TXT E-SOLUTIONS

REPORT ON THE REMUNERATION POLICY FOR 2026 AND REMUNERATION PAID IN 2025

drawn up in accordance with Article 123-ter of Italian Legislative Decree no. 58/1998 and Article 84-quater of Consob Regulation 11971/1999

12 March 2026

INTRODUCTION

This report on the remuneration policy and remuneration paid (the "**Remuneration Report**" or the "**Report**") has been prepared pursuant to Article 123-*ter* of Italian Legislative Decree no. 58 of 24 February 1998 (the "**TUF**"), as most recently amended by Italian Legislative Decree no. 49 of 10 May 2019 – implementing Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 (the so-called Shareholders' Rights Directive II), which amends Directive 2007/36/EC on the exercise of certain rights of shareholders in listed companies with regard to encouraging long-term shareholder engagement (hereinafter, the consolidated text of Directive 2007/36/EC, the "**Directive**" or "**SHRD**") – and Article 84-*quater* of Consob Regulation no. 11971/1999 (the "**Issuers' Regulation**"), and has been prepared in accordance with Annex 3A, Schedules 7-*bis* and 7-*ter* of the Issuers' Regulation, as most recently amended.

The Remuneration Report is divided into the following sections:

- Section I, in accordance with Article 123-*ter* of the TUF and Article 9-*bis* of the Directive, sets out the policy of TXT e-solutions S.p.A. ("**TXT e-solutions**", the "**Company**" or the "**Issuer**") regarding the remuneration of members of the administrative body, other managers with strategic responsibilities and, without prejudice to Article 2402 of the Italian Civil Code, members of the Board of Statutory Auditors (the "**Remuneration Policy**"), as well as the procedures used for the adoption, review and implementation of such Policy, including measures aimed at preventing or managing any conflicts of interest;
- Section II, on an individual basis for remuneration awarded to Directors and Statutory Auditors and on an aggregate basis for remuneration awarded to other managers with strategic responsibilities (as defined below) of TXT e-solutions[1]:
    - provides a clear and comprehensive representation of each of the components of remuneration, including any payments in the event of termination of office or termination of employment, highlighting their consistency with the relevant Remuneration Policy and the manner in which remuneration contributes to the Company's long-term results;
    - provides a detailed breakdown of the remuneration paid during the relevant financial year, in any form and for any reason, by the Company and by its

[1] In accordance with Annex 3A, Schedule 7-*bis* of the Issuers' Regulation, as the Company qualifies as a "*smaller company*" pursuant to Article 3, paragraph 1, letter f) of the Related Parties Regulation (as defined below), it provides: (i) information on the remuneration received by other managers with strategic responsibilities (other than the general manager, where appointed) on an aggregate basis; and (ii) any information on agreements providing for indemnities in the event of early termination of office only with respect to executive Directors and the Chair of the Board of Directors.

subsidiaries or associates, indicating any components of such remuneration relating to activities carried out in previous financial years and, where applicable, the remuneration to be paid in one or more subsequent financial years in respect of activities carried out in the reference year, including, where relevant, an estimated value for components not objectively quantifiable in the reference year.

In addition, in accordance with the criteria set out in Annex 3A, Schedule 7-*ter* of the Issuers' Regulation, information is provided on shareholdings held by members of the administrative and supervisory bodies, general managers and other managers with strategic responsibilities.

Furthermore, Section II: (i) discloses – in accordance with the criteria set out in Annex 3A, Schedule 7-*ter* of the Issuers' Regulation – the shareholdings held in the Issuer and its subsidiaries by members of the administrative and supervisory bodies, directly or through subsidiaries, fiduciary companies or nominees, pursuant to Article 84-*quater* of the Issuers' Regulation; and (ii) includes information relating to financial instruments granted under plans approved pursuant to Article 114-*bis* of the TUF, in accordance with Article 84-*bis*, paragraph 5, of the Issuers' Regulation.

Section 1 – Remuneration Policy

The annual Remuneration Policy adopted by the Company and set out in this Section of the Report defines the principles and guidelines followed by the TXT e-solutions Group (the "**Group**") in determining the remuneration practices for Directors, other managers with strategic responsibilities (as defined below) and, without prejudice to Article 2402 of the Italian Civil Code, members of the Board of Statutory Auditors, as well as in monitoring its application.

The Remuneration Policy was approved by the Company's Board of Directors on 12 March 2026, upon proposal of the Remuneration and Appointments Committee (the "**Remuneration and Appointments Committee**" or the "**Committee**").

The Remuneration Policy has also been prepared in light of the recommendations set out in the Corporate Governance Code promoted by the Corporate Governance Committee, 2020 edition in force as at the date of this Report (the "**Corporate Governance Code**"), and takes into account the provisions of Article 2.2.3 of the Regulations of markets organised and managed by Borsa Italiana S.p.A. (the "**Stock Exchange Regulations**") and the related Instructions for issuers with STAR status.

As provided for by Consob Regulation no. 17221 of 12 March 2010 on transactions with related parties, as subsequently amended (the "**Related Parties Regulation**"), as implemented in the internal procedure adopted by the Company and most recently approved on 7 August 2025 (the "**RPT Procedure**"), available on the Company's website (www.txtgroup.com) in the section "Investors/Corporate Governance/Other documents", the approval of the Remuneration Policy by the Shareholders' Meeting exempts the Company from applying the aforementioned procedure to resolutions of the Board of Directors concerning the remuneration of Directors and other managers with strategic responsibilities where:

(i) the Company has implemented a Remuneration Policy approved by the Shareholders' Meeting;

(ii) a committee composed of mainly independent non-executive directors has been set up to deal with the Remuneration Policy;

(iii) the remuneration awarded is identified in accordance with this policy and quantified on the basis of criteria that do not involve discretionary assessments.

Furthermore, pursuant to Article 13, paragraph 1, of the Related Parties Regulation, the RPT Procedure does not apply to shareholders' resolutions under Article 2389, paragraph 1, of the Italian Civil Code, relating to the remuneration of members of the Board of Directors and of any executive committee, nor to resolutions concerning the remuneration of Directors vested with specific offices that fall within

the overall amount previously determined by the Shareholders' Meeting pursuant to Article 2389, paragraph 3, second sentence, of the Italian Civil Code.

"**Managers with Strategic Responsibilities**" means those individuals who have the power and responsibility, directly or indirectly, for planning, directing and controlling the activities of the Company, as provided for in Article 65, paragraph 1-*quater*, of the Issuers' Regulation, which refers to the Appendix to the Related Parties Regulation. It is specified that such individuals correspond to "Top Management" within the meaning of the Corporate Governance Code. Furthermore, pursuant to the internal protocol on related party matters, the Company has identified as Managers with strategic responsibilities: (i) the Directors of TXT, including non-executive directors; (ii) the Statutory Auditors of TXT; (iii) the CFO of the TXT Group; and (iv) the executive directors of subsidiaries with annual EBITDA of at least €8,000,000.00 (eight million/00), as identified by name by the Board of Directors.

As at the date of this Report, within the Issuer's organisational structure, four managers with strategic responsibilities have been identified in addition to the Chief Executive Officer, Daniele Stefano Misani. In particular, during the meeting held on 7 August 2025, the Board of Directors identified three Managers with Strategic Responsibilities, being executive directors of subsidiaries of TXT e-solutions S.p.A. with annual EBITDA of at least €8,000,000.

In addition, as communicated on 6 February 2026, the Board of Directors, after hearing the opinions of the Remuneration and Appointments Committee and the Board of Statutory Auditors, appointed Marcello Bussolin as the new Chief Financial Officer and the manager responsible for preparing the corporate accounting documents pursuant to Article 154-bis of the Consolidated Law on Finance, having regard to the fact that he meets the requirements set out in Article 24 of the Articles of Association.

Mr Marcello Bussolin was appointed following the conclusion of an agreement with the former Chief Financial Officer, Eugenio Forcinito, for the termination of his executive employment relationship. Accordingly, as from 6 February 2026, Eugenio Forcinito no longer performed the duties of Chief Financial Officer of the Company or of the officer responsible for preparing the corporate accounting documents pursuant to Article 154-bis of the Consolidated Law on Finance, and his employment relationship will terminate with effect from 1 July 2026.

a) Bodies or persons involved in the preparation, approval and any revision of the remuneration policy, specifying their respective roles, as well as the bodies or persons responsible for the proper implementation of that policy

The main bodies and individuals involved in the preparation, approval and any review of the Remuneration Policy are the Board of Directors, the Remuneration and Appointments Committee, the Shareholders' Meeting and the Board of Statutory Auditors.

