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Oggetto : MAPS: ACQUISITION OF THE  
REMAINING 7.94% OF THE SHARE  
CAPITAL OF MAPS HEALTHCARE  
CLOSED

*Testo del comunicato*

Vedi allegato.



## **MAPS: ACQUISITION OF THE REMAINING 7.94% OF THE SHARE CAPITAL OF MAPS HEALTHCARE CLOSED**

- **MAPS Group strengthens its presence in the Healthcare sector and increases the flexibility and operational effectiveness needed to take advantage of M&A opportunities**
- **Maps acquires 3.529% stake of the share capital of Maps Healthcare from minority shareholders for Euro 600,000**
- **Contribution by minority shareholders to MAPS of a 4.411% stake in Maps Healthcare 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, equivalent to 1,61% of MAPS' share capital**

Parma, 22 July 2021

Further to its announcement on 11 July 2021, **MAPS (MAPS:IM; IT0005364333)**, an innovative SME listed on AIM Italy and active in the digital transformation sector, announces that on 19<sup>th</sup> July, following the satisfaction of the contractual conditions precedent, it closed the **acquisition of the remaining 7.94% of the share capital (the "Overall Stake")** of Maps Healthcare S.r.l. ("MH") from Fabrizio Biotti and Mauro Max Di Maulo (jointly the "Minority Shareholders").

**The transaction is strategically important because it allows the MAPS Group to consolidate its presence in the healthcare sector, a strategic market with strong growth prospects, while at the same time ensuring full governance of the subsidiaries MH and, indirectly, Artex S.p.A. and Micuro S.r.l., and consequently maximum flexibility and operational effectiveness to seize opportunities for future M&A transactions in the healthcare sector. The transaction also guarantees the continued involvement in the Group's development project of Fabrizio Biotti and Mauro Max Di Maulo, who are becoming MAPS shareholders and will remain active in the Group following their appointment today as Artex managers.**

### **Purchase of 3.529% ("Purchased Stake")**

The agreement closed governed 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 "Purchased Stake"), for a total price of Euro 600,000.00, paid in full in cash.

### **Contribution of 4.411% ("Contributed Stake")**

For the purposes of the contribution, by the Minority Shareholders, of the remaining portion of the Overall Stake, equal to 4.411% of MH's share capital (the "Contributed Stake"), the Board of Directors of MAPS, at its meeting today – partially availing itself of the delegation of authority pursuant to art. 2443 of the Italian Civil Code granted by the Extraordinary Shareholders' Meeting of MAPS on 20 October 2020 – resolved to increase share capital by a total of Euro 750,000.00, of which Euro 729,357.84 by way of share premium, by issuing 172,018 new shares in MAPS (the "New Shares") at the conventional price of Euro 4.36 per share, corresponding to the expectations of independent research. All of the above with the exclusion of option rights pursuant to and for the purposes of article 2441, paragraph 4, first sentence, of the Italian Civil Code, as this is reserved for Minority Shareholders.

In particular, Fabrizio Biotti subscribed 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 subscribed to 77,408 newly issued shares



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of MAPS through the contribution to MAPS of a 1.985% interest in MH. These shares are subject to lock-up for a period of 12 months from today's date.

The Board of Directors has determined that the issue price of the New Shares to be issued in the context of the Capital Increase, equal to Euro 4.36 per New Share, as established in negotiation with the Minority Shareholders, is appropriate, given the market circumstances existing at the reference date of the valuations, and that it is in line with national and international valuation practices, as well as compliant with the provisions of article 2441, paragraph 6, of the Italian Civil Code. On this point, the Board of Statutory Auditors issued its positive opinion on the fairness of the issue price of the New Shares as part of the procedure provided for by article 2441, paragraph 6, of the Italian Civil Code.

The Board of Directors also deemed the overall value of the Contributed Stake, equal to Euro 750,000, to be fair, taking into account that the Valuation Report pursuant to articles 2440 and 2343-ter, paragraph 2, letter b), of the Italian Civil Code, issued on 12 July 2021 by Roberto Medici, who was appointed by the Minority Shareholders as an independent expert, certifies that the value of the Contributed Stake at the reference date of 31 May 2021 is equal to Euro 1,019,300.00.

The Explanatory Report of the Board of Directors prepared pursuant to article 2441, paragraphs 4, 5 and 6 of the Italian Civil Code, which illustrates the terms and conditions of the Capital Increase, as well as the reasons underlying the exclusion of option rights and the criteria adopted to determine the issue price of the New Shares, is available to the public at the Company's registered office and on the website [www.mapsgroup.it](http://www.mapsgroup.it), "Investor Relations" section.

Following the Capital Increase, the share capital will amount to Euro 1,265,214.46 comprising 10,687,741 ordinary shares, with no par value. The Company will publish the notice of change in share capital within the legal term after the capital increase has been filed with the competent Companies Register.

At its meeting today, the plenary session of Artexe's Shareholders' Meeting, after acknowledging Mauro Max Di Maulo's resignation from the position of Artexe's Managing Director, appointed the new management body, composed of the Chairman of the Board of Directors Marco Ciscato and of the Directors Fabrizio Biotti and Paolo Ciscato.

Fine Comunicato n.20153-36

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