



SPAFID
CONNECT

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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 1,379,895.48 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 July 2022 at 3:00 pm** on first call and, if necessary, on second call on 29 July 2022, at the same time and place, to discuss and resolve on the following

AGENDA

ORDINARY PART

1. *Approval of a stock option plan reserved for directors and/or employees and/or strategic consultants of the Maps Group. Related and consequent resolutions.*
2. *Approval of a stock grant plan reserved for directors and/or employees of the Maps Group. Related and consequent resolutions.*
3. *Maps Group remuneration and incentive policy for 2022-2024. Related and consequent resolutions.*

EXTRAORDINARY PART

1. *Share capital increase with exclusion of pre-emptive rights, pursuant to article 2441, paragraphs 5 and 8, of the Civil Code, for a maximum total amount of Euro 1,200,000, including share premium, and by issuing a maximum of 337,500 new ordinary shares with no indication of nominal value to service the "2022-2024 Stock Option Plan". Amendment of article 5 of the Articles of Association. Related and consequent resolutions.*
2. *Free share capital increase, pursuant to article 2349, paragraph 1, of the Civil Code, in one or more instalments, up to a maximum amount of Euro 387,000, to be fully allocated to share capital, through the issue of a maximum of 112,500 new ordinary shares with no indication of the nominal value expressed and with regular entitlement, to service the "2022-2024 Stock Grant Plan". Amendment of article 5 of the Articles of Association. Related and consequent resolutions.*
3. *Delegation of authority to the Board of Directors, pursuant to article 2443 of the Civil Code, to increase the share capital, for cash, by a maximum amount of Euro 15,000,000.00, including any share premium, to be executed in one or more instalments, within five years from the date of the resolution, by issuing shares with no nominal value, with the same characteristics as those in circulation and regular dividend rights, excluding option rights pursuant to article 2441, paragraph 4, first sentence, and 5, of the Civil Code, as to be executed: i) with contributions in kind; and/or ii) in favour of parties identified by the Board of Directors, all with the power to define the terms and conditions of the increase, in compliance with all applicable laws and regulations and the consequent amendment to the Articles of Association; simultaneous revocation of the power granted on 20 October 2020 to the Board of Directors pursuant to article 2443 of the Civil Code, to increase the share capital, against payment and in divisible form, in one or more instalments, for a total maximum amount of Euro 10,000,000.00, including share premium, also excluding option rights pursuant to article 2441, paragraphs 4 and 5, of the Civil Code. Amendment of article 5 of the Articles of Association. Related and consequent resolutions.*



Share capital: Euro 1,379,895.48 fully paid-in
Fiscal code and VAT No. 01977490356 - REA
(Economic Administrative Index) PR-240225



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 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 1.379.895,48 (one million three hundred seventy-nine thousand eight hundred ninety-five/48) and is divided into 11.712.229 (eleven million seven hundred twelve thousand two hundred twenty-nine) 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, 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 hold 37.500 (thirty-seven thousand five hundred) 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 July 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 July 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 July 2022 and 27 July 2022**), in the following alternative ways: (i) transmission of a digital copy (PDF) to the certified e-mail address RD@pec.euronext.com (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 Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milano – C.A. Ufficio Register&AGM Service (Ref. "Maps 2022 Shareholders' Meeting Proxy"), sending in advance a PDF copy by ordinary e-mail to RD@pec.euronext.com(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 July 2022 and 27 July 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) 02.33635810 (on office days open from 9:00 am to 5:00 pm) or the following e-mail address RegisterServices@euronext.com.

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

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 July 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 with the express reference "Maps 2022 Ordinary Shareholders' Meeting 28 July 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 July 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 July 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 with the express reference "Maps 2022 Ordinary Shareholders' Meeting of 28 July 2022 - Questions on the items on the agenda". Questions received by the Company in accordance with the procedures indicated above **by 21 July 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 July 2022 (two days before the Shareholders' Meeting)**. The Company will not answer questions that do not comply with the above terms, conditions and procedures.

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:

- ✓ Explanatory report of the Board of Directors on the approval of the stock option plan and the capital increase to service the stock option plan (first item on the agenda of the ordinary part and first item on the agenda of the extraordinary part)
- ✓ Explanatory report of the Board of Directors on the approval of the stock grant plan and the capital increase to service the stock grant plan (second item on the agenda of the ordinary part and second item on the agenda of the extraordinary part)
- ✓ Remuneration and incentive policy of the Maps Group 2022-2024 (third item on the agenda of the ordinary part);
- ✓ Explanatory report of the Board of Directors on the granting of the proxy to increase the Company's share capital and the simultaneous revocation of the previous proxy granted to the Board of Directors (third item on the agenda of the extraordinary part).

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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.

This notice is published in the newspaper: Il Sole 24 ore, 12 July 2022.

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Parma, 12 July 2022

For the Board of Directors
The Chairman
Marco Ciscato

Fine Comunicato n.20153-63

Numero di Pagine: 6