

TXT E-SOLUTIONS GROUP
HALF-YEARLY FINANCIAL
REPORT

As at 30 June 2024

Registered office, management, and administration:

Via Milano, No. 150 - 20093 Cologno Monzese (MI)

Share capital:

€ 6,503,125 fully paid-in

Tax code and Milan Business Register No.:

09768170152

Organi sociali

CONSIGLIO DI AMMINISTRAZIONE

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

ENRICO MAGNI

Chair

DANIELE MISANI

Chief Executive Officer

MATTEO MAGNI

Director²⁻⁴

PAOLO LORENZO MANDELLI

Independent Director¹⁻²⁻³

ANTONELLA SUTTI

Independent Director¹⁻²⁻³⁻⁴

ANTONIETTA ARIENTI

Independent Director²⁻³⁻⁴

MICHELA COSTA

Independent Director¹⁻³⁻⁴

- (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.

COLLEGIO SINDACALE

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

FRANCESCO MARIA SCORNAJENCHI

Chair

GIADA D'ONOFRIO

Standing auditor

FRANCO VERGANI

Standing auditor

NADIA RASCHETTI

Alternate auditor

FABIO MARIA PALMIERI

Alternate auditor

EDDA DELON

Alternate auditor

Independent Auditors:

Crowe Bonpani S.p.A.

Investors relations:

E-mail: infofinance@txtgroup.com

Tel: +39 02 25771.1

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 Chair, 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

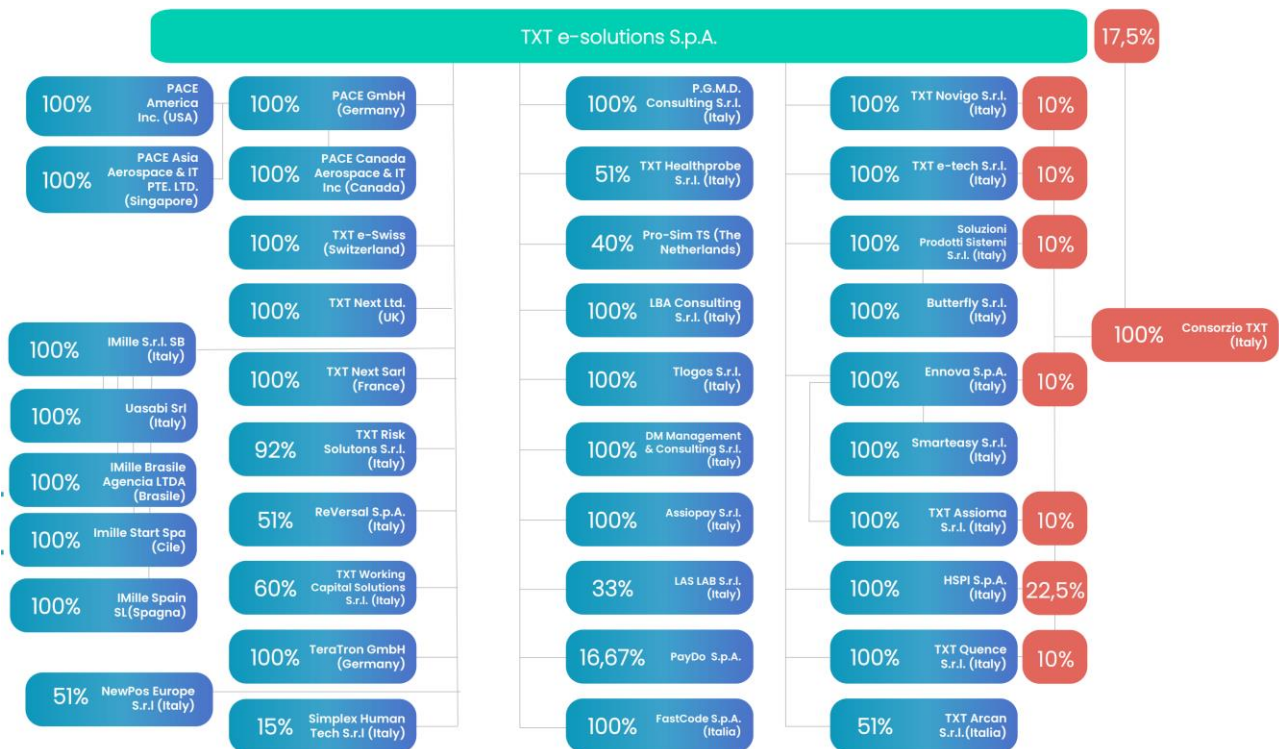
+20 years of experience in finance and administration and an in-depth understanding of management dynamics, over the last fifteen years Eugenio has always been focused and committed to the sustainable growth of the TXT Group.

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Group Organisational Structure





TXT E-SOLUTIONS GROUP

**KEY DATA AND
DIRECTORS'
REPORT
ON OPERATIONS**

AS AT 30 JUNE 2024

TXT e-solutions Group – Key data

INCOME DATA					
(€ thousand)	30.06.2024	%	30.06.2023	%	% CHANGE
REVENUES	138,194	100.0	107,299	100.0	28.8
EBITDA	17,498	12.7	13,921	13.0	25.7
OPERATING PROFIT (EBIT)	10,784	7.8	8,944	8.3	20.6
Profit for the year attributable to non-controlling interests	3				
NET PROFIT ATTRIBUTABLE TO TXT SHAREHOLDERS	7,956	5.8	6,785	6.3	17.3
FINANCIAL DATA					
(€ thousand)	30.06.2024		31.12.2023		Change
Fixed assets	137,911		130,792		7,119
Net working capital	43,075		40,402		2,673
Post-employment benefits and other non-current liabilities	(6,410)		(5,603)		(807)
Capital employed	174,576		165,591		8,985
Net financial debt	56,242		51,721		4,521
Group shareholders' equity	118,271		113,852		4,419
Shareholders' equity attributable to minority interests	64		17		47
DATA PER SHARE					
	30.06.2024		30.06.2023		Change
Average number of shares outstanding	11,734,844		11,965,599		(230,755)
Net earnings per share	0.68		0.57		0.11
Shareholders' equity per share	10.08		8.93		1.15
ADDITIONAL INFORMATION					
	30.06.2024		30.06.2023		Change
Number of employees	2,913		2,352		561
TXT share price	24.15		22.35		1.80

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 H1 2024

Dear Shareholders,

On **26 June 2024**, a contract was signed for the acquisition of 100% of the share capital of Imille Srl, its foreign subsidiaries Imille Spain SL, Imille Start Spa (Chile), and Imille Brasil Agencia LTDA, and the company Uasabi Srl (hereinafter referred to as "I MILLE Group"). TXT has consolidated the results within its Digital Advisory division starting from 26 June 2024.

I MILLE Srl was founded in Milan in 2004 as a marketing agency and over the years it has witnessed continuous business development and constant evolution of the offer that has led to the consolidation of an important consumer portfolio, consisting primarily of large international companies with which the I MILLE Group has established long-term relationships that have promoted the internationalisation of the I MILLE offer with the opening, starting from 2018, of three foreign offices, in Spain, Brazil and Chile, and has helped the I MILLE Group to be recognised as a Global Creative Consultancy and one of the leading independent companies in the Italian communication and design landscape, with over 60 national and international awards recognised over the last ten years.

To date, the MarTech offer of the I MILLE Group covers a wide range of services, from the Creative Agency to the Product Marketing and Design Studio to the Media Agency, with vertical offers on Enterprise segments provided by I MILLE and offers dedicated to the new generations provided by Uasabi.

In terms of market positioning, the I MILLE Group boasts a broad consumer portfolio consisting mainly of large enterprises diversified across multiple sectors, with which the Group has long-established relationships. The main customers include Angelini Pharma, Barilla, Boehringer, Bolton Group, Casio, Enel, ITAS Mutua, Luxottica, Maire Tecnimont, MSC Crociere, Gruppo Montenegro, Pernod Ricard, and Yakult.

The main consolidated operating and financial results in the first six months of 2024 were as follows:

- **Revenues** amounted to € 138.2 million, up 28.8% from € 107.3 million in the first six months of 2023. Software revenues in the first six months of 2024 totalled € 9.6 million, compared to € 5.8 million in the first six months of 2023. Revenues from services amounted to € 128.6 million, up 26.7% compared to the first six months of 2023.

The Software Engineering Division recorded revenues of € 93.5 million, up by € 20.3 million compared to the first half of 2023.

The Smart Solutions Division recorded revenues of € 25.6 million, up 30.6% compared to the first six months of 2023.

The Digital Advisory Division recorded revenues of € 19.3 million, up 31.7% compared to the first six months of 2023.

- The **Gross Margin**, net of direct costs, increased from € 37.4 million to € 45.3 million, an increase of +21.3%. The gross margin on revenues was equal to 32.8% in the first six months of 2024.

- **EBITDA** amounted to € 17.5 million, an increase of +25.7% compared to the first six months of 2023 (€ 13.9 million), after significant investments in commercial expenditure and research and development expenses. The margin on revenues was 12.7% compared to 13.0% in the first six months of 2023.
- **Operating profit (EBIT)** came to € 12.1 million, an increase of +35.6% compared to the first six months of 2023 (€ 8.9 million). Amortisation and depreciation of intangible and tangible assets amounted to € 5.4 million, up by € 0.4 million compared to the first six months of 2023.
- **Financial income** in the first half of 2024 had a negative net balance of € 1.3 million compared to the positive net balance of € 1.0 million in the same period of the previous year. In particular, this change is mainly due to the positive balance of instruments measured at fair value of € 0.5 million as at 30 June 2024 (negative for € 0.6 million in the same period of 2023), the negative effect of bank interest income for € 1.3 million and the negative effect of the result of associates for € 0.5 million.
- **Net profit** came to € 8.0 million, up from € 6.8 million in the first six months of 2023. In the first six months of 2024, taxes accounted for 26.3%.
- The **Consolidated net financial debt** as at 30 June 2024 came to € 56.2 million.
- **Consolidated Group shareholders' equity** as at 30 June 2024 stood at € 118.3 million, compared to € 113.9 million as at December 2023. Changes in the six months mainly concern the recognition of net profit (€ 8.0 million) and the distribution of dividends (€ 2.9 million).

TXT's consolidated results for the first six months of 2024, compared with those of the same period of the previous year, are presented below:

(€ thousand)	30.06.2024	%	30.06.2023	%	% Change
REVENUES	138,194	100	107,299	100	28.8
Direct costs	92,896	67.2	69,949	65.2	32.8
GROSS MARGIN	45,298	32.8	37,350	34.8	21.3
Research and development costs	6,737	4.9	4,499	4.2	49.8
Commercial costs	11,499	8.3	10,486	9.8	9.7
General and administrative costs	9,564	6.9	8,444	7.9	13.3
GROSS OPERATING PROFIT (EBITDA)	17,498	12.7	13,921	13.0	25.7
Depreciation, amortisation and impairment	5,368	3.9	4,977	4.6	7.9
Reorganisation and non-recurring charges	-	0.0	0	0.0	n.a.
OPERATING PROFIT (EBIT)	12,130	8.8	8,944	8.3	35.6
Extraordinary/Financial income (charges)	(931)	(0.7)	(694)	(0.6)	34.1
Extraordinary financial income deriving from acquisitions	100	0.1	1,932	1.8	(94.8)
Share of profit (loss) of associates	(515)	(0.4)	(262)	(0.2)	96.4
EARNINGS BEFORE TAXES (EBT)	10,784	7.8	9,920	9.2	8.7
Taxes	(2,831)	(2.0)	(3,135)	(2.9)	(9.7)
NET PROFIT	7,953	5.8	6,785	6.3	17.2
Attributable to:					
Parent Company shareholders	7,956		6,785		
Minority interests	3		0		

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.

Revenues and direct costs in the first six months of 2024, compared with the first six months of the previous year, are presented below for each Division.

(€ thousand)	30.06.2024	%	30.06.2023	%	% Change
SOFTWARE ENGINEERING					
REVENUES	93,510	100	73,202	100	27.7
Software	139	0.1	-	0.0	0.0
Services	93,371	99.9	73,202	100.0	27.6
DIRECT COSTS	70,291	75.2	52,059	71.1	35.0
GROSS MARGIN	23,219	24.8	21,143	28.9	9.8
SMART SOLUTIONS					
REVENUES	25,647	100	19,638	100	30.6
Software	8,873	34.6	5,770	29.4	53.8
Services	16,774	65.4	13,868	70.6	21.0
DIRECT COSTS	9,639	37.6	8,098	41.2	19.0
GROSS MARGIN	16,008	62.4	11,540	58.8	38.7
DIGITAL ADVISORY					
REVENUES	19,037	100	14,459	100	31.7
Software	545	2.9	-	0.0	0.0
Services	18,492	97.1	14,459	100.0	27.9
DIRECT COSTS	12,966	68.1	9,793	67.7	32.4
GROSS MARGIN	6,071	31.9	4,666	32.3	30.1
TOTAL TXT					
REVENUES	138,194	100	107,299	100	28.8
Software	9,557	6.9	5,770	5.4	65.6
Services	128,637	93.1	101,529	94.6	26.7
DIRECT COSTS	92,896	67.2	69,950	65.2	32.8
GROSS MARGIN	45,298	32.8	37,349	34.8	21.3

Software Engineering Division

The Software Engineering Division represents the TXT Group's offer of software engineering services for the innovation and servitisation of customer products guided by enabling technologies skills.

The Division recorded revenues of € 93.5 million, up by 27.7% compared to the previous year, of which € 4.9 million due to the consolidation of new acquisitions (€ 32.7 million in the first half of 2023) and € 15.4 million from organic growth.

The Gross margin was € 23.2 million, an increase of 9.8% compared to the first six months of 2023.

The gross margin on revenues was equal to 24.8% compared to 28.9% in the first six months of 2023.

In the Software Engineering division, new opportunities for accelerated growth are linked to up-selling 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 sectors.

Smart Solutions Division

The Smart Solutions Division represents the TXT Group's offer of software, proprietary solutions and related services to accelerate the digital transformation of customers.

In the first half of 2024, revenues amounted to € 25.6 million. Software revenues came to € 8.9 million.