Board of Directors

The Board of Directors:

- establishes within the Board a committee with responsibilities for remuneration matters (*i.e.* the Remuneration and Appointments Committee);
- determines, in accordance with the Remuneration Policy, the remuneration of Directors vested with specific offices, following the opinion of the Board of Statutory Auditors and upon proposal of the Remuneration and Appointments Committee, where appropriate within the overall remuneration determined by the Shareholders' Meeting pursuant to Article 2389, paragraph 3, of the Italian Civil Code;
- defines the Remuneration Policy, with the support of the Committee;
- prepares the Remuneration Report pursuant to Articles 123-ter of the TUF and 84-quater of the Issuers' Regulation, submits it to the Shareholders' Meeting for approval pursuant to Article 123-ter, paragraph 3-bis, of the TUF, and oversees its implementation;
- prepares any share-based or other financial instrument-based remuneration plans for Directors, employees and collaborators, including managers with strategic responsibilities, submits them to the Shareholders' Meeting for approval pursuant to Article 114-bis of the TUF, and oversees their implementation.

Remuneration and Appointments Committee[2]

The Board of Directors has established among its members the Remuneration and Appointments Committee responsible for supporting, proposing and consulting on remuneration. In particular, the Remuneration and Appointments Committee:

[2]The Committee, originally established as a Remuneration Committee by resolution of the Company's Board of Directors on 24 October 2005, was also assigned the functions of an Appointments Committee by Board resolution on 14 March 2025, thereby becoming the Remuneration and Appointments Committee, with responsibilities in both nomination and appointments matters, in implementation of Recommendations 25 and 19 of the Corporate Governance Code, respectively.

- makes proposals to the Board of Directors on the remuneration of directors who cover particular offices, ensuring it is aligned with the objective of creating value for shareholders in the medium-to-long term;
- periodically evaluates the Company's management remuneration criteria and, at the instruction of directors, makes proposals and recommendations on this matter, with particular reference to the adoption of any stock option or stock grant plans;
- monitors the implementation of decisions made and corporate policies on remuneration.

The Remuneration and Appointments Committee as at 31 December 2025 is composed of three independent directors: Michela Costa (Chair), Antonella Sutti and Antonietta Arienti who replaced the previous director, Paolo Lorenzo Mandelli, who, on 8 January 2025, resigned for personal reasons.

Directors do not participate in meetings of the Remuneration and Appointments Committee in which proposals are made to the Board of Directors with regard to their remuneration.

Shareholders' Meeting

With regard to remuneration, the Shareholders' Meeting:

- determines the remuneration of the members of the Board of Directors and the Board of Statutory Auditors pursuant to Article 2364, paragraph 1, no. 3), and, where applicable, also pursuant to Article 2389, paragraph 3, of the Italian Civil Code;
- expresses: (i) a binding vote on Section I of the Remuneration Report prepared by the Board of Directors, at the frequency required by the duration of the Remuneration Policy (i.e. annually) and, in any case, upon any amendments to such Policy[3]; and (ii) a non-binding vote on Section II of the Report, on an annual basis;
- resolves on any share-based or other financial instrument-based remuneration plans for Directors, employees and collaborators, including managers with strategic responsibilities, pursuant to Article 114-bis of the TUF.

If the Shareholders' Meeting does not approve the Remuneration Policy, the Company shall pay remuneration in accordance with the most recent Remuneration Policy approved by the Shareholders' Meeting or, in the absence thereof, in accordance with prevailing market practice. At the next Shareholders'

[3] It is understood that a vote by the Members is required in the event of amendments to the Remuneration Policy that are not merely formal or editorial clarifications.

Meeting approving the financial statements, the Company shall submit a new Remuneration Policy for approval.

Board of Statutory Auditors

The Board of Statutory Auditors, in expressing its opinion on the remuneration of directors who cover particular offices pursuant to Article 2389, paragraph 3 of the Italian Civil Code, verifies the consistency of the proposals with this General Remuneration Policy.

b) Any involvement of a remuneration committee or other committee competent in the matter, describing its composition (distinguishing between non-executive and independent directors), its responsibilities and operating procedures, as well as any additional measures adopted to prevent or manage conflicts of interest

In accordance with Article 2.2.3, paragraph 3, letters n) and o), of the Stock Exchange Regulations, applicable to issuers holding STAR status, and in line with the Corporate Governance Code, the Company has established within its Board of Directors the committee competent for remuneration matters.

The Remuneration and Appointments Committee as at 31 December 2025 is composed of three independent directors: Michela Costa (Chair), Antonella Sutti and Antonietta Arienti who replaced the previous director, Paolo Lorenzo Mandelli, who, on 8 January 2025, resigned for personal reasons.

All members of the Committee have adequate knowledge and experience in financial matters or remuneration policies, in accordance with Recommendation 26 of the Corporate Governance Code, which requires that at least one member of the Committee possess such knowledge and experience.

The Committee has advisory and consultative powers and is tasked with supporting, through appropriate preparatory activities, the Board of Directors in its assessments and decisions relating to the remuneration policy for Directors and managers with strategic responsibilities, with a view to promoting the Company's sustainable success and taking into account the need to attract, retain and motivate individuals with the expertise and professionalism required for their roles.

In line with the provisions of Recommendation 25 (Art. 5), the Board of Directors entrusts the Remuneration Committee with the task of:

a) assisting it in drawing up the remuneration policy;

b) submitting proposals or expressing opinions on the remuneration of the executive directors and of other directors who cover particular offices to the Board of Directors. It also submits proposals on the determination of performance benchmarks relating to the variable component of such directors' remuneration;

c) monitoring the effective application of the remuneration policy and verifying, in particular, the actual achievement of the performance goals;

d) periodically assessing the adequacy and overall consistency of the remuneration policy for directors and managers with strategic responsibilities;

e) performing all duties and functions assigned to it under the applicable laws and regulations in force from time to time;

f) providing opinions where requested by the Chair of the Board.

In order to have persons with adequate expertise and professionalism, the remuneration of directors, both executive and non-executive, and of the members of the control body is defined taking into account the remuneration practices widespread in the reference sectors and for companies of a similar size, taking into account comparable experiences from other countries and, where necessary, consulting an independent adviser.

The Committee assists the Board of Directors in preparing the report on the remuneration policy and remuneration paid and submits it to the Board of Directors of the Company for approval, subject, where required, to the favourable opinion of the Transaction with Related Parties Committee and the Risk Committee. This report is divided into two sections relating respectively to: (i) the general remuneration policy, with an annual duration and applicable to the current financial year, which sets out the guidelines for determining the remuneration of Directors and managers with strategic responsibilities and is subject to a binding vote of the Company's Shareholders' Meeting; and (ii) the report on remuneration for the previous financial year, which describes the policy implemented during that year and provides a breakdown of the remuneration paid, and is subject to an advisory vote of the Company's Shareholders' Meeting.

The Committee meets with a frequency appropriate to the proper performance of its functions and, in any event, whenever deemed necessary, upon convening by the Chair or by whoever acts in his/her place in case of impediment or absence.

Meetings of the Committee are convened by the Chair on his/her own initiative, or following a written request from even a single member. Notice is given by email to each participant at least three days in advance, indicating the place, date, time and agenda of the meeting. In cases of urgency, notice may be given 24 hours in advance. The Committee may in any case validly adopt resolutions even in the absence of formal notice, provided that all its members are present. Notice must also be brought to the attention of the supervisory body.

Meetings of the Committee are held at the Company's registered office, at one of its operating sites or, on an exceptional basis, at another location indicated by the Chair. Meetings may also be held via video or teleconference, provided that

participants are able to take part in the discussion and vote simultaneously on the items on the agenda, as well as to view, receive or transmit documents. In such cases, the Committee is deemed to be held at the place where the Chair and the secretary of the meeting are located.

The Committee is duly constituted when at least a majority of its members is present. Members of the supervisory body may attend the Committee's meetings.

The Committee's resolutions are validly adopted by an absolute majority of those present. In the event of a tie, the Committee shall be reconvened by the Chair within the following 24 hours to resolve on the same item(s) on the agenda in respect of which the tie occurred. In the event of a tie also at the second vote, the matter shall be submitted to the Board of Directors.

Meetings of the Committee are chaired by the Chair or, in his/her absence or impediment, by the Deputy or by the Director with the longest tenure, and in any case in accordance with Article 2.2 of this Regulation.

In order to manage situations of potential conflict of interest, also in accordance with Recommendation 26 of the Corporate Governance Code, no Director takes part in meetings of the Committee in which proposals relating to his or her own remuneration are formulated, unless such proposals concern all members of the Board of Directors. For the performance of its duties, the Committee makes use of the Issuer's resources and organisational structures.

