

DIVERSITY POLICY OF THE BOARD OF STATUTORY AUDITORS OF TXT E-SOLUTIONS S.P.A.

Objective

This Diversity Policy (the “**Policy**”), adopted by the Board of Statutory Auditors of TXT S.p.A. (“**TXT**” or the “**Company**”), describes the optimal characteristics of the composition of the Board itself so that it can carry out its monitoring tasks in the most effective manner, by making decisions that can actually take advantage of the contribution of a multitude of qualified viewpoints, able to examine the issues under discussion from different perspectives.

This Policy is adopted in implementation of the provisions of art. 123-*bis*, paragraph 2, letter d-*bis*) of Legislative Decree no. 58 of 24 February 1998 (so-called “**Consolidated Law on Finance**”).

The Policy refers exclusively to the composition of the Board of Statutory Auditors of TXT. A separate policy is provided for the composition of the Company’s Board of Directors.

Guiding Principles

The Company’s Board of Statutory Auditors is fully aware of the fact that diversity and inclusion are two fundamental elements of the business ethos of an international Group like TXT that operates in several countries. In particular, the promotion of diversity as a core element of the medium/long-term sustainability of company activities represents a reference paradigm, for TXT Group employees and equally so for members of the administration and control bodies of TXT.

The Board of Statutory Auditors of TXT, in observance of the prerogatives of Shareholders at the time of the designation and appointment of its members, hopes to pursue an objective, as regards its composition, whereby it brings together people from professional, academic or managerial backgrounds, who bring different qualities and who, owing to their characteristics, can facilitate an optimal performance of the monitoring tasks entrusted to the Board of Statutory Auditors; it also hopes that account is taken of the importance of a balanced gender representation as well as the benefits that may stem from its members being from different age brackets and having different lengths of service.

The Board of Statutory Auditors of TXT also considers it a priority to create an open and collaborative atmosphere and an inclusive environment within the Board itself, in which all Statutory Auditors are able to make the best of their potential and maximise their contribution.

Types of diversity and associated objectives

Also on the basis of the experience gained over the course of its mandate, as regards its composition, the Board of Statutory Auditors of TXT believes that:

- (i) it is important to continue to ensure that at least one third of the Board of Statutory Auditors, at the time of the appointment and equally so over the course of its mandate, is composed of standing auditors from the least represented gender;
- (ii) in order to pursue balance between the needs for continuity and renewal in management, it would need to ensure a balanced combination of different lengths of service - as well as different age brackets - within the Board of Statutory Auditors;
- (iii) Statutory Auditors, on the whole, must be competent in the sector in which the TXT Group operates, i.e. with reference to the software business and IT services or in other similar, pertinent or related sectors;
- (iv) The Statutory Auditors must be individuals from a professional, and/or academic and/or managerial background, to ensure diverse and complementary skill-sets and experiences. In particular, at least one of the Standing Auditors and at least one of the Alternate Auditors must be enrolled in the register of auditors and must have carried out auditing activities. In terms of additional professionalism requirements, Statutory Auditors who do not fulfil the above requirement must have gained a total of at least three years' experience in carrying out:
 - a) administration or control activities or management duties at limited companies; and/or
 - b) professional or university teaching activities in legal, economic, financial and technical-scientific disciplines pertaining to TXT activities;
- (v) the Chairperson must be equipped with the necessary authority to ensure adequate coordination of the activities of the Board of Statutory Auditors with those performed by the other persons involved, in various capacities, in the governance of the internal control and risk management system, in order to maximise its efficiency and reduce duplications of activities. The Chairperson is also responsible for creating a spirit of cohesiveness within the Board of Statutory Auditors in order to ensure the effective performance of the monitoring functions entrusted to said body, at the same time representing, as for other Statutory Auditors, a guarantor for all Shareholders.

In cases in which the various forms of diversity indicated above envisage quantitative targets in terms of composition of the Board of Statutory Auditors, if the share indicated corresponds to a fraction, the latter is rounded up to the nearest unit.

To ensure that the Board of Statutory Auditors of TXT is able to fulfil its duties in the most effective manner, in addition to the diversity requirements indicated above, it is essential that all Statutory auditors allow enough time to diligently carry out their duties, taking account of both the number and quality of offices held in the administration and control bodies of other companies (in compliance with the legal provisions), and the commitment required from them by the additional work and professional activities performed and by the associative roles held.

Policy implementation method

The By-Laws of TXT do not allow the Board of Directors to present a list of candidates at the time of renewal of the Board of Statutory Auditors, given the Company deems it inappropriate for the administrative body to be able to appoint entities to monitor its work.

Therefore, this Policy intends solely to direct the applications formulated by Shareholders at the time of renewal of the entire Board of Statutory Auditors or integration of the relevant composition, ensuring adequate consideration of the benefits which may derive from a balanced composition of said Board, in line with the various diversity criteria indicated above.

Monitoring of implementation of the Policy and its updating

The Board of Statutory Auditors of TXT is responsible for monitoring the results deriving from the implementation of this Policy and its updating.

Milan, 11 December 2018