The Gross margin was € 16.0 million. The Gross margin on revenues was equal to 62.4%, up compared to 58.8% in the first six months of 2023.

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 programs 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 handles all types of bookings, with dynamic and automatic inclusions, groups and allotments for tour operators. The system manages all the necessary transactional aspects: reservations, changes, payments, sales invoices and the calculation of commissions due to the Agency. The data can be exchanged with external systems for accounting management.

The **DMP** platform that, through the MES/MOM module, is able to manage a company's production process that connects the factory to the company management system to give total visibility into the processes relating to production, quality, maintenance and inventory and through the CMMS module is able to control and manage maintenance.

Digital Advisory Division

The Digital Advisory division represents the specialised consulting offer for the digital innovation of large enterprise processes and the public segment of the TXT Group in the field of digitalisation of ICT processes, with proprietary technologies, certifications and software.

Revenues in the division amounted to € 19.0 million, up +31.7% compared to the first half of 2023.

The Gross margin was € 6.1 million. The gross margin amounted to 31.9% of revenues.

GROUP REVENUES

Research and development costs in the first six months of 2024 amounted to € 6.7 million, up 49.8% from € 4.5 million in the first six months of 2023. TXT continues to invest in its Fintech division with new initiatives and with the development of "Faraday", "Polaris" proprietary products and the AssioPay platform and in the Aerospace division with the development of "Pacelab Preliminary design", "Pacelab Flight Profile Optimizer", "Pacelab Aircraft Configuration Environment" and "Pacelab Weavr" proprietary products. The percentage of revenues decreased from 4.2% to 4.9% in 2024.

Commercial costs amounted to € 11.5 million, an increase of 9.7% compared to the first six months of 2023 (€ 10.5 million). As a percentage of revenues, commercial costs dropped from 9.8% in the first six months of 2023 to 8.3% in the first six months of 2024.

General and administrative costs amounted to € 9.6 million, an increase of +13.3% compared to the first six months of 2023 (€ 8.4 million). As a percentage of revenues, these costs stood at 6.9% in the first six months of 2024 compared to 7.9% in the first six months of 2023.

Financial charges amounted to a negative € 1.3 million compared to a positive € 0.9 million in the first six months of 2023.

Net profit came to € 8.0 million, up from € 6.8 million in the first six months of 2023. In the first six months of 2024, taxes accounted for 26.3%.

CONSOLIDATED CAPITAL EMPLOYED

As at 30 June 2024, capital employed was € 174.6 million, up € 9.0 million from 31 December 2023 (€ 165.6 million).

The table below shows the details:

(€ thousand)	30.06.2024	31.12.2023	Change
Intangible assets	91,783	85,900	5,883
Net tangible assets	22,078	20,430	1,648
Other fixed assets	24,049	24,462	(413)
Fixed assets	137,911	130,792	7,119
Inventories	24,700	18,733	5,967
Trade receivables	71,193	74,346	(3,153)
Sundry receivables and other short-term assets	16,162	14,876	1,286
Trade payables	(21,882)	(21,585)	(297)
Tax payables	(9,762)	(11,208)	1,446
Sundry payables and other short-term liabilities	(37,336)	(34,761)	(2,575)
Net working capital	43,075	40,401	2,674
Post-employment benefits and other non-current liabilities	(6,410)	(5,603)	(807)
Capital employed	174,576	165,590	8,986

Group shareholders' equity	118,271	113,852	4,419
Shareholders' equity attributable to minority interests	64	17	47
Net financial debt	56,242	51,721	4,521
Financing of capital employed	174,576	165,590	8,986

Intangible fixed assets increased from € 85.9 million to € 91.8 million, primarily due to the allocation of the provisional goodwill deriving from the acquisition of the Imille group (€ 7.4 million), an effect then mitigated by amortisation for the period (€ 2.2 million).

Tangible assets, amounting to € 22.1 million, increased by € 1.6 million compared to 31 December 2023. The increases for the period (€ 4.9 million) were partially offset by depreciation for the period (€ 3.1 million).

Other fixed assets of € 24.1 million are in line with the value at 31 December 2023. This item is mainly composed of the financial investment made in the previous year in the share capital of Banca del Fucino for € 17.8 million.

Net working capital amounted to € 43.1 million compared to € 40.4 million as at 31 December 2023. The change was € 2,8 million. There was an increase in inventories for work in progress for activities not yet invoiced to customers (€ 6.0 million), partly offset by effective credit recovery actions from important Italian customers in the aeronautics sector.

Liabilities arising from post-employment benefits and other non-current liabilities of Italian employees and other non-current liabilities stood at € 6.4 million, up compared to the value as at 31 December 2023 due to the acquisition of the Imille Group.

Consolidated shareholders' equity as at 30 June 2024 was € 118.3 million, compared to € 113.9 million as at December 2023. Changes in the six months mainly concern the recognition of net profit (€ 8.0 million) and the distribution of dividends (€ 2.9 million).

Shareholders' equity attributable to minority interests totalled € 64 thousand as at 30 June 2024.

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 debt which amounted to € 56.2 million as at 30 June 2024, compared to € 51.7 million as at 31 December 2023.

<i>(€ thousand)</i>	30.06.2024	31.12.2023	Change
Cash and cash equivalents	(47,503)	(37,927)	(9,576)
Financial instruments at fair value	(27,428)	(24,058)	(3,370)
Short-term financial receivables	(400)	(810)	410
Liquid assets	(75,331)	(62,795)	(12,536)
Current financial debt (including debt instruments, but excluding the current portion of non-current financial debt)	28,596	30,697	(2,101)
Current portion of non-current financial debt	29,579	26,957	2,622
Current financial debt	58,175	57,654	521
Current net financial debt	(17,156)	(5,141)	(12,015)
Non-current financial debt (excluding current portion and debt instruments)	73,932	57,563	16,369
Debt instruments	-	-	-
Non-current financial receivables	(532)	(700)	168
Trade payables and other non-current payables	-	-	-
Non-current financial debt	73,400	56,863	16,537
Total financial debt	56,244	51,722	4,522
Non-monetary debts for adjustment of the price of the 2023 acquisitions to be paid in TXT shares	(1,559)	(2,500)	941
Financial investment - Banca Del Fucino	(17,778)	(17,778)	-
Adj. Net Available Financial Resources	36,907	31,444	5,463

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

(€ thousand)	30.06.2024	31.12.2023	Change
Debt referred to IFRS 16	(10,762)	(10,095)	(667)

The composition of Net Financial Debt as at 30 June 2024 is as follows:

- Cash and cash equivalents of € 47.5 million are mainly in euro, held with major Italian banks.
- Financial instruments at fair value of € 27.4 million are comprised of investments in multi-segment insurance funds with partial capital guarantee (€ 20.8 million), a bond loan (€ 0.5 million) and government securities and bonds with a medium-low risk profile (€ 6.9 million);
- Current financial debt (including debt instruments, and excluding the current portion of non-current financial debt) as at 30 June 2024 was € 28.6 million and refers (a) for € 19.9 million to short-term loans (hot money), (b) for € 3.8 million to the short-term portion of the debt for the payment of rental and lease for offices, cars and printers for all instalments until the end of the relevant contracts following the adoption of IFRS 16, (c) for € 3.0 million to the estimated outlay for Earn-Out of the shareholders of FastCode S.p.A., (d) for € 1.6 million in relation to the shares to be transferred relating to the acquisition of the Imille Group, (e) for € 0.3 million relating to debts for financed projects.
- Non-current financial debt (excluding the current portion and debt instruments) as at 30 June 2024 of € 73.9 million refers to (a) € 60.1 million for the portion of new medium/long-term loans for the portion with a maturity of more than 12 months; (b) € 0.7 million for the valuation of the debt for the PUT/CALL option for the acquisition of TXT Working Capital Solutions Srl, as an estimate of the additional disbursements for exercising the Put/Call option in the 2021-2025 period for the purchase of the remaining 40% of the company's shares; (c) € 0.2 million for the long-term portion of the Put/Call related to TXT Risk Solutions Srl after renegotiation; (d) € 7.0 million for the medium/long-term portion of the debt for the payment of rent and lease of offices, cars and printers for all instalments until the end of the relevant contracts following the adoption of IFRS 16; (e) € 0.8 million for the estimated disbursement for the first Earn-Out of TXT Novigo's shareholders; (f) € 1.5 million as an estimate of the additional disbursements for exercising the Put/Call option in the 2023-2026 period for the purchase of the remaining 49% of the shares in the company TXT Arcan S.r.l., (g) € 2.0 million for the estimated disbursement for the Earn-Out relating to the acquisition of PACE Canada, (h) (g) € 1.5 million for the estimated disbursement for the Earn-Out relating to the acquisition of the Imille Group.

Medium/long-term loans were taken out by the parent company TXT e-solutions S.p.A. in 2018, 2021 and 2022, by the subsidiary Assioma.Net between 2018 and 2019, by the subsidiary TeraTron GmbH

in 2019, by the subsidiary Novigo Consulting in 2019, by the subsidiary DM Management & Consulting, by the subsidiary Soluzioni Prodotti Sistema and by the subsidiary Ennova S.p.A., and by the subsidiary Imille Srl, all in Euro without guarantees; for more details see Note 6.13 and 6.16.

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.

Q2 2024 ANALYSIS

The analysis of the operating results for the second quarter of 2024, compared with those of the second quarter of the previous year, is presented below:

(€ thousand)	Q2 2024	%	Q2 2023	%	% Change
REVENUES	71,067	100	54,987	100	29.2
Direct costs	47,570	66.9	35,433	64.4	34.3
GROSS MARGIN	23,497	33.1	19,554	35.6	20.2
Research and development costs	3,396	4.8	2,268	4.1	49.7
Commercial costs	6,663	9.4	5,244	9.5	27.1
General and administrative costs	4,694	6.6	4,957	9.0	(5.3)
GROSS OPERATING PROFIT (EBITDA)	8,744	12.3	7,085	12.9	23.4
Depreciation, amortisation and impairment	2,699	3.8	2,615	4.8	3.2
Reorganisation and non-recurring charges	-	0.0	0	0.0	#DIV/0!
OPERATING PROFIT (EBIT)	6,044	8.5	4,470	8.1	35.2
Extraordinary/Financial income (charges)	(957)	(1.3)	1,415	2.6	(167.6)

EARNINGS BEFORE TAXES (EBT)	5,087	7.2	5,885	10.7	(13.6)
Taxes	(1,241)	(1.7)	(2,010)	(3.7)	(38.3)
NET PROFIT	3,846	5.4	3,875	7.0	(0.7)
Attributable to:					
Parent Company shareholders	3,849		3,875		
Minority interests	3		0		

Performance compared to the second quarter of the previous year was as follows:

- Net revenues amounted to € 71.1 million, an increase of 29.2% compared to the second quarter of 2023 (€ 55.0 million).
- The Gross margin for the second quarter of 2024 was € 23.5 million, up 20.2% from the second quarter of 2023 (€ 19.6 million). As a percentage of revenues, the margin amounted to 33.1% compared to 35.6% in second quarter of 2023 due to the higher percentage of revenues generated by services.
- EBITDA in the second quarter of 2024 was € 8.7 million, up +23.4% compared to second quarter of 2023 (€ 7.1 million). The margin on revenues was 12.3% compared to 12.9% in second quarter of 2023.
- Operating profit (EBIT) was € 6.0 million, up 35.2% from the second quarter of 2023 (€ 4.5 million)
- Pre-tax profit was € 5.1 million, compared to € 5.9 million in the second quarter of 2023.
- Net profit was € 3.8 million compared to € 3.9 million in the second quarter of 2023.

EMPLOYEES

As at 30 June 2024, there were 2,913 employees (2,352 as at 30 June 2023).

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

In the first six months of 2024, the TXT e-solutions share price recorded an official high of € 25.05 on 14 June 2024 and a low of € 18.94 on 4 January 2024. As at 30 June 2024, the share price was € 24.25.

The average daily trading volume on the stock exchange in the first six months of 2024 was 20,469 shares, down from the 2023 daily average of 25,448.

Treasury shares as at 30 June 2024 totalled 1,271,406 (1,300,639 as at 31 December 2023), representing 9.7754% of the issued shares at an average carrying amount of € 7.30 per share. In the first six months of 2024, 125,063 shares were purchased at an average price of € 21.89.

On 29 March 2024, the following treasury shares were transferred:

- 154,296 at the agreed price of € 16.20 per share, in order to fulfil the payment commitments undertaken by TXT under the purchase agreement signed on 4 December 2023 for the acquisition of 100% of the company FastCode S.p.A..

In order to provide regular updates on the Company, an email-based communication channel is operational (txtinvestor@txtgroup.com). Everyone can sign up for this service in order to receive, in addition to press releases, specific communications to Investors and Shareholders.

DISCLOSURE ON TRANSACTIONS WITH RELATED PARTIES

No transactions outside the normal course of business were carried out with related parties.

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD AND OUTLOOK

On **1 July 2024**, the contract for the acquisition of 100% of the capital of Refine Srl (“Refine”) was signed. TXT will consolidate its results within its Smart Solutions division starting from 1 July 2024.

Refine was founded in Milan in 2016 thanks to a project initiated by the current selling partners and today it boasts proprietary technologies and specialised skills in the field of performance marketing, in the generation of qualified leads and in the collection and study of data in favour of a unique offering in support of the marketing strategies of its customers

Refine offers proprietary technological solutions based on enabling technologies such as Artificial Intelligence and Data Analytics designed to create the marketing strategy suited to the needs of large international enterprises. Refine covers a multiplicity of services, from Direct Marketing (direct email and sms marketing), Display & Video Advertising, to Vertical Lead Generation services focused on the creation of Vertical Content Portals, Automated Landing Pages aimed at increasing the effectiveness of marketing campaigns and guiding the customer in choosing the most suitable channel to contact users; Refine's main customers include the major domestic and international marketing agencies, with diversified end customers in a large number of sectors, united by the nature of large enterprises with a domestic and international presence. The main sectors range from automotive, telco, energy/utility, travel and retail.

In 2023, Refine's sales revenues amounted to € 16.7 million (+11.5% YoY), with EBITDA of approximately € 3.4 million (EBITDA margin of 20.1%). The growth forecast for the three-year period 2024-2026 is in double figures.

