

<p>Informazione Regolamentata n. 0439-29-2025</p>	<p>Data/Ora Inizio Diffusione 28 Marzo 2025 17:55:20</p>	<p>Euronext Star Milan</p>
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Societa' : TXT e-SOLUTIONS

Identificativo Informazione Regolamentata : 203224

Utenza - Referente : TXTN02 - Favini Andrea

Tipologia : REGEM; 3.1

Data/Ora Ricezione : 28 Marzo 2025 17:55:20

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Oggetto : TXT: NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING APRIL 29, 2025

Testo del comunicato

Vedi allegato



NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The shareholders are called to the Ordinary Shareholders' Meeting of TXT e-solutions S.p.A. (the "**Company**") on April 29, 2025, at 10:00 AM in a single call to discuss and resolve on the following agenda:

Agenda

- 1) Approval of the Financial Statements for the year ended 31 December 2024; Board of Directors' report on the integrated management of the corporate Sustainability Reporting and reports of the Board of Statutory Auditors and the External Auditors, presentation of the consolidated financial statements;
- 2) Allocation of the operating result, consequent resolutions;
- 3) Report on 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 compensation paid: Consultation on the second section regarding the remuneration policy and compensation paid pursuant to paragraphs 4 and 6 of Article 123-ter of Italian Legislative Decree no. 58/1998;
- 5) Appointment of a director pursuant to art. 2386 of the Civil Code;
- 6) Integration of the Board of Statutory Auditors pursuant to art. 2401 of the Civil Code;
- 7) Examination of the proposed revocation of the authorisation to purchase and sell treasury shares resolved on 24 April 2024, for the portion not used, and renewal of the authorisation up to a maximum of one-fifth of the share capital.

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 342,662 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

Pursuant to Article 10 of the Articles of Association, the Meeting will be held exclusively via telecommunication means. Attendance at the Meeting by eligible parties, in accordance with Article 83-sexies of the Italian Consolidated Law on Finance (TUF), may only take place through the designated representative as per Article 135-undecies.1 of Legislative Decree No. 58 of February 24, 1998 (TUF). Proxies and/or sub-proxies may also be granted to the designated representative pursuant to Article 135-novies of the TUF, notwithstanding the provisions of Article 135-undecies, paragraph 4 of the TUF.

Accordingly, participation in the Meeting by the Designated Representative, the Directors, and the Statutory Auditors, as well as by all other legally entitled parties other than those with voting rights, shall only be allowed through telecommunication means that enable their identification. The Company will provide instructions for participation in the Meeting via telecommunication means to the Designated Representative, the Directors, the Statutory Auditors, and other eligible participants, except for 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. 16 April 2025 (*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 16 April 2025 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 (24 April 2025). 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 10 of the Articles of Association, the Company has decided to exercise the option to require that shareholders participate in the Meeting exclusively through the designated representative, in accordance with Article 135-undecies.1 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 shareholders pursuant to Article 135-undecies.1 of Legislative Decree No. 58/1998 and the aforementioned Decree Law (the "Designated Representative").

Shareholders wishing to participate in the Meeting must therefore grant a proxy – with voting instructions – to the Designated Representative for all or some of the proposed resolutions on the agenda, using the specific proxy form prepared by the Designated Representative in agreement with the Company. This form will be available on the Company's website at <http://www.txtgroup.com> (under the Investors/Shareholders' Meeting section).

The proxy form, along with voting instructions, must be submitted by following the instructions provided on the form and on the Company's website no later than the end of the second open market day preceding the Meeting (April 25, 2025). Within the same deadline, the proxy may also be revoked.

The proxy granted in this manner shall be valid only for the resolutions for which voting instructions have been provided.

The Designated Representative will be available for any clarifications or information at +39 02 4677 6808 / 14 or via email at ufficiomi@computershare.it.

The right to submit questions before the Meeting

Pursuant to Article 127-ter of Legislative Decree No. 58/1998, those entitled to vote may submit questions regarding the items on the agenda by April 16, 2025 (*record date*), by sending them via registered mail to TXT e-solutions S.p.A., at the Registered Office, Via Milano 150 - 20093 Cologno Monzese (MI), or via certified email to txtesolutions@legalmail.it.

The questions must be accompanied by a specific statement issued by the intermediary confirming the right to vote. This statement may also be submitted after the questions have been sent, provided it is received no later than the third day following the record date, i.e., by April 19, 2025.



Responses to the submitted questions will be published in the Investors/Shareholders' Meeting section of the Company's website at www.txtgroup.com at least three open market days before the Meeting (April 24, 2025).

Integration of the agenda and presentation of new proposals for resolutions

Shareholders who, individually or jointly, represent at least one-fortieth of the share capital with voting rights may request the addition of items to be discussed or submit proposals for resolutions on matters already on the agenda. The request must indicate the proposed topics and must be received within 10 days from the publication of this notice (i.e., by April 7, 2025) at TXT e-solutions S.p.A., at the Registered Office, Via Milano 150 - 20093 Cologno Monzese (MI), addressed to the Chairman of the Board of Directors, or via certified email at txtesolutions@legalmail.it.

The request must be accompanied by appropriate documentation certifying the required shareholding and by a report explaining the reasoning behind the proposed resolutions on new matters or the additional resolution proposals on matters already on the agenda.

