

TXT E-SOLUTIONS S.P.A.**ORDINARY SHAREHOLDERS' MEETING 29 APRIL 2026****Report of the Board of Directors prepared in accordance with Article 125-ter of Legislative Decree No. 58 of 24 February 1998, as subsequently amended**

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.

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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.

Dear Shareholders,

With reference to the item on the agenda, we hereby submit for your consideration the draft financial statements, comprising the Balance Sheet, the Income Statement and the Notes to the Financial Statements, for the financial year ended 31 December 2025, as well as the Integrated Management Report and the Corporate Sustainability Report, inviting you to approve the matters within your remit.

The Group's Consolidated Financial Statements, approved by the Board of Directors on 12 March 2026, have also been made available to shareholders.

Noting, therefore, that the draft financial statements show a profit of €10,316,428.74 (rounded in the financial statements to €10,316,429 pursuant to Article 2423 of the Italian Civil Code), we propose that the General Meeting approve the 2025 financial statements with the following resolution:

"The Shareholders' Meeting of TXT e-solutions S.p.A.,

- *having examined the draft financial statements for the financial year ending 31 December 2025;*
- *having taken note of the Board of Directors' report on the performance of operations for the 2025 financial year;*
- *having taken note of the proposed financial statements as at 31 December 2025 – comprising the Balance Sheet, the Profit and Loss Account and the Notes to the Financial Statements – which show a profit of €10,316,428.74;*
- *having taken note of the Report of the Board of Statutory Auditors and the Report of the independent auditors Crowe Bompani S.p.A.;*

resolves

to approve the financial statements for the year ended 31 December 2025"

The Consolidated Financial Statements and the Company's Sustainability Report, approved by the Board of Directors, will be presented at the general meeting.

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2. Allocation of the operating result for the financial year and proposal for the distribution of a dividend. Related and consequential resolutions.

Dear Shareholders,

On 12 March 2026, the Company's Board of Directors approved the draft financial statements for the year ended 31 December 2025, which show a net profit of €10,316,428.74. For further details on this matter, please refer to the explanatory notes to the financial statements prepared by the Company's Board of Directors. The Board of Directors therefore proposes to allocate the profit of €10,316,428.74 as follows:

- 1) a dividend of €0.35 per share, corresponding to a total value of €4,407,039 calculated on the basis of the number of shares in circulation as at the date of approval of the draft financial statements (i.e. 12,591,541);
- 2) €5,909,390 to the retained earnings reserve.

The distribution of a dividend of €0.35 per share will take place with an ex-dividend date of 18 May 2026 and a payment date of 20 May 2026. In this case, those who are shareholders of the Company at the close of business on 19 May 2026 (the so-called record date) will be entitled to the dividend.

With reference to the item on the agenda, we propose that the Shareholders' Meeting approve the following resolution:

"The Shareholders' Meeting of TXT e-solutions S.p.A.,

- having taken note of the Board of Directors' Report on the results of operations for the 2025 financial year;
- having taken note of the approval of the financial statements as at 31 December 2025 – comprising the Balance Sheet, the Profit and Loss Account and the Notes to the Financial Statements – which show a profit of €10,316,428.74;
- having taken note of the Report of the Board of Statutory Auditors and the Report of the auditing firm Crowe Bompani Spa;

resolves

- *to allocate the profit for the financial year of €10,316,428.74 (rounded to €10,316,429 in the financial statements) as follows:*
 - *a dividend of €0.35 per share, corresponding to a total value of €4,407,039 calculated on the basis of the number of shares in issue as at the date of approval of the draft financial statements (i.e. 12,591,541);*
 - *to the retained earnings reserve: €5,909,390;*
- *to determine that the dividend payment shall take place from 20 May 2026, with a record date of 19 May 2026 and coupon no. 18 detaching on 18 May 2026, acknowledging that, for tax purposes only, this dividend constitutes a distribution of retained earnings accrued in the financial year following that in progress as at 31 December 2016.*
- *to confer upon the Chairman of the Board of Directors and the Chief Executive Officer, acting separately, the broadest powers to implement the above resolutions."*

