

**TXT e-solutions:
2017-2019 Stock Option Plan
for corporate and international managers**

Milan, 22 December 2016

Today, the Board of Directors of TXT e-solutions S.p.A. approved the Regulations for the 2016 Stock Option Plan and resolved, upon favourable opinion by the Remuneration Committee: (i) to assign 635,000 rights to purchase an equal amount of shares of the Company at a price of €5.50 per share to 33 executive directors and managers of the Company and of the international subsidiaries, and (ii) to assign to Alvisè Braga Illa, Chairman of the Board of Directors, and Marco Guida, Chief Executive Officer, all of the powers necessary for the Plan's implementation. The Plan does not involve Chairman Alvisè Braga Illa.

Adoption of the Plan, in implementation of the resolution by the Shareholders' Meeting of 22 April 2016, is designed to reward achievement of the Group's development plans and encourage loyalty by those holding the most significant positions and who are, therefore, most directly responsible for the corporate results, with a view to alignment of the interests of the beneficiaries of the Stock Option Plan with pursuit of the priority objective of creation of value for all shareholders over the medium to long term.

Vesting of the options, potentially amounting to 4.88% of the share capital at the end of the three-year period, is subject to the achievement of ambitious and pre-determined objectives of cumulative Revenues and EBITDA during the period 2017-2019.

As today TXT owns 1,349,283 treasury shares or 10.37% of issued shares, purchased at an average price of € 2.42.

A brief description of the reasons underlying adoption of the 2016 Stock Option Plan and its key elements is provided in the Information Document drawn up pursuant to Article 84-bis of the regulations adopted by Consob with Resolution no. 11971 of 14 May 1999 (the "Issuers' Regulation"), available on the Company's internet site.

Company Chairman Alvisè Braga Illa commented: *"This important stock option plan is closely linked to the Group's development plan announced last 22 April, which envisages international and profitable growth, both internally and externally, of both divisions. A modern vision of such development requires better internationalisation of management and, above all, strong incentives for the achievement of business objectives"*.

Attached is Table 1, Schedule 7 of Attachment 3A to the Issuers' Regulation.

TXT e-solutions specialises in software and strategic high-value solutions targeting large enterprises and operates on an international level. The main business areas are: **Integrated & Collaborative End-to-End Business Solutions**, through the TXT Retail Division, especially in the Luxury, Fashion, Retail and Consumer Goods sectors; **Software for Complex Operations & Manufacturing**, through the TXT Next Division, in the Aerospace, Defence, High-Tech and Finance sectors. TXT is listed on the Italian Stock Market (STAR segment, TXT.MI) and its registered office is based in Milan. It also has offices in Australia, Canada, France, Germany, Hong Kong, Italy, the UK, Singapore, Spain, the US and Switzerland.

For additional information:

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COMPENSATION PLANS BASED ON FINANCIAL INSTRUMENTS

Table 1 of scheme 7 of Annex 3A to Regulation 11971/1999

Date: December 22, 2016

Name or category	Office	BOX 2							
		Stock Options							
		Section 2							
		Newly-granted options pursuant to resolution by governing body appointed to implement Shareholders' resolution adopted in general meeting							
		Date of approval by shareholders	Description of instrument	No. of instruments underlying options granted but not vested	No. of instruments underlying options vested but not exercised	Date of grant by competent governing body (Bard of Directors)	Strike price	Market price for instruments as at the grant date (*)	Exercise Period
Marco Edoardo Guida	Director	April 22, 2016	Stock option of ordinary share TXT e-solutions S.p.A.	50.000	0	December 22, 2016	Euro 5,50	Euro 7,60	From 1.1.2020 until 31.12.2021
Andrea Cencini	Director	April 22, 2016	Stock option of ordinary share TXT e-solutions S.p.A.	50.000	0	December 22, 2016	Euro 5,50	Euro 7,60	From 1.1.2020 until 31.12.2021
Paolo Enrico Colombo	Director	April 22, 2016	Stock option of ordinary share TXT e-solutions S.p.A.	50.000	0	December 22, 2016	Euro 5,50	Euro 7,60	From 1.1.2020 until 31.12.2021
Managers with strategic responsibilities (2 people)	Other	April 22, 2016	Stock option of ordinary share TXT e-solutions S.p.A.	100.000	0	December 22, 2016	Euro 5,50	Euro 7,60	From 1.1.2020 until 31.12.2021
Other Managers (28 people)	Other	April 22, 2016	Stock option of ordinary share TXT e-solutions S.p.A.	385.000	0	December 22, 2016	Euro 5,50	Euro 7,60	From 1.1.2020 until 31.12.2021