For further details on the composition and functioning of the Committee, reference is made to the "*Report on Corporate Governance and Shareholding Structure*" prepared by the Company pursuant to Article 123-*bis* of the TUF and published on the website www.txtgroup.com, section "Investors/Corporate Governance/Corporate Governance Report".

c) How the Company has taken into account employees' remuneration and working conditions in determining the remuneration policy

The Remuneration Policy for employees is also based on fundamental principles of merit, fairness, equal opportunities and competitiveness with respect to the market. Employee remuneration takes into account the characteristics, role, skills and responsibilities that distinguish each individual employee. Such policy is aimed at motivating, attracting and retaining individuals with the professional qualities required to successfully pursue the Group's objectives.

The names of any independent experts involved in the preparation of the remuneration policy

The Company has prepared the Remuneration Policy without the support of an independent expert.

The objectives pursued by the remuneration policy, the principles on which it is based, its duration and, in the event of revision, a description of the changes compared to the remuneration policy most recently submitted to the Shareholders' Meeting and of how such revision takes into account the votes and views expressed by shareholders at that meeting or subsequently

The Company defines and implements a Remuneration Policy intended to attract, motivate and retain resources with the professional skills required to successfully pursue the Group's objectives.

The Policy is defined in a way which aligns the interests of management with those of shareholders, pursuing the priority objective of creating sustainable value in the medium-to-long term by rigorously tying compensation to individual and Group performance.

The definition of the Policy is the result of a clear and transparent process in which the Remuneration and Appointments Committee and the Related Parties Committee, established within the Board of Directors and made up of independent directors, and the Company's Board of Directors play a central role, taking into account any potential incompatibilities.

The fixed and the variable component are properly balanced according to the strategic objectives and the risk management policy, also taking into account the software and IT services industry in which the Group operates, as well as the nature of the business carried out.

Any deviations from the criteria for determining the remuneration:

- of directors who cover particular offices and the Managers with strategic responsibilities are examined and approved in advance by the Remuneration and Appointments Committee and the Board of Directors;
- of managers and senior managers are approved in advance by the Group's Chief Executive Officer (the "**CEO**").

Where appropriate, the opinion of the Related Parties Committee will also be expressed.

At least once a year, upon presenting the remuneration report, the Chief Financial Officer (the "**CFO**") reports to the Remuneration and Appointments Committee on policy compliance.

Each year, the Committee submits the General Remuneration Policy for approval by the Board of Directors. Once the Remuneration Policy has been examined and approved, the Board of Directors presents it to a binding vote by the Shareholders' Meeting.

It should be noted that the Remuneration Policy prepared in 2025 and relating to said financial year was approved by the Shareholders' Meeting of 29 April 2025 with

78.17% of the ordinary shares represented at the Shareholders' Meeting. The shareholders did not express any assessments regarding the Remuneration Policy, either during the Shareholders' Meeting or subsequently.

The Remuneration Policy described in this report makes no significant changes to the procedure followed in the previous financial year.

Moreover, the Group Companies, in determining compensation for their own directors, executives and managers with strategic responsibilities, comply with the instructions provided by the parent company TXT e-solutions S.p.A. and implement the guidelines set out in this Remuneration Policy.

d) Description of the policies relating to fixed and variable components of remuneration, with particular reference to their proportion within total remuneration and distinguishing between short-term and medium/long-term variable components

Remuneration of directors

TXT e-solutions' Shareholders' Meeting of 20 April 2023 defined, for each financial year of the three-year period, (i) an annual emolument for the Chair of the Board of Directors amounting to €30,000.00 and for each member of the Board of Directors an annual emolument of €15,000.00; in addition to (ii) an additional annual fee of €8,000.00 for the Chair of the Risks and Internal Controls Committee and €4,000.00 per year for each of the other members; (iii) an additional annual fee of €8,000.00 for the Chair of the Committee and €4,000.00 per year for each of the other members; (iv) an additional annual fee of €8,000.00 for the Chair of the Related Parties Committee and €4,000.00 per year for each of the other members.

By virtue of the mandate granted in 2023, on 15 May 2025, the Board of Directors resolved emoluments for the special offices entrusted to the Chair of the Board of Directors, Enrico Magni, the CEO, Daniele Misani, and the Director, Nicola Cordone, in continuity with the previous year; in particular:

- to the Chair of the Board of Directors, Enrico Magni, a fixed component of €330,000 (three hundred and thirty thousand), gross of tax and social security withholdings required by law (to be added to the emolument for the office of director approved by the shareholders' meeting); a variable component of €100,000 (one hundred thousand) to be disbursed upon achievement of Group objectives for the year 2024;

- to the Chief Executive Officer Daniele Misani, a fee of €40,000, gross of tax and social security withholdings required by law (to be added to the emolument for the office of director resolved by the shareholders' meeting and the salary as an executive of the Company);
- to the director Nicola Cordone a remuneration of €10,000, gross of tax and social security withholdings required by law (to be added to the emolument for the office of director resolved by the shareholders' meeting and the salary as an executive of the Company).

There is no variable or share-based compensation for non-executive and independent directors.

Remuneration of executive directors and managers with strategic responsibilities

Each year, the Committee proposes to the Board of Directors the remuneration due to directors who cover particular offices.

The remuneration of executive directors in general consists of:

- a fixed component;
- a variable annual component conditional on achieving agreed objectives (known as Management by Objectives, "**MBO**");
- a medium/long-term variable component (known as Long Term Incentive, "**LTI**");
- benefits granted as per company practice (such as, company car, supplementary health insurance), in line with the market.

In determining remuneration and its individual components, the Board of Directors takes into account whether the executive director has been delegated specific authorities. In particular, remuneration is determined on the basis of the following indicative criteria:

a. the fixed component may represent 60% to 100% of total remuneration. Total remuneration is understood to mean the sum of (i) the gross fixed annual component of the remuneration; (ii) the variable annual component which the beneficiary would receive if the target objectives were achieved; (iii) the annualisation of the variable medium/long-term component which the beneficiary would receive if the medium/long-term target objectives were achieved;

b. the (annual) MBO incentive for each beneficiary is capped at a maximum amount per person, and is actually paid out in proportion to the achievement of specific objectives and considering the company's incentive policy. It may

represent 0% to 40% of total remuneration. The benchmark parameters are accounting indicators, typically EBITDA or EBITA;

c. the annualised target variable medium/long-term component may represent 0% to 15% of total remuneration. The medium/long-term component consists entirely of the incentive scheme for the Group's directors, executives and managers, involving the allocation of up to 600,000 options, as approved by the Ordinary Shareholders' Meeting on 24 April 2024 (the "**2024 Stock Option Plan**"), and is measured on the basis of the fair value of the options attributable to each financial year.

The fixed component (composed of salaries as managers and compensation for offices held) is sufficient to reward the director should the variable component not be paid because of the failure to achieve the performance objectives specified by the Board of Directors.

With regard to the variable components of the remuneration of executive directors, it should be noted that each year, the Remuneration and Appointments Committee verifies the achievement of the specified MBO objectives. The objectives are verified after the Board of Directors has approved the Financial Statements for the year, and the variable compensation is generally paid in the month of April each year.

On 5 November 2009, the Remuneration and Appointments Committee resolved that the bonuses granted to executive directors and managers with strategic responsibilities be returned if the financial results on the basis of which they were disbursed were found to be manifestly incorrect in the following 12 months ("**Claw-back Clause**"), as now also envisaged by Recommendation 27 of the Corporate Governance Code.

The Remuneration and Appointments Committee is also responsible for assessing the proposal of awarding long-term incentives (LTI) and determining their amount should the objectives be achieved. The variable components are capped at a certain amount.

Performance objectives - i.e. the economic performance and any other specific objectives to which the payment of variable components (including the objectives for share-based remuneration plans) is linked - are predetermined, measurable and linked to the creation of value for shareholders in the medium-to-long term.

The 2024 Stock Option Plan envisages that the payment of variable amounts linked to the same 2024 Stock Option Plan is deferred over time, and executive directors have the obligation to hold on a continuous basis, until termination of the office of director, a number of shares corresponding to at least 20% of the value of the net benefit, after paying the exercise price and taxes. For executives and managers with strategic responsibilities, this obligation is for a period of 3 years from the date of exercising of the options, on the same quantity of at least 20% of the value of the

net benefit. The payment of variable components linked to the annual MBO incentive is not deferred from the vesting date, since the balance of short term and medium-to-long term incentives is already deemed appropriate by management for delivering sustainable results. The exercise of Stock Options is conditional on the beneficiary continuing in the employment or staying on as director.

It is the Group's policy not to grant discretionary bonuses to executive directors. At the proposal of the Remuneration and Appointments Committee, the Board of Directors may grant bonuses to executive directors in relation to strategically significant transactions with relevant effects on the results of the Company and/or Group.