The basic consideration paid at closing for the purchase of 100% of Refine, net of the earn-outs and the NFP, which will be settled in cash, was agreed between the parties at € 21.8 million, of which € 12.1 million (55.4%) paid in cash and € 9.7 million (44.6%) through the payment of TXT e-solutions S.p.A. shares sold at the price agreed between the parties of € 23.00 per share. The Net Financial Position at closing will be settled in cash.

On **8 July 2024**, TXT exercised the option to purchase an additional 20% of the share capital of ProSim Training Solutions (ProSim-TS), in respect of which TXT holds a majority stake of 60% in ProSim-TS. TXT will consolidate ProSim-TS' results from 1 July 2024.

Forecasts for the performance in the third quarter of 2024

With reference to the organic growth of the business, after a first half that saw sustained growth in all operating divisions, in the second half of the current year TXT's management expects further business development, with stabilisation of the revenue growth rates at double digit levels, driven by commercial and technological synergies, and an improvement in business margins linked to the growth in volumes and the increased efficiency of the general and administrative costs structure, as well as the historical trend in TXT's margins.

At market level, after a strong first half-year in all segments, further organic growth is expected, driven by the Public Sector (+34.9% in 1H-2024 compared to the first half of 2023) and Aerospace & Defence (+28.3% in 1H-2024 compared to the first half of 2023), thanks respectively to the growth of Digital Advisory activities on long-term public contracts already acquired and to the positive trend expected for the civil aviation and defence market, where the TXT Group is strategically positioned with its digital offering of Software Engineering and Smart Solutions. In the Telco & Gaming market, the volumes of the Software Engineering offer are continuing to grow also in the third quarter of the current year, with possible slowdowns in the growth rate of the top line due to the evolution of the sector in the domestic market, while in Fintech the constant growth in volumes continues in line with the market trend.

In relation to the 2024 M&A plan, following the investments already made in the opening of the MarTech offer, the TXT Group is committed to continuing with its acquisition plan aimed at integrating new technologies, digital specialised skills and excellence in markets that are already proprietary or adjacent to the current ones.

In the current global geopolitical context, which has worsened since 2022, mainly due to the Russian military aggression in Ukraine, the escalation of the trade war between China and the US and the more recent military conflict between Israel and Hamas, which have led to significant macroeconomic uncertainty and inflationary pressure followed by an immediate rise in interest rates, the TXT Board of Directors has currently identified risks that can be mitigated in the short term due to the minimal and non-strategic exposure of the TXT business in the areas involved in the conflicts and thanks to a sustainable financial exposure.

The manager responsible for preparing

corporate accounting documents

Eugenio Forcinito

The Chair of the Board of Directors

Enrico Magni

Cologno Monzese, 10 September 2024



TXT E-SOLUTIONS GROUP

**CONDENSED HALF-YEARLY
CONSOLIDATED
FINANCIAL STATEMENTS**

AS AT 30 JUNE 2024

Consolidated Balance Sheet

ASSETS	Notes	30.06.2024	Of which with related parties	31.12.2023	Of which with related parties
NON-CURRENT ASSETS					
Goodwill	6.1	72,971,297		64,999,093	
Intangible assets with a finite useful life	6.2	18,811,828		20,900,762	
Intangible assets		91,783,125		85,899,855	
Property, plant and equipment	6.3	22,078,422		20,430,191	
Tangible assets		22,078,422		20,430,191	
Investments in associates	6.4	5,215,945		5,587,338	
Other non-recurring financial receivables	6.5	18,798,552		18,970,447	
Deferred tax assets	6.6	566,815		604,286	
Other non-current assets		24,581,311.60		25,162,071	
TOTAL NON-CURRENT ASSETS		138,442,859		131,492,117	
CURRENT ASSETS					
Contractual assets	6.7	24,699,765		18,732,910	
Trade receivables	6.8	71,193,489	787,797	74,346,424	386,522
Sundry receivables and other current assets	6.9	16,162,145	1,272,652	14,875,549	847,652
Other short-term financial receivables	6.10	400,000	400,000	810,108	400,000
HFT securities at fair value	6.11	27,427,869		24,058,487	
Cash and cash equivalents	6.12	47,503,305		37,926,613	
TOTAL CURRENT ASSETS		187,386,573	2,460,449	170,750,091	1,634,174
TOTAL ASSETS		325,829,431	2,460,449	302,242,207	1,634,174
LIABILITIES AND SHAREHOLDERS' EQUITY					
SHAREHOLDERS' EQUITY					
Share capital		6,503,125		6,503,125	
Reserves		10,657,288		11,182,733	
Retained earnings (accumulated losses)		93,154,766		80,653,955	
Profit (loss) for the period		7,955,644		15,512,160	
TOTAL SHAREHOLDERS' EQUITY (Group)	6.13	118,270,823		113,851,973	
Shareholders' equity attributable to minority interests		63,613		17,135	
TOTAL SHAREHOLDERS' EQUITY	6.13	118,334,436		113,869,108	-
NON-CURRENT LIABILITIES					
Non-current financial liabilities	6.14	73,932,191	1,071,399	57,563,008	1,315,169
Provision for post-employment benefits and other employee provisions	6.15	6,409,955		5,603,142	
Deferred tax provision	6.6	4,763,582		5,234,650	
Provisions for future risks and charges	6.16	0		0	
TOTAL NON-CURRENT LIABILITIES		85,105,728	1,071,399	68,400,800	1,315,169
CURRENT LIABILITIES					
Current financial liabilities	6.17	58,172,822	486,259	57,653,709	370,283
Trade payables	6.18	21,881,813		21,584,829	
Tax payables	6.19	4,998,454		5,973,028	
Sundry payables and other current liabilities	6.20	37,336,177	156,662	34,760,733	100,000
TOTAL CURRENT LIABILITIES		122,389,267	642,921	119,972,299	470,283
TOTAL LIABILITIES		207,494,995	1,714,320	188,373,099	1,785,452
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		325,829,431	1,714,320	302,242,207	1,785,452

Consolidated Income Statement

(€ thousand)	Notes	30.06.2024	Of which with related parties	30.06.2023	Of which with related parties
Revenues and other income		138,194,022	83,230	107,298,975	88,511
TOTAL REVENUES AND OTHER INCOME	7.1	138,194,022	83,230	107,298,975	88,511
Purchases of materials and external services	7.2	(51,496,429)	(359,118)	(35,709,256)	(326,019)
Personnel costs	7.3	(67,516,078)		(56,688,118)	
Other operating costs	7.4	(1,683,283)	-	(981,043)	-
Depreciation and amortisation/Impairment	7.5	(5,368,457)	-	(4,976,869)	-
OPERATING RESULT		12,129,775	(275,888)	8,943,690	(237,508)
Financial income (charges)	7.6	(830,885)		1,236,945	150,124
Share of profit (loss) of associates	7.7	(514,638)		(261,498)	
EARNINGS BEFORE TAXES (EBT)		10,784,252	(275,888)	9,919,137	(87,384)
Income taxes	7.8	(2,831,130)	-	(3,134,081)	-
NET PROFIT (LOSS) FOR THE PERIOD		7,953,122	(275,888)	6,785,056	(87,384)

Attributable to:

Parent Company shareholders

7,955,644

6,785,056

Minority interests

2,522

EARNINGS PER SHARE

0.66

0.30

DILUTED EARNINGS PER SHARE

0.66

0.30

Consolidated Statement of Comprehensive Income

	30.06.2024	30.06.2023	
NET PROFIT (LOSS) FOR THE PERIOD	7,953,122	6,785,056	
	Attributable to:		
	Minority interests	2,522	-
	Parent Company shareholders	7,955,644	6,785,056
Profit/(Loss) from foreign currency translation differences	(267,625)	37,164	
Gain/(Loss) on the effective part of hedging instruments (cash flow hedge)	(181,881)	(164,532)	
Total items of other comprehensive income statement that will be subsequently reclassified to profit/(loss) for the year net of taxes	(449,506)	(127,368)	
Defined-benefit plans actuarial gains (losses)	(23,517)	(388,312)	
Total items of other comprehensive income that will not be subsequently reclassified to profit/(loss) for the year net of taxes	(23,517)	(388,312)	
Total profit/(loss) of Other comprehensive income net of taxes	(473,023)	(515,680)	
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	7,480,099	6,269,376	
	Attributable to:		
	Minority interests	2,522	-
	Parent Company shareholders	7,482,621	6,269,376

Company segment information

<i>(€ thousand)</i>	Software Engineering	Smart Solutions	Digital Advisory	Not allocated	TOTAL TXT
REVENUES	93,510	25,647	19,037	-	138,194
Software	139	8,873	545		9,557
Services	93,371	16,774	18,492		128,637
OPERATING COSTS:					
Direct costs	70,291	9,639	12,966		92,896
Research and development costs	1,700	5,012	25		6,737
Commercial costs	6,236	3,687	1,575		11,499
General and administrative costs	5,190	2,728	1,646		9,564
TOTAL OPERATING COSTS	83,418	21,067	16,211	-	120,696
					-
EBITDA	10,092	4,580	2,826	-	17,498
Amortisation of intangible assets	924	934	322		2,180
Depreciation of tangible assets	677	2,215	232		3,124
Write-downs and Restructuring Costs	-	64	-		64
OPERATING PROFIT (EBIT)	8,491	1,367	2,272	-	12,130
Financial income (charges)				(1,346)	(1,346)
EARNINGS BEFORE TAXES (EBT)	8,491	1,367	2,272	(1,346)	10,784
Taxes				(2,831)	(2,831)
NET PROFIT	8,491	1,367	2,272	(4,177)	7,953

Consolidated Statement of Cash Flows

	30 June 2024	31 December 2023
Net profit (loss) for the period	7,953,122	15,512,160
Non-monetary costs for Stock Options	140,702	
Non-monetary interest	-	110,443
Change in fair value of monetary instruments	(526,094)	245,238
Current income taxes	2,831,130	5,511,145
Change in deferred taxes	(433,597)	2,314,309
Depreciation, amortisation and impairment	5,367,424	11,444,557
Other non-monetary expenses	(569,796)	(606,879)
Cash flows from (used in) operating activities (before change in working capital)	14,762,891	34,530,973
(Increase) / Decrease in trade receivables	3,089,936	(1,332,838)
(Increase) / Decrease in contractual assets / inventories	(5,966,855)	(4,968,382)
Increase / (Decrease) in trade payables	296,984	942,083
(Increase) / Decrease in other assets/liabilities	(2,516,857)	(5,665,121)
Increase / (Decrease) in post-employment benefits	806,813	831,049
Changes in operating assets and liabilities	(4,289,979)	(10,193,209)
Paid income taxes	-	(2,144,995)
CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES	10,472,912	22,192,769
	<i>of which with related parties</i>	-
(Increase) / Decrease in tangible assets	(4,947,211)	(2,427,292)
(Increase) / Decrease in intangible assets	(161,183)	(1,735,313)
Capitalisation of development expenses	-	-
Decrease in tangible and intangible assets	244,102	680,430
Cash flow from acquisitions of associates	(3,839,333)	1,082,966
(Increase) / Decrease in trading securities	410,108	29,036,112
(Increase) / Decrease in securities at fair value	(2,300,000)	(5,550,946)
CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES	(10,593,517)	11,085,957
	<i>of which with related parties</i>	-
Loans issued	33,000,000	17,450,262
Loans repaid	(19,821,152)	(29,687,135)
Payment of lease liabilities	(1,235,079)	(4,128,792)
Increase / (Decrease) in financial payables	-	-
Increase / (Decrease) in other financial receivables	-	-
Distribution of dividends	(2,941,172)	(2,147,300)
Interest expense	(1,252,541)	-
Other changes in shareholders' equity	(279,189)	-
Net change in financial liabilities	1,428,365	(1,886,012)
(Purchase)/Sale of treasury shares	1,065,689	(8,372,026)
CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES	9,964,921	(28,771,003)
	<i>of which with related parties</i>	-
		(625,391)
INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	9,844,316	4,507,723
Effect of changes in exchange rates on cash flows	(267,625)	404,295
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	37,926,613	33,014,594
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	47,503,305	37,926,613
Assets acquired that did not generate cash flows (initial recognition IFRS 16)	(3,027,743)	(6,256,318)
Liabilities acquired that did not generate cash flows (initial recognition IFRS 16)	3,027,743	6,256,318

Statement of Changes in Consolidated Shareholders' Equity as at 30 June 2024

	Capitale sociale	Riserva legale	Riserva da sovrapprezzo azioni	Avanzo di fusione	First time application	Stock options	Differenze attuariali TFR	Fair Value Swap	Riserva di traduzione	Utili a nuovo	Utile (perdita) del periodo	Totale patrimonio netto (Gruppo)	Totale patrimonio netto (Terzi)	Totale patrimonio netto
Saldi al 31 dicembre 2023	6.503.125	1.300.625	7.743.733	1.911.444	0	80.743	(1.166.471)	419.630	883.027	80.653.956	15.512.160	113.851.973	17.135	113.869.108
Utile al 31 dicembre 2022										15.512.160	(15.512.160)	0		0
Incremento/acquisto						140.702	0	(181.881)				(41.179)	49.000	7.821
Distribuzione dividendi											(2.941.172)	(2.941.172)		(2.941.172)
Aumento di capitale gratuito												0		0
Vendita azioni proprie			2.500.000									2.500.000		2.500.000
Acquisto azioni proprie			(2.889.510)									(2.889.510)		(2.889.510)
Differenze attuariali TFR							(23.517)					(23.517)		(23.517)
Altri movimenti										(73.791)		(73.791)		(73.791)
Delta cambi								(287.625)				(287.625)		(287.625)
Utile al 30 giugno 2024											7.955.644	7.955.644	(2.522)	7.953.122
Saldi al 30 giugno 2024	6.503.125	1.300.625	7.554.223	1.911.444	0	231.445	(1.189.989)	237.749	615.402	93.151.153	7.955.644	118.270.823	63.613	118.334.436

	Capitale sociale	Riserva legale	Riserva da sovrapprezzo azioni	Avanzo di fusione	First time application	Stock options	Differenze attuariali TFR	Fair Value Swap	Riserva di traduzione	Utili a nuovo	Utile (perdita) del periodo	Totale patrimonio netto (Gruppo)	Totale patrimonio netto (Terzi)	Totale patrimonio netto
Saldi al 31 dicembre 2022	6.503.125	1.300.625	16.115.759	1.911.444	0	67.293	(814.876)	954.415	478.732	70.961.086	11.988.305	109.365.911	17.135	109.383.046
Utile al 31 dicembre 2022										11.988.305	(11.988.305)	0		0
Incremento/acquisto						23.450	0	(534.785)			(48.137)	(559.472)		(559.472)
Distribuzione dividendi											(2.147.300)	(2.147.300)		(2.147.300)
Aumento di capitale gratuito												0		0
Vendita azioni proprie			4.904.618									4.904.618		4.904.618
Acquisto azioni proprie			(13.276.644)									(13.276.644)		(13.276.644)
Differenze attuariali TFR							(351.595)					(351.595)		(351.595)
Altri movimenti												0		0
Delta cambi								404.295				404.295		404.295
Utile al 31 dicembre 2023											15.512.160	15.512.160		15.512.160
Saldi al 31 dicembre 2023	6.503.125	1.300.625	7.743.733	1.911.444	0	80.743	(1.166.471)	419.630	883.027	80.653.956	15.512.160	113.851.973	17.135	113.869.108

1. Group structure

The Parent Company TXT e-solutions S.p.A. 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 30 June 2024 (see also the organisational diagram in the section “Organisational structure”) 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%	10,000
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 Srl (*)	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 S.r.l.	EUR	100%	10,000
PGMD Consulting Srl (***)	EUR	100%	20,000
TLOGOS S.r.l.	EUR	100%	110,000
ENNOVA S.p.A.	EUR	100%	1,098,900
TXT e-Tech Srl	EUR	100%	200,000
TXT Quence S.r.l.	EUR	100%	10,000
TXT Consortium	EUR	100%	20,000
FastCode S.p.A.	EUR	100%	100,000
TXT Arcan Srl	EUR	51%	20,407
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

(*) In November 2023, the equity investment in the company TXT Assioma S.r.l. was sold to the subsidiary Ennova S.p.A..

