



TXT E-SOLUTIONS GROUP

INTERIM

MANAGEMENT REPORT

As at 31 March 2025

TXT E-SOLUTIONS S.P.A.

Registered office, management, and administration:

Via Milano, 150 - 20093 Cologno Monzese (MI)

Share capital:

€6,503,125 fully paid-in

Tax code and Milan Business Register No.:

09768170152

Corporate bodies

BOARD OF DIRECTORS

In office until approval of the financial statements as at 31 December 2025:

ENRICO MAGNI

Chairman

DANIELE MISANI

Chief Executive Officer

MATTEO MAGNI

Director²⁻⁴

NICOLA CORDONE

Director⁵

ANTONELLA SUTTI

Independent Director²⁻³⁻⁴

ANTONIETTA ARIENTI

Independent Director⁻³⁻⁴

MICHELA COSTA

Independent Director⁻³⁻⁴

(1) Member of the Remuneration and Appointments Committee.

(2) Member of the Risks and Internal Controls Committee.

(3) Member of the Related Parties Committee.

(4) Appointed by the Shareholders' Meeting on 20 April 2023.

(5) Appointed by the Shareholders' Meeting on 29 April 2025.

BOARD OF STATUTORY AUDITORS

In office until approval of the financial statements as at 31 December 2025:

FRANCESCO MARIA SCORNAJENCHI

Chairman

GIADA D'ONOFRIO

Standing auditor

FRANCO VERGANI

Standing auditor

ELISABETTA BOMBAGLIO

Alternate auditor⁵

**FABIO MARIA
PALMIERI**

Alternate auditor

EDDA DELON

Alternate auditor

Independent Auditors:

Crowe Bompani Assurance Services SpA

Investors relations:

E-mail: infofinance@txtgroup.com

Telefono: +39 02 257711

LEADERSHIP TEAM



Enrico Magni

An experienced entrepreneur with a solid track record in guiding the growth processes of companies operating in different sectors, Enrico joined TXT as a key shareholder and now holds the position of Chairman, aiming at driving the Group's growth.



Daniele Misani

+20 years in TXT, with a strong experience in the international development of the business, from mid-2020 holds the position of Group CEO, with strategic responsibilities in defining and executing the TXT Group's international growth strategies.



Eugenio Forcinito

+20 years of experience in finance and administration and an in-depth understanding of management dynamics, over the last fifteen years Eugenio has always been focused and committed to the sustainable growth of the TXT Group.

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TXT GROUP ORGANISATIONAL STRUCTURE





TXT E-SOLUTIONS GROUP

**KEY DATA AND DIRECTORS'
REPORT**

ON OPERATIONS

AS AT 31 MARCH 2025

TXT GROUP – KEY DATA

Income data (€ thousand)	31.03.2025	%	31.03.2024	%	VAR %
REVENUES	92,154	100.0	67,127	100.0	37.3
EBITDA	13,343	14.5	8,753	13.0	52.4
Net Profit	9,748	10.6	6,085	9.1	60.2
Net Profit	5,533	6.0	4,106	6.1	34.7
Net Profit	5,044	5.5	4,106	6.1	22.8

Financial data (€ thousand)	31.03.2025	31.12.2024	Var
Fixed assets	214,363	214,601	(238)
Net working capital	57,867	55,287	2,580
Severance & other non-current liabilities	(9,492)	(9,200)	(292)
Capital employed	262,738	260,688	2,050
Net Financial Position - Cash	106,792	108,863	(2,071)
Shareholder's equity	153,396	149,764	3,632
Shareholders' Equity attributable to minority interests	2,550	2,061	489

Data per share (in €)	31.03.2025	31.12.2024	Var
Number of shares outstanding *	12,655,213	12,833,624	(178,411)
Operating profit per share *	0.40	1.24	(0.84)
Shareholder's equity per share *	12.12	11.67	0.45

Additional information	31.03.2025	31.12.2024	Var
Number of employees	3,354	3,282	72
TXT share price	31.50	35.10	(3.60)

Notes on Alternative Performance Measures

Pursuant to the ESMA guidelines on alternative performance measures ("APMs") (ESMA/2015/1415), endorsed by CONSOB (see CONSOB Communication No. 0092543 dated 3 December 2015), it should be noted that the reclassified statements included in this Directors' Report on Operations show a number of differences from the official statements shown in the accounting tables set out in the following pages and in the notes with regard to the terminology and the level of detail.

Specifically, the reclassified consolidated Income Statement makes use of the following terms:

- **EBITDA**, which is equivalent to "Total revenues" net of total operating costs in the official consolidated Income Statement;
- **EBIT**, which is equivalent to "Total revenues" net of total operating costs, depreciation, amortisation and impairment in the official consolidated Income Statement.

The reclassified consolidated Balance Sheet was prepared based on the items recognised as assets or liabilities in the official consolidated Balance Sheet and makes use of the following terms:

- **FIXED ASSETS**, given by the sum of tangible and intangible assets, goodwill, deferred tax assets/liabilities and other non-current assets;
- **NET WORKING CAPITAL**, given by the sum of inventories, trade receivables/payables, current provisions, tax receivables/payables and other assets/liabilities and current receivables/payables;
- **CAPITAL EMPLOYED**, given by the algebraic sum of fixed assets, net working capital and post-employment benefits and other non-current liabilities.

These APMs, in line with the data presented in the consolidated Income Statement and Balance Sheet in accordance with the recommendations outlined above, were deemed to be significant as they represent parameters that succinctly and clearly depict the Company's financial position and economic performance, also by providing comparative data. The APMs adopted are consistent with those used in the previous year.

DIRECTORS' REPORT ON OPERATIONS FOR THE YEAR 2025

Dear Shareholders,

The first quarter of 2025 confirms the Group's significant growth, also driven by the consolidation of recent acquisitions.

On March 5, 2025, a binding investment agreement was signed for the acquisition of 100% of the capital of IT Values S.r.l. ("IT Values"). The closing of this transaction was completed on April 1, 2025.

IT Values was incorporated in Rome in 2022 as an IT company specializing in the creation of innovative software solutions tailored to the enterprise and public markets. The mission of IT Values is to offer cutting-edge solutions for the digitization of processes that emphasize integration and security, thereby responding to the complex and continuously evolving needs of public administrations and modern enterprises.

Currently, IT Values' offering focuses on the development and sale of flexible and integrated applications that evolve alongside customers' businesses, ensuring high performance, advanced security standards, and maximum reliability through enabling technologies integrated into its proprietary Smart Solutions suite, such as cybersecurity and artificial intelligence. IT Values has over 20 specialised in-house professionals, primarily developers and digital innovation experts, with projected revenues exceeding €5.0 million for 2025 and an expected EBITDA margin of over 40%. For 2025 and the following two years, the industrial plan shared with IT Values' management outlines accelerated business growth, with significant revenue expansion targets (CAGR > 25%), driven by an existing order backlog exceeding €5 million and the synergistic integration of IT Values' Smart Solutions and innovative expertise within TXT's ecosystem. Strong synergies are expected within the Public Sector segment, where the Group's companies WebGenesys and HSPI will act as partners for distributing IT Values' innovative solutions and related services. The agreed purchase price for 100% of IT Values, to be paid at closing, net of earn-outs, claw-back provisions, and the Net Financial Position (which will be settled in cash), has been set at €15.0 million. Of this amount, €12.0 million (80%) will be paid in cash, while €3.0 million (20%) will be paid in TXT e-solutions S.p.A. shares, which will be issued at a price corresponding to the average stock price over the 30 trading days preceding the closing date. At closing, the Enterprise Value multiple recognised for IT Values' shareholders is approximately 6x the 2024 Adjusted EBITDA (excluding earn-outs). The Net Financial Position at closing was settled in cash.