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3. Report on the Remuneration Policy and Compensation paid: approval of the First section regarding the remuneration policy pursuant to Article 123-ter of Italian Legislative Decree no. 58/1998;

Dear Shareholders,

The Board of Directors has convened this Ordinary General Meeting to present to you the Report on Remuneration Policy and Remuneration Paid ("**Remuneration Report**" or "**Report**"), prepared in accordance with Articles 123-ter of Legislative Decree 58/1998 ("**TUF**") and Article 84-quater of Consob Regulation No. 11971/1999 ("**Issuers' Regulation**") and drawn up in accordance with Annex 3A, Schedule 7-bis of the same Issuers' Regulation. The Remuneration Report is divided into the following sections:

- a) Section I – in accordance with Articles 123-ter of the TUF and 9-bis of Directive 2007/36/EC – sets out the Company's policy on the remuneration of members of the Board of Directors, general managers and other executives with strategic responsibilities and, without prejudice to the provisions of Article 2402 of the Italian Civil Code, members of the Company's Board of Statutory Auditors, as well as the procedures used for the adoption, review and implementation of this policy. The aforementioned remuneration policy is valid for one year;
- b) Section II, setting out by name the remuneration paid to directors and statutory auditors and, in aggregate form, the remuneration paid to other senior managers with strategic responsibilities:
 - provides an adequate, clear and comprehensible description of each component of the remuneration, including the benefits provided in the event of termination of office or termination of the employment relationship, highlighting its compliance with the relevant policy and the manner in which the remuneration contributes to the Company's long-term results;
 - provides a detailed breakdown of the remuneration paid during the financial year in question, for any reason and in any form, by the company and by subsidiaries or associated companies, indicating any components of such remuneration that relate to activities carried out in financial years prior to the one in question and also highlighting the remuneration to be paid in one or more subsequent financial years in respect of activities carried out during the financial year in question, where appropriate indicating an estimated value for components that cannot be objectively quantified during the financial year in question.

The Remuneration Report also contains the information required under Article 84-quater of Consob Regulation No. 11971/1999.

The Remuneration Report will be made available to the public at the Company's registered office, will be published on the Company's website ([www.txtgroup.com/sezione "Investors"](http://www.txtgroup.com/sezione%20Investors), Financial Reports) and will also be available on the authorised storage mechanism "E-Market storage", accessible at www.emarketstorage.it, in accordance with the law.

Please note that, pursuant to Article 123-ter, paragraph 3-bis, of the TUF, shareholders will be called upon to vote in favour of or against Section I of the Remuneration Report, with the resolution being binding pursuant to Article 123-ter, paragraph 3-ter, of the TUF.

The outcome of the vote will be made available to the public in accordance with the law pursuant to Article 125-quater, paragraph 2, of the TUF.

We therefore propose the following resolution:

"The Shareholders' Meeting of TXT e-solutions S.p.A., having examined the remuneration policy drawn up by the Board of Directors pursuant to Article 123-ter of Legislative Decree 58/1998



resolves

to approve the first section of the Report on the remuneration policy pursuant to Article 123-ter, paragraph 3-ter of Legislative Decree No. 58/1998."

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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;

Dear Shareholders,

The Company's Board of Directors has convened this Ordinary General Meeting to present to you the Remuneration Report prepared in accordance with Articles 123-ter of the Consolidated Law on Finance (TUF) and Article 84-quater of the Issuers' Regulations, and drawn up in accordance with Annex 3A, Schedule 7-bis of the same Issuers' Regulations.

Section II of the Remuneration Report is submitted for a non-binding resolution, in accordance with Article 123-ter, paragraph 6, of the TUF.

The outcome of the vote will be made available to the public within the time limits laid down by law pursuant to Articles 123-ter, paragraph 6, and 125-quater, paragraph 2, of the TUF.

