



SPAFID  
CONNECT

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Data/Ora Inizio : 12 Aprile 2022 13:43:57  
Diffusione presunta  
Oggetto : NOTICE OF CALL OF ORDINARY  
SHAREHOLDERS' MEETING

*Testo del comunicato*

Vedi allegato.



**MAPS**  
SHARING KNOWLEDGE

## Maps S.p.A.

Operating registered office  
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**Maps S.p.A.**  
**Registered office in Parma,**  
**Share capital Euro 1,343,157.80 fully paid-in**  
**Parma REA (Economic and Administrative Index) no. 240225**  
**Fiscal code/VAT no. 01977490356**

### NOTICE OF CALL OF ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting (the "**Meeting**") of Maps S.p.A. (the "**Company**" or "**Maps**") is conventionally convened at the registered office of the Company, Via Paradigna, 38/A, Parma (the "**Registered Office**"), on **28 April 2022 at 3:00 pm** on first call and, if necessary, on second call on 29 April 2022 on second call, at the same time and place, to discuss and resolve on the following

#### AGENDA

1. *Individual financial statements of Maps S.p.A. at 31 December 2021. Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Related and consequent resolutions. Presentation of the Maps Group consolidated financial statements at 31 December 2021.*
2. *Coverage of the loss for the year. Related and consequent resolutions.*
3. *Appointment of the Board of Directors. Related and consequent resolutions.*
  - 3.1 *Determination of the number of members of the Board of Directors.*
  - 3.2 *Determination of the term of office of the Board of Directors.*
  - 3.3 *Appointment of the members of the Board of Directors.*
  - 3.4 *Appointment of the Chair.*
  - 3.5 *Determination of the remuneration of members of the Board of Directors.*
4. *Report of the Board of Statutory Auditors. Related and consequent resolutions.*
  - 4.1. *Appointment of the members of the Board of Statutory Auditors.*
  - 4.2. *Determination of the remuneration of the members of the Board of Statutory Auditors.*
5. *Authorization to purchase and sell treasury shares. Related and consequent resolutions.*

**It is foreseen from now on that the Meeting may be constituted and resolve on first call.**

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Pursuant to art. 106, paragraphs 4 and 5, Law Decree no. 18 of 17 March 2020 on "Measures to strengthen the National Health Service and provide economic support for families, workers and businesses related to the epidemiological emergency from COVID-19", converted into law with amendments by Law no. 27 of 24 April 2020 ("**Cura Italia Decree**"), the effectiveness of which was most recently extended by art. 3 of Law Decree no. 228/2021 converted into law by Law no. 15 of 25 February 2022, the Company decided to make use of the right established therein, providing that attendance of the Shareholders' Meeting by those entitled to vote may only take place by granting proxy to the representative appointed by the Company pursuant to art. 135-undecies of Legislative Decree no. 58 of 24 February 1998, (the "**TUF - Consolidated Law on Finance**") - Società per Amministrazioni Fiduciarie Spafid S.p.A., with registered office in Milan, ("**Designated Representative**" or "**Spafid**") - by means of proxy in the manner described below, since the physical participation of individual shareholders is therefore not permitted. Moreover, the Designated Representative may also be granted proxies or



Share capital: Euro 1,343,157.80 fully paid-in  
Fiscal code and VAT No. 01977490356 - REA (Economic and Administrative Index) PR-240225



*sub-delegations pursuant to art. 135-novies of the Consolidated Law on Finance, as an exception to art. 135-undecies, paragraph 4 of the Consolidated Law on Finance, according to the procedures described below.*

#### **SHARE CAPITAL AND RIGHT OF ATTENDANCE**

It should be noted that the Company's share capital, fully subscribed and paid-in, amounts to Euro 1,343,157.80 (one million three hundred forty-three thousand one hundred fifty-seven/80) and is divided into 11,425,890 (eleven million four hundred twenty-five thousand eight hundred ninety) shares with no indication of nominal value, as provided for in art. 5.1 of the Company's Articles of Association (the "**Articles of Association**"), available in the "*Governance/Documents*" section of the Company's website ([www.mapsgroup.it](http://www.mapsgroup.it), the "**Website**"). Each share entitles the holder to 1 (one) vote at the Company's ordinary and extraordinary shareholders' meetings. As of the date of this notice of meeting, the Company does not hold any treasury shares.

