

Informazione Regolamentata n. 0439-38-2023	Data/Ora Ricezione 20 Aprile 2023 19:50:01	Euronext Star Milan
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Societa' : TXT e-SOLUTIONS

Identificativo : 175640

Informazione
Regolamentata

Nome utilizzatore : TXTN02 - Favini

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Diffusione presunta

Oggetto : TXT: Shareholders' Meeting approves 2022
financial statements, appoints BoD and
Board of Statutory Auditors

Testo del comunicato

Vedi allegato.



TXT e-solutions: Shareholders' Meeting approves 2022 financial statements and appoints Board of Directors and Board of Statutory Auditors

Milan, 20 April 2023

The Shareholders' Meeting of TXT e-solutions S.p.A. held an ordinary session today under the chairmanship of Enrico Magni:

- It examined and approved the draft of financial statements as of 31 December 2022. The consolidated net profit for 2022 amounted to € 12.0 million. Consolidated net revenues were € 150.8 million, +56.4% compared to 2021. Consolidated EBITDA amounted to € 22.3 million, +53.3% compared to 2021. The consolidated Net Financial Debt was equal to € 38.3 million as of December 31st, 2022.
- It approved to allocate Net Profit to retained earnings. It approved the allocation of an ordinary dividend of € 0.18 for each ordinary share of € 0.50 in circulation (excluding treasury shares) starting from 24/05/2023, record date 23/05/2023 and ex-dividend date 22/05/2023;
- It approved the first section of the Directors' Remuneration Report pursuant to paragraphs 3, 3-bis and 3-ter of Article 123-ter of Legislative Decree no. 58/1998
- It approved the second section of the Directors' Remuneration Report pursuant to paragraphs 4 and 6 of Article 123-ter of Legislative Decree No. 58/1998;
- It renewed, for a period of 18 months, the authorisation to purchase treasury shares for the purposes permitted by the applicable regulations in force up to a maximum of 20% of the share capital. The purchase price of each treasury share must be, as a minimum, equal to € 0.5 (corresponding to the nominal value) and, as a maximum, equal to the previous stock exchange price prior to each individual transaction increased by no more than 10%, and in any case within the maximum values set forth by applicable regulations. The shares may be sold for a minimum consideration not less than their nominal value. As of 19 April 2023, TXT held 997,890 shares, equal to 7.67% of the issued shares;

- It approved the stock option plan named "Stock Option Plan 2023";
- It appointed the Board of Directors and Board of Statutory Auditors, which will hold office for three years, until the approval of the financial statements as of 31 December 2025, and it determined their remuneration.
 - The Board of Directors is composed of 7 administrators: Enrico Magni, Matteo Magni, Daniele Stefano Misani, Paolo Lorenzo Mandelli (independent) and Antonella Sutti (independent) belonging to the majority list presented by the shareholder Laserline SpA, owner of no. 3,853. 081 ordinary shares (equal to 29.6% of the share capital), nominated with 74.9% of the ordinary shares represented (equal to 32.8% of the share capital), and Antonietta Arienti (independent) and Michela Costa (independent) belonging to the minority list presented by Amber Capital SGR SpA together with a group of funds jointly owning 610,088 ordinary shares (equal to 4.6% of the share capital), nominated with 24.3% of the ordinary shares represented (equal to 10.7% of the share capital).
 - It elected the Board of Statutory Auditors, composed of: Francesco Maria Scornajenchi (President) and Edda Delon (Alternate Auditor), belonging to the minority list submitted by Amber Capital SGR SpA together with a group of funds jointly holding no. 610. 088 ordinary shares (equal to 4.6% of the share capital), nominated with 24.3% of the ordinary shares represented (equal to 10.6% of the share capital), and Franco Vergani (Standing Auditor), Giada D'Onofrio (Standing Auditor), Fabio Maria Palmieri (Alternate Auditor) and Nadia Raschetti (Alternate Auditor), belonging to the majority list presented by the shareholder Laserline SpA, holder of no. 3,853,081 ordinary shares (equal to 29.6% of the share capital), nominated with 74.9% of the ordinary shares represented (equal to 32.8% of the share capital).

Enrico Magni, Chairman and major shareholder of TXT, commented: *"We are proud of the accelerated growth plan successfully implemented during the three-year period just ended, which has led the TXT Group to close 2022 with pro-forma revenues superior to €200 million and positive effects on the Group's operating margin, which grew by more than 2 percentage points compared to 2019. We would like to thank all the outgoing directors for the valuable and constant contribution shown during their term of office, and we enthusiastically welcome the new mem-*



bers of TXT's Board of Directors who, alongside the Group's management, will facilitate the continuation of TXT's accelerated development plan with ambitious growth targets and shareholder value appreciation in continuity with the year just ended."

The curricula of the newly appointed directors and auditors are available on the Company's website www.txtgroup.com, section "Corporate Governance".

TXT is an international IT Group, end-to-end provider of consultancy, software services and solutions, supporting the digital transformation of customers' products and core processes. With a proprietary software portfolio and deep expertise in vertical domains, TXT operates across different markets, with a growing footprint in Aerospace, Aviation, Defense, Industrial, Government and Fintech. TXT is headquartered in Milan and has subsidiaries in Italy, Germany, the United Kingdom, France, Switzerland and the United States of America. The holding company TXT e-solutions S.p.A, has been listed on the Italian Stock Exchange, STAR segment (TXT.MI), since July 2000.

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