



SPAFID
CONNECT

Informazione Regolamentata n. 20153-33-2021	Data/Ora Ricezione 13 Luglio 2021 11:45:15	AIM -Italia/Mercato Alternativo del Capitale
---	--	---

Societa' : MAPS

Identificativo : 149871

Informazione
Regolamentata

Nome utilizzatore : MAPSN03 - Ciscato

Tipologia : 3.1

Data/Ora Ricezione : 13 Luglio 2021 11:45:15

Data/Ora Inizio : 13 Luglio 2021 11:45:17

Diffusione presunta

Oggetto : MAPS: BINDING AGREEMENT FOR THE
ACQUISITION OF THE REMAINING
7.94% OF THE SHARE CAPITAL OF
MAPS HEALTHCARE

Testo del comunicato

Vedi allegato.



MAPS: BINDING AGREEMENT FOR THE ACQUISITION OF THE REMAINING 7.94% OF THE SHARE CAPITAL OF MAPS HEALTHCARE

- Purchase from minority shareholders of a total stake of 3.529% at a price of Euro 600,000
- Contribution by minority shareholders of a 4.411% stake through the subscription of 172,018 newly issued MAPS shares at a price of Euro 4.36 per share for a total of Euro 750,000

Parma, 13 July 2021

MAPS (MAPS:IM; IT0005364333), an Innovative SME listed on AIM Italy and active in the digital transformation sector, announced that on 11th July it had signed a binding agreement, as detailed below, for the acquisition of the remaining 7.94% of the share capital of Maps Healthcare S.r.l. ("MH") from Fabrizio Biotti and Mauro Max Di Maulo (jointly the "Minority Shareholders").

Marco Ciscato, MAPS' Chairman, commented: "Today's Transaction allows us to consolidate our presence in the healthcare market, which represents a strategic market for the Maps Group with great growth prospects. The Transaction will also allow us to achieve maximum flexibility and operational effectiveness with Maps Healthcare, ensuring that the Group is even more ready for future M&A transactions in healthcare.

The structure of the Transaction – mostly based on an exchange for newly issued Maps shares – reflects a valuation of Maps based on independent research (Euro 4.36 per share) while also ensuring the maximum involvement of the minority shareholders, who will stay on as managers and will become Maps shareholders."

The Transaction will take place as follows:

Purchase and sale of the shareholding to be transferred

The Agreement provides for the purchase by MAPS of a 1.544% stake in MH's share capital from Fabrizio Biotti and of a 1.985% stake from Mauro Max Di Maulo, comprising a total of 3.529% (the "Shareholding to be Transferred"), for a total price of Euro 600,000.00, which will be paid in cash, at the Closing, in a single tranche.

Contribution of the residual shareholding

With regard to the residual interest held by the Minority Shareholders, the Agreement provides for them to subscribe to a reserved capital increase by MAPS (the "Capital Increase Reserved for Minority Shareholders"), which will be approved by the Board of Directors of the Issuer by means of the Delegated Authority (as described below).

On 20 October 2020 the Extraordinary Shareholders' Meeting of MAPS resolved to grant the Board of Directors the power, pursuant to Article 2443 of the Italian Civil Code, to increase share capital, for payment and in divisible form, in one or more tranches within 5 years from the date of the resolution, up to Euro 10,000,000.00, including any share premium, without pre-emption rights pursuant to article 2441, paragraphs 4, first sentence, and 5, of the Italian Civil Code, to be carried out with contributions of assets in kind involving companies, business units and/or equity investments in line with the corporate purpose of the Company and its subsidiaries and/or affiliates (the "Delegated Authority").

Specifically, Fabrizio Biotti will subscribe to 94,610 newly issued shares of MAPS through the contribution to MAPS of a 2.426% interest in MH and Mauro Max Di Maulo will subscribe to 77,408 newly issued shares of MAPS through the contribution to MAPS of a 1.985% interest in MH.



MAPS
SHARING KNOWLEDGE

The Minority Shareholders will therefore contribute to MAPS, each to the extent of their respective competences, a stake equal in total to 4.411% of MH ("Residual Shareholding") at a total conventional value of Euro 750,000.00 (the "Contribution Value") and on the basis of a conventional price of Euro 4.36 per share (together, the "Contribution").

When the Contribution is complete, the Minority Shareholders will receive MAPS Shares in exchange, subject to lock-up for a period of 12 months.

Completion of the Transaction, which is expected to take place no later than 23 July 2021 ("Closing Date"), is subject to satisfaction, no later than 3 days prior to the Closing Date, of a series of conditions precedent (the "Conditions Precedent"), aimed, inter alia, at achieving the objectives of the Transaction. In particular, prior to Closing: (i) Mauro Max Di Maulo must resign from his position as Chief Executive Officer of Artexe S.p.A. (a subsidiary of MH, "Artexe"); (ii) the Minority Shareholders must submit the report pursuant to Article 2343-ter, paragraph 2, letter b), of the Italian Civil Code; (iii) the Board of Directors of MAPS must be convened for the Closing Date to resolve on the Capital Increase Reserved for the Minority Shareholders, which will be subscribed by means of the contribution of the Residual Shareholding.

Governance

The Agreement provides that the Shareholders' Meeting of Artexe will be held at the Closing, and, after having acknowledged the resignation of Mauro Max Di Maulo from the position of Chief Executive Officer of Artexe, will appoint the new members of Artexe's management body.

Finally, the Minority Shareholders will continue to operate within the Group as a result of their employment as Artexe managers.

* * *

For the legal aspects of the Transaction, MAPS was assisted by STARCLEX - Studio Legale Associato, with a team coordinated by managing partner Carlo Riganti.

Fine Comunicato n.20153-33

Numero di Pagine: 4