We therefore propose the following resolution:

"The Shareholders' Meeting of TXT e-solutions S.p.A., having taken note of the second section of the remuneration report

resolves

to approve – pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58/1998 and for all other legal and regulatory purposes, and therefore by way of a non-binding resolution – the "second section" of the Remuneration Report.

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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.

Dear Shareholders,

The Board of Directors has decided to request that the General Meeting revoke the authorisation to buy and sell treasury shares previously granted by the General Meeting on 29 April 2025 pursuant to Articles 2357 and 2357-ter of the Italian Civil Code and Article 132 of the Consolidated Law on Finance (TUF) and Article 144-bis of the Issuers' Regulations, for the period not yet elapsed and for the unused portion, in order to renew the authorisation to purchase and dispose of treasury shares for a further 18 months from the date of approval of the resolution. The following information is provided in this regard:

1. Reasons for requesting the revocation of the authorisation previously granted

The revocation is requested solely in connection with the subsequent application for authorisation to purchase and dispose of own shares for a further period of eighteen months (from the date of the resolution) pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, Article 132 of the Consolidated Law on Finance (TUF) and Article 144-bis of the Issuers' Regulations, as well as in accordance with the applicable provisions of Regulation (EU) No 596 of 16 April 2014 on market abuse ("**MAR**"), Delegated Regulation (EU) No 1052 of 8 March 2016 ("**Delegated Regulation**") and accepted market practices from time to time.

It should be noted that, by resolution passed on 29 April 2025, the Company's Shareholders' Meeting authorised the Board of Directors to purchase and dispose of the Company's ordinary shares. The authorisation to purchase was granted for a period of 18 months from the date of the resolution and will therefore expire on 29 October 2026, whilst the authorisation to dispose of shares was granted without any time limit.

Following the partial implementation of the resolution, as at today's date the Company holds 414,709 treasury shares (equivalent to 3.2% of the share capital).

In view of the advisability of renewing the authorisation, it is proposed to submit for approval by the Shareholders' Meeting a new authorisation to the Board of Directors for the purchase and disposal of the Company's ordinary treasury shares on the terms set out in this Report, prepared in accordance with and for the purposes of Article 125-ter of the Consolidated Law on Finance and Article 73 of the Issuers' Regulations, subject to the revocation of the current authorisation for the portion that has not yet been exercised.

2. Reasons for requesting authorisation to buy back and dispose of own shares

The Board of Directors considers it appropriate that the request for authorisation to purchase and dispose of treasury shares, including through subsidiaries, be granted in order to pursue, in the Company's interest, the purposes permitted by the applicable legislation in force, in strict compliance with current EU and national legislation, as well as in accordance with market practices, as permitted from time to time pursuant to Article 13 of the MAR ("**Market Practices**"), including:

- a) Carrying out transactions such as the sale and exchange of own shares for potential acquisitions of shareholdings, or within the scope of potential strategic agreements as part of the Company's investment policy;
- b) Building up the necessary reserves to implement the share option plans approved by the general meeting;
- c) Carrying out investments in and divestments of own shares, where market trends or the level of available liquidity may make such a transaction economically advantageous;

- d) To support the liquidity of the shares on the market, so as to facilitate the smooth conduct of trading and avoid price movements that are not in line with market trends, thereby strengthening – in compliance with applicable laws and regulations – the stability of the share price during the most sensitive phases of trading.

The request for authorisation also provides for the Board of Directors to carry out repeated and successive purchases and sales (or other disposals) of treasury shares, including on a revolving basis, including for fractions of the maximum authorised quantity, so that, at all times, the number of shares subject to the proposed purchase and held by the Company does not exceed the limits set by law and by the authorisation of the Shareholders' Meeting, and in any event such purchase is carried out in accordance with the applicable provisions of the Issuers' Regulations, MAR, the Delegated Regulation, and, where applicable, the Accepted Practices.