(**) On 1 July 2023, the merger by incorporation between the two investee companies Mac Solutions SA and TXT e-Solutions Sagl took effect, both wholly-owned by the parent company TXT e-solutions S.p.A. Therefore, as a result of this transaction, the company TXT e-solutions Sagl was

merged into Mac Solutions SA, which also changed its company name to TXT e-Swiss SA.

(***) In July 2023, the reverse merger between the two investee companies Qbridge S.r.l. and PGMD Consulting S.r.l. took effect. Therefore, through this transaction the company Qbridge S.r.l., 100% parent company of PGMD Consulting S.r.l., was merged into PGMD Consulting S.r.l.

(****) In June 2023, a new Canadian company was established, PACE Canada Aerospace & IT Inc., wholly-owned by PACE Gmbh.

(*****) In November 2023, a new Singaporean company was established, PACE Asia Aerospace & IT PTE Ltd, wholly-owned by PACE Gmbh.

The consolidated financial statements of the TXT e-solutions S.p.A. Group (the "Group") is 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	30.06.2024	30.06.2023
British Pound (GBP)	0.8547	0.8764
US Dollar (USD)	1.0813	1.0807
Swiss Franc (CHF)	0.9615	0.9856
Canadian Dollar (CAD)	1.4685	1.4565
Chilean Peso (CLP)	1,016.24	871.11
Brazilian Real (BRL)	5.4922	5.4827

- Balance sheet (exchange rates as at 30 June 2024 and 31 December 2023)

Currency	30.06.2024	31.12.2023
British Pound (GBP)	0.8464	0.8691
US Dollar (USD)	1.0705	1.1050
Swiss Franc (CHF)	0.9634	0.9260
Canadian Dollar (CAD)	1.4670	1.4642
Chilean Peso (CLP)	1,021.54	977.07
Brazilian Real (BRL)	5.8915	5.3618

2. Basis of preparation of the consolidated financial statements

The Group's annual consolidated financial statements are prepared in accordance with the IFRS international accounting standards issued by the International Accounting Standards Board (IASB) and endorsed by the European Union as at the date of drafting of these financial statements, as well as with the measures issued in implementation of Article 9 of Italian Legislative Decree No. 38/2005 and with any other applicable provisions and CONSOB regulations on financial statements. This interim report was prepared, regarding both form and content, in accordance with the provisions contained in IAS 34 "Interim Financial Reporting" and in accordance with International Accounting Standards ("IAS - IFRS") issued by the International Accounting Standards

Board and adopted by the EU, including all the interpretations of the IFRS Interpretations Committee, previously called Standing Interpretations Committee ("SIC").

The half-yearly report as at 30 June 2024 consists of the consolidated financial statements, the reclassified consolidated financial statements whose form and content are consistent with the financial statements for the year 2023. The condensed consolidated half-yearly financial statements do not therefore include all the information required for the annual financial statements and should be read together with the consolidated financial statements for the year ended 31 December 2023. They have been prepared based on accounting records as at 30 June 2024 and on a going concern basis. As for further information relating to the nature of the company's activities, business areas, operations and outlook, reference should be made to the Directors' Report on Operations.

The accounting policies adopted in the preparation of the financial statements, as well as their content and changes in the individual items, are set out below and have not changed from those adopted in the financial statements for the year ended 31 December 2023, thereby ensuring the comparability of the data.

The publication and release of this document were approved by the Board of Directors' Meeting held on 10 September 2024.

3. Accounting standards and interpretations applied from 1 January 2024

During the period, the following amendments to IAS/IFRS were adopted, without effects for the Group:

- **IAS 1 "Presentation of Financial Statements"**: a greater degree of detail was introduced in the classification of liabilities, focusing on covenants. Failure to comply with a covenant leads to the classification of the liability as current, even if the due date is more than 12 months, with the obligation to provide a detailed report on the associated risks.
- **IFRS 16 "Leases"**: an amendment relating to sale-leaseback transactions was introduced, which clarifies that the seller-lessee must determine the lease payments in such a way as not to recognise any gain or loss in relation to the right to use held;
- **IAS 7 "Statement of cash flows"** and **IFRS 7 "Financial instruments: supplementary information"**: the amendments require greater transparency and a clearer separation between purely trade payables and those that include a financial component, providing detailed information in the notes.

4. Financial risk management

With regard to 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 (COVID-19, Military Conflict in Ukraine)

The financial risk management objectives and policies of the TXT e-solutions Group reflect those illustrated in the consolidated financial statements as at 31 December 2023, to which reference should be made.

5. Use of estimates

The preparation of the consolidated half-yearly financial statements and the relevant notes in conformity with IFRS requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities as well as disclosures relating to contingent assets and liabilities at the reporting date. Actual results may differ from these estimates. Estimates and assumptions are reviewed on an ongoing basis and any changes are immediately recognised in the income statement. Here below are the assumptions made about the future and other major sources of estimation uncertainty at the end of the reporting period that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Revenues from contracts with customers

The Group has carried out the following assessments, which have a significant impact on the determination of the amount and timing of revenue recognition from contracts with customers:

Identification of the performance obligation in a joint sale

The Group provides maintenance and assistance services to customers, which are sold either separately or together with licenses for use, as well as professional services. The Group has determined that for the product types offered for which it is reasonable to expect that the customer requires a level of continuous involvement from the Group over a period of time, and which require a certain period of implementation by the customer, the maintenance and assistance service contract cannot be considered separately from the license contract, even if the latter exclusively envisages an up-front fee. The fact that the Group does not regularly grant the right to use its licences separately from the signing of a first maintenance contract, together with the consideration that maintenance services cannot reasonably be provided by other suppliers, are indicators that the customer does not tend to separately benefit from both products independently.

The Group, on the other hand, has established that professional services must be distinguished within the context of the contract and that a price must be independently allocable to them.

Determination of the method for estimating the value of the recognisable variable fee

In estimating any variable fee, the Group must use the expected value method or the most likely quantity method to estimate which method best determines the value of the fee to which it is entitled. Before including any value of the variable fee in the transaction price, the Group shall assess whether a portion of the variable fee is subject to recognisability limits. The Group has determined that, on the basis of its past experience, economic forecasts and current economic conditions, the variable fee is not subject to uncertainties that could limit its recognisability. Furthermore, the uncertainty to which the variable fee is exposed will be subsequently resolved within a short period of time.

Considerations on the significant financing component in a contract

The Group does not usually sell with formal or expected extension of payment terms exceeding one year, for which it believes that there are no significant financing components in the commercial transactions.

Determination of the time frame for project service satisfaction

The Group has determined that the input method is the best method for determining the progress of services provided for projects (for example, the development of technological solutions, consultancy, integration services, training) since there is a direct relationship between the Group's activities (for example, the hours worked and costs incurred) and the transfer of the service to the customer. The Group recognises revenues on a cost-to-cost basis (versus the total costs expected to be incurred to complete the service). Depending on the contractual clauses, orders can be managed on a Time&Material or Fixed Price basis. With the former type, revenues are recognised on the basis of the hours actually spent on the project, calculated and accepted by the customer. The agreement with the customer is essentially based on a number of hours to be invested in the project, which can be revised, including upwards, depending on the actual use of resources. Revenues for Fixed Price orders, for which a price is fixed in advance, except for subsequent adjustments, are instead determined by applying the completion percentage to the amount of the fee for the project. The calculation of the completion percentage, determined using the Cost to Cost method, i.e., the ratio between the costs incurred and the total expected costs, takes into account the hours spent by personnel involved in the project on the reference date and any other direct costs.

Impairment of non-financial assets

An impairment loss occurs when the carrying amount of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use.

Fair value less costs to sell is measured based on data available from binding sale agreements between knowledgeable, willing parties for similar assets or observable market prices, less the costs of disposal. Value in use is calculated using a discounted cash flow model. Cash flow projections are based on the plan for the next five years and include neither restructuring operations for which the Group does not have a present obligation, nor significant future investments that will increase the return on the assets of the cash-generating unit subject to measurement. The recoverable amount significantly depends on the discount rate used in the discounted cash flow model, as well as on the expected future cash inflows and the growth rate used to extrapolate.

Taxes

Deferred tax assets are recognised for all unused tax losses, to the extent that it is probable that taxable profit will be available against which the unused tax losses can be utilised. Management is required to make significant estimates to determine the amount of tax assets that can be recognised based on the level of future taxable profits, when they will arise, and tax planning strategies.

Pension funds

The cost of defined-benefit pension plans and other post-employment medical benefits is determined using actuarial valuations. The actuarial valuation requires assumptions about discount rates, the expected rate of return on plan assets, future salary increases, mortality rates, and future benefit increases. Because of the long-term nature of these plans, the estimates are subject to a significant degree of uncertainty. All assumptions are reviewed annually. In determining the appropriate discount rate, the directors use the interest rate of corporate bonds with average terms corresponding to the estimated term of the defined-benefit obligation. The bonds are subject to further qualitative analysis and those that present a credit spread deemed excessive are removed from the population of bonds on which the discount rate is based, as they do not represent high-quality bonds. The mortality rate is based on mortality tables available for each country. Future salary and benefit increases are based on the expected inflation rates for each country.

Fair value measurement of contingent considerations for business combinations

Contingent considerations associated with business combinations are measured at the acquisition-date fair value within the scope of the business combination. Whenever the contingent consideration is a financial liability, its value is subsequently re-measured as at each reporting date.

Fair value is measured using discounted cash flows. Key assumptions take account of the probability of achieving each performance objective and the discount rate.

6. Balance sheet

6.1. Goodwill

A breakdown of the item as at 30 June 2024 and the comparison with 31 December 2023 is shown below:

Goodwill	Amount as at 30 June 2024	Amount as at 31 December 2023
Acquisition of PACE GmbH	5,369,231	5,369,231
Acquisition of Risk Solutions	116,389	116,389
Acquisition of Assioma	4,748,019	6,855,129
Acquisition of TXT e-Swiss	1,891,867	1,891,867
Acquisition of Working Capital	2,724,056	2,724,056
Acquisition of HSPI	5,891,096	5,891,096
Acquisition of TXT NOVIGO	10,612,396	10,612,396
Acquisition of QUENCE	3,244,497	1,137,387
Acquisition of LBA	2,848,205	2,848,205
Acquisition of Assioma	2,749,313	2,749,313
Acquisition of PGMD	2,094,727	2,094,727
Acquisition of SPS	1,755,292	1,755,292
Acquisition of TLG	2,802,374	2,802,374
Acquisition of ENNOVA	6,381,512	6,381,217
Acquisition of DM	1,502,737	1,502,737
Goodwill PACE Canada	3,315,657	2,745,292
Acquisition of FastCode	6,041,345	6,041,345
Acquisition of TXT Arcan	1,472,145	1,472,145
FastCode Goodwill	8,600	8,895
Acquisition of the IMille Group	7,401,839	-
TOTAL GOODWILL	72,971,297	64,999,093

Goodwill arises from the acquisition of PACE GmbH ("PACE") in 2016, the two acquisitions in 2018 of Cheleo Srl and TXT Risk Solutions Srl, the acquisition of the Assioma Group in 2019, of TXT Working Capital Solutions Srl, Mac Solutions SA and HSPI S.p.A. in 2020 and of TeraTron GmbH, LBA Consulting, Novigo Consulting, Quence in 2021, of DM Management & Consulting, Ennova, Soluzioni Prodotti Sistemi, PGMD and Tlogos in 2022, of FastCode, Arcan and PACE Canada in 2023 and the Imille Group in the first half of 2024 and was determined, in its various components, as follows:

- PACE's goodwill of € 5,369 thousand derives from the acquisition price of € 9,097 thousand, net of the fair value of shareholders' equity on the acquisition date of € 1,352 thousand, the valuation of "Customer Relationship" intangible assets with a finite useful life of € 1,112 thousand, "Intellectual property of software" of € 1,350 thousand and deferred tax assets and liabilities of € 86 thousand. The purchase price was determined by including the fixed price agreed in the contract and earn-outs linked to changes in variables such as revenues and EBITDA and by applying the corresponding multiples, and the other variable figures linked to PACE's greater available liquidity on the acquisition date, against the threshold indicated in the agreement. Furthermore, for the purpose of drafting the Consolidated Financial Statements, the directors

had decided to classify the signing of the put/call option contract with PACE's minority shareholders as the acquisition of a present ownership interest in the residual 21% of PACE capital and consequently to designate the liabilities for exercising this option at fair value on the initial recognition date (obtained by means of maturity estimate based on forecast data and the updating of this estimate to take account of the time factor). This liability was extinguished in the 2020 financial year.