The main consolidated operating and financial results in the first three months of 2025 were as follows:

- **Revenues:** Revenues amounted to €92.2 million, an increase of 37.3% compared to €67.1 million in the first three months of 2024. . Normalised organic growth – excluding €3.0 million of one-off revenues in 2024 related to resales – was +12.1%, while acquisitions contributed

€20.3 million. Total international revenues accounted for 16.3% of total revenues in the first quarter of 2025.

The Smart Solutions Division recorded revenues of €19.4 million, up 54.7% compared to the first three months of 2024.

The Software Engineering Division achieved revenues of €57.8 million, representing a 29.3% increase compared to the first three months of 2024.

The Digital Advisory Division registered revenues of €14.9 million, growing by 51.6% compared to the first three months of 2024.

- **Gross Margin**, net of direct costs, increased from €21.8 million to €30.7 million – an increase of +41%. The gross margin represented 33.4% of revenues.
- **EBITDA** amounted to €13.3 million, an increase of +52.4% compared to €8.8 million in the first three months of 2024, after significant investments in commercial expenses and research and development. The margin on revenues was 14.5%.
- **Operating Profit (EBIT)** amounted to €9.7 million, up +60.2% compared to €6.1 million in the first three months of 2024. Depreciation of tangible assets and amortisation of intangible assets amounted to €3.6 million, an increase of €2.7 million compared to the first three months of 2024.
- **Financial Expenses** net of financial income, were €1.9 million (negative), compared to negative €0.4 million in the first three months of 2024.
- **Net Profit** reached €5.5 million, up compared to the first three months of 2024 (€4.1 million). In the first three months of 2025, the tax accounted for 29.4%.
- **The Consolidated Net Financial debt** as of March 31, 2025 was positive by €106.9 million, a decrease from €108.9 million as of December 31, 2024.
- **Consolidated Shareholders' Equity** as of March 31, 2025, the Group's consolidated shareholders' equity amounted to €153.4 million, compared to €149.8 million as of December 2024. The changes primarily reflect the recognition of net profit (€5.0 million), the net effect of the purchase and sale of treasury shares (€1.1 million), and the revaluation of the Cash Flow Hedge reserve along with exchange rate translation differences for the foreign currency financial statements of the Group.
- **Non-Controlling Interests:** As of March 31, 2025, non-controlling interests amounted to €2.5 million, compared to €2.1 million as of December 2024.

The consolidated economic results of TXT for the first three months of 2025, compared with those of the same period in 2024, are reported above.

(Importi in migliaia di Euro)	Q1 2025	%	Q1 2024	%	Var %
REVENUES	92,154	100	67,127	100	37.3
Direct costs	61,414	66.6	45,327	67.5	35.5
GROSS MARGIN	30,739	33.4	21,800	32,5	41.0
Research and development costs	5,059	5.5	3,342	5,0	51.4
Commercial costs	6,069	6.6	4,836	7,2	25.5
General and administrative costs	6,269	6.8	4,870	7,3	28.7
GROSS OPERATING PROFIT (EBITDA)	13,343	14.5	8,753	13,0	52.4
Depreciation, amortisation and impairment	3,595	5.9	2,669	5,9	34.7
OPERATING PROFIT (EBIT)	9,748	10.6	6,084	9,1	60.2
Extraordinary/Financial income (charges)	(1,891)	(2.1)	(389)	(0,6)	386.1
Share Attributable to Associated Companies	(23)				
EARNINGS BEFORE TAXES (EBT)	7,833	8.5	5,695	8,5	37.5
Taxes	(2,301)	(2.5)	(1,589)	(2,4)	44.8
NET PROFIT	5,533	6.0	4,106	6,1	34.7
Attributable to:					
Parent Company shareholders	5,044		4,106		
Minority interests	489				

GROUP REVENUES AND GROSS MARGINS

To reflect TXT's new and broader positioning on the digital innovation market, the Group is structured into three divisions representative of the type of offer:

- **Smart Solutions:** proprietary software and solutions and related services to accelerate the digital transformation of customers' offer;
- **Digital Advisory:** specialised consulting services for the digital innovation of large enterprise processes and the public segment;
- **Software Engineering:** software engineering services for the innovation and servitisation of customer products guided by skills on enabling technologies.

The revenues and direct costs for the first three months of 2025, compared with those of the first three months of 2024 for each Division, are reported below:

(in migliaia di Euro)	31.03.2025	%	31.03.2024	%	Var %
SOFTWARE ENGINEERING					
REVENUES	57,829	100.0	44,740	100.0	29.3
DIRECT COSTS	41,945	72.5	33,902	75.8	23.7

GROSS MARGIN	15,884	27.5	10,838	24.2	46.6
SMART SOLUTIONS					
REVENUES	19,384	100.0	12,532	100.0	54.7
DIRECT COSTS	9,091	46.9	4,787	38.2	89.9
GROSS MARGIN	10,293	53.1	7,745	61.8	32.9
DIGITAL ADVISORY					
REVENUES	14,941	100.0	9,855	100.0	51.6
DIRECT COSTS	10,379	69.5	6,637	67.3	56.4
GROSS MARGIN	4,562	30.5	3,218	32.7	41.8
TOTAL TXT					
REVENUES	92,154	100.0	67,127	100.0	37.3
DIRECT COSTS	61,415	66.6	45,326	67.5	35.5
GROSS MARGIN	30,739	33.4	21,801	32.5	41.0

Software Engineering Division

The Software Engineering Division recorded revenues of €57.8 million, representing an increase of 29.3% compared to the first three months of 2024—of which €11.5 million is attributable to the consolidation of companies acquired in 2024 and €13.1 million to organic growth.

International revenues account for approximately 6.1% of the Division's total revenues.

The gross margin for the first three months of 2025 increased by 46.6%, amounting to €15.9 million compared to €10.8 million in the same period of 2024. The gross margin as a percentage of revenues was 27.5% in Q1 2025 versus 24.2% in Q1 2024.

In the Software Engineering division, new opportunities for accelerated growth are linked to upselling and cross-selling in new markets, as a result of the acquisitions made, in particular the Telco and Gaming market, which will benefit from the innovative skills of the TXT Group on enabling technologies such as AI, Data Analytics, VR/AR/XR and Quality Assurance, which show a growing demand in an increasingly large number of sector.

Smart Solutions Division

The Smart Solutions Division represents TXT Group's offering of proprietary software, solutions, and related services designed to accelerate clients' digital transformation. The Division recorded revenues of €19.4 million, an increase of 54.7% compared to the first three months of 2024, of which €5.8 million is attributable to the consolidation of acquisitions from last year. International revenues account for 54.8% of the total and amount to €10.6 million as of 31 March 2025.

The gross margin amounted to €10.3 million—an increase of 32.9% compared to €7.7 million in Q1 2024—with a margin incidence of 53.1% on revenues in Q1 2025 compared to 61.8% in Q1 2024.

