code;

or, alternatively,

- that I do not meet the requirements for independence as specified by the aforementioned provisions of Law Decree No. 58/1998 and Art. 2 of the aforementioned Code;

### I ALSO STATE

- that I shall promptly notify the Company and, on its behalf, its Board of Directors and Board of Statutory Auditors of any changes to this declaration and provide, at the request of the Company, the appropriate documentation to confirm the truthfulness of the information provided.

I also authorize the processing of personal data collected pursuant to laws and regulations in force, for the sole purposes related to the procedure for which this declaration is made.

I enclose, as integral part of this declaration:

- *an updated curriculum vitae*, describing my personal and professional characteristics;
- a list of administrative and supervisory positions held in other companies;
- a copy of my ID and proof of tax code.

Rome, [●] 2021

In faith

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