



## **NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING**

The shareholders are called to the Ordinary Shareholders' Meeting, to be held on 20 April 2023 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 2022, Board of Directors' report on operations and reports of the Board of Statutory Auditors and External Auditors, presentation of the consolidated financial statements, consequent resolutions. . Presentation of the Non-Financial Statements drawn up pursuant to Legislative Decree No. 254/2016
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. Examination of the proposed revocation of the authorisation to purchase and sell treasury shares resolved on 20 April 2022, for the portion not used, and renewal of the authorisation up to a maximum of one-fifth of the share capital; consequent resolutions
6. Approval of "Stock option 2023"
7. determination of the number of members of the Board of Directors
8. appointment of the Board of Directors
9. determination of the compensation for the Board of Directors;
10. appointment of the Board of Statutory Auditors for the three-year period 2023-2024-2025
11. appointment of the Chairman of the Board of Statutory Auditors
12. determination of the compensation for the Board of Statutory Auditors

### **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 1,038,818 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 Law Decree no. 18 of March 17, 2020, known as "Cura Italia" ("Decree"), as subsequently extended and supplemented by Decree-Law No.198 of 29 December 2022, converted by Law February 24, 2023 No.14, the Company has decided to avail itself of the option introduced by art. 106 of the Decree, the attendance at the Shareholders' Meeting of the shareholders 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 subdelegations 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'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. 11 April 2023 (*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 11 April 2023 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 (17 April 2023). 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" ("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 attendance 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, prepared by the Designated Representative in agreement with the Company and available on the Company's website: [www.txtgroup.com](http://www.txtgroup.com) (Who We Are/Shareholders' Meetings section).

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 (18 April 2023) 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 subdelegations 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: [www.txtgroup.com](http://www.txtgroup.com). Such proxies may be conferred by the open market-day preceding the Shareholders' Meeting (19 April 2023). In the same manner, those entitled may revoke, within the same deadline, the proxy or sub-delegation and the voting instructions conferred. The Designated Representative will be available for clarification or information at + 39 02 4677 6834, or via 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 11 April 2023 (*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 17 April 2023. 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 (17 April 2023).

### **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 20 March 2023) 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 5 April 2023, 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), without delay and in any case no later than 13 April 2023, 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* (11 April 2023) issued pursuant to Article 83-sexies of the Consolidated Law on Finance.

For the purposes 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.

### **Appointment of the Board of Directors**

For the appointment of the Board of Directors, the right to submit the lists is granted to those shareholders who, alone or together with other shareholders, reach at least the share capital percentage provided for by the law or by Consob pursuant to Article 147-ter, paragraph 1, of the Consolidated Law on Finance (currently at 4.5%) at the time of submitting the list. Each shareholder can submit, or participate with other shareholders in the submission of only one list and each candidate can stand in only one list, under penalty of being ineligible to qualify as a candidate. The submitted lists shall be deposited at the Company's registered office at least 25 days prior to the date fixed for the Shareholders' Meeting on single call (i.e. by 26 March 2023). The lists are made available to the public at the Company's registered office, on its website and by any other means provided for by Consob at least 21 days before the date fixed for the Shareholders' Meeting (i.e. by 30 March 2023). The lists must be deposited at the Company's registered office or, preferably, by certified email to [txtesolutions@legalmail.it](mailto:txtesolutions@legalmail.it), or by email to [infofinance@txtgroup.com](mailto:infofinance@txtgroup.com).

Within the above-mentioned deadlines, each list must also be submitted together with the declarations in which individual candidates accept their candidacy and certify the absence of ineligibility and incompatibility reasons and the possession of relevant regulatory requirements, the candidate's CV, containing the list of administration and control assignments covered in other companies, and the existence of any independence requirements pursuant to Article 148, paragraph 3, of the Consolidated Law on Finance. The ownership of the number of shares needed for submitting the lists is determined by taking into account the shares registered on the day the lists are deposited with the Company; related certification may be provided after depositing the list, though within the deadline set for the publication of lists. The lists must show the candidates complying with the independence requirements provided for by the law. The directors will be appointed in accordance with the legislation. The lists with three or more candidates must also include candidates of a different gender in order to allow the composition of the Board of Directors in compliance with current legislation on gender balance, so that the candidates of the less represented gender are at least 2/5 of the total, with rounding up to the next higher unit in the case of a fractional number.