TXT has historically operated in the financial and banking sector with a growing portfolio of proprietary products and innovative solutions. It is also specialized in the Independent Verification & Validation of the IT systems that support them. At the core of its offering is over twenty years of market process experience gained alongside leading banking institutions, combined with deep expertise in methodologies and tools for managing specialized vertical processes such as NPL, digital payments, factoring, and compliance.

The **FARADAY™** product designed for compliance with solutions for the assessment of the risk of terrorism financing, corruption and money laundering, which aim to meet the needs of all those who are subject to European and national legislation on the subject, allows to manage different types of data and to support the calculation of the risk in the various areas.

Polaris is the B2B digital platform (Marketplace) designed to dynamically and centrally manage the Supply Chain Finance programmes, aimed at responding in a flexible and integrated manner to the needs of the buyers, suppliers and financial partners; ideal tool for large companies and multinationals that manage large and diversified supplies. Polaris gives the possibility to financial partners, banks specialised in trade finance and factors, investment funds and family offices, of expanding their reference market with centralised management of the onboarding processes and contractual formalisation. A simple tool to proactively manage commercial debt within their supply chains, supporting the liquidity of suppliers in collaboration with a wide range of possible financial partners. Polaris digitalises the main operating processes in the area of reverse factoring, confirming and dynamic discounting, making it possible to include both smaller suppliers and financial partners other than large commercial banks in the support programmes of large companies.

AssioPay, focused on the development of software for the world of payments and payment-related systems (meal vouchers and rechargeable), has developed a proprietary platform (gateway) that allows access to various service providers, and has also developed an Android SmartPOS application, able to integrate various issuers and enable payment on international credit circuits in addition to their management software (AssioPay Terminal Management System). AssioPay designs and develops software and Apps for payment, loyalty, ticketing, meal vouchers and many other solutions at banks, financial institutions, System Integrators, service providers, large-scale distribution chains, etc. through customised solutions.

The **EIDOS Retail** platform is the solution designed to meet the management and tax needs of sales activities. Complete, flexible, intuitive, easy to use even by non-expert operators, it allows to manage sales in physical stores, in B2B, B2C and mobility. It is a solution that makes the multi-channel relationship with Customers its strong point (loyalties, gift cards, customised price lists, promotions, which can be consulted both at the point of sale and on-line and mobile) but also covers all the business operations associated with the sales activity (procurement, warehouses, inventories, shelf life, returns to supplier).

The **EIDOS Reservation** platform manages every type of booking, including dynamic and automatic inclusions, groups, and allotments for tour operators. It handles all necessary transactional aspects: reservations, modifications, payments, sales invoicing, and the calculation of commissions due to the agency. The system is also capable of exchanging data with external systems for accounting management.

Digital Advisory Division

The Digital Advisory Division represents TXT Group's specialized consulting offering for the digital innovation of processes within large enterprises and the public sector. It is focused on the digitization of ICT processes through proprietary technologies, certifications, and software.

The Division recorded revenues of €14.9 million, an increase of 51.6% compared to the first three months of 2024. International revenues account for approximately 5.7% of the Division's total, amounting to €0.9 million as of 31 March 2025.

The gross margin stood at €4.6 million, with a margin incidence on revenues of 30.5%.

Group Earnings Performance

Research and development expenses for the first three months of 2025 amounted to €5.1 million, up from €3.3 million in the same period of 2024. TXT continues to invest in new initiatives and in the development of proprietary products, including "Faraday", "Polaris", and the Assiopay platform, as well as in the Aerospace Division with proprietary products such as "Pacelab Preliminary Design", "Pacelab Flight Profile Optimizer", "Pacelab Aircraft Configuration Environment", and "Pacelab Weavr". These expenses represent 5.5% of revenues.

Commercial costs amounted to €6.1 million, an increase of 25.5% compared to €4.8 million in the first three month of 2024. As a percentage of revenues, commercial costs decreased from 7.2% in in the first three month of 2024 to 6.6% in in the first three month of 2025.

General and administrative expenses amounted to €6.3 million, up by 28.7% compared to €4.9 million in the first three month of 2024, mainly due to the consolidation of acquisitions from the previous year and non-recurring expenses related to the ongoing acquisition process. Their incidence on revenues was 6.8% in the first three month of 2025 versus 7.3% in the first three month of 2024.

Financial expenses were €1.9 million, compared to €0.4 million in the early months of 2024.

Net profit amounted to €5.5 million up from €4.1 million in the first three months of 2024. Tax accounted for 29.4%.

CONSOLIDATED INVESTED CAPITAL

As of March 31, 2025, the Invested Capital amounts to €262.7 million, an increase of €2.1 million compared to December 31, 2024 (€260.7 million).

The details are provided in the following table:

€ thousand	31.03.2025	31.12.2024	Change
Intangible assets	158,698	159,254	(556)
Tangible assets	28,875	28,840	35
Other fixed assets	26,789	26,506	283
Fixed Assets	214,363	214,601	(238)
Inventories	27,081	23,737	3,344
Trade receivables	114,763	114,054	709
Other short term assets	22,129	20,198	1,931
Trade payables	(42,922)	(43,342)	420
Tax payables	(12,016)	(10,879)	(1,137)
Other payables and short term liabilities	(51,168)	(48,481)	(2,687)
Net working capital	57,867	55,287	2,580
Severance and other non current liabilities	(9,492)	(9,200)	(292)
Capital employed - Continuing Operations	262,738	260,688	2,050
Shareholders' equity	153,396	149,764	3,632
Shareholders' equity - minority interest	2,550	2,061	489
Net financial debt	106,792	108,863	(2,071)
Financing of capital employed	262,738	260,688	2,050

Intangible assets decreased from €159.3 million to €158.7 million. The period's increases (€0.4 million) were offset by depreciation during the period (€1.2 million).

Tangible assets, amounting to €28.9 million, were essentially in line with December 31, 2024. The increases for the period (€6.6 million) were offset by depreciation during the period (€5.7 million).

Other fixed assets, amounting to €26.7 million, are in line with the December 31, 2024 figure (€26.5 million).

Net working capital amounts to €57.9 million compared to €55.2 million as of December 31, 2024, reflecting a variation of €2.6 million. This change is primarily due to an increase in work-in-progress inventories for contracts in progress for activities not yet invoiced to customers (€3.3 million), along with the net effect of increased trade receivables (€0.7 million) and trade payables (€0.4 million), partly offset by effective actions to collect receivables from key customers.

Severance and other non current liabilities stand at €9.5 million compared to €9.2 million as of December 31, 2024; the increase is mainly attributable to acquisitions during the period.

The Group's consolidated shareholders' equity as of March 31, 2025, stands at €153.4 million compared to €149.8 million as of December 2024. The changes are mainly attributable to the recognition of net profit (€5.0 million), the net effect of the repurchase of treasury shares (€1.1 million), and adjustments to the translation reserves of the Group's foreign currency financial statements and fair value swaps.

Non-controlling interests as of March 31, 2025, amount to €2.5 million, an increase of €0.4 million compared to December 31, 2024. This increase is mainly due to the recognition of the non-controlling interests' net profit for the first quarter of 2025.

The European Securities and Markets Authority (ESMA) published on 4 March 2021 the Guidelines on disclosure requirements pursuant to EU Regulation 2017/1129 ("Prospectus Regulation").

