PRESS RELEASE

TXT strengthens its Smart Solutions offering in MarTech

Agreement signed for the acquisition of 100%

of the share capital of NetMediaClick S.r.l.

- *TXT e-solutions S.p.A. ("TXT") continues its strategic acquisitions path through the acquisition of 100% of the share capital of NetMediaClick S.r.l. ("NetMediaClick"), a MarTech company specialising in Performance Marketing and Retail Media solutions;*
- *NetMediaClick was founded in Italy in 2007 and currently employs around 20 specialised professionals, with 2025 revenues of €4.6 million and an EBITDA margin of approximately 20%;*
- *The investment in NetMediaClick strengthens the positioning of TXT's MarTech offering, which reaches a significant scale in the domestic market. The transaction expands coverage across technologies and market verticals complementary to the Group's current offering; commercial synergies are already underway and will be further developed within the current year.*

Milan, 4 May 2026 – 18:00

TXT e-Solutions S.p.A. ("TXT"), a company listed on the STAR segment of the Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A., announces that today it has signed the investment agreement for the acquisition of 100% of the share capital of NetMediaClick S.r.l. ("NetMediaClick"). NetMediaClick's results will be consolidated within TXT's Smart Solutions division starting from 1 May 2026.

Founded in Milan in 2007, NetMediaClick operates in the market as a Tech Media Company specialising in Performance Marketing and Retail Media. With a team of around 20 qualified professionals and proprietary data-driven solutions, the company recorded total revenues of €4.6 million in 2025, an adjusted EBITDA of approximately €0.9 million and an EBITDA margin of around 20.0%.

Among NetMediaClick's key strengths are a unique and exclusive positioning in pharmaceutical retail, enabled by ADBox, a proprietary patented technology for the management and measurement of in-store advertising content. In addition, the company owns intellectual property relating to internal platforms for the management and modelling of

deterministic data in full compliance with GDPR regulations, as well as vertical services across industrial sectors aimed at generating highly qualified leads with strong conversion rates.

The integration of NetMediaClick into the TXT Group will enable the generation of significant market and operational synergies from the second half of 2026. NetMediaClick's offering integrates seamlessly with the MarTech solutions of its subsidiary Refine. The consolidation of client portfolios allows for the immediate activation of new commercial and cross-selling opportunities, leveraging NetMediaClick's positioning with major national accounts and leading media partners.

Furthermore, the strategic development plan envisages leveraging TXT's global network to expand Retail Media and Lead Generation solutions into international markets, alongside extending the ADBox technology to new commercial channels.

Operational continuity at NetMediaClick is fully ensured by the founders and Managing Directors, Valerio Ginnasi and Giuseppe Facente, who will remain in charge of the company's operations to support integration with Refine's structure and the execution of the Group's growth plans.

The consideration for the acquisition of 100% of the share capital of NetMediaClick (Enterprise Value) has been set at €5.5 million, calculated on the basis of a multiple equal to 6 times the 2025 adjusted EBITDA, and is subject to adjustment based on the actual Net Financial Position at closing. Payment of the consideration at closing will be made 80% in cash and the remaining 20% through the allocation of TXT shares. These shares will be subject to a long-term phased release mechanism.

The agreement also provides for an earn-out mechanism linked to the achievement of combined EBITDA targets by NetMediaClick and Refine over the 2026–2028 three-year period, with the amount to be settled in TXT shares held in escrow. A clawback clause has also been agreed to protect the investment made.

"The entry of NetMediaClick into the TXT Group represents a further strategic step in our sustainable growth path, bringing proprietary digital assets with initial margins above the Group's average," comments Daniele Misani, CEO of TXT. *"The transaction positions us among the leading domestic players in MarTech – particularly in performance marketing – and represents a lever for the implementation of commercial synergies and the scalability of our model across selected European markets, supported by operational integration and the adoption of advanced artificial intelligence-based solutions."*

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"Joining the TXT Group marks a key turning point for NetMediaClick," state Giuseppe Facente and Valerio Ginnasi, Co-founders and Managing Directors of NetMediaClick. *"Over the years we have built a solid, data-driven MarTech company with a unique positioning in the market. However, in order to further scale the business internationally and accelerate the development of our proprietary technologies, it was essential to join a top-tier industrial player. We have found in TXT the perfect ecosystem to enhance our know-how and expertise. We would like to take this opportunity to thank our clients and partners for the trust placed in us over the years, as well as our long-standing close collaborators Raffaella Picece and Lorenzo Brambilla, and the entire NetMediaClick team."*

The acquisition of NetMediaClick has been unanimously approved by the Board of Directors of TXT.

TXT is an international IT Group, end-to-end provider of consultancy, software services and solutions, supporting the digital transformation of customers' products and core processes. With a proprietary software portfolio and deep expertise in vertical domains, TXT operates across different markets, with a growing footprint in Aerospace, Aviation, Defense, Industrial, Governmentand Fintech. TXT is headquartered in Milan and has subsidiaries in Italy, Germany, the United Kingdom, France, Switzerland, Canada, Singapore and the United States of America. The holding company TXT e-solutions S.p.A, has been listed on the Italian Stock Exchange, STAR segment (TXT.MI), since July 2000.

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