- In 2020, TXT Risk Solutions S.r.l. goodwill was impaired by € 1,296 thousand, which brought it to a value of € 116 thousand. The original goodwill of € 1,413 thousand derived from the acquisition price of € 1,599 thousand - net of the fair value of shareholders' equity on the acquisition date of negative € 21 thousand, the valuation of intangible assets with a finite useful life "Intellectual Property" of € 287 thousand and the deferred tax assets of € 80 thousand.
- TXT Assioma Srl's goodwill of € 6,855 thousand as at 31 December 2023 derives from the acquisition price of € 10,882 thousand, net of the fair value of shareholders' equity on the acquisition date of € 3,439 thousand, the valuation of "Customer Relationship" intangible assets with a finite useful life of € 822 thousand and deferred tax of € 229 thousand. On 1 January 2024, for the transfer of the TEST business unit to the TXT Quence group company, the amount of goodwill was restated at € 4,478 thousand.
- TXT Working Capital Solutions S.r.l.'s goodwill of € 2,724 thousand derives from the acquisition price (not considering the increase in share capital with premium) of € 2,682 thousand, net of the fair value of shareholders' equity on the acquisition date of a negative € 42 thousand. It should be noted that, with the measurement period having elapsed, the preliminary allocation of the values was confirmed definitively by the directors.
- TXT e-swiss SA's goodwill of € 1,892 thousand derives from the acquisition price of € 6,382 thousand, net of the fair value of shareholders' equity on the acquisition date of € 2,015 thousand, the valuation of "Customer Relationship" intangible assets with a finite useful life of € 3,432 thousand and deferred tax of € 958 thousand.
- HSPI S.p.A.'s goodwill of € 5,891 thousand derives from the acquisition price of € 12,064 thousand, net of the fair value of shareholders' equity on the acquisition date of € 4,592 thousand, and the valuation of "Customer Relationship" tangible assets with a finite useful life of € 2,193 thousand and deferred tax of € 612 thousand.
- TeraTron's goodwill of € 2,749 thousand derives from the acquisition price of € 10,214 thousand, net of the fair value of shareholders' equity on the acquisition date of € 5,468 thousand, and the valuation of "Customer Relationship" intangible assets with a finite useful life of € 2,769 thousand and deferred tax of € 773 thousand.
- LBA Consulting's goodwill of € 2,848 thousand derives from the acquisition price of € 4,622 thousand, net of the fair value of shareholders' equity on the acquisition date of € 837 thousand, the valuation of "Customer Relationship" intangible assets with a finite useful life of € 1,367 thousand, deferred tax of € 381 thousand and a provision for risks of € 49 thousand.
- The goodwill of TXT Novigo of € 11,210 thousand is broken down as follows:
 - € 5,919 thousand deriving from the acquisition price of Novigo Consulting S.r.l. (now TXT Novigo) of € 9,208 thousand, net of the fair value of shareholders' equity

on the acquisition date of € 1,070 thousand, and the valuation of "Customer Relationship" intangible assets with a finite useful life of € 3,076 thousand and deferred tax of € 858 thousand;

- € 5,292 thousand derives from the acquisition price of Cheleo S.r.l., company merged in TXT Novigo effective from 1 January 2023, of € 10,951 thousand, net of the fair value of shareholders' equity on the acquisition date of € 2,613 thousand, the valuation of "Customer Relationship" intangible assets with a finite useful life of € 3,239 thousand and deferred tax of € 904 thousand. During the previous year, this goodwill, previously calculated for an amount of € 6,002 thousand, was reduced by € 711 thousand following the Impairment Test result.

- TXT Quence Srl's goodwill of € 1,137 thousand as at 31 December 2024 derives from the acquisition price of € 2,963 thousand, net of the fair value of shareholders' equity on the acquisition date of € 1,272 thousand, and the valuation of "Customer Relationship" intangible assets with a finite useful life of € 766 thousand and deferred tax of € 214 thousand. On 1 January 2024, for the contribution of the TEST business unit from the TXT Assioma group company, the amount of goodwill was restated at € 3,244 thousand.

- DM Consulting's goodwill of € 1,502 thousand derives from the acquisition price of € 2,331 thousand, net of the fair value of shareholders' equity on the acquisition date of € 153 thousand, the valuation of "Intellectual Property" intangible assets with a finite useful life of € 745 thousand and deferred tax of € 208 thousand and the valuation of "Customer Relationship" intangible assets with a finite useful life of € 191 thousand and deferred tax of € 53 thousand.

- Ennova's total goodwill of € 6,381 thousand mainly derives from the acquisition price of € 9,609 thousand, net of the fair value of shareholders' equity on the acquisition date, and the valuation of "Intellectual Property" intangible assets with a finite useful life of € 1,157 thousand, net of related deferred tax of € 323 thousand, and "Customer Relationship" of € 3,881 thousand, net of related deferred tax of € 1,083 thousand.

- SPS's goodwill of € 1,755 thousand derives from the acquisition price of € 7,674 thousand, net of the fair value of shareholders' equity on the acquisition date of € 3,748 thousand, and the valuation of "Customer Relationship" intangible assets with a finite useful life of € 1,811 thousand and deferred tax of € 505 thousand.

- PGMD's goodwill of € 2,094 thousand derives from the acquisition price of € 3,959 thousand, net of the fair value of shareholders' equity on the acquisition date of € 1,067 thousand, and the valuation of "Customer Relationship" intangible assets with a finite useful life of € 1,148 thousand and deferred tax of € 320 thousand.

- TLOGOS's goodwill of € 2,802 thousand derives from the acquisition price of € 5,000 thousand, net of the fair value of shareholders' equity on the acquisition date of € 1,253 thousand, and the valuation of "Customer Relationship" intangible assets with a finite useful life of € 1,417 thousand and deferred tax of € 395 thousand.

- The goodwill of PACE Canada of € 2,745 thousand derives from the acquisition price of CAD 4,966 thousand, net of the fair value of the reported shareholders' equity of CAD 116 thousand and the valuation of intangible assets. The acquisition price was determined by including the fixed price agreed in the contract and the Earn-Outs linked to the performance in revenues and the application of the relative multiples.

- FastCode's goodwill of € 6,050 thousand derives from the acquisition price of € 8,000 thousand, net of the fair value of shareholders' equity on the acquisition date of € 1,959 thousand.
- Arcan's goodwill of € 1,472 thousand derives from the acquisition price of € 1,690 thousand, net of the fair value of shareholders' equity on the acquisition date of € 197 thousand.
- The Imille Group's goodwill of € 7,402 thousand derives from the acquisition price of € 7,929 thousand, net of the fair value of shareholders' equity on the acquisition date of € 527 thousand.

The Group tests goodwill for impairment annually (as at 31 December) and when there is any indication that it may be impaired. The impairment test for goodwill and intangible assets with an indefinite useful life is based on the value-in-use calculation. The variables used to determine the recoverable amount of the various cash-generating units (CGUs) were illustrated in the consolidated financial statements as at 31 December 2023, to which reference should be made for the relative details.

In reviewing its impairment indicators, the Group takes into consideration, among other factors, the ratio between its market capitalisation and its reporting shareholders' equity. As at 30 June 2024, the Group's market capitalisation was not lower than the reported shareholders' equity.

Taking into account the economic trend observed and the foreseeable evolution of operations, described in the "Directors' Report on Operations for H1 2024" accompanying these financial statements, no impairment test was conducted as at 30 June 2024, since there was no indicator of impairment such as to highlight significant risks with regard to the possible existence of impairment for the reported goodwill.

6.2. Intangible assets with a finite useful life

Net of amortisation, intangible assets with a finite useful life amounted to € 18,811,828 as at 30 June 2024. The changes during the half are reported below:

Intangible assets	Software licences	Research and development	Intellectual Property	Customer Relationship	Other fixed assets	TOTAL
Balances as at 31 December 2023	1,308,852	437,787	1,590,080	16,624,298	939,746	20,900,762
Acquisitions	161,183					161,183
Disposals		(26,753)		(45,502)		(72,255)
Amortisation and depreciation	(193,354)	(91,081)	(119,895)	(1,737,713)	(37,244)	(2,179,287)
Other Changes					1,424	1,424
Balances at 30 June 2024	1,276,681	319,954	1,470,185	14,841,083	903,926	18,811,828

The breakdown of the item is as follows:

- Software licences: refer to software use licences acquired by the Group for the enhancement of software programs and for the development of advanced technologies for business purposes.
- Development costs: refer to the design and feasibility studies of the Bari (i-MOLE) project and to the Ennova Group and SPS S.r.l.
- Intangibles under constructions: this item refers to the capitalisation of the costs of personnel employed in the development phases of the i-MOLE project.

The Research & Development project, entitled "i-MOLE: Innovative - Mobile Logistic Ecosystem", provides for the supply of innovative systems and specific support services for the logistics sector. Intellectual Property and Customer Relationship: these intangible assets were acquired as part of extraordinary company takeovers.

- The value of these assets relating to Pace was allocated in 2016 by the directors with the help of an independent expert. Intellectual Property represents the intellectual property of the software developed by PACE GmbH and owned by it; the Customer Relationship of PACE was also valued in the allocation of the higher price paid. As at 30 June 2024, the value of the intellectual property was fully amortised. The value at 30 June 2024 of the Customer Relationship was fully amortised.
- The value of Cheleo's (now TXT Novigo) Customer Relationship was allocated in 2018 with the help of an independent expert. The Customer Relationship was valued as part of the allocation of the higher price paid. The residual value as at 30 June 2024 was € 501,273 net of amortisation for 2024 of € 231,357.
- The value of TXT Risk Solutions Srl's Intellectual Property was allocated in 2018. Intellectual property was valued as part of the allocation of the higher price paid. The residual value of the intellectual property as at 30 June 2024 was fully amortised.
- The value of TXT Assioma Srl's Customer Relationship was allocated in 2019 with the help of an independent expert. The Customer Relationship was valued as part of the allocation of the higher price paid. The Customer Relationship as at 30 June 2024 was fully amortised.
- The value of TXT e-swissSA's Customer Relationship was allocated in 2020 with the help of an independent expert and the useful life for amortisation purposes was estimated at nine years. The Customer Relationship was valued as part of the allocation of the higher price paid. The residual value as at 30 June 2024 was € 1,906,732 net of amortisation 2024 of € 190,673.
- The value of HSPI S.p.A.'s Customer Relationship was allocated in 2021 with the help of an independent expert and the useful life of the amortisation has been estimated at 8 years. Customer Relationship was valued as part of the allocation of the higher price paid. The residual value as at 30 June 2024 was € 1,188,116 net of amortisation 2024 of € 137,090.

- The value of TeraTron's Customer Relationship was allocated in 2021 with the help of an independent expert and the useful life for amortisation purposes was estimated at 8 years. The Customer Relationship was valued as part of the allocation of the higher price paid. The residual value as at 30 June 2024 is € 1,422,958 net of amortisation for 2024 of € 230,750.
- The value of LBA Consulting S.r.l.'s Customer Relationship was allocated in the current financial year with the help of an independent expert and the useful life of the amortisation has been estimated at 6 years. The Customer Relationship was valued as part of the allocation of the higher price paid. The residual value as at 30 June 2024 was € 778,591 net of amortisation 2024 of € 113,940.
- The value of TXT Novigo Srl's Customer Relationship was allocated in the current financial year with the help of an independent expert and the useful life for amortisation purposes was estimated at 9 years. The Customer Relationship was valued as part of the allocation of the higher price paid. The residual value as at 30 June 2024 is € 2,193,222 net of amortisation for 2024 of € 170,900.
- The value of TXT Quence Srl's Customer Relationship was allocated in the current financial year with the help of an independent expert and the useful life of the amortisation purposes has been estimated at 6 years. The Customer Relationship was valued as part of the allocation of the higher price paid. The residual value as at 30 June 2024 is € 447,205 net of amortisation for 2024 of € 63,861.
- The value of DM Management & Consulting's Intellectual Property and Customer Relationship was allocated in 2023 with the help of an independent expert and the useful life for amortisation purposes was estimated at 10 years. Intellectual Property and Customer Relationship were valued as part of the allocation of the higher price paid. The Intellectual Property's residual value as at 30 June 2024 was € 602,785 (net of 2024 amortisation for € 37,286). The Customer Relationship's residual value as at 30 June 2024 was equal to € 154,431 (net of 2024 amortisation for € 9,552).
- The value of Ennova's Intellectual Property and Customer Relationship was allocated in 2023 with the help of an independent expert and the useful life for amortisation purposes was estimated at 7 years. Intellectual Property and Customer Relationship were valued as part of the allocation of the higher price paid. The Intellectual Property's residual value as at 30 June 2024 was € 867,397 (net of 2024 amortisation for € 82,609). The Customer Relationship's residual value as at 30 June 2024 was equal to € 2,910,419 (net of 2024 amortisation for € 277,183).
- The value of SPS's Customer Relationship was allocated in 2023 with the help of an independent expert and the useful life for amortisation purposes was estimated at 7 years. The Customer Relationship was valued as part of the allocation of the higher price paid. The residual value as at 30 June 2024 was € 1,358,198 (net of 2024 amortisation of € 129,352).
- The value of PGMD Consulting's Customer Relationship was allocated in 2023 with the help of an independent expert and the useful life for amortisation purposes was estimated at 7 years. The Customer Relationship was valued as part of the allocation of

the higher price paid. The residual value as at 30 June 2024 was € 880,673 (net of 2024 amortisation equal to € 81,986).

- The value of ILogos' Customer Relationship was allocated in 2023 with the help of an independent expert and the useful life for amortisation purposes was estimated at 7 years. The Customer Relationship was valued as part of the allocation of the higher price paid. The residual value as at 30 June 2024 was € 1,099,262 (net of 2024 amortisation of € 101,248).