With the "Recall of attention no. 5/21" of 29 April 2021, CONSOB declared its intention to bring its supervisory practices in relation to the net financial position into line with the aforementioned ESMA guidelines. In particular, CONSOB has declared that the prospectuses approved by it, starting from 5 May 2021, must comply with the aforementioned ESMA Guidelines.

Therefore, based on the new provisions, listed issuers will have to submit, in the explanatory notes to the annual and half-yearly financial statements, published starting from 5 May 2021, a new prospectus on the subject of debt to be drawn up according to the indications contained in paragraphs 175 and following of the aforementioned ESMA Guidelines.

In this regard, the ESMA Guidelines provide for the following main changes to the debt prospectus:

- we no longer speak of "Net financial position", but of "Total financial debt";
- in the context of non-current financial debt, trade payables and other non-current payables must also be included, i.e. payables that are not remunerated, but which have a significant implicit or explicit financing component (for example, payables to suppliers due after 12 months);
- in the context of current financial debt, the current portion of non-current financial debt must be indicated separately;
- "financial debt" includes remunerated debt (i.e., interest-bearing debt), which includes, among other things, financial liabilities relating to short- and/or long-term lease contracts. Information on lease payables must be provided separately.

Net financial debt (availability) and cost of debt

Below is a summary of the main phenomena that had an impact on net financial deb, as of March 31, 2025, is structured as follows:

(€ thousand)	31.03.2025	31.12.2024	Var
Cash and cash equivalents	(83,196)	(58,250)	(24,946)
Financial instruments at fair value	(3,469)	(17,283)	13,814
Current Financial Asset	(399)	(254)	(145)
Liquid assets	(87,064)	(75,787)	(11,277)
Current financial debt (including debt instruments, but excluding the current portion of non-current financial debt)	27,662	32,104	(4,442)
Current portion of non-current financial debt	36,106	33,554	2,552
Current financial debt	63,768	65,658	(1,890)
Current net financial debt	(23,296)	(10,130)	(13,166)
Non-current financial debt (excluding current portion and debt instruments)	129,712	118,993	10,719
Debt instruments	-	-	-
Non Current Financial Asset	376	-	376
Trade payables and other non-current payables	-	-	-
Non-current financial debt	130,088	118,993	11,095
Total financial debt	106,792	108,863	(2,072)
Non-monetary debts for adjustment of the price of the acquisitions to be paid in TXT shares	(380)	(380)	-
Financial investment - Banca Del Fucino	(17,778)	(17,778)	-
Adj. Net Available Financial Resources	88,634	90,705	(2,072)

Below is the breakdown of the debt referred to the application of IFRS 16:

(€ thousand)	31.03.2025	31.12.2024	Var
Debt referred to IFRS 16	(15,318)	(15,140)	(178)

The composition of the Net Financial Indebtedness as of March 31, 2025 is structured as follows:

- **Cash and cash equivalents:** €83.2 million, held primarily in euros at major Italian banks.
- **Financial instruments at fair value:** €3.5 million, consisting of investments in multi-segment insurance funds with partial guaranteed capital, a bond loans and government and securities and bonds with a medium-low risk profile.
- **Current Financial Asset:** €0.4 million.
- **Current financial debt** (including debt instruments but excluding the current portion of non-current financial debt) as of March 31, 2025 amounts to €27.7 million, which includes

(a) €20.0 million attributable to short-term financing (commonly referred to as “hot money”); (b) €5.6 million representing the short-term portion of the debt for the payment of office, car, and printer rental fees for all installments until the termination of the respective contracts following the adoption of the accounting standard (IFRS 16); (c) €0.7 million, the estimated outlay for finalizing acquisitions; (d) €0.2 million relating to financing received from the European Commission; (e) €0.3 million for other financial debts; (f) €0.7 million, the estimated outlay for the first Earn-Out for TXT Novigo shareholders; (g) €0.2 million for the long-term portion of the Put/Call related to TXT Risk Solutions S.r.l. following re-negotiation.

- **The current portion of non-current financial debt** of €36.1 million, refers to the short-term component of medium/long term bank loans.
- **Non-current financial debt** (excluding the current portion and debt instruments) as of March 31, 2025 amounts to €130.1 million, which includes (a) €111.6 million representing new medium-to-long term financing with maturities beyond 12 months; (b) €9.7 million corresponding to the medium-to-long term portion of the debt for the payment of office, car, and printer rental fees for all installments until the termination of the respective contracts following the adoption of IFRS 16; (c) €1.0 million, the estimated outlay for the Earn-Out related to the acquisition of PACE Canada; (d) €0.6 million, an estimate of additional outlays for the exercise of the Put/Call option during the period 2023–2026 for the purchase of the remaining 49% stake in TXT Arcan S.r.l.; (e) €5.0 million, the estimated outlay for the Earn-Out related to the acquisition of Refine Direct; (f) €1.4 million, the estimated outlay for the Earn-Out related to the acquisition of the Imille group; (g) €0.4 million related to the debt amount for interest risk hedging (via fair value interest swap); (h) €0.3 million, the estimated outlay for the Earn-Out related to the acquisition of Focus PLM.

All medium-to-long term financing is denominated in euros, with a residual amount as of March 31, 2025 of €147.7 million. In particular:

- TXT e-solutions S.p.A. (the parent company) in 2018, 2021, 2022, 2023, 2024, and 2025 for €126.2 million;
- TXT Assioma S.r.l. between 2018 and 2019 for €0.3 million;
- TeraTron GmbH in 2019 for €1.2 million;
- TXT Novigo S.r.l. in 2019 for €0.1 million;
- TXT e-tech S.r.l. in 2024 and 2025 for €10.4 million;
- DM Management & Consulting S.r.l. in 2019, 2020, and 2021 for €0.1 million;
- Ennova S.p.A. in 2021 and 2025 for €7.8 million;
- Soluzioni Prodotti Sistemi S.r.l. in 2019 for €0.7 million;
- PGMD S.r.l. in 2020 for €0.1 million;
- Imille Società Benefit S.r.l. for €0.2 million;
- Webgenesys S.p.A. for €0.6 million.

In line with market practice, the loan agreements require compliance with:

1. *financial covenants* based on which the company undertakes to comply with certain levels of financial indexes, contractually defined, the most significant of which relate the gross or net financial debt with the gross operating margin (EBITDA) or the Shareholders' equity, measured on the basis of the consolidated scope of the Group according to the definitions agreed upon with the financing counterparties;
2. *negative pledge* commitments under which the company cannot create real rights of guarantee or other restrictions on company assets;
3. "*pari passu*" clauses, on the basis of which the loans will have the same degree of priority in the repayment with respect to other financial liabilities and change of control clauses, which are activated in the event of disinvestments by the majority shareholder;
4. limitations to the extraordinary transactions that the company can carry out, if exceeding certain thresholds;
5. certain obligations for the issuer that limit, *inter alia*, the ability to pay particular dividends or distribute capital; to merge with or consolidate certain businesses; to dispose of or transfer its assets.

The measurement of financial covenants and other contractual obligations is constantly monitored by the Group. In particular, the financial covenants are measured on an annual basis as provided for contractually.

The non-compliance with the covenants and the other contractual commitments, if not adequately corrected within the agreed upon time frame, may involve the obligation of an early repayment of the residual amount.

EMPLOYEES

As of March 31, 2025, the company employed 3,354 people, representing a net increase of 72 employees compared to the workforce of 3,282 at December 31, 2024.