#### **ENTITLEMENT TO ATTEND AND VOTE AT THE MEETING**

Pursuant to art. 13 of the Articles of Association and art. 83-*sexies* of the Consolidated Law on Finance, the **entitlement to attend the meeting and exercise the voting right is certified by a communication to the Company, made by an authorised intermediary**, at the request and in favour of the person who has the right to vote, in compliance with its accounting records **at the end of the accounting day of 19 April 2022, coinciding with the 7th (seventh) open market day preceding the date set for the meeting in first call (so-called record date)**. All crediting and debiting of the accounts subsequent to said date, have no relevance for the right to exercise the right to vote at the shareholders' meeting. Said communication by the intermediary must be received by the Company by **25 April 2022**, a deadline coinciding with the end of the **third trading day prior to the date of the Shareholders' Meeting on first call**. The foregoing is without prejudice to the entitlement to intervene and vote if the communication reached the Company after the above deadlines, as long as by the beginning of the meeting.

In view of the health situation related to COVID-19 (the "**Health Situation**") and in compliance with the fundamental principles of health protection, the Directors, the Statutory Auditors, the representatives of the Independent Auditors, the Notary Public, the Designated Representative, may take part in the Shareholders' Meeting by telecommunication means that guarantee their identification, in compliance with the provisions of art. 106, paragraph 2 of the "Cura Italia" Decree. Instructions for participation in the Meeting by means of telecommunications shall be made known by the Company to the parties concerned.

No procedures for voting by mail or electronically are envisaged.

#### **GRANTING OF PROXY TO THE DESIGNATED REPRESENTATIVE OF THE COMPANY**

Participation in the meeting and the exercise of voting rights shall take place exclusively through the Delegated Representative, to whom proxies pursuant to art. 135-*undecies* of the Consolidated Law on Finance may be conferred - without any expense for the delegating party (except for possible shipment costs) - and which shall be effective only for proposals for which voting instructions are provided. Shares for which the proxy was conferred, even partial, are calculated for the purpose of regular constitution of the Meeting.

The proxy must be given by means of the specific form made available on the Website under section "*Investor Relations/Shareholders' Meeting*" and at the registered office.

The proxy pursuant to art. 135-*undecies* of the Consolidated Law on Finance with the voting instructions must be received - together with a copy of a currently valid identity document of the delegating party or, if the delegating party is a legal person, of the *pro tempore* legal representative or of another subject with appropriate powers, together with appropriate documentation to confirm their qualification and powers - by the Delegated Representative, by the end of the **second trading day prior to the date of the Meeting on first call and also on second call (i.e. respectively by 11:59 pm of 26 April 2022 and 27 April 2022)**, in the following alternative ways: (i) transmission of a digital copy (PDF) to the certified e-mail address [assemblee2022@pec.spafid.it](mailto:assemblee2022@pec.spafid.it) (subject "Maps 2022 Shareholders' Meeting Proxy") from own certified e-mail address (otherwise from own ordinary e-mail address, in which case the proxy with the voting instructions shall be signed with a qualified or digital electronic signature); (ii) transmission of the original, by courier or registered letter with return receipt, to the address Spafid S.p.A., Foro Buonaparte 10, 20121 Milan (Ref. "Maps 2022 Shareholders' Meeting Proxy"), sending in advance a PDF copy by ordinary e-mail to [assemblee2022@pec.spafid.it](mailto:assemblee2022@pec.spafid.it) (subject "Maps 2022 Shareholders' Meeting Proxy").

