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Oggetto : TXT: NOTICE OF CALL OF THE ORDINARY
SHAREHOLDERS' MEETING APRIL 29, 2026

Testo del comunicato

Vedi allegato



NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The shareholders are called to the Ordinary Shareholders' Meeting of TXT e-solutions S.p.A. (the "**Company**") on April 29, 2026, at 10:00 AM in a single call to discuss and resolve on the following agenda:

Agenda

- 1) Approval of the Financial Statements for the year ended 31 December 2025; Board of Directors' report on the integrated management of the corporate Sustainability Reporting and reports of the Board of Statutory Auditors and the External Auditors, presentation of the consolidated financial statements;
- 2) Allocation of the operating result for the financial year and proposal for the distribution of a dividend. Related and consequential resolutions;
- 3) Report on the Remuneration Policy and Compensation paid: approval of the First section regarding the remuneration policy pursuant to Article 123-ter, paragraph 3-ter of Italian Legislative Decree no. 58/1998;
- 4) Report on the Remuneration Policy and Compensation paid: resolution on the Second section of the Report pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58/1998;
- 5) Authorisation for the purchase and disposal of treasury shares, subject to the revocation of the authorisation resolution adopted by the ordinary general meeting of shareholders on 29 April 2025, in respect of the portion remaining unexecuted. Related and consequential resolutions.
- 6) Appointment of the Board of Directors.
 - a. Determination of the number of members of the Board of Directors;
 - b. Term of office of the Board of Directors;
 - c. Appointment of the members of the Board of Directors;
 - d. Appointment of the Chairman of the Board of Directors;
 - e. Determination of the compensation for the Board of Directors;
- 7) Appointment of the Board of Statutory Auditors.
 - a. Appointment of the members of the Board of Statutory Auditors, including the Chairman of the Board of Statutory Auditors;
 - b. Determination of the compensation for the Board of Statutory Auditors.

Share capital

TXT e-solutions S.p.A share capital amounts to Euro 6,503,125.00 and is divided into 13,006,250 ordinary shares with a nominal value of Euro 0.5 each.

At time of publishing this notice, the Company owns 420724 treasury shares. Any subsequent change in the number of own shares held will be published on the Company's website and communicated at the opening of the Shareholders' Meeting.

Entitlement to attend and vote at the Meeting – Attendance at the Meeting

Pursuant to Article 10 of the Articles of Association, the Meeting will be held **exclusively via telecommunication means**. Attendance at the Meeting by eligible parties, in accordance with Article 83-sexies of the Italian Consolidated Law on Finance (TUF), may only **take place through the designated**



representative as per Article 135-undecies.1 of Legislative Decree No. 58 of February 24, 1998 (TUF). Proxies and/or sub-proxies may also be granted to the designated representative pursuant to Article 135-novies of the TUF, notwithstanding the provisions of Article 135-undecies, paragraph 4 of the TUF.

Accordingly, participation in the Meeting by the Designated Representative, the Directors, and the Statutory Auditors, as well as by all other legally entitled parties other than those with voting rights, shall only be allowed through telecommunication means that enable their identification. The Company will provide instructions for participation in the Meeting via telecommunication means to the Designated Representative, the Directors, the Statutory Auditors, and other eligible participants, except for those entitled to vote.

Meeting's attendance

Those who are entitled to vote at the end of the seventh financial day preceding the date set for the shareholders' meeting on a single call, i.e. **20 April 2026** (*record date*) and for whom the Company has received the relevant communication from the authorized intermediary, are entitled to attend the meeting. Those who do not hold shares until after 20 April 2026 will not have the right to participate and vote in the meeting. The communication from the intermediary must be received by the Company by the end of the 3rd (third) trading day prior to the date set for the Shareholders' Meeting on a single call (**24 April 2026**). The right to attend and vote at the Shareholders' Meeting remains unaffected if the aforementioned communication from the intermediary is received by the Company after the aforementioned deadline, provided that it is received before the start of the Shareholders' Meeting proceedings of the single call. There are no procedures for voting by correspondence or by electronic means.

Means of holding the meeting

Pursuant to Article 10 of the Articles of Association, the Company has decided to exercise the option to require that shareholders participate in the Meeting exclusively through the designated representative, in accordance with Article 135-undecies.1 of Legislative Decree No. 58/1998.