PERFORMANCE OF TXT STOCK, TREASURY SHARES, AND EVOLUTION OF SHAREHOLDERS AND DIRECTORS

During 2025, the TXT e-solutions stock recorded an official maximum price of €41.35 on February 25, 2025, and a minimum price of €31.5 on March 31, 2025. As of March 31, 2025, the stock was trading at €31.5.

The average daily trading volume in 2025 was 29,104 shares, an increase compared to the daily average of 21,948 shares in 2024.

Treasury shares amounted to 351,037 as of March 31, 2025 (compared to 314,435 on December 31, 2024), corresponding to 2.6990% of the issued shares, with an average carrying value of €3.95 per share. During the first quarter of 2025, 37,150 shares were acquired at an average price of €35.9.

To stay regularly informed on the Company's developments, an email communication channel (txtinvestor@txtgroup.com) is available for subscription, through which, in addition to press releases, specific communications addressed to investors and shareholders are disseminated.

RELATED PARTY TRANSACTIONS DISCLOSURE

During the current period, no transactions outside the normal course of business were carried out with related parties.

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD AND OUTLOOK

After a first quarter of the current year in which TXT Group recorded organic growth rates in line with the targets set by the Group's management, and a positive contribution from the consolidation of Webgenesys, which has brought benefits in terms of profitability and positioning in the Public Sector, TXT's management expects to maintain an organic growth trend consistent with the first quarter for the remaining months of the year. Annual margins are expected to remain in line with the first quarter, with a possible slight contraction during the second quarter due to one-off expenditures related to M&A activities.

In the Smart Solutions division, the growth of the Aerospace & Defence segment continues, driven by recurring subscription contracts, new software license contracts, and the positive effects from the consolidation of new businesses, including the specialized flight simulation business provided by ProSim, which recorded strong growth in revenues and margins in the first quarter of the year, with promising expectations for the future. In other market segments, the Fintech offering continues its expansion phase through mature solutions and investments in support of new initiatives, including new technologies in digital payments. The Refine offering for Digital Marketing, consolidated from the third quarter of 2024, is delivering results in line with expectations and generating commercial and strategic synergies within the Group. Starting from the second quarter of the current year, TXT will also integrate IT Values' suite into its Smart Solutions portfolio, with the Public Sector as the main target segment.

In the Digital Advisory division, the first quarter showed continuity in the accelerated organic growth trend recorded in 2024. For the remaining nine months of the year, a slight contraction in organic growth rates can be expected, following the strong performance of the division starting from the second quarter of 2024. The Martech offering continues to integrate positively within the TXT ecosystem, with strong performance recorded in the first quarter of 2025, and a slight increase anticipated over the remaining nine months of the year.

In the Software Engineering division, which represents the largest division in terms of volume, the acquisition of Webgenesys has provided positive momentum in terms of positioning in the Italian public sector market and excellent management of acquired projects, which is reflected in the Group's financial performance. In other key segments, Aerospace & Defence continues its constant double-digit growth, benefiting from the launch of new long-term defense projects, with positive forecasts for the future. Meanwhile, the Telco division has seen margin improvement

due to the cessation of one-off activities in 2024 related to resales. The Software Engineering offering for Banking & Finance remained stable in the first quarter of 2025, with benefits expected from the second half of the current year. Encouraging signs were also recorded in the Industrial vertical during the first quarter of 2025, with positive expectations for the following quarters.

On 1 April 2025, TXT announced the closing of the acquisition of 100% of the share capital of IT Values S.r.l. ("IT Values"), a software boutique specializing in the development and sale of solutions for digital innovation in the optimization of public administration processes and, more generally, the enterprise market. As of the closing date, IT Values has a backlog of over €3.5 million in orders, which, together with the expected commercial synergies from integrating IT Values into the TXT ecosystem, will drive accelerated growth in IT Values' business. Revenues for 2025 are expected to be €6 million, with EBITDA anticipated to exceed €3.0 million (expected EBITDA margin above 50%). The consideration paid for the purchase of 100% of IT Values, net of earn-outs, claw-back, and the Net Financial Position (NFP) which will be settled in cash, was €15.0 million, of which €12.0 million (80%) was paid in cash and €3.0 million (20%) through the issuance of TXT e-solutions S.p.A. shares, at a price of €37.10, corresponding to the average stock price over the 30 trading days preceding the closing date. TXT will consolidate the results of IT Values starting from 1 April 2025 within its Smart Solutions division.

For the remainder of 2025, TXT Group's objective within its M&A strategy is to continue its acquisition plan, focusing on strategic investments in technologies and skills that complement its current offerings, with attention to their financial sustainability and the ability to synergistically increase the Group's profitability.

In the current global geopolitical context, characterized by instability linked to the ongoing military conflicts in Ukraine and the Middle East and the escalation of the trade war driven by protectionist policies of the new US presidency, TXT's Board of Directors has identified short-term risks that can be mitigated, given TXT's minimal and non-strategic exposure in the territories affected by military conflicts and the nature of the IT services provided by TXT in the US, which are not currently subject to tariffs.

Manager responsible for preparing
corporate accounting documents

Eugenio Forcinito

Chairman of the Board of Directors

Enrico Magni

Milan, 15 May 2025



TXT E-SOLUTIONS GROUP

**CONSOLIDATED
FINANCIAL STATEMENTS**

AS AT 31 MARCH 2025

BALANCE SHEET

ASSETS	31.03.2025	Of which with related parties	31.12.2024	Of which with related parties
NON-CURRENT ASSETS				
Goodwill	137,825,065		137,557,218	
Intangible assets with a finite useful life	20,873,160		21,696,994	
Intangible assets	158,698,225		159,254,211	
Property, plant and equipment	28,875,185		28,840,400	
Tangible assets	28,875,185		28,840,400	
Investments in associates	5,199,695		5,210,147	
Other non-recurring financial receivables	20,597,590		20,594,454	
Deferred tax assets	991,808		701,868	
Other non-current assets	26,789,094		26,506,470	
TOTAL NON-CURRENT ASSETS	214,362,503		214,601,081	
CURRENT ASSETS				
Contractual assets	27,081,110		23,737,120	
Trade receivables	114,762,736	618,034	114,054,464	150,256
Sundry receivables and other current assets	20,481,002		18,549,941	802,652
Other short-term financial receivables	2,046,391	1,647,652	1,902,002	850,000
HFT securities at fair value	3,469,175		17,283,062	
Cash and cash equivalents	83,196,395		58,250,199	
TOTAL CURRENT ASSETS	251,036,809	2,265,687	233,776,789	1,802,909
TOTAL ASSETS	465,399,312	2,265,686	448,377,869	1,802,908
LIABILITIES AND SHAREHOLDERS' EQUITY				
SHAREHOLDERS' EQUITY				
Share capital	6,503,125		6,503,125	
Reserves	32,728,072		34,139,868	
Retained earnings (accumulated losses)	109,120,827		93,224,944	
Profit (loss) for the period	5,043,909		15,895,883	
TOTAL SHAREHOLDERS' EQUITY (Group)	153,395,933		149,763,820	
Shareholders' equity attributable to minority interests	2,549,984		2,061,315	
TOTAL SHAREHOLDERS' EQUITY	155,945,917		151,825,135	
NON-CURRENT LIABILITIES				
Non-current financial liabilities	130,086,970	1,051,721	118,993,250	1,234,967
Provision for post-employment benefits and other employee provisions	9,491,542		9,199,824	
Deferred tax provision	4,866,089		5,159,352	
Provisions for future risks and charges	0		-	
TOTAL NON-CURRENT LIABILITIES	144,444,601	1,051,721	133,352,425	1,234,967
CURRENT LIABILITIES				
Current financial liabilities	63,768,377	728,821	65,657,602	726,058
Trade payables	42,922,468		43,341,762	13,750
Tax payables	7,149,942		5,719,788	
Sundry payables and other current liabilities	51,168,007	188,008	48,481,158	107,916
TOTAL CURRENT LIABILITIES	165,008,794	916,829	163,200,310	847,724