It is possible that the assumption of specific offices or assignments by the directors of the Company in the administrative bodies of its subsidiaries or associates may give rise to the allocation of additional remuneration. For more details on the remuneration received, please refer to table no. 1.

The Remuneration and Appointments Committee and the Board of Directors assess the positioning, composition and more generally the competitiveness of the remuneration of directors who cover particular offices on the basis of information which is publicly available or collected as part of the company's remuneration management and, if need be, with the help of independent companies specialising in executive compensation, based on methods that assess the complexity of roles from an organisational point of view, the specific duties delegated and the individual's impact on the final business results.

The Board of Directors may make provisions (or proposals to the Shareholders' Meeting) for the adoption of incentive schemes by awarding financial instruments or options on financial instruments which, if approved, shall be disclosed at the latest in the annual remuneration report (without prejudice to any other disclosure requirements provided for by applicable laws).

The Remuneration and Appointments Committee and the Risks and Internal Controls Committee assess the remuneration and incentive schemes for the Manager responsible for preparing corporate accounting documents and the person in charge of internal controls, and check whether they are consistent with the tasks assigned to them.

Where appropriate, an opinion will also be expressed by the Transactions with Related Parties Committee.

Managers and senior managers

The remuneration of managers and senior managers consists of:

- a gross fixed annual component (known as GAI);

- a variable annual component conditional on achieving agreed objectives (known as MBO);
- in some cases, a variable medium/long-term component (known as LTI – Long Term Incentive);
- benefits granted as per company practices (such as, company car, supplementary health insurance), in line with the market.

a. In determining remuneration and its individual components for managers and senior managers, the Group takes into account the following indicative criteria: the fixed component may represent between 60% and 95% of total remuneration;

b. an (annual) MBO incentive up to a set maximum amount per person, conditional on the achievement of objectives. Some managers and senior managers in the sales department may have a short-term incentive scheme tied to the volume of licence sales. The MBO may represent 5% to 40% of total remuneration;

c. in some cases, a variable medium/long-term component is assigned (known as LTI - Long Term Incentive); it may represent 0% to 15% of total remuneration. The medium/long-term component consists entirely of the 2024 Stock Option Plan and is measured on the basis of the fair value of the options pertaining to each year.

The Group can award extraordinary bonuses should it be necessary for management purposes or in the event specific extraordinary objectives are achieved, and may also include such persons in incentive schemes by granting them financial instruments or options on financial instruments adopted by the Group, if any.

MBO and long-term incentive plan

The variable annual component (known as MBO) allows assessment of the beneficiary's performance on an annual basis.

The MBO objectives for directors who cover particular offices and those who have been delegated specific duties are established by the Board of Directors at the proposal of the Remuneration and Appointments Committee, and are tied to annual Company and Group performance. Where appropriate, an opinion will also be expressed by the Transactions with Related Parties Committee.

MBOs for managers and senior managers are defined by their immediate supervisor in agreement with the CEO and envisage objectives related to the economic and/or qualitative performance of the division/department to which they belong or the performance of the Group.

Vesting of the variable annual component is conditional on the fulfilment of an access condition (known as on/off) and is proportional to a quantitative annual performance indicator (in 2025, Gross operating profit - EBITDA). The Group sets a maximum "cap" for the bonus payable.

The Company's Shareholders' Meeting of 24 April 2024 approved the 2024 Stock Option Plan with the aim of linking the remuneration of beneficiaries to the creation of value for the company's shareholders, emphasising factors of strategic interest. In addition, it seeks to promote loyalty, encourage employees to stay with the company or its subsidiaries, and maintain competitiveness in the market for the remuneration of beneficiaries, emphasising factors of strategic interest.

The 2024 Stock Option Plan is qualified as a stock option plan and entitles beneficiaries to purchase, subject to the fulfilment of certain conditions, a number of ordinary shares in the Company corresponding to the number of options assigned.

The 2024 Stock Option Plan envisages the allocation of a maximum of 600,000 Shares to beneficiaries. To ensure that the 2024 Stock Option Plan is rolled out gradually over time, it is envisaged that no more than 200,000 options per plan may be assigned in the first allocation (first tranche).

For the sake of greater clarity and transparency, it should be noted that the Board of Directors, on 14 December 2023 and 25 June 2024, respectively, assigned 180,000 and 130,000 options under the first and second stock option plans, respectively. The Board of Directors may assign the remaining 890,000 options in further three-year tranches before the expiry of the respective plans.

The vesting of the options is subject to the following conditions:

(i) on the Assignment Date the beneficiary must be employed by one of the Companies of the Group and not during the notice period following resignation and/or termination or there must be a relationship between the beneficiary and one of the Group Companies; and

(ii) the achievement of predetermined joint performance objectives of:

   a. profitability targets, referring to the operating result of the Group, its divisions or specific business areas, as defined by the Board of Directors for each beneficiary or categories of beneficiaries (EBITA, Earning Before Interest, Taxes & Amortisation; or EBIT, Earnings Before Interest & Taxes; or EBITDA, Earnings Before Interest, Taxes, Depreciation & Amortisation) in relation to a specific annual period or a period of three years, as defined by the Board of Directors;

   b. growth objectives, referring to the development of the Revenues of the Group, its divisions or specific business areas, as defined by the Board of Directors for each beneficiary or categories of beneficiaries, in relation to

a specific annual period or a period of three years, as defined by the Board of Directors.

If the condition referred to in point (i) does not occur, the options assigned will be changed to zero.

Upon full achievement of the performance objectives set out in point (ii), the options will mature in full. The number of exercisable options will be progressively reduced in the event of partial achievement of the performance objectives, up to predetermined minimum threshold values, below which the options will be changed to zero.

The performance conditions indicated in point (ii) may be applied differently among the Beneficiaries according to specific incentive objectives determined by the Board of Directors, upon proposal of the Remuneration and Appointments Committee, and in any case will be defined taking into account the medium-long term objectives of the Company, its divisions or specific business areas. Where appropriate, an opinion will also be expressed by the Transactions with Related Parties Committee.

The Board of Directors shall determine the exercise price of the options in the interval running between the "Market value" and the Market value reduced by 30%, as a flexible instrument possible for acting as incentive for the permanence within the company or its subsidiaries, and maintain competitiveness in the remuneration market.

The options may be assigned to Beneficiaries in several three-year tranches, with the 2024 Stock Option Plan possibly spanning approximately 5 years.

The long-term incentive plans are also aimed at retaining talent: should the employment relationship terminate for any reason before the vesting date, the beneficiary ceases to participate in the 2024 Stock Option Plan and, as a consequence, the bonus will not be paid, not even on a pro-rata basis.

If the conditions envisaged by Article 106 of the TUF (known as Mandatory Takeover Bid) occur between the Grant Date and the Minimum Vesting Date and in any case upon occurrence of an event that could affect the rights of Beneficiaries or the possibility to exercise the options (such as, for example, mergers, de-mergers, revocation of the listing of Shares, promotion of takeover bids or exchange offers, or other events that could impact the ability to exercise options), the options will become immediately exercisable in proportion to the period of time elapsed from the beginning of the vesting period until the date of the event, with respect to the regular vesting period of 36 months (Partial Vesting). The remaining options will be cancelled.

Upon transfer to third parties of investments and company branches, the options assigned to the Beneficiaries transferred shall become immediately exercisable in

proportion to the period of time from the beginning of the vesting period until the date of the event, with respect to the regular vesting period of 36 months (partial vesting). The remaining options will be cancelled.

The information documents relating to the Stock Option Plans, drawn up pursuant to Article 84-bis of the Issuers' Regulation, can be found on the company's website in the section: http://www.txtgroup.com/it/investors/shareholders-meetings/.

e) The policy followed with regard to non-monetary benefits

The Remuneration Policy provides for the granting of non-monetary benefits (such as company car, supplementary health insurance) commonly recognised in remuneration practices and, in any case, consistent with the position/function held by the individual and in line with the market.

f) With reference to variable components, a description of the financial and non-financial performance objectives, where appropriate taking into account criteria relating to corporate social responsibility, on the basis of which they are awarded, distinguishing between short-term and medium/long-term variable components, and information on the link between changes in results and changes in remuneration

For a description of the short-term and medium/long-term variable components of the variable incentive system for directors and other managers with strategic responsibilities, reference is made to the provisions set out in paragraph d) above.

g) The criteria used to assess the achievement of performance objectives underlying the assignment of shares, options, other financial instruments or other variable components of remuneration, specifying the extent of the variable component to be paid depending on the level of achievement of such objectives

1. Annual Variable Component (MBO)

- **Evaluation criteria**: Performance is assessed on an annual basis and vesting is subject to the achievement of an access condition (*on/off*) linked to a quantitative annual profitability parameter (in the 2024 financial year, Earnings Before Interest, Taxes, Depreciation and Amortisation – EBITDA).
- **Extent of payment**: The incentive is paid in proportion to the achievement of the predefined targets, up to a maximum cap. The weight of this component on total remuneration ranges between 0% and 40% for executive directors (pg 7) and between 5% and 40% for executives and senior managers (pg 9).