Those intending to submit a list are invited to read the Guidelines regarding the optimal qualitative and quantitative composition of the Board made available on the Company's website at <https://www.txtgroup.com> (section Investors/ Shareholders' Meeting), as well as the explanatory report.



Those who submit a “minority list” are also the addressees of the recommendations made by Consob with the Communication no. DEM/9017893 of 26 February 2009. Those shareholders who wish to submit a list are invited to make proposals regarding the determination of the number of directors as well as the compensation, at the same time as the list.

### **Appointment of the Board of Statutory Auditors**

The appointment of the Board of Statutory Auditors is based on the lists drafted by the shareholders in which the candidates are listed progressively. The number of candidates in each list is not greater than the number of members to be elected. Such lists may be submitted by those shareholders who, either alone or together with others, own at least 2% of shares with voting rights during the Ordinary Shareholders’ Meeting. Each shareholder, as well as the shareholder belonging to the same group, may not submit more than one list, nor may they vote for different lists, even through a third party or trust company. The submitted lists shall be deposited at the Company’s registered office at least 25 days prior to the date fixed for the Shareholders’ Meeting on single call (i.e. by 26 March 2023). The lists are made available to the public at the Company’s registered office, on its website and by any other means provided for by Consob at least 21 days before the date fixed for the Shareholders’ Meeting (i.e. by 30 March 2023). Within the above-mentioned deadline, each list must also be submitted together with the declarations in which individual candidates accept their candidacy and, under their own responsibility, certify the absence of ineligibility and incompatibility reasons, the existence of regulatory and statutory requirements for the respective offices, as well as exhaustive information regarding the personal and professional characteristics of the candidates. The list for which the requirements above are not observed shall be deemed not submitted. The following must also be provided: a list of the offices held; information concerning the identity of the shareholders who have submitted the lists, with an indication of the total percentage of the shareholding held; a statement by the shareholders other than those who hold, even jointly, a controlling interest or a relative majority interest, certifying the absence of any connection with the latter as provided for in Article 144-quinquies, Issuers’ Regulation.

If, within 25 days before the Shareholders’ Meeting, only one list to appoint the Board of Statutory Auditors has been filed or several lists have been filed, but the lists are attributable to shareholders who are related to each other in accordance with the applicable laws and regulations, the Company shall notify the Shareholders in the manner prescribed by law and regulations, and the lists to appoint the Board of Statutory Auditors may be deposited until the third day after the legal deadline, i.e. until 29 March 2023, by those shareholders who, alone or together with other shareholders, represent at least 1% of the share capital represented by ordinary shares.

The lists must be deposited at the Company’s registered office or, preferably by e-mail to [infofinance@txtgroup.com](mailto:infofinance@txtgroup.com), or by certified e-mail to [txtesolutions@legalmail.it](mailto:txtesolutions@legalmail.it).

The auditors will be appointed in accordance with the legislation and by art. 23 of the Articles of Association. The lists that contain three or more candidates must be comprised of candidates from both genders, with a minimum of two candidates for each gender if the list consists of six candidates, so that the candidates of the least represented gender are at least 2/5 of the total, rounded down in the case of a fractional number.

Those who submit a “minority list” are also the addressees of the recommendations made by Consob with the Communication no. DEM/9017893 of 26 February 2009.

Those shareholders who wish to submit a list are invited to make proposals regarding the compensation, at the same time as the list.



## 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 relating to the appointment of the Board of Directors and the Board of Statutory Auditors will be made available at the same time as this notice;
- the explanatory reports related to the item 6 of the agenda will be made available by 21 March 2023;
- the explanatory reports related to the items 1 and 2 of the agenda will be made available by 29 March 2023;
- the annual financial report covering the 2022 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 2022, the Consolidated Non-Financial Statement and the Report on Remuneration Policy and Compensation Paid pursuant to Article 123-ter, of the Consolidated Law on Finance, by 29 March 2023;
- the explanatory report on item 5 of the agenda will be made available by 30 March 2023

Cologno Monzese, 09 March 2023

For the Board of Directors

The Chairman

Enrico Magni