TOTAL LIABILITIES	309,453,395	1,968,550	296,552,735	2,082,690
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	465,399,312	1,968,550	448,377,869	2,082,690

INCOME STATEMENT

(Importi in migliaia di Euro)	31.03.2025	%	Of which with related parties	31.03.2024	%	Of which with related parties
Revenues and other income	92,153,629	100.0%	129,837	67,126,823	100.0%	
TOTAL REVENUES AND OTHER INCOME	92,153,629	100.0%	129,837	67,126,823	100.0%	
Purchases of materials and external services	(34,517,372)	-37.5%	180,802	(25,049,592)	-37.3%	(154,317)
Personnel costs	(42,586,688)	-46.2%		(32,605,341)	-48.6%	
Other operating costs	(1,706,771)	-1.9%	2,269	(718,138)	-1.1%	-
EBITDA	13,342,799	14.5%	312,908	8,753,753	13.0%	(154,317)
Ammortamenti/Svalutazioni	(3,595,073)	-3.9%	-	(2,669,038)	-4.0%	-
OPERATING RESULT	9,747,726	10.6%	312,908	6,084,714	9.1%	(308,634)
Financial income (charges)	(1,891,098)	-2.1%		(72,110)	-0.1%	
Share of profit (loss) of associates	(23,369)	0.0%		(317,080)	-0.5%	
EARNINGS BEFORE TAXES (EBT)	7,833,259	8.5%	312,908	5,695,525	8.5%	(308,634)
Income taxes	(2,300,681)	-2.5%	-	(1,589,051)	-2.4%	-
NET PROFIT (LOSS) FOR THE PERIOD	5,532,578	6.0%	312,908	4,106,474	6.1%	(308,634)

Attributable to:

Parent Company shareholders	5,043,909	4,106,474
Minority interests	488,669	

COMPREHENSIVE INCOME STATEMENT

	31.03.2025	31.03.2024
NET PROFIT (LOSS) FOR THE PERIOD	5,532,578	4,106,474
Attributable to:		
Minority interests	488,669	-
Parent Company shareholders	5,043,909	4,106,474
Profit/(Loss) from foreign currency translation differences	(116,841)	(375,462)
Gain/(Loss) on the effective part of hedging instruments (cash flow hedge)	(339,739)	(43,416)
Total items of other comprehensive income that will be subsequently reclassified to profit/(loss) for the year net of taxes	(456,580)	(418,878)
Defined-benefit plans actuarial gains (losses)	-	-
Total items of other comprehensive income that will not be subsequently reclassified to profit/(loss) for the year net of taxes	-	-
Total profit/(loss) of Other comprehensive income net of taxes	(456,580)	(418,878)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	5,075,998	3,687,596
Attributable to:		
Minority interests	488,669	-
Parent Company shareholders	4,587,329	3,687,596

SEGMENT DISCLOSURE

For management purposes, and in accordance with IFRS8 principles, the Group is organized into three Business Units based on the end-use of the products and services provided.

The main economic data segmented by area of activity are as follows:

(€ thousand)	Software En- gineering	Smart Solu- tions	Digital Advisory	Not alloca- ted	Total Q1 2025
REVENUES	57,829	19,384	14,941		92,154
Direct costs	41,945	9,091	10,379		61,415
GROSS MARGIN	15,884	10,293	4,562		30,739
Research and development costs	1,871	3,099	89		5,059
Commercial costs	2,700	2,038	1,331		6,069
General and administrative costs	3,410	1,790	1,069		6,269
GROSS OPERATING PROFIT (EBITDA)	7,903	3,366	2,073		13,342
Depreciation	1,355	628	226		2,209
Amortisation	596	518	161		1,275
Reorganisation and non-recurring charges		110			110
OPERATING PROFIT (EBIT)	5,953	2,109	1,686	0	9,747
Extraordinary/Financial income (charges)				(1,891)	(1,891)
Share Attributable to Associated Companies				(23)	(23)
EARNINGS BEFORE TAXES (EBT)	5,953	2,109	1,686	(1,914)	7,833
Taxes				(2,301)	(2,301)
NET PROFIT	5,953	2,109	1,686	(4,215)	5,532

STATEMENT OF CASH FLOWS

	31 marzo 2025	31 dicembre 2024
Net Income (Euro)	5,532,578	15,914,113
Non cash costs for Stock Options	136,504	413,710
Financial interest paid	4,760	-
Variance Fair Value Financial Assets	(267,847)	(763,792)
Current income taxes	2,300,681	6,626,787
Variance in deferred taxes	(583,203)	(172,880)
Amortization, depreciation and write-downs	3,374,710	12,015,938
Other non cash costs	-	1,634,784
Cash flows generated by operations before working capital	10,498,182	35,668,660
(Increase) / Decrease in trade receivables	(700,338)	(9,625,340)
(Increase) / Decrease in inventories	(3,343,990)	(5,004,210)
Increase / (Decrease) in trade payables	(419,294)	8,230,319
Increase / (Decrease) in other current assets/liabilities	(99,396)	1,612,599
Increase / (Decrease) in severance and other personnel liabilities	291,719	875,345
Changes in working capital	(4,271,299)	(3,911,287)
Paid income taxes	-	(4,999,470)
CASH FLOW GENERATED BY OPERATIONS	6,226,883	26,757,903
	<i>of which related parties</i>	
Increase in tangible assets	(620,579)	(6,947,354)
Increase in intangible assets	(483,740)	(5,988,944)
Capitalization of development costs	-	-
Decrease in tangible & intangible assets	203,702	2,145,983
Net Cash flow from acquisition	-	(79,784,337)
(Increase) / Decrease in trading securities	13,809,675	169,827
(increase) / Decrease in other financial credits	(50,428)	5,293,558
(increase) / Decrease in other financial credits	12,858,630	(85,111,267)
	<i>of which related parties</i>	
Proceeds from borrowings	51,000,000	91,500,000
(Repayment) of borrowings	(37,996,272)	(28,691,686)
(Repayment) of Leasing liabilities	(1,502,553)	(4,270,898)
Dividends paid	-	(2,941,172)
Financial interests paid	(1,301,831)	(3,548,678)
Other changes in shareholders' equity	(339,739)	(627,794)
Net change in financial liabilities	(2,790,362)	4,085,958
(Purchase)/Sale of Treasury Shares	(1,091,720)	23,224,812
CASH FLOW GENERATED BY FINANCIAL ACTIVITIES	5,977,524	78,730,542
	<i>of which related parties</i>	
	(185,483)	(375,391)
INCREASE / (DECREASE) IN CASH	25,063,037	20,377,178
Difference in Currency Translation	(116,841)	(53,591)
CASH AT THE BEGINNING OF THE PERIOD	58,250,199	37,926,613
CASH AT THE END OF THE PERIOD	83,196,395	58,250,199
Assets acquired with no effect on cash flow (first adoption IFRS 16)	(1,794,965)	(7,801,554)
Liabilities acquired with no effect on cash flow (first adoption IFRS 16)	1,794,965	7,801,554