3. Duration and details regarding the maximum number and nominal value of the shares for which authorisation is sought

The authorisation that the Board is requesting from the Shareholders' Meeting is sought for a period of 18 months, as provided for by the Italian Civil Code, and concerns purchases to be made, including in several instalments, until the maximum quantity permitted by law is reached, as provided for in Article 2357, paragraph 3, of the Italian Civil Code, equal to one-fifth of the Share Capital.

The Board of Directors may carry out the authorised transactions on one or more occasions and at any time, to the extent and at the times freely determined in compliance with the applicable regulations, including on a revolving basis, at the pace deemed appropriate in the interests of the Company.

In continuity with what has already been resolved previously, authorisation for the disposal of treasury shares held from time to time in the portfolio is requested without time limits, due to the absence of time limits under the current regulations and the opportunity to allow the Board of Directors to make use of maximum flexibility in carrying out acts of disposal of the shares.

4. Information relevant to a comprehensive assessment of compliance with the provision set out in Article 2357(1) of the Civil Code

Purchases of own shares must, in any event, be made within the limits of distributable profits and available reserves as shown in the latest approved financial statements at the time each transaction is carried out. Only fully paid-up shares may be purchased.

As at the date of this Report, the draft financial statements for the year ending 31 December 2025, as approved by the Board of Directors on 12 March 2026, show a total amount of effectively distributable profits and effectively available reserves of €111,002,781.11. It is understood that the Board of Directors, when making individual purchases, must ensure that distributable profits and available reserves exist at the time the purchases are made.

5. Useful information for assessing compliance with the provision set out in Article 2357(3) of the Civil Code

The nominal value of the shares for which authorisation to purchase is sought shall in no case exceed one-fifth of the share capital actually subscribed and paid up from time to time, taking into account for this purpose any shares that may be acquired by subsidiaries, as provided for in Article 2357(3) of the Civil Code. Subsidiaries will in any event be given specific instructions to promptly report any acquisition of shares carried out pursuant to Article 2359-bis of the Italian Civil Code.

For the purposes of assessing compliance with this limit, it is noted that the share capital currently amounts

to €6,503,125, divided into 13,006,250 ordinary shares with a nominal value of €0.50, and that, as at the date of this report, the Company holds 414,709 shares in TXT e-solutions S.p.A., whilst no shares are held by its subsidiaries.

6. Minimum and maximum consideration

The purchase price of each treasury share must be, at a minimum, equal to €0.50 (corresponding to the nominal value) and, at a maximum, equal to the stock market price immediately prior to each individual transaction, increased by no more than 10%, and in any event within the maximum limits provided for by current legislation.

The disposal of the shares may take place for a minimum consideration not less than their nominal value.

7. Procedures for the purchase and disposal of treasury shares

Transactions involving the purchase of treasury shares shall be carried out in compliance with the applicable laws and regulations and, in particular, in accordance with the provisions of Article 132 of Legislative Decree No. 58 of 24 February 1998 ("TUF") and Article 144-bis, paragraph 1, letters b) and c) of Consob Regulation No. 11971/99, as amended and supplemented ("Issuers' Regulation"), or in accordance with the operating procedures laid down in the rules governing the organisation and management of the markets themselves, so as to ensure equal treatment of shareholders.

Furthermore, the operations of buying and selling shares must be carried out in accordance with the provisions of Regulation 596/2014, as well as Delegated Regulation No. 1052/2016.

Purchases and disposals may also be carried out in accordance with the conditions set out in accepted market practices pursuant to Article 13 of EU Regulation 596/2014.

The adoption of Permitted Market Practices may involve the Company entering into contracts with an intermediary in order to pursue the objectives set out in the reasons for adopting the resolution, in accordance with the terms and conditions provided for by the permitted practices under the legislation in force at the time."

8. Information on whether the share buyback is intended to reduce the share capital

It is not expected that the aforementioned share buyback will be used to reduce the share capital.