6.3. Tangible assets

Net of depreciation, tangible assets amounted to € 22,078,421 as at 30 June 2024. The changes during the half are reported below:

Tangible assets	Buildings (lease)	Vehicles (lease)	Electronic machinery (lease)	Buildings	Electronic machinery	Furniture and fixtures	Other tangible assets	Work in progress	TOTAL
Balances as at 31 December 2023	7,851,644	3,132,564	112,012	3,929,652	2,393,324	1,079,784	1,931,209	-	20,430,190
Acquisitions/Increases	1,485,549	1,451,132	91,062		792,134	113,372	647,640	366,321	4,947,211
Disposals		(137,649)			(34,198)				(171,847)
Amortisation and depreciation	(1,417,986)	(752,180)	(18,381)	(66,165)	(478,455)	(100,661)	(291,310)		(3,125,139)
Other changes				(1,993)					(1,993)
Balances at 30 June 2024	7,919,208	3,693,867	184,693	3,861,494	2,672,804	1,092,495	2,287,539	366,321	22,078,422

The increases in the "Leased buildings" category refer for € 0.3 million to the acquisition of the Imille group and for € 0.7 million deriving from the Ennova group.

Investments in the "Electronic machinery" category mainly refer to the purchase of computer systems and hardware to bolster productive capacity.

The increases in the "Vehicles (lease)" category relate to Group's vehicle fleet.

6.4. Investments in associates

This item includes the value of the equity investments of the associated companies ReVersal S.p.A, Prosim TS, TXT Healthprobe, LAS LAB and Simplex.

6.5. Other non-recurring financial receivables

"Other non-current financial receivables" amounted to € 18,798,552 as at 30 June 2024, to be compared with € 18,970,447 as at 31 December 2023.

This item mainly includes the financial investment in the capital of Banca del Fucino made in the first quarter of 2021 for € 17,778,377. This item also includes the Fair Value of the MTM Interest Rate Swap of € 0.5 million.

6.6. Deferred tax assets/liabilities

The breakdown of deferred tax assets and liabilities as at 30 June 2024, compared to the figures as at the end of 2023, is shown below:

	Balances at 30 June 2024	Balances as at 31 December 2023	Change
Deferred tax assets	566,815	604,286	(37,471)
Deferred tax provision	(4,763,582)	(5,234,650)	471,068
Total	(4,196,767)	(4,630,364)	433,597

Deferred tax assets mainly refer to the Revenue Recognition according to IFRS 15 of the licences of Boeing and American Airlines with respect to the criteria adopted for tax purposes in the relevant foreign jurisdiction.

The deferred tax provision mainly refers to the recognition of deferred taxes on assets acquired in the following acquisitions: Pace GmbH (Customer List and Intellectual Property) in 2016, Cheleo (Customer List) and TXT Risk Solutions (Intellectual Property) in 2018, the Assioma.Net Group in 2019, HSPI and Mac Solutions S.A. (Customer List) in 2020, TeraTron, TXT Quence, LBA and TXT Novigo in 2021, and DM, Ennova, PGMD, Soluzioni Prodotti e Sistemi, and TLogos in 2022.

The total net changes of € 433,597 is the result of different movements: a) provision for deferred tax assets on revenues deriving from the application of the new international accounting standard IFRS 15; b) deferred taxation on the assets acquired during the year.

6.7. Contract assets

Contract Assets as at 30 June 2024 amounted to € 24,699,765 and show an increase of € 5,966,855, compared to 31 December 2023.

Contract work in progress are recognised on the basis of the percentage of completion method (over time method), adopting the incurred cost method for each contract.

6.8. Trade receivables

Trade receivables as at 30 June 2024, net of the provision for bad debts, amounted to € 71,193,489, a decrease of € 3,152,935 compared to 31 December 2023.

The average DSO for the first half of 2024 is improved compared to the end of the previous year due to effective credit recovery actions.

The item is detailed in the table below:

Trade receivables	30 June 2024	31 December 2023	Change
Gross value	72,217,804	75,185,686	(2,967,881)
Provision for bad debts	(1,024,316)	(839,262)	(185,053)
Net value	71,193,489	74,346,424	(3,152,935)

The provision for bad debts changed as follows over the period:

Provision for bad debts	30.06.2024
Opening balance	(839,262)
Release	-
Allocation	(62,998)
Acquisition	(122,055)
Closing balance	(1,024,316)

The breakdown of trade receivables between falling due and past due as at 30 June 2024, compared to 31 December 2023, is shown below:

Aging 30.06.2024	Total	Coming due	Past due	
			0-90 days	More than 90 days
30/06/2024	72,217,804	59,751,456	7,754,068	4,712,281
31/12/2023	73,960,147	60,921,540	8,894,360	4,144,247

Considering the breakdown of the receivables portfolio and, in particular, the concentration of receivables on large customers, Management believes that the provision for bad debts as at 30 June 2024 is adequate.

6.9. Sundry receivables and other current assets

The “Sundry receivables and other current assets” item, which includes receivables for funded research, tax and other receivables, as well as accrued income and prepaid expenses, showed a balance of € 16,162,145 as at 30 June 2024, against a balance of € 14,875,548 as at 31 December 2023. The breakdown is shown below:

Sundry receivables and other current assets	30 June 2024	31 December 2023	Change
Receivables for research grants	1,960,954	2,484,579	- 523,625
Tax receivables	5,510,183	5,662,994	- 152,811
Other receivables	3,867,849	3,385,339	482,511
Other current assets	4,823,159	3,342,636	1,480,522
Total	16,162,145	14,875,548	1,286,597

The “Receivables for research grants” item includes receivables for research financed by various institutes relating to contributions to expenditure to support research and development activities, subject to specific grant competitions; such grants will be disbursed upon completion of the development stages for the projects concerned.

The "Tax receivables" item refers to advances relating to direct taxes.

Other current assets, amounting to € 3,867,849, consist of accrued income and prepaid expenses (adjustments of costs paid in advance not pertaining to the period) and other contractual assets.

6.10. Other short-term financial receivables

As at 30 June 2024, the item includes financial receivables from associated companies.

6.11. Financial instruments at fair value

As at 30 June 2024, this item included Financial instruments at fair value of € 27,427,869.

They consist of investments in multi-segment life insurance contracts with partially guaranteed capital, bond loans and treasury asset management.

The figure reported by the issuer was adopted as confirmation of the fair value, where possible (level 1 instruments) comparing this with the market values.

6.12. Cash and cash equivalents

The Group's cash and cash equivalents amounted to € 47,503,305 (€ 37,926,613 as at 31 December 2023). Please refer to the statement of cash flows for details about cash flow generation and changes.

The main impacts, aside from the operating flow in the year, concern:

- New loans stipulated during the half year (note 6.13)
- transactions in treasury shares (note 6.12) and investments in insurance funds

Cash and cash equivalents refer to ordinary current accounts held with Italian banks, amounting to € 38,078,429, as well as with foreign banks for € 9,350,907.

Cash and cash equivalents are not subject to any constraints, and there are no monetary or other types of restrictions on their transferability in Italy.

6.13. Shareholders' equity

Shareholders' equity amounted to € 120,333,529.

The company's share capital as at 30 June 2024 consisted of 13,006,250 ordinary shares with a par value of € 0.5, totalling € 6,503,125.

The reserves and retained earnings include the legal reserve (€ 1,300,625), share premium reserve (€ 7,554,223), merger surplus reserve (€ 1,911,444), the "reserves for actuarial differences on post-employment benefits" (negative € 1,189,988), cash flow hedge reserve (positive € 237,749 net of tax effect), "translation reserve" (€ 615,402), stock option reserve (€ 231,445) and retained earnings reserve (€ 93,326,131).

Description	Free	Required	Established by	TOTAL
		Law	Shareholders' Meeting	
Share premium reserve	7,554,223	-	-	7,554,223
Legal reserve	-	1,300,625	-	1,300,625
Merger surplus	-	-	1,911,444	1,911,444
Reserve for actuarial differences on post-employment benefits	-	-	(1,189,988)	(1,189,988)
IRS Fair Value	237,749	-	-	237,749
Reserve for retained earnings	-	0	93,154,766	93,154,766
Stock option reserve	-	-	234,137	234,137
Translation reserve	-	-	615,402	615,402
Total	7,791,972	1,300,625	94,725,761	103,818,358

Incentive plans

The Shareholders' Meeting held on 20 April 2023 approved a stock option plan for the Group's executive directors and senior managers, involving up to 600,000 shares subject to the achievement of specific performance objectives, such as performance of revenues, profit or specific individual performance objectives.

On 14 December 2023, the Board of Directors, upon favourable opinion by the Remuneration Committee, assigned 180,000 options for the purchase of an equal number of shares of the company to seven individuals, comprising executive directors, managers with strategic responsibilities and other directors and managers of the Group, for the period 2023-2025, at the exercise price of € 16.55.

S.G. PLAN							
Options	2019	2020	2021	2022	2023	2024	
(i) Outstanding at the start of the year/period	-	135,000	108,000	54,000	18,000	180,000	
(ii) granted during the year/period	135,000	-	-	-	180,000	-	
(iii) forfeited during the year/period	-	(27,000)	(54,000)	-	-	-	

(iv) exercised during the year/period	-	-	-	(36,000)	(18,000)	-
(v) expired during the year/period						
(vi) outstanding at the end of the year/period	135,000	108,000	54,000	18,000	180,000	180,000
(vii) exercisable at the end of year/period	-	-	54,000	18,000	180,000	180,000

Treasury shares

In the first six months of 2024, the TXT e-solutions share price recorded an official high of € 25.05 on 14 June 2024 and a low of € 18.94 on 4 January 2024. As at 30 June 2024, the share price was € 24.25.

The average daily trading volume on the stock exchange in the first six months of 2024 was 20,469 shares, down from the 2023 daily average of 25,448.

Treasury shares as at 30 June 2024 totalled 1,271,406 (1,300,639 as at 31 December 2023), representing 9.7754% of the issued shares at an average carrying amount of € 7.30 per share. In the first six months of 2024, 125,063 shares were purchased at an average price of € 21.89.

On 29 March 2024, the following treasury shares were transferred:

- 154,296 at the agreed price of € 16.20 per share, in order to fulfil the payment commitments undertaken by TXT under the purchase agreement signed on 4 December 2023 for the acquisition of 100% of the company FastCode S.p.A..

In order to provide regular updates on the Company, an email-based communication channel is operational (txtinvestor@txtgroup.com). Everyone can sign up for this service in order to receive, in addition to press releases, specific communications to Investors and Shareholders.

6.14. Non-current financial liabilities

The item "Non-current financial liabilities" amounted to € 73,932,191 (€ 57,563,008 as at 31 December 2023).

Non-current financial liabilities	30 June 2024	31 December 2023	Change
Payable for Earn-Out	4,292,012	2,337,821	1,954,191
WKS put-call payable	744,548	744,548	0
TXT RISK put-call payable	199,078	199,078	0
TXT Arcan put-call payable	1,470,000	1,470,000	0
Bank loans	60,273,416	46,388,740	13,884,676
Non-current payables to suppliers for leases	6,953,137	6,422,821	530,317
Total non-current financial liabilities	73,932,191	57,563,008	16,369,183

This item includes: a) the valuation of the payable for the Put-Call option for € 744,548 for the acquisition of TXT Working Capital Solutions S.r.l., as an estimate of the additional outlay for exercising the put-call option in the period 2021-2025 for the purchase of the remaining 40% of the interest in the company; b) the non-current portion of bank loans entered into in the previous years in the amount of € 60,273,416, c) the non-current portion of the financial debt in the amount of € 6,953,137 under IFRS 16 d) the valuation of the Put/Call related to the acquisition of TXT Risk Solutions Srl as an estimate of the disbursements for the purchase of the residual non-controlling interest for € 199,078, g) the debt in the amount of € 4,292,012 for the Earn-Out to be paid to the shareholders of TXT Novigo, PACE Canada and Imille upon the verification of the contractual conditions, f) the share of the PUT/CALL option relating to the Arcan acquisition as an estimate of the disbursements for the purchase of the residual non-controlling interest.

Note that to calculate the present value of the liabilities related to the lease agreements within the scope of IFRS 16, in the absence of a readily available implicit rate, the present value of the liabilities was determined using the Group's marginal lending rate, taking into account the duration, amount funded and underlying asset for each type of contract. The Group has established that the differences between the rates to be applied for the different contract categories do not lead to significant differences in impact.

The loans referred to in point c) consist of:

- A loan for € 10,000,000 at a 3-month EURIBOR floating rate (360) + 0.65% spread granted to the parent company on 28.07.2021 by UNICREDIT S.P.A. A derivative product was taken out on the same loan to protect the floating rate, setting it at 0.65% per annum. As at 30 June, the residual portion amounted to € 5,005,962, the non-current portion amounted to € 2,782,564.
- A loan for € 5,000,000 at a 3-month EURIBOR floating rate (360) + 0.80% spread granted to the parent company on 03.08.2021 by BANCA NAZIONALE DEL LAVORO S.P.A. A derivative product was taken out on the same loan to protect the floating rate, setting it at 0.49% per annum. As at 30 June, the residual portion amounted to € 454,545, the non-current portion amounted to € 0.
- A loan for € 10,000,000 at a 3-month EURIBOR floating rate (360) + 0.85% spread granted to the parent company on 19.11.2021 by UNICREDIT S.P.A. A derivative product was taken out on the same loan to protect the floating rate, setting it at 0.85% per annum. As at 30 June, the residual portion amounted to € 5,555,556, the non-current portion amounted to € 3,333,333.
- A loan for € 10,000,000 at a fixed rate of 0.61% granted to the parent company on 28.12.2021 by BANCA POPOLARE DI MILANO S.P.A. As at 30 June, the residual portion amounted to € 4,285,714, the non-current portion was € 1,428,571.
- A loan for € 5,000,000 at a fixed rate of 1.73% disbursed to the parent company on 12.05.2022 by BANCA POPOLARE DI MILANO S.P.A. As at 30 June, the residual portion amounted to € 1,951,220, the non-current portion amounted to € 487,805.

