

## NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The shareholders are called to the Ordinary Shareholders' Meeting, to be held on 20 April 2022 at 10am in a single call at TXT e-solutions registered office, Via Milano 150 - 20093, Cologno Monzese (MI), to discuss and deliberate the following:

### **Agenda:**

- 1) Approval of the Financial Statements for the year ending 31 December 2021, Board of Directors' report on operations and the reports of the Board of Statutory Auditors and the Independent Auditors, presentation of the consolidated financial statements. Presentation of the Declaration of non-financial character drawn up pursuant to Legislative Decree No. 254/2016;
- 2) Approval of allocation of profit for the year;
- 3) Report on the Remuneration Policy and Compensation Paid. Approval of the first section regarding the remuneration policy pursuant to paragraphs 3, 3-bis and 3-ter of Article 123-ter of Italian Legislative Decree no. 58/1998;
- 4) Report on Remuneration Policy and Compensation Paid. Advisory vote on the Second Section of the Report pursuant to paragraphs 4 and 6 of article 123-ter of Legislative Decree no. 58/1998;
- 5) Proposal to revoke the authorisation to purchase and sell treasury shares resolved by the shareholders' meeting of 22 April 2021, to the extent not used, and renew the authorisation up to a maximum of one fifth of the share capital.

### **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 1.370.752 treasury shares for which voting rights are suspended. 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 Shareholders' Meeting - Attendance at the Shareholders' Meeting**

Pursuant to article 106 of Decree-Law no. 18 of 17 March 2020, on "measures to strengthen the national health service and economic support for families, workers and business related to the epidemiological emergency from COVID-19" (converted, with amendments, by Law no. 27 of 24 April 2020), as amended by Law no. 21/2021 upon conversion of Decree-Law no. 183/2020 and recently extended by Decree-Law n. 228 of 30 December 2021 and amended by the Law no. 15 of 25 February 2022, which extended its application also to the Shareholders' meetings held by 31 July 2022, the attendance at the Shareholders' Meeting of the shareholders and of the persons entitled pursuant to Article 83-sexies of the Consolidated Law on Finance may take place exclusively through the representative appointed pursuant to Article 135-undecies of Legislative Decree no. 58 of 24 February 1998 ("Consolidated Law on Finance"), who may also be granted proxies and/or subdelegations pursuant to Article 135-novies of the Consolidated Law on Finance, as an exception to Article 135-undecies, paragraph 4, of the Consolidated Law on Finance.

Furthermore, it is foreseen that the participation in the shareholders' meeting by the Appointed Representative, the Directors and the Statutory Auditors, as well as by all other persons entitled to participate in the meeting pursuant to the law other than those having the right to vote, may also take

place by means of telecommunications that allow their verification. The procedure for participation in the Shareholders' Meeting by telecommunications means will be communicated by the Company to the Designated Representative, the Directors and the Statutory Auditors, as well as to all other persons entitled to participate other than those who have the right 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. 7 April 2022 (*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 7 April 2022 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 (13 April 2022). 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 Decree-Law No. 18 of 17 March 2020 known as "Cura Italia" ("Decree"), as subsequently extended and supplemented, in order to reduce the risks associated with the Covid-19 health emergency, the Company has decided to opt the possibility introduced by Article 106 of the Decree, to provide that the attendance of shareholders at the Shareholders' Meeting takes place exclusively through the representative appointed pursuant to Article 135-undecies of Legislative Decree No. 58/1998.

Consequently, the Company has appointed Computershare S.p.A. - with legal office in Milan, via Mascheroni n. 19, 20145 - to represent the shareholders pursuant to art. 135-undecies of Legislative Decree 58/1998 and the aforementioned Law Decree (the "Designated Representative"). Shareholders who wish to participate in the Shareholders' Meeting must therefore grant the Designated Representative a proxy - with voting instructions - on all or some of the proposals for resolutions on the items on the agenda, using the specific proxy form, prepared by the Designated Representative in agreement with the Company and available on the Company's website: [www.txtgroup.com](http://www.txtgroup.com) (Who We Are/Shareholders' Meetings section).

The proxy form with the voting instructions must be submitted in accordance with the instructions on the proxy form and on the Company's website by the end of the second trading day prior to the meeting (14 April 2022) and the proxy may be revoked by the same deadline.

A proxy conferred in this way shall be effective only in respect of those proposals on which voting instructions have been given.

It should also be noted that the Appointed Representative may also be granted proxies and/or sub-delegations pursuant to Article 135-novies of Legislative Decree no. 58/1998, as an exception to Article 135-undecies, paragraph 4 of Legislative Decree no. 58/1998 by following the instructions indicated in the form available on the Company's website: [www.txtgroup.com](http://www.txtgroup.com). Taking into account the current emergency, such proxies may be conferred by the open market-day preceding the Shareholders' Meeting (19 April 2022). In the same manner, those entitled may revoke, within the same deadline, the proxy or sub-delegation and the voting instructions conferred.

In light of the limitations that may arise due to health requirements, the persons entitled to attend the meeting (the members of the corporate bodies, the Secretary in charge and the Designated Representative) may also attend by telecommunication means in the manner notified to them individually, in compliance with the applicable regulatory provisions for this eventuality.