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Dear Shareholders,

In accordance with the information we have provided, we propose that you adopt the following resolution:

"The General Meeting, having heard the report of the Board of Directors and having examined the report drawn up in accordance with Article 125-ter of Legislative Decree No. 58 of 24 February 1998, as subsequently amended and supplemented ("TUF") and Article 73 of the Regulations adopted by Consob by Resolution No. 11971 of 14 May 1999 ("Issuers' Regulations"), in accordance with Annex 3A, Schedule 4, to the said Regulations; - having regard to the provisions of Articles 2357 et seq. of the Civil Code, Article 132 of the TUF and Article 144-bis of the Issuers' Regulations, as well as in accordance with the applicable provisions of Regulation (EU) No 596 of 16 April 2014 on market abuse, Delegated Regulation (EU) No 1052 of 8 March 2016 and accepted market practices,

resolves

- *to revoke, for the period from the date of this meeting until its natural expiry and in respect of the unused portion, the authorisation, pursuant to and for the purposes of Article 2357 of the Civil Code, granted by the ordinary general meeting of **29 April 2025**;*
- *to authorise, pursuant to and for the purposes of Article 2357 of the Italian Civil Code, the purchase,*

- on one or more occasions, for a period of 18 months from the date of this resolution, of ordinary shares in TXT e-solutions S.p.A. up to the statutory maximum – and in any event, to such an extent that at no time shall the nominal value of the own shares held pursuant to this resolution and held in general ever exceed one-fifth of the share capital actually subscribed and paid up from time to time, taking into account also any shares held by subsidiaries – at a minimum price not lower than the nominal value of the TXT e -solutions S.p.A., and at a maximum price not exceeding the stock market price on the day preceding each individual transaction, increased by 10%, and in any event within the maximum limits provided for by current legislation;*
- *to authorise the Board of Directors to proceed, in accordance with the provisions of the law and regulations, with the purchase – including through authorised representatives – of shares in TXT e-solutions S.p.A. on the terms set out above, at the pace deemed appropriate in the Company's interests, in accordance with the procedures permitted by current legislation, and thus on the market, so as to ensure equal treatment of shareholders pursuant to Article 132 of Legislative Decree No. 58 of 24 February 1998;*
 - *to authorise the Board of Directors, pursuant to and for the purposes of Article 2357-ter of the Italian Civil Code, to dispose of – including through delegates, at any time, in whole or in part, on one or more occasions and even before the purchases have been exhausted – of its own shares acquired pursuant to this resolution and of all treasury shares held in the portfolio from time to time, granting the Board the power to determine, from time to time, in compliance with the provisions of law and regulations, the terms, methods and conditions deemed appropriate, it being understood that in the event of the disposal of the shares, this may take place for a minimum consideration not less than their nominal value;*
 - *to grant the Board of Directors all powers necessary to implement this resolution, with the express authority to identify the funds to be used for the creation of the restricted reserve referred to in the final paragraph of Article 2357-ter of the Civil Code”.*

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6. Appointment of the Board of Directors.

a. Determination of the number of members of the Board of Directors.

Dear Shareholders,

With regard to item 6 on the agenda, concerning the appointment of the Board of Directors, the Board of Directors would like to remind you that the term of office of the current Board will expire upon approval of the financial statements for the year ending 31 December 2025.

It is therefore necessary to appoint a new Board of Directors.

Pursuant to Article 15 of the Articles of Association, the Company is managed by a Board of Directors comprising between three and fourteen members, depending on the decision of the Ordinary General Meeting at the time of appointment.

The current Board consists of seven members.

The outgoing Board of Directors refrains from making specific proposals in this regard and invites the General Meeting to determine – within the limits set out in the Articles of Association – the number of members of the Board of Directors, on the basis of any proposals that may be put forward by the Shareholders.

b. Term of office of the Board of Directors.