2. Medium/Long-Term Variable Component (Stock Options)

- **Evaluation criteria**: The plan provides for the achievement of combined performance targets on an annual or three-year basis:

- **Profitability targets**: relating to the Group's operating result (EBITA, EBIT or EBITDA), divisions or specific areas.
- **Growth targets**: relating to the development of revenues of the Group or specific divisions or areas.

- **Extent of payment**:
  - **Full achievement**: options vest in full (pg 11).
  - **Partial achievement**: the number of exercisable options is progressively reduced down to a minimum threshold, below which the options lapse.
  - **Weight on remuneration**: for executive directors and executives, this component may account for between 0% and 15% of total remuneration.

h) Information aimed at highlighting the contribution of the remuneration policy, and in particular the policy on variable components of remuneration, to the corporate strategy, the pursuit of long-term interests and the sustainability of the Company

As indicated in paragraph d) above, the Company's Remuneration Policy is expressly aimed at supporting the corporate strategy and the pursuit of long-term interests, by providing remuneration mechanisms capable of attracting, motivating and retaining individuals with the professional skills required to achieve the Group's strategic objectives. In particular, the policy relating to variable components of remuneration is structured so as to:

- align the interests of management with those of shareholders, through the creation of a direct link between the vesting of the variable component and the achievement of measurable results, both at individual and Group level. This approach strengthens the focus on achieving objectives consistent with the business plan and with the creation of sustainable value over the medium to long term;
- support the corporate strategy, as the objectives to which variable remuneration is linked reflect the Group's strategic priorities and are consistent with the software and IT services sector in which it operates, characterised by high levels of innovation, competitiveness and the need for continuous technological development;
- promote the pursuit of long-term interests and the sustainability of the Company, by ensuring an appropriate balance between fixed and variable components of remuneration, in line with the risk management policy. This balance discourages excessively short-term behaviour and instead

incentivises sustainable results compatible with stable and sustainable growth;

- ensure consistency, transparency and proper management of conflicts of interest, through a policy-setting process that centrally involves the Remuneration and Appointments Committee and the Related Parties Committee, both composed of independent directors, as well as the Board of Directors. This ensures that variable components are determined according to objective, verifiable criteria consistent with strategic objectives and the protection of the Company's interests.

i) The vesting periods, any deferred payment mechanisms, indicating the deferral periods and the criteria used to determine such periods, and, where applicable, ex post adjustment mechanisms of the variable component (malus or claw-back provisions)

The Remuneration Policy provides that medium/long-term remuneration of executive directors and other managers with strategic responsibilities, in line with best market practices, is subject to multi-year vesting periods, through the definition of multi-year objectives to which the incentive is subject and linked.

The 2024 Stock Option Plan envisages that the payment of variable amounts linked to the same 2024 Stock Option Plan is deferred over time, and executive directors have the obligation to hold on a continuous basis, until termination of the office of director, a number of shares corresponding to at least 20% of the value of the net benefit, after paying the exercise price and taxes. For executives and managers with strategic responsibilities, this obligation is for a period of 3 years from the date of exercising of the options, on the same quantity of at least 20% of the value of the net benefit. The payment of variable components linked to the annual MBO incentive is not deferred from the vesting date, since the balance of short term and medium-to-long term incentives is already deemed appropriate by management for delivering sustainable results. The exercise of Stock Options is conditional on the beneficiary continuing in the employment or staying on as director.

In line with market best practice and Recommendation 27 of the Corporate Governance Code, the Remuneration Policy provides that bonuses paid to executive directors and managers with strategic responsibilities shall be repaid if the financial results on the basis of which they were awarded are subsequently found, within the following 12 months, to be manifestly incorrect (i.e. claw-back clause).

Reference is also made, in this regard, to paragraph d) above.

j) Information on any provisions requiring the retention of financial instruments after their acquisition, indicating the holding periods and the criteria used to determine such periods

The Plan provides for a continuous holding obligation for a portion equal to at least 20% of the net benefit (calculated after funding the Exercise Price and taxes at the Exercise Date), with the following time distinctions:

- Executive Directors: the holding obligation remains in force until the date of termination of the office of director (pg 9).
- Managers with strategic responsibilities/top management: the holding obligation has a duration of 3 years from the Exercise Date of the relevant Options.

The criteria and objectives underlying the determination of such holding periods, as set out in the introduction to the Regulation, are as follows:

- Alignment of interests: linking management remuneration to the creation of value for shareholders over the medium to long term.
- Retention: incentivising key individuals to remain within the Company or its subsidiaries.
- Strategic focus: directing the attention of beneficiaries towards factors of strategic importance for the growth of corporate value.

k) The policy relating to the remuneration envisaged in the event of termination of office or termination of the employment relationship, specifying: (i) the duration of any employment contracts and any additional agreements, the notice period, where applicable, and the circumstances giving rise to the entitlement; (ii) the criteria for determining the remuneration payable to directors, general managers and, on an aggregate basis, to managers with strategic responsibilities, distinguishing, where applicable, between components granted by virtue of the office of director and those relating to employment relationships, as well as any components relating to non-compete obligations. Where such remuneration is expressed on an annual basis, the components of such annual amount (fixed, variable, etc.) shall be described in detail; (iii) any link between such remuneration and the Company's performance; (iv) any effects of termination of the relationship on options granted under incentive plans based on financial instruments or to be paid in cash; (v) any provision for the assignment or maintenance of non-monetary benefits in favour of such individuals or for the entering into consultancy agreements for a period following termination of the relationship

It is the Group's policy not to enter into agreements with directors and managers governing, on an ex-ante basis, the financial aspects relating to early termination of the relationship by the Company or the individual (known as "parachutes"). As at 31 December 2025, there were no such agreements with directors or managers.

There is no severance package for any of the directors.

Should the existing relationship with the Group terminate for reasons other than just cause, the two parties will seek to end the relationship in an amicable manner, to the extent possible. Without prejudice, in any case, to legal and/or contractual obligations, employment termination agreements with the Group are based on the relevant benchmarks and defined in compliance with the limits defined by the law and practices in the Country in which the agreement is concluded.

The Group may enter into non-competition agreements with its own directors, managers and senior managers, as well as key professionals, providing for the payment of financial compensation proportional to annual remuneration based on the duration and extent of the obligation arising from the agreement. The obligation refers to the Group's reference industry and geographical area. The scope varies in relation to the employee's role at the time the agreement is finalised and may extend to all the countries in which the Group operates.

l) Information regarding any insurance cover, including social security or pension schemes, other than those that are compulsory

In line with best practices, an insurance policy is envisaged, known as D&O (Directors & Officers Liability), covering civil liability towards third parties incurred by corporate bodies, managers and auditors in the performance of their duties, intended to relieve the Group from any related damages, as a result of the relevant provisions set out by the applicable national collective labour agreement and the rules governing mandates, excluding cases of wilful misconduct and gross negligence.

m) Any remuneration policy followed with reference to: (i) independent directors, (ii) participation in committees and (iii) the performance of particular offices (chair, deputy chair, etc.)

There is no variable or share-based compensation for non-executive and independent directors.

With regard to membership of committees, the following additional remuneration is payable: (i) an additional annual fee of € 8,000.00 for the Chair of the Risks and Internal Controls Committee and €4,000.00 per year for each of the other members; (ii) an additional annual fee of €8,000.00 for the Chair of the Remuneration Committee and €4,000.00 per year for each of the other members; (iii) an additional annual fee of €8,000.00 for the Chair of the Related Parties Committee and €4,000.00 per year for each of the other members.

The Shareholders' Meeting of 20 April 2023 defined, for each financial year of the three-year period, an annual fee for the Chair of the Board of Directors of €30,000.00.

Reference is also made, in this regard, to paragraph d) above.

a) Whether the remuneration policy was defined using the remuneration policies of other companies as a reference and, if so, the criteria used for the selection and identification of such companies

The Remuneration Policy has been defined on the basis of the specific organisational, size and operational characteristics of the Company, without systematically referring to the remuneration policies adopted by specific comparable companies.

