



SPAFID CONNECT

Informazione Regolamentata n. 0439-60-2019	Data/Ora Ricezione 27 Maggio 2019 21:56:04	MTA - Star
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Societa' : TXT e-SOLUTIONS

Identificativo : 119063

Informazione
Regolamentata

Nome utilizzatore : TXTN01 - Matarazzo

Tipologia : REGEM

Data/Ora Ricezione : 27 Maggio 2019 21:56:04

Data/Ora Inizio : 27 Maggio 2019 21:56:05

Diffusione presunta

Oggetto : TXT simplifies organization

Testo del comunicato

Vedi allegato.

**TXT e-solutions: simplified organization and resignation of
Division CEO Marco Guida.
Daniele Misani appointed to head Aerospace Division.**

Milan – May 27, 2019

The Board of Directors of TXT e-solutions Spa, listed on STAR segment of Borsa Italiana, approved today the proposal of Group CEO Enrico Magni to simplify, after the first acquisitions, the corporate organization and cancel a reporting level. The intermediate reporting level between the heads of business units “Automotive & Industrial” and “Aviation & Aerospace” and the Group CEO & Board of Directors has been eliminated. The Board appointed Daniele Misani to head of Aerospace Division, a brilliant young manager with growing technical, commercial and managerial responsibilities along his almost 20-years carrier.

Marco Guida resigned, with immediate effect, as Director of the Board after the approval of the new organization and notice of termination of his employment contract as Head of the Aerospace, Aviation & Automotive Division.

The entire Board of Directors thanks Marco Guida for his contribution to the Group’s success in several roles with growing managerial responsibilities during 25 years of activity and for achievements obtained in last 10 years as Executive Director of the Board.

The Board will name a new director in the next meetings.

Marco Guida owns 200.000 TXT shares and it is not beneficiary of management Stock Option Plans. Marco Guida was named Director by the Shareholders’ Meeting held on 21 April 2017 from the list presented by Alvisè Braga IIIa.

Today, the Board of Directors resolved, upon favorable opinion by the Remuneration Committee to assign 135,000 rights to purchase an equal amount of shares of the Company at a price of € 8.67 per share to 8 executive managers of the Aerospace Division and of the international subsidiaries, including Daniele Misani, Manager with strategic responsibilities. The Plan does not involve any executive director.

Vesting of the options is subject to the achievement of ambitious and pre-determined objectives of cumulative Revenues and Current Operating Income (EBITA) during the period 2019-2021.

A brief description of the reasons underlying adoption of the 2019 Stock Option Plan and its key elements is provided in the Information Document drawn up pursuant to Article 84-bis of the regulations adopted by Consob with Resolution no. 11971 of 14 May 1999 (the "Issuers' Regulation"), available on the Company's internet site.

Attached is Table 1, Schedule 7 of Attachment 3A to the Issuers' Regulation.

The Chairman Alvise Braga Illa has commented: *"The simplification of the organization and the new Stock Option Plan is consistent with TXT strategy of innovation, growth and acquisitions and aim to incentive brilliant young managers with direct responsibility on business. This will also allow to save some operating costs and to lower the average age of management for a profitable growth of the Company"*.

TXT e-solutions is a leading international provider of software products and strategic solutions. It operates in dynamic markets that require high specialization and innovation capacity. TXT is focused on software for the aerospace, aeronautics and automotive industries, where it offers specific products and specialized engineering services, and on the Fintech sector with services related to testing and IT governance and products and solutions for the management of loans, NPLs and large financial system risks. Listed on the stock exchange since 2000 and included in the Star segment (TXT.MI), TXT is headquartered in Milan and has offices in Italy, France, UK, Germany, Switzerland and the United States.

For information:

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COMPENSATION PLANS BASED ON FINANCIAL INSTRUMENTS

Table 1 of scheme 7 of Annex 3A to Regulation 11971/1999

Date: May 27, 2019

Name and surname or category (1)	Office (only to be specified for parties named individually)	BOX 2						
		Stock Options						
		Section 2						
		New assignment options on the basis of the decision: of the board of directors to propose to the shareholders' meeting of the competent body for the implementation of the shareholders' meeting resolution						
		Date of shareholders' meeting resolution	Description of instrument (12)	Number of options	Assignment date (10)	Exercise price	Market prices of the underlying shares on the assignment date	Potential exercise period (from-to)
Manager with strategic responsibilities (1 person)	Other	April 18, 2019	Stock option of ordinary share TXT e-solutions S.p.A.	18,000	May 27, 2019	8.67	8.24	from 01/03/2022 until 31/03/2022
Other Managers (7 people)	Other	April 18, 2019	Stock option of ordinary share TXT e-solutions S.p.A.	117,000	May 18, 2019	8.67	8.24	from 01/03/2022 until 31/03/2022

Fine Comunicato n.0439-60

Numero di Pagine: 5