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY AS AT 31 MARCH 2025

	Share Capital	Legal Reserve	Share Premium Reserve	Merger Plus		Stock options	Actuarial Differences on post-employment benefits	Cash flow hedge reserve	Translation Reserve	Retained earnings	Profit(Loss) of the period	Total shareholders equity	Total shareholders equity (minority interest)	Total shareholders equity
Balances as at 31 december 2024	6,503,126	1,300,625	30,988,546	1,911,444	0	504,483	(1,315,573)	(59,082)	829,438	93,224,944	15,895,883	149,763,820	2,061,315	151,825,135
Profit as at 31 december 2024	-	-	-	-	-	-	-	-	-	15,895,883.00	(15,895,883.00)	-	-	-
Acquisition	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Increase/purchase	-	-	-	-	-	136,504.00	-	(339,739.00)	-	-	-	(203,235.00)	-	(203,235.00)
Distribution of dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Free capital increase	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sale of treasury shares	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Purchase of treasury shares	-	-	(1,091,719.65)	-	-	-	-	-	-	-	-	(1,091,719.65)	-	(1,091,719.65)
Discounting of post-employment benefits	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Exchange differences	-	-	-	-	-	-	-	-	(116,840.98)	-	-	(116,840.98)	-	(116,840.98)
Acquisition of Third-Part Net Equity	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Profit as at 31 march 2025	-	-	-	-	-	-	-	-	-	-	5,043,908.92	5,043,908.92	488,669.11	5,532,578.03
Balances as at 31 march 2025	6,503,126	1,300,625	29,876,825	1,911,444	0	640,987	(1,315,573)	(398,801)	712,595	109,120,827	5,043,909	153,395,933	2,549,984	155,945,917

	Share Capital	Legal Reserve	Share Premium Reserve	Merger Plus		Stock options	Actuarial Differences on post-employment benefits	Cash flow hedge reserve	Translation Reserve	Retained earnings	Profit(Loss) of the period	Total shareholders equity	Total shareholders equity (minority interest)	Total shareholders equity
Balances as at 31 december 2023	6,503,126	1,300,625	7,743,733	1,911,444	90,743	(1,166,471)	419,830	883,027	80,653,956	15,512,160	(15,512,160)	113,851,973	17,135	113,869,108
Profit as at 31 december 2023	-	-	-	-	-	-	-	-	-	15,512,160	(15,512,160)	0	2,025,950	2,025,950
Acquisition	-	-	-	-	-	-	-	-	-	-	-	0	2,025,950	2,025,950
Increase/purchase	-	-	-	-	-	413,710	(19,392)	(478,692)	-	-	-	(84,374)	-	(84,374)
Distribution of dividends	-	-	-	-	-	-	-	-	-	(2,941,172)	-	(2,941,172)	-	(2,941,172)
Free capital increase	-	-	-	-	-	-	-	-	-	-	-	0	-	0
Sale of treasury shares	-	-	28,753,827	-	-	-	-	-	-	-	-	28,753,827	-	28,753,827
Purchase of treasury shares	-	-	(5,529,015)	-	-	-	-	-	-	-	-	(5,529,015)	-	(5,529,015)
Discounting of post-employment benefits	-	-	-	-	-	-	(128,710)	-	-	-	-	(128,710)	-	(128,710)
Exchange differences	-	-	-	-	-	-	-	-	(53,591)	-	-	(53,591)	-	(53,591)
Profit as at 31 december 2024	-	-	-	-	-	-	-	-	-	-	15,895,883	15,895,883	18,230	15,914,113
Balances as at 31 december 2024	6,503,126	1,300,625	30,988,546	1,911,444	504,483	(1,315,573)	(59,082)	829,438	93,224,944	15,895,883	15,895,883	149,763,820	2,061,315	151,825,135

1. Group Structure and Consolidation Scope

The Parent Company TXT e-solutions S.p.A. (hereinafter also "TXT") and its subsidiaries operate both in Italy and abroad in the IT sector and provide software and service solutions in extremely dynamic markets that require advanced technological solutions.

The table below shows the companies included in the scope of consolidation under the line-by-line method as at 31 March 2025 (see also the organisational diagram in the section "Organisational structure and scope of consolidation") and the relative share of legal interest in the share capital:

Company name of the subsidiary	Currency	% holding	Share capital
PACE Gmbh	EUR	100%	295,000
PACE America Inc.	USD	100%	10
PACE Canada Aerospace&IT Inc.	CAD	100%	100
PACE Asia Aerospace&IT PTE Ltd	SGD	100%	100
TXT NEXT Sarl	EUR	100%	100,000
TXT NEXT Ltd.	GBP	100%	100,000
TXT Risk Solutions Srl	EUR	92%	250,000
TXT Assioma S.r.l.	EUR	100%	100,000
AssioPay S.r.l.	EUR	100%	10,000
TXT e-swiss SA	CHF	100%	100,000
HSPI S.p.A.	EUR	100%	1,000,000
TXT Working Capital Solutions S.r.l.	EUR	60%	500,000
TeraTron GmbH	EUR	100%	75,000
LBA Consulting S.r.l.	EUR	100%	10,000
TXT Novigo S.r.l.	EUR	100%	1,000,000
DM Mgmt & Consulting S.r.l.	EUR	100%	101,000
Soluzioni Prodotti Sistemi S.r.l.	EUR	100%	10,000
Butterfly in liquidation S.r.l.	EUR	100%	10,000
PGMD Consulting S.r.l.	EUR	100%	20,000
TXT ENNOVA S.p.A.	EUR	100%	1,098,900

TXT e-Tech S.r.l.	EUR	100%	200,000
Fastcode S.p.A.	EUR	100%	100,000
TXT Quence S.r.l.	EUR	100%	10,000
TXT Arcan S.r.l.	EUR	51%	20,407
ProSim Training Solutions	EUR	60%	1,200
NewPos Europe Srl	EUR	51%	100,000
IMille Srl Società Benefit	EUR	100%	300,000
Uasabi Srl	EUR	100%	10,000
IMille Brasil Agencia LTDA	BRL	100%	1,000
IMille Start Spa	CLP	100%	300,000
IMille Spain SL	EUR	100%	3,000
Refine Direct Srl	EUR	100%	50,000
Focus PLM Srl	EUR	100%	70,000
Webgenesys S.p.A.	EUR	84.13%	1,015,228

The consolidated financial statements of the TXT Group are presented in Euro, which is also the functional currency. Here below are the foreign exchange rates used for translating the amounts expressed in foreign currency of the subsidiaries into Euro:

- Income statement (average exchange rate in the year)

Currency	31.03.2025	31.03.2024
British Pound (GBP)	0.83574	0.85627
US Dollar (USD)	1.05230	1.08580
Swiss Franc (CHF)	0.94580	0.94910
Canadian Dollar (CAD)	1.5105	1.4639
Singapore Dollar (SGD)	1.4186	1.4552
Chilean Peso (CLP)	1,013.76	1,027.12
Brazilian Real (BRL)	6.16470	5.3752

- Balance sheet (exchange rates as at 31 March 2025 and 31 December 2024)

Currency	31.03.2025	31.12.2024
British Pound (GBP)	0.83536	0.82918
US Dollar (USD)	1.0815	1.03890
Swiss Franc (CHF)	0.95310	0.94120
Canadian Dollar (CAD)	1.55330	1.49480
Singapore Dollar (SGD)	1.45190	1.41640
Chilean Peso (CLP)	1,028.51	1,033.760
Brazilian Real (BRL)	6.25070	6.42530

2. Principles for the Preparation of the Consolidated Financial Statements

The Group's annual consolidated financial statements are prepared in accordance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) and endorsed by the European Community as of the date of preparation of these financial statements, as well as the measures issued pursuant to Article 9 of Legislative Decree No. 38/2005 and other applicable legal provisions and Consob regulations regarding financial statements.