Consequently, the Company has appointed Computershare S.p.A. – with registered office in Milan, Via Mascheroni No. 19, 20145 – to represent shareholders pursuant to Article 135-undecies.1 of Legislative Decree No. 58/1998 and the aforementioned Decree Law (the “Designated Representative”).

Shareholders wishing to participate in the Meeting must therefore grant a proxy – with voting instructions – to the Designated Representative for all or some of the proposed resolutions on the agenda, using the specific proxy form prepared by the Designated Representative in agreement with the Company. This form will be available on the Company's website at <http://www.txtgroup.com> (under the Investors/Shareholders' Meeting section).

The proxy form, along with voting instructions, must be submitted by following the instructions provided on the form and on the Company's website no later than the end of the second open market day preceding the Meeting (**27 April 2026**). Within the same deadline, the proxy may also be revoked.

The proxy granted in this manner shall be valid only for the resolutions for which voting instructions have been provided.

The Designated Representative will be available for any clarifications or information at +39 02 4677 6808 / 14 or via email at ufficiomi@computershare.it.

The right to submit questions before the Meeting

Pursuant to Article 127-ter of Legislative Decree No. 58/1998, those entitled to vote may submit questions regarding the items on the agenda by **20 April 2026** (*record date*), by sending them via registered mail to TXT e-solutions S.p.A., at the Registered Office, Via Milano 150 – 20093 Cologno Monzese (MI), or via certified email to txtesolutions@legalmail.it.



The questions must be accompanied by a specific statement issued by the intermediary confirming the right to vote. This statement may also be submitted after the questions have been sent, provided it is received no later than the third day following the *record date*, i.e., by 23 April 2026.

Responses to the submitted questions will be published in the Investors/Shareholders' Meeting section of the Company's website at www.txtgroup.com at least three open market days before the Meeting (**24 April 2026**).

Integration of the agenda and presentation of new proposals for resolutions

Shareholders who, individually or jointly, represent at least one-fortieth of the share capital with voting rights may request the addition of items to be discussed or submit proposals for resolutions on matters already on the agenda. The request must indicate the proposed topics and must be received within 10 days from the publication of this notice (i.e., by 30 March 2026) at TXT e-solutions S.p.A., at the Registered Office, Via Milano 150 - 20093 Cologno Monzese (MI), addressed to the Chairman of the Board of Directors, or via certified email at txtesolutions@legalmail.it.

The request must be accompanied by appropriate documentation certifying the required shareholding and by a report explaining the reasoning behind the proposed resolutions on new matters or the additional resolution proposals on matters already on the agenda.

Shareholders requesting an addition to the agenda or submitting new resolution proposals must prepare a report outlining the rationale behind their proposals. This report must be submitted to the administrative body within the aforementioned deadline.

Additions to the agenda are not permitted for topics on which the Meeting resolves, as required by law, based on proposals from the Board of Directors or on the basis of a project or report prepared by the Board.

Any additions to the agenda or the presentation of additional resolution proposals will be communicated by the Company, using the same publication methods as this notice, at least fifteen days before the date set for the Meeting.

Individual proposals of resolution

Pursuant to Article 135-undecies.1 of Legislative Decree No. 58/1998, those entitled to vote may submit individual proposals for resolutions on the items on the agenda no later than fifteen (15) days prior to the date of the Meeting, i.e., by Tuesday, **14 April 2026**, to TXT e-solutions S.p.A., at the Registered Office, Via Milano 150 - 20093 Cologno Monzese (MI), addressed to the Chairman of the Board of Directors, or via certified email at txtesolutions@legalmail.it.

The proposals will be published on the Company's website at www.txtgroup.com (under the Investors/Shareholders' Meeting section), as well as on the eMarket Storage mechanism at www.emarketstorage.com, and at the Company's registered office in Cologno Monzese, Via Milano 150, without delay and, in any case, by **16 April 2026**. This will allow shareholders to cast informed votes, taking these new proposals into account, and will enable the Designated Representative to collect any voting instructions accordingly.

Proposals for resolutions must be accompanied by a shareholding certification as of the *record date* (20 April 2026), issued in accordance with Article 83-sexies of the Italian Consolidated Law on Finance (TUF).

For the above purposes, the Company reserves the right to verify the relevance of the proposals to the items on the agenda, their completeness and compliance with applicable regulations, as well as the eligibility of the proposers.