The Designated Representative will be available for clarification or information at + 39 02 4677 6834, or via the e-mail address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

Shareholders are informed that the company reserves the right to supplement and/or amend the above instructions in accordance with emerging needs as a result of the current situation of the Covid-19 epidemiological emergency and its unforeseeable developments.

### **The right to submit questions before the Meeting**

Pursuant to Article 127-ter of Legislative Decree 58/1998, those entitled to vote may submit questions on the items on the agenda by 7 April 2022 (*record date*), by sending them by registered mail to TXT e-solutions S.p.A., at its registered office, Via Milano 150 – 20093 Cologno Monzese (MI) or by sending them to the certified email address: [txtesolutions@legalmail.it](mailto:txtesolutions@legalmail.it). Questions must be accompanied by a notice issued by the depositing intermediary attesting the ownership of the voting rights. The notice may also be sent after the submission of the applications, provided that it is sent by the third day following the record date, i.e. by 10 April 2022. Responses to the questions received will be provided by publication in the Who We Are/ Shareholders' Meetings section of the Company's website at [www.txtgroup.com](http://www.txtgroup.com) at least three trading days preceding the meeting (13 April 2022).

### **Integration of the agenda and presentation of new proposals for resolutions**

Shareholders who, even jointly, represent at least one fortieth of the share capital with voting rights may request the addition of items to be discussed, or submit resolution proposals on items already on the agenda, indicating the proposed topics in the request, which must be received within 10 days from the publication of this notice (i.e. by 26 March 2022) by TXT e-solutions S.p.A., at the Registered Office, Via Milano 150 - 20093 Cologno Monzese (MI), to the attention of the Chairman of the Board of Directors, or to the certified email address: [txtesolutions@legalmail.it](mailto:txtesolutions@legalmail.it), accompanied by appropriate communication attesting the shareholding as indicated above and by a report containing the reasons for the resolution proposals on the new items they propose to discuss or the reasons for the additional resolution proposals presented on items already on the agenda. Shareholders requesting the integration of the agenda or the presentation of new resolution proposals shall prepare a report containing the reasons for the resolution proposals on the new items they propose to deal with or the reasons for the additional resolution proposals presented on items already on the agenda. The report shall be submitted to the managing body within the above-mentioned deadline. Additions to the agenda are not permitted for items on which the shareholders' meeting resolves, in accordance with the law, on the proposal of the directors or on the basis of a draft or a report prepared by them. Any additions to the agenda or the presentation of additional proposed resolutions will be notified by the Company, in the same manner as the publication of this notice, at least fifteen days before the date set for the Shareholders' Meeting.

### **Individual proposals of resolution**

Pursuant to Consob Communication no. 3 of 10 April 2020 – paragraph 6, those entitled to vote may submit individual proposals for resolutions on the items on the agenda pursuant to Article 126-bis, paragraph 1, third sentence of Legislative Decree No. 58/1998 within 15 (fifteen) days prior to the date of the Shareholders' Meeting, i.e. by Tuesday 5 April 2022, to TXT e-solutions S.p.A., at the Registered Office, Via Milano 150 - 20093 Cologno Monzese (MI) to the attention of the Chairman of the Board of

Directors, or to the certified email address: [txtesolutions@legalmail.it](mailto:txtesolutions@legalmail.it). The proposals will be published on the Company's website at [www.txtgroup.com](http://www.txtgroup.com) (Who We Are/Shareholders' Meetings section), without delay and in any case no later than 14 April 2022, in order to allow those entitled to vote to express themselves in an informed manner, also taking into account such new proposals, and for the Appointed Representative to collect any voting instructions on the same. The resolution proposals must be accompanied by a certification of share ownership at the record date (7 April 2022) issued pursuant to Article 83-sexies of the Consolidated Law on Finance.

For the purposes above, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their comprehensiveness and their compliance with applicable regulations, as well as the legitimacy of the proponents.

### **Documentation**

Documents relating to the meeting and the proposals for resolutions on the items on the agenda will be made available to the public on the Company's website [www.txtgroup.com](http://www.txtgroup.com) (Who We Are/Shareholders' Meetings section) and will also be available in the eMarket Storage facility at the address [www.emarketstorage.com](http://www.emarketstorage.com), and at the Company's registered office in Cologno Monzese, via Milano 150, within the terms provided for by the regulations. Shareholders are entitled to obtain a copy.

In particular:

- the explanatory reports related to the items 1 and 2 of the agenda will be made available by 21 March 2022;
- the annual financial report covering the 2021 financial year, together with the other reports referred to in Article 154-ter, of the Consolidated Law on Finance, including the Report on Corporate Governance and Ownership Structure relating to the 2022, the Consolidated Non-Financial Statement and the Report on Remuneration Policy and Compensation Paid pursuant to Article 123-ter, of the Consolidated Law on Finance, by 29 March 2022;
- the explanatory report on item 5 of the agenda will be made available by 30 March 2022.

Cologno Monzese, 11 March 2022

For the Board of Directors

The Chairman

Enrico Magni