By the above-mentioned deadline (end of the second trading day prior to the date of the Shareholders' Meeting on first call and also on second call, i.e. respectively by 26 April 2022 and 27 April 2022), the proxy and the voting instructions may always be revoked in the manner described above.

Those who do not intend to make use of the intervention procedure set out by art. 135-*undecies* of the Consolidated Law on Finance may, alternatively, grant the Designated Representative a proxy or sub-proxy pursuant to art. 135-*novies* of the Consolidated Law on Finance, which shall necessarily contain voting instructions on all or some of the proposals on the agenda, by using the proxy/sub-proxy form, available on the Company's website under the section "*Investor Relations/Shareholders' Meeting*" and at the registered office. For the transmission of proxies/sub-proxies, the procedures indicated above shall be followed and reported on the same form. The proxy shall be received by 6:00 pm on the day prior to the meeting (and in any case before the start of the meeting proceedings). Within the above-mentioned term, the proxy and the voting instructions may always be revoked in the above-mentioned manner.

The communication to the Company made by the intermediary, certifying the legitimacy to attend the Meeting, shall be necessary also in case of granting of the proxy or sub-proxy to the Delegated Representative of the Company; therefore, in the absence of said communication, the proxy or sub-proxy shall be considered as invalid.

For clarifications or information on the granting of proxy to the Designated Representative, it is possible to contact the following telephone numbers (+39) 0280687.319 and (+39) 0280687.335 (on office days open from 9:00 am to 5:00 pm) or the following e-mail address [confidential@spafid.it](mailto:confidential@spafid.it).

The Company reserves the right to integrate and/or modify the instructions given in order to adapt to intervening needs due to the Health Situation and its currently unforeseeable developments.

#### SUBMISSION OF INDIVIDUAL PROPOSALS FOR RESOLUTION

Without prejudice to the invitation to the Shareholders to submit any resolution proposals on the issues related to the renewal of the Board of Directors at the same time as the possible submission of lists (as detailed below), since the participation in the Meeting and the exercise of voting rights may only take place through the Delegated Representative, for the purpose of this Meeting in order to make it possible for those concerned to submit individual proposals for resolutions - albeit in a manner and within a timeframe that is compatible with the Health Situation and with the unavoidable need for such proposals to be known to all those entitled to attend the Meeting and exercise their voting rights in time to provide voting instructions to the Designated Representative - the following is provided for. Shareholders may individually submit resolution proposals to the Company on the items on the agenda **by 1:00 pm on 23 April 2022** so that the Company may proceed with their subsequent publication. Shareholders submitting proposals shall legitimize their rights by sending to the Company appropriate documentation issued pursuant to applicable provisions by the intermediary holding the account in which the common shares are registered. Proposals for resolution, and the aforementioned documentation relating to legitimacy, shall be submitted via certified e-mail to [mapsspa@actaliscertymail.it](mailto:mapsspa@actaliscertymail.it) with the express reference "Maps 2022 Ordinary Shareholders' Meeting 28 April 2022 - Individual proposals for resolution". The resolution proposals received within the terms and according to the methods described above shall be published on the Website under section "*Investor Relations/Shareholders' Meeting*" by **23 April 2022**, so that the holders of voting rights may examine them for the purpose of granting proxies and/or sub-proxies, with related voting instructions, to the Designated Representative, which shall be received within the terms indicated above. For the purposes of the above, the Company (i) reserves the right to check the relevance of the proposals with regard to the items on the agenda, their completeness and compliance with the applicable provisions, as well as the legitimacy of the proposers; (ii) will update the proxy forms, if necessary.