The Company nevertheless generally takes into account market practices and the recommendations set out in the Corporate Governance Code, in order to ensure that the Remuneration Policy is consistent with principles of transparency, proportionality and long-term sustainability.

b) Elements of the remuneration policy which may be derogated from in the presence of exceptional circumstances and, without prejudice to the provisions of the Related Parties Regulation, any additional procedural conditions under which such derogation may be applied

In the presence of exceptional circumstances, the Company may temporarily depart from certain elements of this Remuneration Policy where this is necessary to pursue the long-term interests and sustainability of the Company or to ensure the continuity of the Company's business.

By way of example, such circumstances may include extraordinary transactions, significant changes in the Group's scope, situations of particular market volatility or extraordinary events that significantly affect the Company's economic and operating environment.

Any such derogation shall be resolved by the Board of Directors, subject to the opinion of the Remuneration Committee and in compliance with the applicable laws and regulations, including the Related Parties Regulation.

Section II – Remuneration Paid

This Section II of the Remuneration Report, on a named basis for the remuneration awarded to Directors and Statutory Auditors:

- in the first part, provides an adequate, clear and comprehensible representation of each of the components of remuneration, including any benefits provided in the event of termination of office or termination of the employment relationship, highlighting their consistency with the Company's remuneration policy approved for the relevant financial year and the manner in which remuneration contributes to the Company's long-term results;
- in the second part, sets out in detail – using the tables provided in Annex 3A, Schedule 7-*bis*, of the Issuers' Regulation – the remuneration paid in the 2025 financial year (the "**Financial Year**"), in any capacity and in any form, by the Company and by its subsidiaries or associates, indicating any components of such remuneration that relate to activities carried out in financial years prior to the reference year and also highlighting remuneration to be paid in one or more subsequent financial years in respect of activities carried out in the reference year, where appropriate indicating an estimated value for components not objectively quantifiable in the reference year;
- in the third part, provides, in accordance with the criteria set out in Annex 3A, Schedule 7-*ter* of the Issuers' Regulation, information on the shareholdings of members of the administrative and control bodies, general managers and other managers with strategic responsibilities.

TXT e-solutions, being a "smaller company" pursuant to Article 3, paragraph 1, letter f) of the Related Parties Regulation, may provide: (i) information on the remuneration received by other managers with strategic responsibilities on an aggregate basis; and (ii) information on agreements providing for indemnities in the event of early termination of the relationship only with reference to executive directors and the Chair of the Board of Directors.

It should be noted that the auditing firm Crowe Bompani S.p.A. has verified – in accordance with Article 123-ter, paragraph 8-*bis*, of the TUF – that the Board of Directors of TXT e-solutions has prepared this Section of the Remuneration Report.

First Part – Remuneration Components

Administrative and control bodies and managers with strategic responsibilities

(i) Remuneration of directors

The Shareholders' Meeting of 20 April 2023 determined, for each financial year of the three-year period, an annual fee of €30,000 for the Chair of the Board of Directors and €15,000 for each other Director. Additional fees are also provided for the Chairs and members of Board committees: €8,000 per year for each Chair of the Risks and Internal Controls Committee, the Remuneration and Appointments Committee and the Related Parties Committee, and €4,000 per year for each other member of such Committees.

By virtue of the mandate granted in 2023, on 15 May 2025, the Board of Directors resolved emoluments for the special offices entrusted to the Chair of the Board of Directors, Enrico Magni, the CEO, Daniele Misani, and the Director, Nicola Cordone, in continuity with the previous year; in particular:

- to the Chair of the Board of Directors, Enrico Magni, a fixed component of €330,000 (three hundred and thirty thousand), gross of tax and social security withholdings required by law (to be added to the emolument for the office of director approved by the shareholders' meeting); a variable component of €100,000 (one hundred thousand) to be disbursed upon achievement of Group objectives for the year 2024;
- to the Chief Executive Officer Daniele Misani, a fee of €40,000, gross of tax and social security withholdings required by law (to be added to the emolument for the office of director resolved by the shareholders' meeting and the salary as an executive of the Company);
- to the director Nicola Cordone a remuneration of €10,000, gross of tax and social security withholdings required by law (to be added to the emolument for the office of director resolved by the shareholders' meeting and the salary as an executive of the Company).

No variable component or financial instruments are assigned to non-executive and independent directors.

(ii) Remuneration of executive directors and managers with strategic responsibilities

Each year, the Remuneration Committee proposes to the Board of Directors the remuneration of directors who cover particular offices. The remuneration of executive directors consists of a fixed component, an annual variable component (MBO), a medium/long-term variable component (LTI), as well as benefits in line with market practice.

The fixed component may account for between 60% and 100% of total remuneration; the annual variable component (MBO), linked to economic-financial indicators such as EBITDA or EBITA, may account for between 0% and 40%, within individual maximum limits; the LTI component, consisting entirely of the 2024 Stock Option Plan and valued at fair value, may account for between 0% and 15%. The fixed component is structured so as to ensure adequate remuneration even in the absence of payment of variable components.

The Remuneration and Appointments Committee verifies annually the level of achievement of MBO targets following approval of the financial statements; payment is generally made in April. A claw-back clause is provided, requiring the repayment of bonuses if, within twelve months, the financial results on which the payment was based are found to be manifestly incorrect.

Performance targets are predefined, measurable and consistent with the creation of value over the medium to long term. The 2024 Stock Option Plan provides for deferral mechanisms and minimum shareholding requirements (equal to at least 20% of the net benefit) for executive directors and managers with strategic responsibilities, as well as conditions relating to continued service or employment.

The Group does not grant discretionary bonuses, except in exceptional cases relating to transactions of particular strategic importance. It is possible that the assumption of specific offices or assignments by the directors of the Company in the administrative bodies of its subsidiaries or associates may give rise to the allocation of additional remuneration. For more details on the remuneration received, please refer to table no. 1.

The competitiveness and consistency of remuneration are subject to periodic review by the Remuneration and Appointments Committee and the Board of Directors, also with the support of independent consultants where necessary.

(iii) Managers and senior managers

The remuneration of executives and senior managers consists of a fixed component (gross annual salary), an annual variable component (MBO), a possible LTI component and benefits in line with the market.

The fixed component may account for between 60% and 95% of total remuneration; the MBO between 5% and 40%, within individual maximum limits; the LTI component, where provided and consisting of the 2024 Stock Option Plan, between 0% and 15%. For certain commercial roles, incentive schemes linked to sales volumes are provided. The Group may grant extraordinary bonuses in the presence of specific management needs or objectives of an extraordinary nature.

(iv) MBO and long-term incentive plan

The annual variable component (MBO) is subject to the achievement of an access condition and linked to quantitative annual profitability indicators, with a maximum

payment cap. The objectives of directors with delegated powers are defined by the Board of Directors upon proposal of the Remuneration and Appointments Committee; those of executives are determined in line with their functional responsibilities and the Group's performance.

The 2024 Stock Option Plan is aimed at aligning remuneration with the creation of value for shareholders, fostering retention and maintaining market competitiveness. The 2024 Stock Option Plan provides for the assignment of option rights to purchase ordinary shares of the Company, up to a maximum of 600,000 shares per plan, with grants staggered over time.

The vesting of options is subject to continued employment or office and to the achievement of profitability targets (EBITA, EBIT or EBITDA) and revenue growth targets, on an annual or multi-year basis. Full vesting is provided upon full achievement of targets, progressive reduction in the event of partial achievement and lapse below minimum thresholds.

The exercise price is determined by the Board of Directors between the market value and the market value reduced by up to 30%. The Plan may extend over a period of approximately five years, also with retention purposes: in the event of early termination of the relationship prior to vesting, the options lapse.

Cases of partial accelerated vesting are also provided for in the event of extraordinary transactions, such as significant capital transactions or transfers of shareholdings or business units. The information documents relating to the Plans are published on the Company's website in accordance with applicable regulations.

For further information on the components of remuneration, reference is made to Section I, paragraph f), of this Remuneration Report.

(v) Statutory Auditors

The Shareholders' Meeting of 20 April 2023 determined, for each financial year of the three-year period, an annual fee of €26,000 for the Chair of the Board of Directors and €21,000 for each standing auditor.

No variable component or financial instruments are assigned to statutory auditors.

Severance indemnities and/or other benefits

With reference to the 2025 financial year, no severance indemnities or compensation or benefits related to the termination of the employment relationship were granted to directors or managers with strategic responsibilities. Accordingly, no amounts were paid by way of "golden parachutes", nor were there any deferred components or compensation linked to non-compete commitments or to the execution of consultancy agreements following termination of the relationship.

The only items potentially relevant upon termination are represented by the end-of-service indemnity accrued as an employee, as reported in Table 1 of Part 2. This approach is consistent with the Remuneration Policy, which does not provide, ex ante, for agreements relating to indemnities in the event of early termination of the relationship.