Pursuant to Article 16 of the Articles of Association, the Board of Directors remains in office for three financial years and may be re-elected.

The Board of Directors invites you to confirm that the term of office of the members of the Board of Directors who will be elected corresponds to the date of the ordinary shareholders' meeting called to approve the financial statements as of December 31, 2028.

c. Appointment of the members of the Board of Directors.

d. Appointment of the Chairman of the Board of Directors.

Pursuant to Article 15 of the Articles of Association, shareholders who, either alone or together with other shareholders, hold, at the time of submission of the list, at least the percentage of the share capital set by law or by Consob pursuant to Article 147-ter, paragraph 1 of the Consolidated Law on Finance (currently set at 2.5% by Consob Resolution No. 155 of 28 January 2026). Each shareholder may submit or participate together with other shareholders in the submission of, only one list, and each candidate may stand on only one list, on pain of ineligibility.

The lists must be filed at the registered office or sent to the certified email address txtesolutions@legalmail.it.

The lists submitted must be filed at least 25 days prior to the date set for the Shareholders' Meeting in a single call (i.e. by 4 April 2026).

The lists are made available to the public at the company's registered office, on the website, via the authorised market storage mechanism at www.emarketstorage.com, and through the other channels specified by Consob at least 21 days prior to the date of the General Meeting (i.e. by 8 April 2026).

Together with each list, within the time limits indicated above, declarations must be filed in which the individual candidates accept their nomination and certify the absence of grounds for ineligibility and incompatibility, as well as the fulfilment of the requirements prescribed by current legislation for the assumption of office, the professional CV of each candidate, containing a list of the administrative and supervisory positions held in other

companies, and the fulfilment of any independence requirements provided for in Article 148(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 include candidates who meet the independence requirements laid down by law.

Pursuant to Article 15 of the Articles of Association, 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 places 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 shareholders 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.

Lists containing three or more candidates must also include candidates of different genders, in accordance with the provisions of the notice convening the general meeting, so as to ensure that the composition of the Board of Directors complies with current legislation on gender balance. In any event, the directors appointed must include at least one independent director or the maximum number provided for by the provisions applicable to the company at the time of appointment. Should the independent director not be elected on the basis of the list voting procedure described above, he or she shall be appointed to replace the last director drawn from the list to which he or she belongs, giving priority to the independent director belonging to the list that obtained the majority of votes. Furthermore, the directors appointed must include a number of directors of each gender that meets the minimum requirements set out in the regulations to which the company is subject at the time of appointment. In the event that, following the election of candidates via the list voting procedure, the composition of the board of directors fails to comply with the gender quotas, the director from the under-represented gender shall be appointed to replace the last director drawn from the list to which they belong, giving priority to the director from the under-represented gender belonging to the list that obtained the majority of votes. Finally, should this procedure fail to ensure that the board of directors includes a number of members of each gender at least equal to the minimum required by the provisions in force at the time of appointment, the appointment of persons belonging to the under-represented gender shall be made by a resolution passed by the general meeting with the statutory majorities, without any list restriction, replacing, if necessary to reach the number of board members established by the general meeting, the person thus appointed with the last of the elected candidates from the list that obtained the majority of votes.

In particular, lists containing three or more candidates must also include candidates of different genders so as to ensure that the composition of the Board of Directors complies with current legislation on gender balance, such that candidates of the under-represented gender account for at least two-fifths of the total, with any fractional number rounded up to the nearest whole number.

Those submitting a "minority list" are also subject to the recommendations set out by Consob in Communication No. DEM/9017893 of 26 February 2009.

Finally, those intending to submit a list are invited to provide adequate information regarding whether or not the list complies with the identified gender diversity objective, in the documentation submitted for the filing of the list.

It should be noted that Article 17 of the Articles of Association provides that the Board shall appoint a Chairman from among its members if the Shareholders' Meeting has not done so.

e. Determination of the compensation for the Board of Directors.

