PRESS RELEASE

# TXT exercises Put/Call option to acquire remaining 40% of ProSim Training Solutions, reaching 100% ownership

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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 it has exercised the Put/Call option provided for under the Joint Venture Agreement with the shareholders of ProSim Training Solutions B.V. ("ProSim-TS"), acquiring the remaining 40% of the company's share capital and bringing its ownership to 100%.

The transaction completes the investment path initiated in 2022, when TXT subscribed a capital increase in ProSim-TS through which it acquired a 40% stake in the company. In 2024, TXT subsequently acquired an additional 20%, increasing its ownership to 60%. Following the exercise of the Put/Call option on 1 September 2026, TXT now becomes the sole shareholder of ProSim-TS.

ProSim-TS is a Dutch technology company specialising in proprietary software solutions for professional flight simulation and pilot training. The integration of ProSim-TS within TXT's Aerospace & Defence cluster has generated important technological and commercial synergies, with ProSim's proprietary simulation and training technologies complementing the Group's Aerospace capabilities. The acquisition of 100% of ProSim-TS further strengthens these synergies, enabling TXT to leverage ProSim-TS's specialised expertise across the Group and pursue additional opportunities in cross-selling, technology integration and joint development. ProSim-TS will continue to operate within TXT's Smart Solutions division, further strengthening its role as a strategic component of TXT's Aerospace & Defence offering.

Since its entry into the Group, ProSim-TS has embarked on a significant growth path, strengthening its positioning in the professional flight simulation and pilot training market. ProSim-TS is expected to achieve EBITDA of approximately € 2 million in 2026, with an EBITDA margin close to 25%, confirming the strong profitability and scalability of its proprietary software business model.

TXT's overall investment to acquire 100% of ProSim-TS, also taking into account the initial investment in 2022 and the subsequent acquisition of the additional 20% in 2024, amounts to approximately € 8.5 million in Enterprise Value. The consideration for the 40%, through the exercise of the Put/Call option, amounts to € 7.8 million in Enterprise Value, excluding Net Financial Position.

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Going forward, ProSim-TS is expected to continue its growth trajectory, with revenues expected to increase while maintaining the current level of profitability. At the same time, the company will continue to make significant investments in Research & Development, aimed at further evolving its proprietary product portfolio, strengthening its technological positioning and addressing the increasingly sophisticated requirements of the global Aerospace & Defence training market.

*"The acquisition of the remaining 40% of ProSim-TS completes an investment journey that started in 2022 and confirms our strong confidence in the company's growth prospects. Over these years, ProSim has achieved significant growth and profitability, supported by the synergies with TXT and, in particular, with the other companies of our Aerospace & Defence cluster"* commented Daniele Misani, CEO of TXT. *"With TXT now owning 100% of ProSim-TS, we can further strengthen the integration of its proprietary simulation and training technologies within our Smart Solutions offering and fully leverage the commercial and technological opportunities available across our Aerospace & Defence ecosystem. We remain committed to supporting ProSim's continued investment in R&D and product innovation, while pursuing further growth and synergies across the Group."*

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, Government and 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).

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