Derogations from the remuneration policy

During the 2025 financial year, no derogations from the remuneration policy approved for that financial year (the "**2025 Remuneration Policy**") were applied.

Information on the application of ex post adjustment mechanisms of the variable component of remuneration

During the 2025 financial year, no ex post adjustment mechanisms (so-called malus or claw-back) were applied to the variable component of the remuneration of executive directors and other managers with strategic responsibilities.

Comparative information

The following comparative information is provided, for the period during which the Company has been listed or for the shorter period of tenure of the individuals concerned, regarding the annual change in:

- the total remuneration of each of the individuals for whom the information in this section of the Report is provided on a named basis;
- the Group's consolidated results;
- the average gross annual remuneration, calculated on a full-time equivalent basis, of employees other than those whose remuneration is disclosed on a named basis in this section of the Report.

Full name	Office	2021	2022	2023	2024	2025
Enrico Magni	Chair of the Board of Directors	365,000	425,000	508,750	460,000	460,000
Daniele Stefano Misani	Chief Executive Officer	285,000	345,000	412,000	375,000	387,000
Matteo Magni	Director	20,000	20,000	19,333	19,000	19,000
Nicola Cordone	Director	-	-	-	-	350,000
Antonietta Arienti	Independent Director	-	-	-	45,000	27,000
Michela Costa	Independent Director	-	-	18,000	27,000	27,000
Antonella Sutti	Independent Director	5,833	20,000	31,000	31,000	31,000

Francesco Maria Scornajenchi	Chair of the Board of Statutory Auditors	-	-	17,333	26,000	26,000
Franco Vergani	Standing Auditor	21,000	21,000	21,000	21,000	21,000
Giada D'Onofrio	Standing Auditor	-	-	14,000	21,000	21,000

Economic indicators (amount in millions of Euro)	31.12.2021	31.12.2022	31.12.2023	31.12.2024	31.12.2025
EBITDA	14.5	22.3	31.6	39.2	60
Revenues	96.4	150.8	224.4	304.5	394.3

	31.12.2021	31.12.2022	31.12.2023	31.12.2024	31.12.2025
Average gross annual remuneration of the Issuer's full-time employees (Euro)	31,369.86	35,142.91	35,979.79	38,056.91	38,713.77

Information on how the vote expressed by the Shareholders' Meeting of 29 April 2025 on Section II of the report on the remuneration policy and remuneration paid has been taken into account

The remuneration of the Board of Directors, the Board of Statutory Auditors and the managers with strategic responsibilities has also been considered by the Company to be aligned with the pursuit of the long-term objectives of the Company and the Group, as it contributes to aligning the interests of management with those of shareholders.

The Company's Ordinary Shareholders' Meeting of 29 April 2025 expressed an advisory vote on Section II of the 2025 Remuneration Report, relating to the remuneration paid during the 2024 financial year. The latter was approved with 78.17% of votes in favour from the shareholders attending the aforementioned Meeting (35.29% of the share capital). In preparing the Remuneration Policy, the Company took into account the outcome of the vote expressed at the Shareholders' Meeting.

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The remuneration reported in this Report was determined, for the 2025 financial year, in compliance with the 2025 Remuneration Policy.

For more details on the remuneration paid, see the tables below.

Second Part – Detailed breakdown of the remuneration paid during the year

TABLE 1: Remuneration paid to members of the administrative and control bodies, general managers and other managers with strategic responsibilities.

(A)	(B)	(C)	(D)	-1	-2	-3		-4	-5	-6	-7	-8
Full name	Office	Term in office	End of term of office	Fixed remuneration	Remuneration for participation in committees	Non-equity variable remuneration		Non-monetary benefits	Other compensation	Total	Fair value of equity-based remuneration	Severance indemnities or termination benefits
						Bonus and other incentives	Profit sharing					
Daniele Stefano Misani	Chief Executive Officer	01/01/2025 - 31/12/2025	2025 Financial Statements									
(I) Remuneration within the company preparing the financial statements				€290,000.00		€100,000.00		€3,651.00			€106,908.00	€23,139.00
(II) Remuneration from subsidiaries and associates												
(III) Total				**€290,000.00**		**€100,000.00**		**€3,651.00**			**€106,908.00**	**€23,139.00**
Enrico Magni	Chair BoD	01/01/2025 - 31/12/2025	2025 Financial Statements									
(I) Remuneration within the company preparing the financial statements				€360,000.00		€100,000.00		€4,562.64			€52,426.00	
(II) Remuneration from subsidiaries and associates												
(III) Total				**€360,000.00**		**€100,000.00**		**€4,562.64**			**€52,426.00**	
Matteo Magni	Non-executive director	01/01/2025 - 31/12/2025	2025 Financial Statements									
(I) Remuneration within the company preparing the financial statements				€15,000.00	€4,000.00							

(II)	Remuneration from subsidiaries and associates									
(III)	Total	**€15,000.00**	**€4,000.00**							

Michela Costa	Independent Director	01/01/2025 - 31/12/2025	2025 Financial Statements

(I)	Remuneration within the company preparing the financial statements	€15,000.00	€12,000.00							
(II)	Remuneration from subsidiaries and associates									
(III)	Total	**€15,000.00**	**€12,000.00**							

Antonietta Arienti	Independent Director	01/01/2025 - 31/12/2025	2025 Financial Statements

(I)	Remuneration within the company preparing the financial statements	€15,000.00	€12,000.00							
(II)	Remuneration from subsidiaries and associates									
(III)	Total	**€15,000.00**	**€12,000.00**							

Antonella Sutti	Independent Director	01/01/2025 - 31/12/2025	2025 Financial Statements

(I)	Remuneration within the company preparing the financial statements	€15,000.00	€16,000.00							
(II)	Remuneration from subsidiaries and associates									
(III)	Total	**€15,000.00**	**€16,000.00**							

Nicola Cordone	Non-executive director	01/01/2025 - 31/12/2025	2025 Financial Statements

(I)	Remuneration within the company preparing the financial statements	€25,000.00				€12,837.75				
(II)	Remuneration from subsidiaries and associates	€325,000.00								
(III)	Total	**€350,000.00**				**€12,837.75**				

Francesco Scornajenchi	Chair of the Board of Statutory Auditors	01/01/2025 - 31/12/2025	2025 Financial Statements

(I) Remuneration within the company preparing the financial statements	€26,000.00									
(II) Remuneration from subsidiaries and associates										
(III) Total	**€26,000.00**									

Franco Vergani	Standing Auditor	01/01/2025 - 31/12/2025	2025 Financial Statements

(I) Remuneration within the company preparing the financial statements	€21,000.00									
(II) Remuneration from subsidiaries and associates	€75,400.00									
(III) Total	**€96,400.00**									

Giada D'Onofrio	Standing Auditor	01/01/2025 - 31/12/2025	2025 Financial Statements

(I) Remuneration within the company preparing the financial statements	€21,000.00									
(II) Remuneration from subsidiaries and associates										
(III) Total	**€21,000.00**									

Fabio Maria Palmieri	Alternate Auditor	01/01/2025 - 31/12/2025	2025 Financial Statements

(I) Remuneration within the company preparing the financial statements										
(II) Remuneration from subsidiaries and associates										
(III) Total										

Nadia Raschetti	Alternate Auditor	01/01/2025 - 31/12/2025	2025 Financial Statements

(I) Remuneration within the company preparing the financial statements										
(II) Remuneration from subsidiaries and associates										
(III) Total										

Edda Delon	Alternate Auditor	01/01/2025 - 31/12/2025	2025 Financial Statements							
(I) Remuneration within the company preparing the financial statements										
(II) Remuneration from subsidiaries and associates										
(III) Total										
Managers with strategic responsibilities		01/01/2025 - 31/12/2025	2025 Financial Statements							
(I) Remuneration within the company preparing the financial statements				€130,000.00		€35,000.00		€7,128.84		€172,128.84	€37,820.00	€11,397.22
(II) Remuneration from subsidiaries and associates				€771,367.70		€271,472.00		€39,738.40	€39,270.00	€1,121,848.10	€ -	€22,000.00
(III) Total				**€901,367.70**		**€306,472.00**		**€46,867.24**	**€39,270.00**	**€1,293,976.94**	**€37,820.00**	**€33,397.22**

In column (1), "**Fixed remuneration**" is indicated separately, where appropriate in the notes and on an accrual basis: (*i*) fees accrued as resolved by the Shareholders' Meeting, even if not yet paid; (*ii*) attendance fees; (*iii*) flat-rate expense reimbursements; (*iv*) remuneration received for holding specific offices pursuant to Article 2389, paragraph 3, of the Italian Civil Code (e.g. chair, deputy chair); (*v*) fixed remuneration from employment, gross of social security and tax charges borne by the employee, excluding mandatory collective social security charges borne by the Company and provisions for severance indemnity (TFR). The other components of any employment remuneration (bonuses, other compensation, non-monetary benefits, etc.) shall be indicated in the relevant columns, specifying in the notes the portion paid by virtue of the directorship and the portion paid by virtue of the employment relationship.

