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Oggetto : Resolutions of Extraordinary Shareholders
meeting of October 15, 2020

Testo del comunicato

Vedi allegato.

The Extraordinary Shareholders' Meeting of TXT e-solutions held today resolved for the following items on the agenda:

- *integration of the business purpose in order to allow the company to carry out the holding activity (mixed holding company);*
- *amendment of Art. 10 of the by-laws in order to allow the company to appoint the designated representative;*
- *integration of Art. 10 of the by-laws to allow Shareholders' meeting in audio / videoconference;*
- *introduction of art. 7-bis of the by-laws in order to provide the threshold of 40 percent of the share capital or voting rights to promote a takeover bid.*

Milan, 15 October 2020 – 11:45

The Shareholders' Meeting of TXT e-solutions held an extraordinary session today under the chairmanship of Enrico Magni:

- resolved for the integration of the business purpose in order to allow the company to carry out the holding activity (mixed holding company) and consequent amendment of Art. 4 of the by-laws;
- resolved for the amendment of Art.10 in order to allow the company to appoint the designated representative;
- resolved for the integration of Art.10 of the by-laws to allow Shareholders' meeting in audio / videoconference;
- resolved for the introduction of art.7-bis of the by-laws in order to provide the threshold of 40 percent of the share capital or voting rights to promote a takeover bid.

The extraordinary shareholders' meeting held today has resolved, *inter alia*, for the modification of the corporate purpose, introducing the typical activity of equity holdings, consisting of the assumption of equity investments - including majority stakes - in other companies for the purposes of increasing the value of the investments made.

This addition has been necessary in view of the growing activities of the company aimed at acquiring equity investments in companies and undertakings of any kind, Italian and foreign, relating to the company's core business and aiming to create value for shareholders, customers and the Group.

For comments and details related to the amendment and integration of Art. 10 of the by-laws – resolved in order to allow the appointment of the designated representative and to

allow shareholders' meeting in audio / videoconference – please refer to the “*Board of Directors' Report to the Extraordinary Shareholders' Meeting of 15 October 2020*” ([link](#)).

The extraordinary shareholders' meeting held today has resolved, *inter alia*, for the introduction of the provision of the minimum threshold of 40% for launching a Take-Over Bid, pursuant to Art. 106, paragraph 1-ter, of Legislative Decree no. 58/98 (hereinafter, Consolidated Law on Finance); for more info please refer to the “*Board of Directors' Report to the Extraordinary Shareholders' Meeting of 15 October 2020*” ([link](#)).

"The resolution for the integration of the TXT's business purpose is a key milestone for the implementation of the Group's strategic plan", commented Daniele Misani, CEO of the TXT Group, "through targeted investments in innovative companies and start-ups we will be able to further diversify the Group's competencies, obtaining, for example, an important strategic lever in the implementation of new Fintech solutions – some of which are already in production – for the benefit of an extended ecosystem of customers, users and financial operators or, again, by investing in new strategic sectors for the benefit of the Group's value and where the Group can offer its proprietary products and solutions".

We inform you that the proposed amendments to point 1 and point 4 on the agenda legitimize the exercise of the right of withdrawal for shareholders who have not agreed to the resolution. Therefore, the shareholders who did not agree in the adoption of the proposed resolution will be able to exercise the right of withdrawal within fifteen days from the date of registration of the resolution of the meeting in the Register of Companies; this date will be disclosed through a notice published on the website www.txtgroup.com and in a newspaper as well as through the authorized storage mechanism eMarket Storage at www.emarketstorage.com. For more information, please refer to the explanatory report which will be published in accordance with the law.

TXT e-solutions is a world leader in the supply of software products and strategic solutions. It operates in dynamic markets that require high specialisation and the capacity to innovate. TXT is focused on software for the aerospace, aeronautical and automotive sector, where it offers specific products and specialist 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 Italian Stock Market since 2000 in the Star segment (TXT.MI), TXT has its registered office in Milan and offices in Italy, France, the UK, Germany, Switzerland and the USA.

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Fine Comunicato n.0439-95

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