Pursuant to Article 2389 of the Italian Civil Code, the remuneration payable to members of the Board of Directors is determined at the time of their appointment or by the Shareholders' Meeting. Furthermore, pursuant to Article 2389(3) of the Italian Civil Code, the remuneration of directors entrusted with specific duties in accordance with the Articles of Association is determined by the Board of Directors, after consulting the Board of Statutory Auditors. If the Articles of Association so provide, the General Meeting may determine a total amount for the remuneration of all directors, including those entrusted with specific duties. The outgoing Board of Directors refrains from making specific proposals in this regard and invites the General Meeting to determine the remuneration payable to the Directors, on the basis of any proposals that may be put forward by the Shareholders.

We would like to remind you that:

- Article 15 of the Articles of Association, to which reference is made, governs the election of the Board of Directors by means of a list-based voting system;
- The Corporate Governance Code for Listed Companies, to which your company has adhered, provides for the appointment of "independent directors";
- On 12 March 2026, the Board of Directors expressed its opinion on the size and composition of the Board and its recommendation regarding the managerial and professional figures whose presence on the Board is deemed appropriate pursuant to Recommendation 23 of the Borsa Italiana Corporate Governance Code. The document setting out the Guidelines on the quantitative and qualitative composition of the Board is available on the Company's website at www.txtgroup.com (Investors/Shareholders' Meeting section).

We invite you to resolve on the following matters, and in particular:

- to determine the number of members of the Board of Directors;
- confirm the term of office of the members of the Board of Directors until the meeting that will approve the financial statements ending on December 31, 2028;
- to appoint the members of the Board of Directors, proceeding, on the basis of the nominations submitted, to vote on the election of the relevant members in accordance with the provisions of the law and the Articles of Association;
- to present proposals for the appointment of the Chairman of the Board of Directors, in the absence of which the Board of Directors will appoint the Chairman from among its members;
- to determine the remuneration of the Directors in accordance with Article 2389 of the Italian Civil Code.



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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.

The Board of Directors would like to remind you that, upon approval of the financial statements for the year ended 31 December 2025, the term of office of the current Board of Statutory Auditors will also expire; it is therefore necessary to appoint a new Board, which will remain in office until the approval of the financial statements for the year ended 31 December 2028.

The Board of Statutory Auditors consists of three Standing Auditors and three Alternate Auditors.

The Ordinary General Meeting elects the Board of Statutory Auditors, in accordance with the regulations in force at the time regarding gender balance, and determines its remuneration

Pursuant to Article 23 of the Articles of Association, to which we refer, the appointment of the Board of Statutory Auditors is made on the basis of lists submitted by shareholders in which the candidates are listed in numerical order. Each list contains a number of candidates not exceeding the number of members to be elected.

Pursuant to Article 23, shareholders who, either alone or together with other shareholders, represent at least 2% of the shares carrying voting rights at the Ordinary General Meeting are entitled to submit a list. It should be noted that although Consob Resolution No. 155 of 27 January 2026 set the threshold at 2.5% of the share capital on the basis of the following clause in that resolution (*"Without prejudice to any lower threshold provided for in the Articles of Association, [...]"*), the lower threshold provided for in the Articles of Association applies, and therefore 2% of the share capital.

No shareholder, nor shareholders belonging to the same group, may submit more than one list, even through a proxy or a trust company, nor may they vote for different lists.

Lists must be filed at the registered office or sent to the certified email address txtesolutions@legalmail.it.

The lists submitted must be filed at least 25 days prior to the date set for the Shareholders' Meeting in a single call (i.e. by 4 April 2026).

The lists are made available to the public at the company's registered office, on the website via the authorised market storage mechanism at www.emarketstorage.com, and through the other channels specified by Consob at least 21 days prior to the date of the General Meeting (i.e. by 8 April 2026).