- A loan for € 10,000,000 at a fixed rate of 1.8% granted to the parent company on 18.05.2022 by BPER BANCA S.P.A. As at 30 June, the residual portion amounted to € 5,089,788, the non-current portion was € 2,567,746.
- A loan for € 2,000,000 at a 6-month EURIBOR floating rate + spread 0.990% granted to the parent company on 16.06.2022 by Credito Emiliano S.p.A.. As at 30 June the residual portion amounted to € 733,401, the non-current portion amounted to € 0.
- A loan for € 15,000,000 at a 3-month EURIBOR floating rate (360) + 1.60% spread granted to the parent company on 29.06.2022 by Credit Agricole Italia S.p.A.. As at 30 June, the residual portion amounted to € 9,211,298, the non-current portion amounted to € 6,211,733.
- A loan for € 10,000,000 at a 3-month EURIBOR floating rate (360) + 1.45% spread granted to the parent company on 09.11.2022 by UNICREDIT. As at 30 June, the residual portion amounted to € 7,777,778, the non-current portion amounted to € 5,555,556.
- Loan for € 3,000,000 granted to the parent company on 28.02.2023 by CREDEM. As at 30 June, the residual portion amounted to € 1,855,300, the non-current portion amounted to € 756,184.
- Loan for € 7,500,000 granted to the parent company on 23.05.2023 by BPER. As at 30 June, the residual portion amounted to € 5,735,402, the non-current portion was € 3,901,037.
- A loan for € 6,000,000 granted to the parent company on 29.09.2023 by Credit Agricole. As at 30 June, the residual portion amounted to € 4,965,517, the non-current portion amounted to € 3,724,138.
- Loan for € 5,000,000 granted to the parent company on 12.02.2024 by BPER. As at 30 June, the residual portion amounted to € 4,605,866, the non-current portion amounted to € 2,989,318.
- Loan for € 3,000,000 granted to the parent company on 25.03.2024 by Credito Emiliano. As at 30 June, the residual portion amounted to € 3,000,000, the non-current portion amounted to € 2,137,649.
- Loan for € 15,000,000 granted to the parent company on 20.05.2024 by Unicredit. As at 30 June, the residual portion amounted to € 15,000,000, the non-current portion amounted to € 13,333,333.
- Loan for € 2,000,000 granted to the parent company on 18.06.2024 by Banca Nazionale del Lavoro. As at 30 June, the residual portion amounted to € 2,000,000, the non-current portion amounted to € 1,684,211.
- A loan for € 1,700,000 at a 3-month EURIBOR floating rate (360) + 1% spread, granted to Assioma.Net S.r.l. on 01.10.2018 by BANCA NAZIONALE DEL LAVORO S.P.A.. A derivative product was taken out on the same loan to protect the floating rate, setting it at 0.68% for a quarter. As at 30 June, the residual portion amounted to € 495,833, the non-current portion amounted to € 212,500.
- A loan for € 1,800,000 at fixed interest rate granted to TeraTron GmbH by SPARKASSE BANK. As at 30 June, the residual portion amounted to € 1,244,109, the non-current portion amounted to € 1,138,225.

- A loan for € 510,000 at fixed rate granted to Novigo Consulting. As at 30 June, the residual portion amounted to € 173,864, the non-current portion was € 122,441.
- A loan for € 450,000 at a fixed rate of 1.570% disbursed to PGMD Consulting S.r.l. As at 30 June, the residual portion amounted to € 145,042, the non-current portion amounted to € 0.
- Loan granted to the subsidiary DM Consulting. As at 30 June, the residual portion amounted to € 80,059 the non-current portion amounted to € 37,272.
- A loan for € 50,000 at a fixed rate granted to BUTTERFLY S.r.l. As at 30 June, the residual portion amounted to € 3,303, the non-current portion was € 0.
- SPS has taken out mortgages for a total of € 2,544,000. As at 30 June, the residual portion amounted to € 1,091,253, the non-current portion amounted to € 935,864.
- Ennova S.p.A. has taken out loans for a total of € 10,223,000 with various credit institutions. The residual portion amounts to € 2,940,130, the non-current portion is equal to € 1,545,584.
- Loan for € 510,000 granted by Unicredit to Imille Srl. As at 30 June, the residual portion amounted to € 355,004, the non-current portion amounted to € 240,855.

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

- *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;
- *negative pledge* commitments under which the company cannot create real rights of guarantee or other restrictions on company assets;
- "*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;
- limitations to the extraordinary transactions that the company can carry out, if exceeding certain thresholds;
- some obligations toward the issuers, which may make the distribution of reserves or capital, inter alia, subject to prior notification to and consent by the lending party; certain extraordinary transactions; certain transactions for the transfer or assignment of its assets.

Details are presented below:

UNICREDIT S.P.A. loan (TXT)	30.06.2024	31.12.2023	Change
Maturity 1-5 years	2,782,564	3,894,557	(1,111,994)
Maturity more than 5 years			-
Total	2,782,564	3,894,557	(1,111,994)

UNICREDIT S.P.A. loan (TXT)	30.06.2024	31.12.2023	Change
Maturity 1-5 years	3,333,333	4,444,444	(1,111,111)
Maturity more than 5 years	-	-	-
Total	3,333,333	4,444,444	(1,111,111)

BANCA POPOLARE DI MILANO loan (TXT)	30.06.2024	31.12.2023	Change
Maturity 1-5 years	1,428,571	2,857,143	(1,428,571)
Maturity more than 5 years	-	-	-
Total	1,428,571	2,857,143	(1,428,571)

BANCA POPOLARE DI MILANO loan (TXT)	30.06.2024	31.12.2023	Change
Maturity 1-5 years	487,805	1,219,512	(731,707)
Maturity more than 5 years	-	-	-
Total	487,805	1,219,512	(731,707)

BPER loan (TXT)	30.06.2024	31.12.2023	Change
Maturity 1-5 years	2,567,746	3,834,429	(1,266,683)
Maturity more than 5 years	-	-	-
Total	2,567,746	3,834,429	(1,266,683)

CREDEM loan (TXT)	30.06.2024	31.12.2023	Change
Maturity 1-5 years	-	367,065	(367,065)
Maturity more than 5 years	-	-	-
Total	-	367,065	(367,065)

CREDIT AGRICOLE loan (TXT)	30.06.2024	31.12.2023	Change
Maturity 1-5 years	6,306,236	7,681,622	(1,375,386)
Maturity more than 5 years	-	-	-
Total	6,306,236	7,681,622	(1,375,386)

UNICREDIT S.P.A. loan (TXT)	30.06.2024	31.12.2023	Change
Maturity 1-5 years	5,555,556	6,666,667	(1,111,111)
Maturity more than 5 years	-	-	-
Total	5,555,556	6,666,667	(1,111,111)

CREDEM loan (TXT)	30.06.2024	31.12.2023	Change
Maturity 1-5 years	756,184	1,304,181	(547,998)
Maturity more than 5 years	-	-	-
Total	756,184	1,304,181	(547,998)

BPER loan (TXT)	30.06.2024	31.12.2023	Change
Maturity 1-5 years	3,901,400	4,828,487	(927,087)
Maturity more than 5 years	-	-	-
Total	3,901,400	4,828,487	(927,087)

CREDIT AGRICOLE loan (TXT)	30.06.2024	31.12.2023	Change
Maturity 1-5 years	3,724,138	4,344,828	(620,690)
Maturity more than 5 years	-	-	-
Total	3,724,138	4,344,828	(620,690)

BPER loan (TXT)	30.06.2024	31.12.2023	Change
Maturity 1-5 years	2,989,318	-	2,989,318
Maturity more than 5 years	-	-	-
Total	2,989,318	-	2,989,318

CREDEM loan (TXT)	30.06.2024	31.12.2023	Change
Maturity 1-5 years	2,137,649	-	2,137,649
Maturity more than 5 years	-	-	-
Total	2,137,649	-	2,137,649

UNICREDIT loan (TXT)	30.06.2024	31.12.2023	Change
Maturity 1-5 years	13,333,333	-	13,333,333
Maturity more than 5 years	-	-	-
Total	13,333,333	-	13,333,333

BNL loan (TXT)	30.06.2024	31.12.2023	Change
Maturity 1-5 years	1,684,211	-	1,684,211
Maturity more than 5 years	-	-	-
Total	1,684,211	-	1,684,211

BANCA NAZIONALE DEL LAVORO loan (Assioma)	30.06.2024	31.12.2023	Change
Maturity 1-5 years	212,500	354,167	(141,667)
Maturity more than 5 years	-	-	-
Total	212,500	354,167	(141,667)

BANCA POPOLARE DI MILANO loan (NOVIGO)	30.06.2024	31.12.2023	Change
Maturity 1-5 years	122,441	122,441	-
Maturity more than 5 years	-	-	-
Total	122,441	122,441	-

SPARKASSE BANK loan (TERATRON)	30.06.2024	31.12.2023	Change
Maturity 1-5 years	555,891	423,536	132,355
Maturity more than 5 years	582,334	767,731	(185,397)
Total	1,138,225	1,191,267	(53,042)

Loan (DM Consulting)	30.06.2024	31.12.2023	Change
Maturity 1-5 years	37,272	37,272	-
Maturity more than 5 years			-
Total	37,272	37,272	-

Loan (PGMD Consulting)	30.06.2024	31.12.2023	Change
Maturity 1-5 years	-	94,261	(94,261)
Maturity more than 5 years			-
Total	-	94,261	(94,261)

Loan (BUTTERFLY Consulting)	30.06.2024	31.12.2023	Change
Maturity 1-5 years	-	-	-
Maturity more than 5 years			-
Total	-	-	-

Loan (SPS)	30.06.2024	31.12.2023	Change
Maturity 1-5 years	935,864	931,880	3,984
Maturity more than 5 years			-
Total	935,864	931,880	3,984

Loan (ENNOVA)	30.06.2024	31.12.2023	Change
Maturity 1-5 years	1,545,584	2,214,517	(668,933)
Maturity more than 5 years			-
Total	1,545,584	2,214,517	(668,933)

Loan (TXT E-TECH)	30.06.2024	31.12.2023	Change
Maturity 1-5 years	5,052,632	-	5,052,632
Maturity more than 5 years			-
Total	5,052,632	-	5,052,632

Loan (IMILLE)	30.06.2024	31.12.2023	Change
Maturity 1-5 years	240,855	-	240,855
Maturity more than 5 years			-
Total	240,855	-	240,855

6.15. Provision for post-employment benefits and other employee provisions

The "Provision for post-employment benefits and other employee provisions" item as at 30 June 2024 amounted to € 6,409,955, relating mainly to obligations to employees of the Italian companies of the Group.

The breakdown of and changes in the Post-employment benefits / Severance for end of term of office item over the period are presented below:

Provision for post-employment benefits and other employee provisions	31 December 2023	Provisions	Uses / Payments	Actuarial gains / losses and other	Financial income / charges	30 June 2024
Post-employment benefits	5,603,142	2,517,471	(1,841,901)	49,162	82,082	6,409,956
Provision for severance for end of term of office	(0)					(0)
Total non-current provisions relating to employees	5,603,142	2,517,471	(1,841,901)	49,162	82,082	6,409,956

Post-employment benefits for personnel of € 6,409,956 as at 30 June 2024 (€ 5,603,142 as at 31 December 2023), was measured as a defined benefit provision.

Below is the reconciliation of the provision for post-employment benefits based on statutory regulations with respect to the value recorded in the financial statements in accordance with the international accounting standard IAS 19:

	Jun-24	Dec-23
Provision for post-employment benefits	6,644,119	5,693,934
Current cost	(274,615)	(445,769)
Financial charges	82,082	165,685
Actuarial differences	49,162	333,024
Actuarial differences following acquisitions	0	0
Retained earnings	(90,792)	(143,732)
Total	6,409,955	5,603,142

To calculate the present value of post-employment benefits, the following assumptions regarding the future trends in the variables included in the algorithm have been used:

- The probability of death was estimated based on the census of the Italian population by age and gender taken in 2000 by ISTAT [Italy's National Institute for Statistics], reducing it by 25%.
- The probability of removal due to total and permanent disability of the employee, such as becoming disabled and leaving the company, was estimated based on disability tables currently used in the reinsurance sector, differentiated by age and gender.
- The retirement age of a generic worker was estimated assuming that the first retirement requirement for the purpose of obtaining the Mandatory General Insurance was satisfied and that the employees started paying into INPS [Italy's Social Security Institute] no later than 28 years of age. This measurement accounts for the changes to the retirement age introduced by the Monti reform in late 2011.
- As for the probability of termination of employment due to resignations and dismissals, as at the measurement date an annual 8% staff turnover rate was calculated.

• As for the probability of requests for advance payment of benefits in the reference companies, an annual 2.00% advance payment rate was estimated, with advance payments amounting to 70% of the post-employment benefits outstanding held with the company.

The estimated trend in salaries of an annual nominal all-inclusive 2.00% impacted the valuation of all companies except for TXT E-Solution, TXT E-TECH S.R.L. and TXT Assioma e FastCode spa..

The estimated inflation rate used for measurement purposes was 2.00% per year.

The discount rate used for the valuations was 3.6146% per year as at 30 June 2024 on bonds issued by European companies with AA rating for 10+ maturities. The average duration of the liability was calculated at 14.8 years.

The table below shows the potential impact on post-employment benefits of the increase/decrease of certain “key” variables used for the actuarial calculation, and the consequent absolute values of the liability in alternate scenarios compared to the base scenario (which resulted in a carrying amount of € 6,409,955):

Sensitivity analysis as at 30 June 2024	% Change in liabilities (DBO)			
	Decrease	Increase	Decrease	Increase
Type of change for the specific assumption				
Decrease or increase of 50% in company staff turnover	-0.84%	0.41%	6,356,112	6,436,236
Decrease or increase of 50% in frequency of advance payments	-0.91%	0.80%	6,351,625	6,461,235
Decrease or increase of inflation by one percentage point	-0.74%	0.75%	6,362,522	6,458,030
Decrease or increase of discount rate by one percentage point	1.73%	-1.67%	6,520,848	6,302,909

6.16. Current financial liabilities

The “current financial liabilities” item amounted to € 58,174,760 (€ 56,650,248 as at 31 December 2023).