Appointment of the Board of Directors

For the appointment of the Board of Directors, the right to submit the lists is granted to those shareholders who, alone or together with other shareholders, reach at least the share capital percentage provided for by the law or by Consob pursuant to Article 147-ter, paragraph 1, of the Consolidated Law on Finance (currently at 2.5% by Consob Resolution No. 155/2026 of 28 January 2026) at the time of submitting the list. Each shareholder may submit or participate together with other shareholders in the submission of only one list, and each candidate may appear on only one list under penalty of ineligibility. The lists must be filed at the Company's registered office or sent to the certified email address txtesolutions@legalmail.it at least 25 days before the date set for the Shareholders' Meeting in a single call (i.e., by April 4, 2026). The lists shall be made available to the public at the Company's registered office, on the website, and via the eMarket Storage platform at www.emarketstorage.com, as well as through the other methods provided for by Consob, at least 21 days prior to the date of the Shareholders' Meeting (i.e. by 8 April 2026).

Within the above-mentioned deadlines, each list must also be submitted together with the declarations in which individual candidates accept their candidacy and certify the absence of ineligibility and incompatibility reasons and the possession of relevant regulatory requirements, the candidate's CV, containing the list of administration and control assignments covered in other companies, and the existence of any independence requirements pursuant to Article 148, paragraph 3, of the Consolidated Law on Finance and from the Corporate Governance Code. In addition, information must be provided regarding the identity of the shareholders who have submitted the lists, indicating the total percentage of shares held; a declaration by shareholders other than those holding, even jointly, a controlling or relative majority stake, certifying the absence of any relationships of connection as provided for in Article 144-quinquies of the RE, with the latter.

The lists must show the candidates complying with the independence requirements provided for by the law. The directors will be appointed in accordance with the legislation. The lists with three or more candidates must also include candidates of a different gender in order to allow the composition of the Board of Directors in compliance with current legislation on gender balance, so that the candidates of the less represented gender are at least 2/5 of the total, with rounding up to the next higher unit in the case of a fractional number.

Those intending to submit a list are invited to read the Guidelines regarding the optimal qualitative and quantitative composition of the Board made available on the Company's website at <https://www.txtgroup.com> (section Investors/ Shareholders' Meeting), as well as the explanatory report.

Those who submit a "minority list" are also the addressees of the recommendations made by Consob with the Communication no. DEM/9017893 of 26 February 2009.

Shareholders wishing to submit a list are invited to make proposals regarding the number of directors, the appointment of the Chairman (in the absence of such a proposal, the Board of Directors will make the appointment at its next meeting in accordance with Article 17 of the Articles of Association), and remuneration, at the same time as submitting the list.

Pursuant to Article 15, the election of directors shall proceed as follows:

- where more than one list is submitted:

- a) four-fifths of the directors shall be drawn from the list that obtained the majority of votes, in the sequential order in which they are listed, with any decimal figures rounded down to the nearest whole number;
- b) the remaining directors shall be drawn from the list that came second in terms of the number of votes obtained, in the sequential order in which they are listed on that list, provided that such list is not connected in any way, even indirectly, with the members who submitted or voted for the list that came first in terms of the number of votes; in the event that several lists have obtained the same number of votes, a new run-off



vote shall be held between those lists by all members present at the meeting, and the candidates from the two lists receiving the most votes shall be elected;

- where only one list is submitted: the directors shall be drawn from the single list submitted, in the order in which they appear on it, until the number of directors determined by the General Meeting has been reached;
- if no list is submitted or if the number of elected candidates is insufficient in relation to the number of directors determined by the Shareholders' Meeting: the directors shall be appointed by the Shareholders' Meeting, which shall resolve in accordance with the statutory majorities.

Appointment of the Board of Statutory Auditors

The appointment of the Board of Statutory Auditors is based on the lists drafted by the shareholders in which the candidates are listed progressively and divided into two sections, one for standing auditors and one for alternate auditors. The number of candidates in each list is not greater than the number of members to be elected. Such lists may be submitted by those shareholders who, either alone or together with others, own at least 2% of shares with voting rights during the Ordinary Shareholders' Meeting. Each shareholder, as well as the shareholder belonging to the same group, may not submit more than one list, nor may they vote for different lists, even through a third party or trust company.

