

## **TXT e-solutions: signed settlement agreement following resignation of Division CEO Marco Guida.**

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TXT e-solutions Spa, listed on STAR segment of Borsa Italiana, with reference to communication released on 27 May 2019, informs that today signed a settlement agreement following the termination of the employment contract with Marco Guida as Director of Division Aerospace, Aviation & Automotive and resignation as Director of the Board of TXT e-solutions Spa and its subsidiaries TXT Next Sarl, TXT Next Ltd and TXT e-solutions Sagl.

Pursuant to Corporate Governance Code (Principle 6.P.5 and Criteria 6.C.8) as referenced by Instructions to the Market Rules (Article IA.2.6.7), no indemnity is recognized for termination as executive director or employee, nor non-competition commitment. The Company will pay to Marco Guida for the settlement agreement as employee and waiver to challenge the dismissal: (i) a gross amount of Euro 225,000 in one installment within 15 September 2019; (ii) an exceptional and non-repeatable transaction indemnity of Euro 5,000; (iii) company car until 31 May 2020. The Company will contribute for the amount of EUR 3,000 to the legal fees borne by Marco Guida in relation to the agreement.

The employment service of Marco Guida will terminate on 31 July 2019 and the remaining contractual notice period is waived (10 months), with payment of corresponding indemnity according to applicable Law and Labor Regulation.

The indemnity is not subject to conditions or adjustments and no claw-back request of prior compensation is envisaged. The indemnity is in compliance to the remuneration policy.

Marco Guida owns 200.000 TXT shares and it is not beneficiary of 2019 Stock Option Plan.

Pursuant to Market Regulation Consob 17221/2010 and Regulation of Transaction with Related parties the Company informs that: Marco Guida, executive director and manager with strategic responsibilities is a Related Party to the Company; the termination agreement is classified as Transaction with Related party of minor importance; Related Parties Committee released its positive motivated opinion to the termination agreement.

The replacement of the ceased executive director is not governed by any succession plan adopted by the company. The Board will name a new director in the next meetings.

**TXT e-solutions** is a leading international provider of software products and strategic solutions. It operates in dynamic markets that require high specialization and innovation capacity. TXT is focused on software for the aerospace, aeronautics and automotive industries, where it offers specific products and specialized engineering services, and on the Fintech sector with services related to testing and IT governance and products and solutions for the management of loans, NPLs and large financial system risks. Listed on the stock exchange since 2000 and included in the Star segment (TXT.MI), TXT is headquartered in Milan and has offices in Italy, France, UK, Germany, Switzerland and the United States.

**For information:**

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