

CALL OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

TXT e-solutions SpA
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The shareholders are called to the extraordinary shareholders' meeting at the registered office in Via Frigia 27, Milan on 15 October 2020 at 10 a.m. to discuss and resolve on the following

Agenda:

1. Proposal for the integration of the business purpose in order to allow the company to carry out the holding activity (*mixed holding company*) and consequent amendment of Art. 4 of the by-laws.
2. Proposal for the amendment of Art.10 in order to allow the company to appoint the designated representative.
3. Proposal for the integration of Art.10: Shareholders' meeting in audio / videoconference.
4. Proposal for the introduction of art. 7-bis of the by-laws in order to provide the threshold of 40 percent of the share capital or voting rights to promote a takeover bid.

The right to participate in the Shareholders' Meeting is held by those entitled with voting rights at the end of the record date of 6 October 2020 and who have provided the Company with the related communication made by the authorised intermediary. Shareholders holding shares only subsequent to 6 October 2020 shall not have the right to take part in and vote at the Shareholders' Meeting. The intermediary's communication must be received by the Company by the end of the 3rd (third) trading day prior to the date fixed for the Shareholders' Meeting on single call (12 October 2020). This is without prejudice to the right to attend and vote at the Shareholders' Meeting if the communication from the intermediary indicated above is received by the Company after the aforesaid deadline, provided that it is received before the start of the shareholders' meeting on single call. No voting procedures by post or electronic means are allowed.

Pursuant to Article 106 of Italian Law Decree no. 18 of 17 March 2020 (the so-called "Cura Italia" Decree), participation in the Shareholders' Meeting by those who have the right to vote is allowed exclusively through the designated representative.

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 Italian Legislative Decree no. 58/98 and the aforementioned Law Decree (the "**Designated Representative**"). Therefore, those shareholders who wish to attend the Shareholders' Meeting must 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, including in electronic format, prepared by the Designated Representative in agreement with the Company, available on the Company's website at www.txtgroup.com (Governance/Shareholders' Meetings section), where a link to a procedure for the electronic submission of the proxy is provided.

The proxy form with voting instructions must be submitted by following the instructions on the form and on the Company's website within the second trading day prior to the Shareholders' Meeting (16 June 2020). The proxy may be revoked by the same deadline.

The granted proxy shall be effective only for those proposals in relation to which voting instructions have been given.

It should also be noted that the Designated Representative may also be granted proxies or sub-proxies pursuant

to Article 135-novies of the Consolidated Law on Finance, in derogation of Article 135-undecies, paragraph 4 of Italian Legislative Decree no. 58/98, by following the instructions indicated in the form available on the Company's website at www.txtgroup.com. In view of the current emergency, the proxy may be granted by 14 October 2020 at 12.00. In the same way, those entitled may revoke the proxy/sub-proxy and the voting instructions given within the same deadline.

In consideration of the limitations that may arise for health reasons, participation in the Shareholders' Meeting by the shareholders entitled to participate (the members of the corporate bodies, the Secretary in charge and the Designated Representative) may take place exclusively by means of telecommunication in the manner individually communicated to them, in compliance with applicable regulations.

The Designated Representative will be available for clarifications or information at +39 02 4677 6834 or at ufficiomi@computershare.it.

Shareholders are informed that the company reserves the right to supplement and/or amend the instructions above in consideration of the arising needs following the current epidemiological COVID-19 emergency situation and its developments that cannot be foreseen at the moment.

Shareholders who, even jointly, represent at least 1/40 of the share capital with voting rights may ask for integrations on the agenda or to submit resolution proposals on items that are already on the agenda, indicating the issues in the request. The latter must be sent within 10 days of the publication of this notice (i.e. by 25 September 2020), to the Registered Office of the Company and submitted to the Chairman of the Board of Directors with due communication certifying the aforementioned shareholding requirements. Those shareholders who request integrations on the agenda or the submission of new proposals for resolution shall prepare a report containing the reasons for the proposed resolutions on the new items on the agenda or the reasons for further proposals for resolution submitted on items that are already on the agenda. The report shall be sent to the administrative body within the deadline referred to above. This integration is not allowed on topics on which the Shareholders' Meeting must vote, as per the law, upon proposal of the directors, or which are based on a project or report prepared by them. Any integrations on the agenda or the submission of further proposals for resolution shall be notified by the Company, in the same manner as this notice, at least fifteen days prior to the date set for the Shareholders' Meeting.

Those entitled to participate in the Shareholders' Meeting may submit questions on the agenda by the end of the 7th (seventh) day before the date for the Shareholders' Meeting (i.e. by 6 October 2020), by sending a registered letter to the Company's registered office or by email to infofinance@txtgroup.com, or by certified email to xtesolutions@legalmail.it. Questions that are received prior to the Shareholders' Meeting shall be answered by the second stock market trading day prior to the date of the meeting and published on the Company's website www.txtgroup.com. The Company reserves the right to give a single answer should there be numerous questions on the same topic. The request must include the necessary communication issued by the intermediaries proving the shareholder's voting right or the communication approving participation in the Shareholders' Meeting and the voting rights. The Company reserves the right to make available on its website the answers to any questions received even before the date of the meeting.

Pursuant to Article 5 of the By-Laws, the subscribed and paid-in share capital, as of the date of publishing this notice, is equal to Euro 6,503,125 divided into 13,006,250 ordinary shares with a par value of Euro 0.5 each. As of the date of publishing this notice, the Company holds 1,282,963 treasury shares for which voting rights are suspended. Any subsequent change in the number of treasury shares held will be published on the Company's website and communicated at the beginning of the Shareholders' Meeting.

The documentation relating to the shareholders' meeting and the proposed resolutions on the items on the

agenda will be made available to the public, on the Company's website www.txtgroup.com, and will also be available in the eMarket Storage mechanism at the address www.emarketstorage.com, and at the Company's registered office in Milan, via Frigia 27. In relation to the emergency situation caused by the COVID 19 epidemic and the consequent safety measures dictated by the regulations in force, access to the Company's premises may be restricted for shareholders, who may also consult the documents with the other methods specified in the terms provided for by the regulations. Shareholders have the right to obtain copies.

We inform you that the proposed amendments to point 1 and point 4 on the agenda legitimize the exercise of the right of withdrawal for shareholders who have not agreed to the resolution. Therefore, the shareholders who did not agree in the adoption of the proposed resolution will be able to exercise the right of withdrawal within fifteen days from the date of registration of the resolution of the meeting in the Register of Companies; this date will be disclosed through a notice published on the website www.txtgroup.com and in a newspaper as well as through the authorized storage mechanism eMarket Storage at www.emarketstorage.com. For more information, please refer to the explanatory report which will be published in accordance with the law.

Milan, 15 September 2020

For the Board of Directors

Chairman

Enrico Magni