Current financial liabilities	30 June 2024	31 December 2023	Change
Bank loans	49,478,666	46,355,638	3,123,028
IFRS 16 loans	3,809,580	3,672,318	137,262
Debt for acquisitions	-	2,500,000	(2,500,000)
ENNOVA Earn-Out	-	1,000,000	(1,000,000)
Debt for imille acquisition	1,559,315	-	1,559,315
Fast Code Earn-Out	3,000,000	3,000,000	0
Payables to EU partners	327,198	122,292	204,906
Invoices advances	-	1,003,459	(1,003,459)
Total current financial liabilities	58,174,760	56,650,248	1,524,512

The Bank loans item, amounting to € 49,478,666, includes:

- the short-term portion of medium/long-term loans, and in particular primarily includes the following:
 - € 2,223,398 on the loan granted by UNICREDIT S.P.A.
 - € 454,546 on the loan granted by BANCA NAZIONALE DEL LAVORO S.P.A.
 - € 2,222,222 on the loan granted by UNICREDIT S.P.A.
 - € 2,857,143 on the loan granted by BANCO BPM S.P.A.
 - € 1,463,415 on the loan granted by BANCO BPM S.P.A.
 - € 2,522,042 on the loan granted by BPER BANCA S.P.A.
 - € 733,401 on the loan granted by CREDITO EMILIANO S.P.A.
 - € 2,999,565 on the loan granted by CREDITE AGRICOLE ITALIA S.P.A.
 - € 2,222,222 on the loan granted by CREDIT AGRICOLE ITALIA SPA
 - € 1,099,116 on the loan granted by CREDEM
 - € 1,835,637 on the loan granted by BPER BANCA
 - € 1,241,379 on the loan granted by CREDIT AGRICOLE ITALIA SPA
 - € 1,616,548 on the loan granted by BPER BANCA S.P.A.
 - € 862,351 on the loan granted by CREDEM
 - € 1,666,667 on the loan granted by UNICREDIT S.P.A.
 - € 315,790 on the loan granted by BANCA NAZIONALE DEL LAVORO S.P.A.
 - Short-term payables due to banks/hot money of € 19,900,000
 - € 283,333 on the loan granted by BANCA NAZIONALE DEL LAVORO S.P.A. for the Assioma Group
 - € 105,884 on the loan granted by SPARKASSE BANK for TeraTron GmbH
 - € 51,422 on the loan granted by BANCO BPM S.P.A. for Novigo
 - € 947,368 on the loan granted by UNICREDIT SPA for TXT E-TECH
 - € 42,787 on the loans granted for DM Consulting Srl
 - € 1,394,546 on loans granted for Ennova SpA
 - € 155,389 on loans granted for SPS
 - € 3,303 on the loan granted to Butterfly
 - € 145,042 on the loan granted by Banca Popolare di Sondrio for PGMD Consulting
 - € 114,149 on the loan granted by UNICREDIT SPA for IMILLE SRL

The short-term Earn-Out of Ennova included the portion of € 1,000,000 as at 31 December 2023, in 2024 the payable was restated to € 900,000 and was paid on 26 March 2024.

Short-term financial liabilities include:

- Earn-Outs linked to the acquisition of FastCode equal to € 3,000,000;
- The item IFRS16 loans for € 3,809,580 payable to the lessees due to the application of IFRS 16, relating to the amount due within 12 months.
- the item "Payables for acquisition of Imille" for € 1,559,315 includes the shares to be transferred in relation to the acquisition.

Debt to EU partners includes the financial debt to be paid to EU partners.

6.17. Trade payables

Trade payables as at 30 June 2024 amounted to Euro 21,881,813 and remain in line with the value as at 31 December 2023. Payables due to suppliers are of a trade, non-interest bearing nature and are due within twelve months.

6.18. Tax payables

Tax payables as at 30 June 2024, amounted to € 4,998,454 and mainly related to the income tax liability of the Parent Company and other Group companies, net of advances paid during the year.

6.19. Sundry payables and other current liabilities

Sundry payables and other current liabilities amounted to € 37,336,177 as at 30 June 2024, compared with € 34,760,733 as at 31 December 2023, as detailed in the table below:

Sundry payables and other current liabilities	30 June 2024	31 December 2023	Change
Other payables	1,603,319	2,380,931	-777,611
Accrued expenses and deferred income	7,591,677	4,624,510	2,967,167
Advance payments for multi-year orders	8,228,991	9,384,237	-1,155,246
Payables due to social security institutions	4,298,818	5,206,926	-908,108
Payables due to employees and external staff	15,613,372	13,164,129	2,449,243
Sundry payables and other current liabilities	37,336,177	34,760,733	2,575,444

“Other payables” mainly included the payables due to taxation authorities for withholding taxes on salaries of employees and external staff, VAT payables, and payables on cost accounting of ongoing projects and funded research projects.

The “Accrued expenses and deferred income” item essentially referred to adjustments to maintenance and service invoices made to recognise only revenues for the period.

The item “Advance payments for multi-year orders” included the advance payments received from customers for orders currently being processed.

The “Payables due to employees and external staff” item included payables for wages and salaries relating to June 2024 as well as payables due to employees for unused annual leave.

7. Income Statement

7.1. Total revenues and other income

Consolidated revenues and other income for the first half of 2024 amounted to € 138,194,022, up 28.8% compared with the first half of the previous year, as detailed below:

	30 June 2024	30 June 2023	Change	% change
Revenues and other income	138,194,022	107,298,975	30,895,047	28.8%
Total	138,194,022	107,298,975	30,895,047	28.8%

A breakdown of revenues into categories, that essentially reflect how their nature, total, distribution over time and any uncertainties affect the recognition of revenues and related cash flows, as well as the analysis of changes and performance compared to the first half of the previous year, is described in the "Directors' Report on Operations for H1 2024", to which reference should be made for further details.

7.2. Purchases of materials and external services

Purchases of materials and external services for the first half of 2024 amounted to € 51,496,429, up from the first half of 2023, when they totalled € 35,709,256.

The item is detailed below:

	30 June 2024	30 June 2023	Change
Consumables and resale items	19,984,756	9,762,894	10,221,862
Technical consulting	15,877,980	10,999,330	4,878,650
Travel expenses	1,638,517	1,324,602	313,915
Utilities	721,087	673,970	47,117
Media & marketing services	417,516	473,182	-55,666
Maintenance and repair	524,481	560,970	-36,489
Canteen and ticket services	1,157,269	913,613	243,656
Administrative and legal services	6,747,623	5,866,084	881,539
Directors' fees	763,860	689,912	73,948
Subcontractors	3,663,340	4,444,698	-781,358
Total	51,496,429	35,709,256	15,787,174

As a percentage of consolidated revenues, costs for purchasing materials and services were 37.26%.

7.3. Personnel costs

Personnel costs for the first six months of 2024 amounted to € 67,516,078 and increased compared to the first half of 2023 by € 10,827,960.

The employees of the TXT e-solutions Group, excluding directors and external consultants, numbered 2,913 at 30 June 2024 (2,639 at 31 December 2023).

The table below shows the breakdown of employees by level:

TXT GROUP	Office workers	Managers	Executives	Total
31.12.2021	1,105	80	25	1,210
31.12.2022	2,102	108	44	2,254
31/12/2023	2,461	135	43	2,639
30/06/2024	2,722	144	47	2,913

7.4. Other operating costs

The "Other operating costs" item in the first half of 2024 amounted to € 1,683,283, an increase of € 702,240 over the corresponding period of 2023.

This item mainly included expenses for miscellaneous rentals, not recognised in the accounts according to IFRS 16 and sundry operating costs (including contingent liabilities and deductible taxes).

	30 June 2024	30 June 2023	Change
Other expenses and extraordinary income adjustments	340,954	397,192	(56,238)
Rental expense for motor vehicles	167,469	115,539	51,929
Other tax (other than income tax)	100,895	66,189	34,706
Other lease and rental expense	171,948	128,726	43,223
Contingent liabilities	814,817	184,338	630,479
Fines and penalties	45,181	51,849	(6,668)
Magazine and subscription expenses	42,019	37,210	4,809
Total	1,683,283	981,043	702,240

7.5. Depreciation, amortisation and impairment

Depreciation, amortisation and impairment amounted to € 5,368,457 as at 30 June 2024, up € 391,588 compared to the corresponding period of the prior year.

They have been calculated based on the useful life of the asset or the capitalised cost and its use in the production phase.

7.6. Financial income and charges

The negative balance of financial income and expenses at 30 June 2024 amounted to € 830,885, compared to a positive balance of € 1,236,945 at the end of the first half of 2023. In particular, this change is mainly due to the positive balance of instruments measured at fair value of € 0.5 million as at 30 June 2024, the positive effect in 2023 of the lower debt recognised regarding the commitments undertaken by the company as part of the acquisitions, for which a doubling of the value was guaranteed (€ 1.9 million), net of bank interest expense (€ 1.3 million as at 30 June 2024).

7.7. Share of profit (loss) of associates

The negative balance of € 514,638 refers to the portion pertaining to the result of the company Reversal SIM, Pro-Sim, TXT Healthprobe, LAS LAB.

7.8. Income taxes

Income taxes as at 30 June 2024 were equal to € 3,134,081, detailed as follows:

	30 June 2024	30 June 2023	Change
Total current taxes	3,329,077	3,423,306	(94,229)
Total deferred tax assets	11,112	64,360	(53,248)
Total deferred tax liabilities	(509,059)	(353,584)	(155,475)
Total taxes	2,831,129	3,134,081	- 302,952

Deferred tax assets and liabilities correspond to the change in the respective balance sheet items with the exception of those that did not have an impact on the income statement, such as those relating to the value of cash flow hedging instruments linked to interest on loans.

In the first half of 2024, taxes accounted for 26.3%.

8. Seasonality of operating segments

The segments in which the TXT e-solutions Group operates are not subject to any seasonality as far as operations are concerned.

9. 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) the joint ventures in which TXT e-solutions S.p.A. holds an interest;
- d) the managers with strategic responsibilities of TXT e-solutions S.p.A. or one of its parent companies;
- e) any close family members of the parties as per the above points a) and d);
- f) the 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) a supplementary, 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 30 June 2024	Receivables	Payables	Costs	Revenues
TXT Healthprobe S.r.l.	597,652			
LAS LAB S.r.l.	17,380			
Pro Sim	629,763			83,230
PayDo				
Reversal	675,000			
Directors and key management personnel		156,662	359,118	
Total as at 30.06.2024	1,919,795	156,662	359,118	83,230

As at 31 December 2023	Receivables	Payables	Costs	Revenues
TXT Healthprobe S.r.l.	597,652			
LAS LAB S.r.l.	35,560			
Pro Sim	350,962			
PayDo				
Reversal	250,000			
Directors and key management personnel		138,491	723,606	
Total as at 31 December 2023	1,234,174	138,491	723,606	-

Financial transactions

The amounts with Related Parties as at 30 June 2024 are shown for financial transactions:

As at 30 June 2024	Receivables	Payables	Costs	Income
Laserfin S.r.l.		1,557,658		
Pro Sim	400,000			
Total as at 30.06.2024	400,000	1,557,658	-	-

As at 31 December 2023	Receivables	Payables	Costs	Income
Laserfin S.r.l.		1,798,876		
Pro Sim	400,000			
Total as at 31 December 2023	400,000	1,798,876	-	-

10. Net financial debt

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 forecasts, 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 statement:

- 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.

For additional information on changes in the Group's Net Financial Position, see the "Directors' Report on Operations for HI 2024".

(€ thousand)	30.06.2024	31.12.2023	Change
Cash and cash equivalents	(47,503,305)	(37,926,613)	(9,576,692)
Financial instruments at fair value	(27,427,869)	(24,058,487)	(3,369,382)
Short-term financial receivables	(400,000)	(810,107)	410,107
Liquid assets	(75,331,174)	(62,795,208)	(12,535,966)
Current financial debt (including debt instruments, but excluding the current portion of non-current financial debt)	28,596,094	30,696,836	(2,100,742)
Current portion of non-current financial debt	29,578,666	26,956,873	2,621,793
Current financial debt	58,174,760	57,653,709	521,051
Current net financial debt	(17,156,414)	(5,141,499)	(12,014,915)
Non-current financial debt (excluding current portion and debt instruments)	73,932,191	57,563,008	16,369,183

Debt instruments	-	-	-
Non-current financial receivables	(531,920)	(700,126)	168,206
Trade payables and other non-current payables	-	-	-
Non-current financial debt	73,400,271	56,862,882	16,537,389
Total financial debt	56,243,857	51,721,383	4,522,473
Non-monetary debts for adjustment of the price of the 2022 acquisitions to be paid in TXT shares	(1,559,315)	(2,500,000)	940,685
Financial investment - Banca Del Fucino	(17,778,377)	(17,778,377)	0
Adj. Net Available Financial Resources	36,906,164	31,443,006	5,463,158

(€ thousand)	30.06.2024	31.12.2023	Change
Debt referred to IFRS 16	(10,762,717)	(10,095,139)	(667,578)

11. Other significant events in the year and subsequent events

Please refer to the paragraph "Significant events after the reporting period and outlook" included in the Directors' Report on Operations.

12. Certification of the condensed consolidated half-yearly financial statements

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

The undersigned Enrico Magni, as Chair 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 condensed consolidated half-yearly financial statements as at 30 June 2024.

The assessment of the adequacy of the administrative and accounting procedures for the preparation of the condensed consolidated half-yearly financial statements as at 30 June 2024 is based on a process defined by TXT in line with the Internal Control – Integrated Framework model issued by the Committee of Sponsoring Organizations of the Treadway Commission, which represents a reference framework that is generally accepted at an international level.

We also certify that the condensed consolidated half-yearly financial statements as at 30 June 2024:

- 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 financial position, performance and cash flows of the issuer.

The half-yearly Report on Operations includes a reliable analysis of the important events that occurred in the first six months of the year and how they affected the condensed half-yearly financial statements, as well as a description of the main risks and uncertainties for the remaining six months. The half-yearly Report on Operations also includes a reliable analysis of the information on significant transactions with related parties.

The Manager responsible for preparing
corporate accounting documents

Eugenio Forcinito

The Chair of the Board of Directors

Enrico Magni

Cologno Monzese, 10 September 2024