If, within the 25-day period prior to the meeting, only one list has been submitted for the appointment of the Board of Statutory Auditors, or if several lists have been filed but these are attributable to shareholders connected to one another in accordance with current laws and regulations, the Company shall give notice thereof in the manner prescribed by law and regulations, and lists for the appointment of the Board of Statutory Auditors may be filed until the third day following the statutory deadline, i.e. until 7 April 2026, by shareholders who, alone or together with other shareholders, represent at least 1% of the share capital represented by ordinary shares.

The lists must be accompanied by a description of the professional background of the nominated candidates, together with a list of the administrative and supervisory positions they hold in other companies, and declarations in which the individual candidates accept their nomination and certify, on their own

responsibility, that there are no grounds for ineligibility or incompatibility, and that they meet the requirements laid down by law or the Articles of Association for the office.

Any list that does not comply with the above provisions shall be deemed not to have been submitted. A list of positions held must also be provided, together with information 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 election of auditors shall be conducted in accordance with the relevant legislation and Article 23 of the Articles of Association.

Lists containing three or more candidates must include candidates of both genders, with a minimum of two of each gender if the list comprises six candidates, so that candidates of the under-represented gender account for at least two-fifths of the total, rounded down to the nearest whole number in the event of a fractional number.

Those submitting a "minority list" are also subject to the recommendations set out by Consob in Communication No. DEM/9017893 of 26 February 2009.

Those intending to submit a list are invited to provide adequate information regarding whether or not the list complies with the identified gender diversity objective, in the documentation submitted for the filing of the list.

Lists submitted without complying with the above provisions shall be deemed not to have been submitted. Each candidate may be included on only one list, failing which they shall be ineligible.

Furthermore, persons who do not meet the requirements laid down by the applicable regulations or who already hold the office of Standing Auditor in more than five companies with securities listed on regulated Italian markets may not be elected as Auditors.

Each person entitled to vote may vote for only one list. The election of the members of the Board of Statutory Auditors shall be conducted as follows, subject, however, to the provisions set out below regarding gender balance. From the list that has obtained the highest number of votes, two standing members and two alternate members shall be drawn, in the sequential order in which they are listed on that list; from the list that has obtained the second highest number of votes at the meeting, the Chairman of the Board of Statutory Auditors and the other alternate member shall be drawn, in the sequential order in which they are listed 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. Should the composition of the Board of Statutory Auditors not comply with the regulations in force at the time regarding gender balance following the procedure outlined above, the necessary replacements shall be made from the list that obtained the highest number of votes and in the order in which the candidates are listed. In the event of the death, resignation or disqualification of a Statutory Auditor, the alternate from the same list as the outgoing auditor 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, to make replacements in accordance with the above criteria, a General Meeting shall be convened to appoint additional members to the Board of Statutory Auditors.

Please note that, pursuant to Article 148(2-bis), the Chairman of the Board of Statutory Auditors is appointed by the General Meeting from among the auditors elected by the minority shareholders.

Pursuant to Article 2402 of the Civil Code, members of the Board of Statutory Auditors are entitled, in addition to reimbursement of expenses incurred in the performance of their duties, to remuneration determined for the entire term of office by the General Meeting at the time of their appointment. The remuneration payable to members of the Board of Statutory Auditors is determined by the Shareholders' Meeting.

No specific proposals are made in this regard, and the ordinary Shareholders' meeting is invited to determine the remuneration due to the members of the Board of Statutory Auditors, based on the proposals that may be made by the Shareholders.

In reminding you that the Articles of Association, in the above-mentioned art. 23, to which reference is made, governs the election of the Board of Statutory Auditors through list voting.

We invite you to resolve on the following matters, and in particular:

- to deliberate regarding the appointment of the Board of Statutory Auditors, proceeding based on the candidacies submitted, to the vote for the election of the related members in accordance with the provisions of law and the Articles of Association;
- to determine the remuneration of the Board of Statutory Auditors.

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Cologno Monzese, 12 March 2026

For the Board of Directors

The Chairman

Enrico Magni