#### RIGHT TO ASK QUESTIONS ON AGENDA ITEMS

Those who have the right to vote may ask questions on the items on the agenda even before the Shareholders' Meeting, by the **end of the fifth trading day** prior to the date of the Meeting (*i.e.* **by 21 April 2022**). The questions - together with the references of the certification sent by the intermediary to the Company, proving the ownership of the voting right - shall be sent in writing by certified e-mail to the address [mapsspa@actaliscertymail.it](mailto:mapsspa@actaliscertymail.it) with the express reference "Maps 2022 Ordinary Shareholders' Meeting of 28 April 2022 - Questions on the items on the agenda". Questions received by the Company in accordance with the procedures indicated above **by 21 April 2022 (the fifth trading day before the Shareholders' Meeting)** and that are relevant to the items on the agenda shall be answered on the Website in the "*Investor Relations/Shareholders' Meeting*" section **by 26 April 2022 (two days before the Shareholders' Meeting)**. The Company will not answer questions that do not comply with the above terms, conditions and procedures.

#### APPOINTMENT OF THE BOARD OF DIRECTORS

The appointment of the Board of Directors, pursuant to and in accordance with the procedures set out in art. 15 of the Articles of Association (to which reference should be made for all matters not outlined below), shall take place on the basis of lists submitted by the Shareholders, each of which may contain a number of candidates not exceeding 9 (nine), each with a progressive number.

In order to allow BPER Banca S.p.A., *Euronext Growth Advisor* of the Company (the "**EGA**"), to carry out verifications within its competence pursuant to art. 6-bis of the Euronext Growth Milan Issuers' Regulations with reference to the candidates for the office of Director who meet the independence requirements set out in art. 14 of the Articles of Association, the list, before being submitted to the Company, shall be sent to the EGA - to the attention of Mr. Stefano Taioli, by sending it to the certified e-mail address [ib@pec.gruppobper.it](mailto:ib@pec.gruppobper.it) with the express reference "Maps S.p.A. 2022 Ordinary Shareholders' Meeting of 28 April 2022 - Board of Directors List," no later than **14 April 2022**. The EGA will issue its clearance by **19 April 2022**, also in order to allow for any changes to the list by such Shareholders prior to its submission to the Company within the term indicated below.

The lists, signed by the Shareholder(s) submitting them, shall be filed by the Shareholders, together with the documents required by law and the Articles of Association, under penalty of forfeiture by **1:00 pm on 21 April 2022** at the registered office of the Company - for the attention of Ms Giulia Cavalieri - or by sending them by certified e-mail to the following address [mapsspa@actaliscertymail.it](mailto:mapsspa@actaliscertymail.it). Shareholders who, alone or together with other Shareholders, hold ordinary shares representing at least **2.5%** of the subscribed share capital at the time of submitting the list, shall have the right to submit lists. The ownership of the minimum shareholding required to submit the list is determined with reference to the shares that are registered in favour of the Shareholder on the day when the lists are filed with the Company, by means of the simultaneous filing of the relevant certification issued by the depository intermediary.

Each shareholder, as well as the shareholders belonging to the same group (*i.e.* subsidiaries, parent companies and companies subject to the same control pursuant to art. 2359, paragraph 1, no. 1 and 2 of the Italian Civil Code), shareholders who are members of the same shareholders' agreement and shareholders who are otherwise associated with each other by virtue of associative relationships that are relevant pursuant to current legislation and/or applicable regulations, may not submit more than one list or vote for different lists, either directly or through a third party or trust company. Participation and votes cast in violation of this prohibition shall not be attributed to any list.

The lists shall contain a number of candidates not exceeding 9 (nine). Each list containing a number of candidates not exceeding 5 (five) shall provide for and identify at least 1 (one) candidate meeting the requirements of Independent Director established by art. 147-ter of the Consolidated Law on Finance, each list containing a number of candidates exceeding 5 (five) and up to 7 (seven) shall provide for and identify at least 2 (two) candidates meeting the requirements of Independent Director, and each list containing a number of candidates exceeding 7 (seven) shall provide for and identify at least 3 (three) candidates meeting the requirements of Independent Director. The candidates, under penalty of ineligibility, shall comply with the requirements of integrity set out in art. 147-quinquies of the Consolidated Law on Finance.

A candidate may appear on only one list under penalty of ineligibility, pursuant to current regulations.

