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Societa' : TXT e-SOLUTIONS

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Oggetto : TXT: NOTICE OF CALL OF THE ORDINARY  
SHAREHOLDERS' MEETING APRIL 24, 2024

*Testo del comunicato*

Vedi allegato



## NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The shareholders are called to the Ordinary Shareholders' Meeting, to be held on 24 April 2024 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 2023; Board of Directors' report on operations and reports of the Board of Statutory Auditors and External Auditors, presentation of the consolidated financial statements. Presentation of the Non-Financial Statements drawn up pursuant to Legislative Decree No. 254/2016
- 2) Allocation of the net profit and distribution of dividend
- 3) Report on the policy on the remuneration and compensation paid. Approval of the first section regarding the policy on the remuneration and compensation paid pursuant to paragraphs 3, 3-bis and 3-ter of Article 123-ter of Italian Legislative Decree no. 58/1998
- 4) Report on the policy on the remuneration and compensation paid. Consultation on the second section regarding the policy on the remuneration and compensation paid pursuant to paragraphs 4 and 6 of Article 123-ter of Italian Legislative Decree no. 58/1998
- 5) Examination of the proposed revocation of the authorization to purchase and sell treasury shares resolved by the shareholders' meeting on 20 April 2023, for the portion not used, and renewal of the authorization up to a maximum of one-fifth of the share capital
- 6) Approval of the "2024 Stock option Plan"

### **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 1,367,739 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 Meeting – Attendance at the Meeting**

The Shareholders' Meeting shall be held by means of telecommunication pursuant to Article 106, paragraph 2 of Decree-Law No. 18 of 17 March 2020 (so-called "Cura Italia" Decree) as subsequently amended and most recently extended by Decree-Law No. 215 of 30 December 2023 converted with amendments by Law No. 18 of 23 February 2024. 18; therefore, the intervention in the shareholders' meeting of shareholders and persons entitled pursuant to Article 83-sexies of the Consolidated Law on Finance may only take place through the representative designated pursuant to Article 135-undecies of Legislative Decree No. 58 of 24 February 1988, (Consolidated Law on Finance), to whom proxies and/or sub-delegations may also be conferred 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 envisaged that the participation in the Shareholders' Meeting by the Designated Representative, the Directors, and the Statutory Auditors, as well as all other persons entitled pursuant to law other than those with voting rights, may also take place by means of telecommunications that allow for their identification. The instructions for participation in the Shareholders' Meeting by means of



telecommunications shall be made known by the Company to the Designated Representative, the Directors and Statutory Auditors, as well as to all other persons entitled to participate other than those entitled 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. 15 April 2024 (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 15 April 2024 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 2024). 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 Article 106, paragraph 2, of Decree-Law No. 18 of 17 March 2020 (the so-called "Cura Italia" Decree) as last amended and extended by Decree-Law No. 215 of 30 December 2023 converted with amendments by Law No. 14 of 23 February 2023, the Company has decided to avail itself of the option to provide that shareholders' participation in the Shareholders' Meeting shall take place exclusively through the representative designated pursuant to Article 135-undecies of Legislative Decree No. 58/1998.

Consequently, the Company has appointed Computershare S.p.A. - with registered office in Milan, via Mascheroni no. 19, 20145 - to represent the shareholders pursuant to Article 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 Appointed Representative a proxy - with voting instructions - on all or some of the proposed resolutions on the items on the agenda, using the specific proxy form, prepared by the Appointed Representative himself in agreement with the Company and available on the Company's website at <http://www.txtgroup.com> (Investors/Shareholders' Meeting section).

The proxy form with voting instructions must be submitted following the instructions on the form itself and on the Company's website by the end of the second trading day prior to the meeting (22 April 2024) and within the same deadline the proxy may be revoked.

The proxy, thus conferred, is effective only for the proposals in relation to 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 at [www.txtgroup.com](http://www.txtgroup.com). These proxies may be granted by the trading day prior to the Shareholders' Meeting (23 April 2024). In the same manner, those entitled may revoke, within the same deadline, the proxy or sub-proxy and the voting instructions conferred. The Designated Representative will be available for clarification or information at + 39 02 4677 6808 / 14, or at the e-mail address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

### **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 15 April 2024 (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 18 April 2024. Responses to the questions received will be provided by publication in the Investors/Shareholders' Meeting section of the Company's website at [www.txtgroup.com](http://www.txtgroup.com) at least three trading days preceding the meeting (19 April 2024).

### **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 4 April 2024) 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 9 April 2024, 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) (Investors/Shareholders' Meetings section), as well as in the eMarket Storage mechanism at [www.emarketstorage.com](http://www.emarketstorage.com), and at the Company's registered office in Cologno Monzese via Milano 150 without delay and in any case no later than 10 April 2024, in order to allow the persons entitled to vote to express themselves in an informed manner, also taking into account such new proposals, and to allow the Appointed Representative to collect any voting instructions also on such new proposals. The resolution proposals must be accompanied by a certification of share ownership at the record date (15 April 2024) 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 completeness and their compliance with applicable regulations, as well as the legitimacy of the proposers.

### **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), (Investors/ 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 report on agenda item 6 will be made available by 25 March 2024;
- the explanatory reports for agenda items 1 and 2 will be made available no later than 25 March 2024;
- the annual financial report for the financial year 2023, together with the other reports pursuant to Article 154-ter, of the Consolidated Law on Finance, including the Report on Corporate Governance and Ownership Structure relating to the financial year 2023, the Consolidated Non-Financial Statement as well as the Report on Remuneration Policy and Remuneration Paid pursuant to Article 123-ter, of the Consolidated Law on Finance by 30 March 2024;
- the explanatory report on agenda item 5 will be made available by 3 April 2024.

Cologno Monzese, 25 March 2024

For the Board of Directors

The Chairman

Enrico Magni

Fine Comunicato n.0439-21-2024

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