Shareholders requesting an addition to the agenda or submitting new resolution proposals must prepare a report outlining the rationale behind their proposals. This report must be submitted to the administrative body within the aforementioned deadline.

Additions to the agenda are not permitted for topics on which the Meeting resolves, as required by law, based on proposals from the Board of Directors or on the basis of a project or report prepared by the Board.

Any additions to the agenda or the presentation of additional resolution proposals will be communicated by the Company, using the same publication methods as this notice, at least fifteen days before the date set for the Meeting.

Individual proposals of resolution

Pursuant to Article 135-undecies.1 of Legislative Decree No. 58/1998, those entitled to vote may submit individual proposals for resolutions on the items on the agenda no later than fifteen (15) days prior to the date of the Meeting, i.e., by Tuesday, April 14, 2025, to TXT e-solutions S.p.A., at the Registered Office, Via Milano 150 - 20093 Cologno Monzese (MI), addressed to the Chairman of the Board of Directors, or via certified email at txtesolutions@legalmail.it.

The proposals will be published on the Company's website at www.txtgroup.com (under the Investors/Shareholders' Meeting section), as well as on the eMarket Storage mechanism at www.emarketstorage.com, and at the Company's registered office in Cologno Monzese, Via Milano 150, without delay and, in any case, by April 16, 2025. This will allow shareholders to cast informed votes, taking these new proposals into account, and will enable the Designated Representative to collect any voting instructions accordingly.

Proposals for resolutions must be accompanied by a shareholding certification as of the record date (April 16, 2025), issued in accordance with Article 83-sexies of the Italian Consolidated Law on Finance (TUF).

For the above purposes, the Company reserves the right to verify the relevance of the proposals to the items on the agenda, their completeness and compliance with applicable regulations, as well as the eligibility of the proposers.



Appointment of a Director Pursuant to Article 2386 of the Italian Civil Code

With reference to item 5 on the agenda of the Meeting, it is noted that, in accordance with Article 15 of the Articles of Association, the Meeting will resolve with the legal majorities, as the list voting mechanism does not apply.

Those wishing to submit candidacies must comply with the provisions set out in the “Individual Proposals for Resolutions” section. Candidates must submit a proposal accompanied by declarations confirming the absence of causes for ineligibility or incompatibility, as well as proof of compliance with the requirements prescribed by applicable regulations or the Articles of Association for the position. The appointed Director will serve for a term coinciding with that of the other Directors.

Proposals for resolutions received pursuant to the aforementioned section will be presented to the Meeting in order of the shareholding percentage represented by the proposing Shareholders, starting with the proposal submitted by those holding the largest percentage of the capital. Only if the proposal put to a vote is rejected will the next proposal, in order of represented capital, be voted on.

For further information, please refer to the explanatory report of the Board of Directors on the agenda items, which will be filed and made available to the public at the Company’s registered office, on the Company’s website at www.txtgroup.com (under the Investors/Shareholders’ Meeting section), and on the eMarket Storage mechanism at www.emarketstorage.com.

Integration of the Board of Statutory Auditors Pursuant to Article 2401 of the Italian Civil Code

With reference to item 6 on the agenda of the Meeting, it is noted that, in accordance with Article 23 of the Articles of Association, the Meeting will resolve with the legal majorities.

Those wishing to submit candidacies must comply with the provisions set out in the “Individual Proposals for Resolutions” section. Candidates must submit a proposal accompanied by declarations confirming the absence of causes for ineligibility or incompatibility, as well as proof of compliance with the requirements prescribed by applicable regulations or the Articles of Association for the position. Additionally, candidates must provide their curriculum vitae and a list of positions held in other companies. The appointed Auditor will serve for a term coinciding with that of the other Auditors.

Proposals for resolutions received pursuant to the aforementioned section will be presented to the Meeting in order of the shareholding percentage represented by the proposing Shareholders, starting with the proposal submitted by those holding the largest percentage of the capital. Only if the proposal put to a vote is rejected will the next proposal, in order of represented capital, be voted on.

For further information, please refer to the explanatory report of the Board of Directors on the agenda items, which will be filed and made available to the public at the Company’s registered office, on the Company’s website at www.txtgroup.com (under the Investors/Shareholders’ Meeting section), and on the eMarket Storage mechanism at www.emarketstorage.com.

Documentation

The documentation concerning the Shareholders’ Meeting and the proposed resolutions on the agenda items will be made available to the public on the Company’s website at www.txtgroup.com (under the Investors/Shareholders’ Meeting section). It will also be accessible through the eMarket Storage mechanism



at www.emarketstorage.com and at the Company's registered office in Cologno Monzese, Via Milano 150, within the timeframes prescribed by applicable regulations. Shareholders are entitled to request a copy.

In particular:

- the explanatory report on agenda item 1, 2, 5, and 6 will be made available by 28 March 2025;
- The annual financial report for the 2024 fiscal year, along with the other reports required under Article 154-ter of the Italian Consolidated Law on Finance (TUF)—including the Corporate Governance and Ownership Structure Report for the 2024 fiscal year, the Sustainability Report, and the Remuneration Policy and Compensation Report pursuant to Article 123-ter of the TUF—will be made available by March 31, 2025;
- The explanatory report concerning item 7 of the agenda will be made available by April 8, 2025.

Cologno Monzese, 28 March 2025

For the Board of Directors

The Chairman

Enrico Magni

Fine Comunicato n.0439-29-2025

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