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Oggetto : TXT: Call of Ordinary Shareholders'
Meeting

Testo del comunicato

Vedi allegato.

CALL OF THE ORDINARY SHAREHOLDERS' MEETING

TXT e-solutions SpA

Via Frigia 27 - 20126 Milano (MI)

P.IVA e C.F. 09768170152

Tel 02.257711 - Fax 02.26000358 – email: infofinance@txtgroup.com

The stakeholders are called to the Ordinary General Meeting, to be held on 22 April 2021 at 10am in a single call at TXT e-solutions registered office, Via Frigia 27- 20126, Milan (MI), to discuss and deliberate the following:

Agenda:

- 1) Approval of the Financial Statements for the year ending 31 December 2020, 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 Remuneration 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 18 June 2020, to the extent not used, and renew the authorisation up to a maximum of one fifth of the share capital
- 6) Appointment of the Auditing Company for the financial years 2021-2029 and determination of its remuneration.
- 7) Appointment of one Director pursuant to article 2386 of the Italian Civil Code.

Share capital

TXT e-solutions S.p.A share capital amounted to Euro 6.503.125,00 and was 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 1,281,442 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, (converted, with amendments, by Law no. 27 of 24 April 2020), as amended by Article 3(6) of Decree-Law no. 183 of 31 December 2020 (converted, with amendments, by Law no. 21 of 26 February 2021) **the participation of the shareholders in the Shareholders' Meeting 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**

sub-delegations 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 participation

Those who are entitled to vote at the end of the financial day 13 April 2021 (record date) and for whom the Company has received the relevant communication from the authorised intermediary are entitled to attend the meeting. Those who do not hold shares until after 13 April 2021 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 (19 April 2020). 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" (the "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 intervention 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, including electronic proxy, prepared by the Designated Representative in agreement with the Company and available on the Company's website: www.txtgroup.com (Governance/ Shareholders' Meetings section) where there is a link to the procedure for the electronic submission of the proxy itself.

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 (20 April 2021) 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, par-

agraph 4 of Legislative Decree no. 58/1998 by following the instructions indicated in the form available on the Company's website: www.txtgroup.com. Taking into account the current emergency, such proxies may be conferred by the open market-day preceding the Shareholders' Meeting (21 April 2021). 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 6831, or via the e-mail address 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 ask 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 13 April 2021 (record date), by sending them by registered mail to TXT e-solutions S.p.A., at its registered office, Via Frigia 27 - 20126 Milan (MI) or by sending them to the certified mail address: txtesolutions@legalmail.it. Questions must be accompanied by a notice issued by the depositing intermediary attesting to 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 16 April 2021. Responses to the questions received will be provided by publication in the Governance/ Shareholders' Meetings section of the Company's website at www.txtgroup.com at least by 19 April 2021.

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 21 March 2021) at TXT e-solutions S.p.A, at the Registered Office, Via Frigia 27 - 20126 Milan (MI), to the attention of the Chairman of the Board of Directors, or to the certified email address: txtesolutions@legalmail.it, accompanied by appropriate communication attesting to the shareholding as indicated above and 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

Individual proposals to deliberate

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 7 April 2021 to TXT e-solutions S.p.A, at the Registered Office, Via Frigia 27 - 20126 Milan (MI) to the attention of the Chairman of the Board of Directors, or to the certified email address: [**TXT**E-SOLUTIONS](mailto:txtesolu-</p></div><div data-bbox=)

tions@legalmail.it. The proposals will be published on the Company's website at www.txtgroup.com (Governance/ Shareholders' Meetings section), without delay and in any case no later than 16 April 2021, 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 (13 April 2021) issued pursuant to Article 83 sexies of the Consolidated Law on Finance.

For the purposes of the 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 (Governance/ Shareholders' Meetings section) and will also be available in the eMarket Storage facility at the address www.emarketstorage.com, and at the Company's registered office in Milan, via Frigia 27, within the terms provided for by the regulations. Shareholders are entitled to obtain a copy.

In particular:

- the explanatory reports on agenda items 1, 2 and 6 will be made available by 23 March 2021;
- the annual financial report covering the 2020 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 2020 financial year, the Consolidated Non-Financial Statement and the Report on Remuneration Policy and Remuneration Paid pursuant to Article 123-ter, of the Consolidated Law on Finance by 31 March 2021;
- the explanatory report on item 5 of the agenda will be made available by 1 April 2021.

Milan, 11 March 2021

For the Board of Directors
The Chairman
Enrico Magni

Fine Comunicato n.0439-26

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