This quarterly report has been prepared in the form and content required by IAS 34 "Interim Financial Statements" and has been drafted in compliance with the International Financial Reporting Standards ("IAS – IFRS") issued by the International Accounting Standards Board and adopted by the European Union, including all interpretations issued by the IFRS Interpretations Committee, formerly known as the Standing Interpretations Committee ("SIC").

The report as of March 31, 2025, consists of the consolidated financial statements along with the reclassified consolidated financial schedules, which are consistent in form and content with the financial statements for the fiscal year 2024. Therefore, these financial statements do not include all the information required by the annual financial statements and should be read in conjunction with the consolidated financial statements for the fiscal year ended December 31, 2024. They have been prepared based on the accounting records as of March 31, 2025, under the assumption of the company's continuity. Further information regarding the nature of the Company's business, its business areas, and the foreseeable trend and evolution of its operations is set forth in the management report prepared by the directors.

The accounting policies followed in the preparation of the financial statements, as well as the composition and variations of their individual items, are provided below.

Unless otherwise indicated, all amounts are expressed in euros. The euro is also the functional currency.

The publication and issuance of this document were approved by the Board of Directors on May 15, 2025.

3. Accounting Principles and Interpretations Applied from 1st January 2025

The accounting policies adopted for the preparation of the abbreviated quarterly consolidated financial statements are consistent with those used in the preparation of the consolidated financial statements as of December 31, 2024, as described in the Annual Financial Report in Note 4, "Accounting and Consolidation Policies."

As of March 31, 2025, there are no significant effects arising from changes to the International Financial Reporting Standards (IFRS), which were scheduled to be implemented as of January 1, 2025.

4. Risk management

Regarding business risks, the main financial risks identified and monitored by the Group are as follows:

- Currency risk
- Interest rate risk
- Credit risk
- Liquidity and investment risk
- Other risks
- Military conflict in Ukraine

The financial risk management objectives and policies of TXT e-solutions Group reflect those outlined in the consolidated financial statements for the fiscal year ended December 31, 2024, to which reference is made.

5. Transactions with related parties

For the Group, related parties are:

a) entities that, directly or indirectly, even through subsidiaries, trustees or third parties:

- control TXT e-solutions S.p.A.;
- are subject to joint control with TXT e-solutions S.p.A.;
- have an interest in TXT e-solutions S.p.A. such as to exercise a significant influence.

- b) Associates of TXT e-solutions S.p.A.
- c) Joint ventures in which TXT e-solutions S.p.A. participates.
- d) The managers with strategic responsibilities of TXT e-solutions S.p.A. or one of its parent companies.
- e) Close members of the family of parties referred to in the above points a) and d).
- f) Entities controlled or jointly controlled or subject to significant influence by one of the parties as per points d) and e), or in which said parties hold, directly or indirectly, a significant interest, in any case at least 20% of the voting rights.
- g) An occupational, collective or individual pension fund, either Italian or foreign, set up for TXT e-solutions S.p.A.'s employees or any other related entity.

The following tables show the overall amounts of the transactions carried out with related parties.

Trade transactions

Trade transactions with related parties of the Group exclusively refer to amounts paid to the directors and to key management personnel:

As at 31 March 2025	Receivables	Payables	Costs	Revenues
TXT Healthprobe Srl				
LAS LAB Srl	39,305			
Simplex	472,140			107,500
Paydo	93,246		2,269	14,841
Reversal	13,343			7,495
Directors and key management per-		188,008	180,802	
Total as at 31.03.2025	618,034	188,008	183,071	129,837

As at 31 December 2024	Receivables	Payables	Costs	Revenues
TXT Healthprobe Srl				
LAS LAB Srl	122,366	13,750		
Simplex Srl				758,498
PayDo Spa	22,509			
Reversal Spa	5,381			22,181
Directors and key management person-		107,916	691,162	
Total as at 31.12.2024	150,256	121,666	691,162	780,679

Financial transactions

The amounts with Related Parties as at 31 March 2025 are shown for financial transactions:

As at 31 March 2025	Receivables	Payables	Costs	Revenues
Reversal	850,000			
TXT Healthprobe Srl	597,652			
PayDo Spa	200,000			
Laserfin Srl	-	1,780,542	-	-
Total as at 31.03.2025	1,647,652	1,780,542	-	-

As at 31 December 2024	Receivables	Payables	Costs	Revenues
Reversal Spa	850,000			2,508
TXT Healthprobe Srl	602,652			
PayDo Spa	200,000			
Laserfin Srl	-	1,961,025	-	-
Total as at 31.12.2024	1,652,652	1,961,025	-	2,508

6. Certification of the Interim Management Report pursuant to Article 154-bis of Legislative Decree No. 58/1998

pursuant to Article 81-ter of Consob Regulation No. 11971 of 14 May 1999, as subsequently amended and supplemented

The undersigned Enrico Magni, as Chairman of the Board of Directors, and Eugenio Forcinito, as Manager responsible for preparing corporate accounting documents for TXT e-solutions S.p.A. certify, also pursuant to Art. 154-bis, paragraphs 3 and 4 of Italian Legislative Decree No. 58 dated 24 February 1998:

- the adequacy, in relation to the company's characteristics; and
- the effective application of the administrative and accounting procedures for the preparation of the consolidated financial statements as at 31 March 2025.

The assessment of the adequacy of the administrative and accounting procedures for the preparation of the consolidated financial statements as at 31 March 2025 is based on a process defined by TXT in line with the Internal Control – Integrated Framework model issued by the Committee of Sponsoring Organisations of the Treadway Commission which represents a reference framework that is generally accepted at an international level.

We also certify that the consolidated financial statements as at 31 March 2025:

- correspond to the accounting books and records;
- were prepared in compliance with the International Financial Reporting Standards endorsed by the European Union as well as with the implementing measures for Art. 9 of Italian Legislative Decree No. 38/2005;
- are suitable to provide a true and fair view of the equity, economic and financial position of the issuer.

The interim management report includes a reliable analysis of the significant events that occurred during the first three months of the fiscal year and their impact on the abbreviated financial statements, along with a description of the main risks and uncertainties for the remaining months of the fiscal year. Additionally, the report provides a reliable analysis of the information regarding significant related party transactions.

Manager responsible for preparing corporate
accounting documents

Chairman of the Board of Directors

Eugenio Forcinito

Enrico Magni

Milan, 15 may 2025