In column (2), "**Remuneration for participation in committees**" is indicated on an accrual basis and may be disclosed on an aggregate basis. The notes provide details of the committees of which the director is a member and, in the case of participation in more than one committee, the remuneration received for each of them.

In column (3), section "**Bonuses and other incentives**", the amounts of remuneration accrued (vested), even if not yet paid, during the financial year for objectives achieved in the same year under monetary incentive plans are included. The amount is indicated on an accrual basis even if the approval of the financial statements has not yet taken place and also includes any portion of the bonus subject to deferral. Under no circumstances are the values of stock options assigned or exercised or other remuneration in financial instruments included. This value corresponds to the sum of the amounts indicated in Table 3B, columns 2A, 2B and 4, row (III).

With regard to column (3), section "**Profit-sharing**", the amount is indicated on an accrual basis even if the approval of the financial statements and the distribution of profits have not yet taken place.

Column (4) "**Non-monetary benefits**" shows the value of fringe benefits (on an income tax basis) including any supplementary pension funds and insurance policies.

In column (5), "**Other remuneration**", all additional remuneration deriving from other services provided is indicated separately and on an accrual basis. The notes provide information on any loans, advance payments and guarantees granted by the Company or by its subsidiaries to executive directors and to the Chair of the Board of Directors, where, taking into account their specific conditions (different from market conditions or from those applicable in a standardised manner to categories of individuals), they represent a form of indirect remuneration.

In column (6), "**Total**", the amounts in columns (1) to (5) are aggregated.

The column (7) "**Fair value of equity-based compensation**" shows the fair value of the compensation for the year at assignment date as part of the incentive plans based on financial instruments, estimated according to international accounting standards[1]. This value corresponds to the sum of the amounts indicated in column 16, row III, of Table 2 and column 12, row III, of Table 3A.

Column (8) "**Indemnity for termination of office or termination of employment**" indicates the remuneration accrued, even if not yet paid, for termination of duties during the financial year in question, with reference to the financial year in which the actual termination of office occurred. The estimated value of any non-monetary benefits, the amount of any consultancy agreements

and non-compete commitments is also indicated. The amount of compensation for non-compete commitments is indicated only once, at the time of termination of office, specifying in the first part of the second section of the report the duration of the non-compete obligation and the date of actual payment.

In row (III), for each column, the remuneration received from the company preparing the financial statements and that received for positions held in companies is aggregated.

TABLE 2: Stock options assigned to members of the administrative body, general managers and other managers with strategic responsibilities.

Where stock option plans are in place for members of the administrative body, general managers and other managers with strategic responsibilities, the issuer shall use Table 2.

In this table, for each individual concerned and for each stock option plan granted to them, the following are indicated:

- the options **held** at the beginning of the year, indicating the exercise price and the exercise period;
- the options **assigned** during the year, indicating the exercise price, the exercise period, the fair value at the assignment date[4], the assignment date and the market price of the underlying shares at that date;
- the options **exercised** during the year, indicating the exercise price and the market price of the underlying shares at the time of exercise;
- the options **expired** during the year;
- the options **held** at the end of the year;
- the fair value of the options pertaining to the year.

[4] The fair value at the assignment date must be indicated with reference to all options assigned in relation to each Plan and not with reference to each option.

TABLE 2: Stock options assigned to members of the administrative body, general managers and other managers with strategic responsibilities

			Options held during financial year 2024			**Options assigned during financial year 2025**						**Options exercised during the financial year**			**Options expired during the financial year**	**Options held at the end of the financial year**	**Options pertaining to the financial year**
A	B	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	15=(2)+(5)-(11)-(14)	(16)
Full name	Office	Plan	Number of options	Exercise price	Possible exercise period (from - to)	Number of options	Exercise price	Possible exercise period (from - to)	Fair value at the assignment date	Assignment date	Market price of the shares underlying the assignment of the options	Number of options	Exercise price	Market price of shares at exercise date	Number of Options	Number of Options	Fair Value
Daniele Stefano Misani	Chief Executive Officer TXT e-solutions S.p.A.																
(I) Remuneration within the company preparing the financial statements		Plan A (Stock options 24.04.2024)	20,000	24.26	24.06.2027	-	-	-	-	-	-	-	-	-	-	20,000	13,106
		Plan B (Stock options 20.04.2023)	60,000	16.55	15.12.2026 – 14.12.2028	-	-	-	-	-	-	-	-	-	-	60,000	93,801
(II) Remuneration from subsidiaries and associates		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

(III) Total			80,000	-	-	-	-	-	-	-	-	-	-	-	-	80,000	
Enrico Magni	Chair TXT e-solutions S.p.A.																		
(I) Remuneration within the company preparing the financial statements		Plan A (Stock options 24.04.2024)	80,000	24.26	23.06.2029	-	-	-	-	-	-	-	-	-	-		80,000	52,426
(II) Remuneration from subsidiaries and associates		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(III) TOTAL			80,000	-	-	-	-	-	-	-	-	-	-	-	-	80,000	
Managers with Strategic Responsibilities																			
(I) Remuneration within the company preparing the financial statements		Plan A (Stock options 24.04.2024)	10,000	24.26	24.06.2027	-	-	-	-	-	-	-	-	-	-	-	10,000	6,553
		Plan B (Stock options 20.04.2023)	20,000	16.55	15.12.2026 – 14.12.2028	-	-	-	-	-	-	-	-	-	-	-	20,000	31,267

(II) Remuneration from subsidiaries and associates	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(II) TOTAL		30,000	-	-	-	-	-	-	-	-	-	-	-	-	-	30,000	
Executives																	
(I) Remuneration within the company preparing the financial statements	Plan A (Stock options 24.04.2024)	20,000	24.26	23.06.2029	-	-	-	-	-	-	-	-	-	-	-	20,000	13,106
	Plan B (Stock options 20.04.2023)	100,000	16.55	15.12.2026 – 14.12.2028	-	-	-	-	-	-	-	-	-	-	-	100,000	156,335
(II) Remuneration from subsidiaries and associates	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(III) TOTAL		120,000														120,000	

Notes: each option corresponds to the subscription or purchase of one share.

The total (III) is indicated with reference to columns (2), (5), (8), (11), (14), (15), (16).

If an aggregated presentation method is adopted, the following information must be provided in the table:

- the total number of options held at the beginning of the year, with an indication of the total exercise price paid and the average maturity;

- the total number of options assigned during the year, with an indication of the total exercise price paid, the average maturity, the total fair value and the average price of the shares underlying the assignment of the options;
- the total number of options exercised during the year, with an indication of the total exercise price paid during the year and the average price of the underlying shares at the exercise date;
- the total number of options expired during the year;
- the total number of options held at the end of the year;
- the total fair value of the options pertaining to the year.

Third Part – Information on the equity investments of members of the management and control bodies, general managers and other managers with strategic responsibilities

TABLE 1: Holdings of members of administration and control bodies and general managers

FULL NAME	OFFICE	INVESTEE COMPANY	NUMBER OF SHARES HELD AT THE END OF THE PREVIOUS YEAR	NUMBER OF SHARES PURCHASED	NUMBER OF SHARES SOLD	NUMBER OF SHARES HELD AT THE END OF THE CURRENT YEAR
Enrico Magni[5]	Chair	TXT e-solutions S.p.A.	3,927,143			3,927,143
Daniele Stefano Misani	Chief Executive Officer	TXT e-solutions S.p.A.	31,600			31,600
Nicola Cordone	Executive Director	TXT e-solutions S.p.A.				6,240
	Shareholder	Newpos Europe S.r.l.	-			19% share capital (indirectly through a company in which he exercises joint control).

TABLE 2: Equity investments of other managers with strategic responsibilities

NUMBER OF MANAGERS WITH STRATEGIC RESPONSIBILITIES	INVESTEE COMPANY	NUMBER OF SHARES HELD AT THE END OF THE PREVIOUS YEAR	NUMBER OF SHARES PURCHASED	NUMBER OF SHARES SOLD	NUMBER OF SHARES HELD IN THE CURRENT YEAR
4	TXT e-solutions S.p.A.	15,500	3,000		18,500[6]

[5] More specifically: Enrico Magni holds 14,650 shares directly and 3,853,081 shares indirectly; his spouse holds 59,412 shares.

[6] It should be noted that a further 605,769 shares in TXT e-solutions S.p.A. are held, indirectly through a corporate vehicle, by certain managers with strategic responsibilities.