The professional CV of each candidate and the declarations accepting the candidacy and stating, under own responsibility, that there are no reasons for incompatibility or ineligibility, as well as compliance with the requirements set out by current legislation in order to hold the position of director as well as suitability to act as independent director, if any, shall be filed together with the lists.

The duly submitted lists shall be made available to the public at the Company's registered office and on the Website [www.mapsgroup.it](http://www.mapsgroup.it) in the "Investor Relations/Shareholders' Meeting" section.

#### APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

The appointment of the Board of Statutory Auditors, pursuant to and in accordance with the procedures set out in art. 20 of the Articles of Association, shall take place on the basis of lists submitted by the Shareholders, in which candidates are indicated with a progressive number.

The lists submitted by Shareholders shall consist of two sections, one for candidates for the office of Standing Auditor and the other for candidates for the office of Alternate Auditor.

Shareholders who, individually or jointly, hold a number of shares equal to at least 2.5% of the total number of issued shares at the time of submission of the list shall be entitled to submit a list.

Each Shareholder, as well as the Shareholders belonging to the same group (i.e. subsidiaries, parent companies and companies subject to the same control pursuant to art. 2359, paragraph 1, no. 1 and 2 of the Italian Civil Code) and the Shareholders belonging to the same shareholders' agreement may submit and vote for only one list. Each candidate may appear on only one list under penalty of ineligibility. Participation and votes cast in violation of this prohibition shall not be attributed to any list. Together with the lists, the following shall be filed (i) information related to the identity of Shareholders who have submitted the lists, with an indication of the number of ordinary shares held, as proved by a specific statement issued by the intermediary(ii) professional CV of each candidate, containing detailed information on their personal and professional characteristics; and (ii) declarations in which they accept the candidacy and state, under their own responsibility, that there are no reasons for incompatibility or ineligibility, as well as that they comply with the requirements set out by current legislation in order to hold office. The lists, signed by the Shareholder(s) submitting them, shall be filed by the Shareholders, together with the documents required by law and the Articles of Association, under penalty of forfeiture by **1:00 pm on 21 April 2022** at the registered office of the Company - for the attention of Mrs Giulia Cavaliere- or by sending them by certified e-mail to the following address [mapsspa@actaliscertymail.it](mailto:mapsspa@actaliscertymail.it). The duly submitted lists and the documents relating to the candidates shall be made available to the public at the Company's registered office and on the Website [www.mapsgroup.it](http://www.mapsgroup.it) in the "Investor Relations/Shareholders' Meeting" section, by 21 April 2022.

#### DOCUMENTATION

**At the same time as the publication of this notice of call**, the following reports and resolution proposals relating to the items on the agenda shall be made available to the public, in accordance with the terms and procedures set out by law, in the "Investor Relations/Shareholders' Meeting" section of the Website:

- ✓ file of the Maps S.p.A. individual financial statements as at 31 December 2021, including the Board of Directors' report on the approval of the individual financial statements and the acknowledgement of the consolidated financial statements, the management report and the reports of the Board of Statutory Auditors and the Independent Auditors, respectively, as well as the Maps Group consolidated financial statements as at 31 December 2021 (first item on the agenda);
- ✓ report by the Board of Directors on the coverage of the loss for the year (second item on the agenda);
- ✓ report of the Board of Directors on the appointment of the Board of Directors (third item on the agenda and related sub-items);
- ✓ report of the Board of Directors on the appointment of the Board of Statutory Auditors (fourth item on the agenda and related sub-items);
- ✓ report of the Board of Directors on the proposal for the purchase and disposal of treasury shares (fifth item on the agenda).

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The Company reserves the right to supplement and/or modify the content of this notice should it become necessary as a result of the evolution of the Health Situation from COVID-19.

This notice is published in the newspaper: Official Journal of the Italian Republic, Part II, on 12 April 2022.

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Parma, 12 April 2022

For the Board of Directors  
The Chairman  
Marco Ciscato

Fine Comunicato n.20153-12

Numero di Pagine: 6