The submitted lists shall be deposited at the Company's registered office at least 25 days prior to the date fixed for the Shareholders' Meeting on single call (i.e. by 4 April 2026), or by sending an email to the certified email address txtesolutions@legalmail.it. The lists are made available to the public at the Company's registered office, on its website as well as in the eMarket Storage mechanism at www.emarketstorage.com and by any other means provided for by Consob at least 21 days before the date fixed for the Shareholders' Meeting (i.e. by 8 April 2026).

Within the above-mentioned deadline, each list must also be submitted together with the declarations in which individual candidates accept their candidacy and, under their own responsibility, certify the absence of ineligibility and incompatibility reasons, the existence of regulatory and statutory requirements for the respective offices, as well as exhaustive information regarding the personal and professional characteristics of the candidates. The list for which the requirements above are not observed shall be deemed not submitted. The following must also be provided: a list of the offices held; information concerning the identity of the shareholders who have submitted the lists, with an indication of the total percentage of the shareholding held; a statement by the shareholders other than those who hold, even jointly, a controlling interest or a relative majority interest, certifying the absence of any connection with the latter as provided for in Article 144-quinquies, Issuers' Regulation.

If, within 25 days before the Shareholders' Meeting, only one list to appoint the Board of Statutory Auditors has been filed or several lists have been filed, but the lists are attributable to shareholders who are related to each other in accordance with the applicable laws and regulations, the Company shall notify the Shareholders in the manner prescribed by law and regulations, and the lists to appoint the Board of Statutory Auditors may be deposited until the third day after the legal deadline, i.e. until 7 April 2026, by those shareholders who, alone or together with other shareholders, represent at least 1% of the share capital represented by ordinary shares.

The auditors will be appointed in accordance with the legislation and by art. 23 of the Articles of Association. The lists that contain three or more candidates must be comprised of candidates from both genders, with a minimum of two candidates for each gender if the list consists of six candidates, so that the candidates of the least represented gender are at least 2/5 of the total, rounded down in the case of a fractional number.

From the list that received the highest number of votes, two standing members and two alternate members shall be appointed in the order in which they appear on that list; from the list that received the second-highest number of votes at the meeting, the Chairman of the Board of Statutory Auditors and the other



alternate member shall be appointed in the order in which they appear on that list; in the event that several lists have obtained the same number of votes, a new run-off vote shall be held between those lists by all shareholders present at the meeting, and the candidates from the list obtaining a simple majority of the votes shall be elected.

If the composition of the Board of Statutory Auditors, as determined in accordance with the procedures set out above, does not comply with the regulations in force at the time regarding gender balance, the necessary replacements shall be made from the list that received the highest number of votes, in the order in which the candidates appear on that list. In the event of the death, resignation or disqualification of a Statutory Auditor, the alternate from the same list as the outgoing member shall take their place. In the event of the replacement of the Chairman of the Board of Statutory Auditors, the chairmanship shall be assumed by the other standing member drawn from the list to which the outgoing Chairman belonged; should it not be possible, due to previous or concurrent resignations from office, to make replacements in accordance with the aforementioned criteria, a General Meeting shall be convened to appoint additional members to the Board of Statutory Auditors.

Those who submit a "minority list" are also the addressees of the recommendations made by Consob with the Communication no. DEM/9017893 of 26 February 2009.

Those shareholders who wish to submit a list are invited to make proposals regarding the compensation, at the same time as the list.

Documentation

The documentation concerning the Shareholders' Meeting and the proposed resolutions on the agenda items will be made available to the public on the Company's website at www.txtgroup.com (under the Investors/Shareholders' Meeting section). It will also be accessible through the eMarket Storage mechanism at www.emarketstorage.com and at the Company's registered office in Cologno Monzese, Via Milano 150, within the timeframes prescribed by applicable regulations. Shareholders are entitled to request a copy.

In particular:

- the explanatory report on agenda item 1, 2, 5, 6 and 7 will be made available by 20 March 2026;
- The annual financial report for the 2025 fiscal year, along with the other reports required under Article 154-ter of the Italian Consolidated Law on Finance (TUF)—including the Corporate Governance and Ownership Structure Report for the 2025 fiscal year, the Sustainability Report, and the Remuneration Policy and Compensation Report pursuant to Article 123-ter of the TUF—will be made available by 31 March 2026.

Cologno Monzese, 20 March 2026

For the Board of Directors

The Chairman

Enrico Magni

Fine Comunicato n.0439-23-2026

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