

Informazione Regolamentata n. 2464-26-2023	Data/Ora Ricezione 28 Marzo 2023 07:48:22	Euronext Milan
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Societa' : CIVITANAVI SYSTEMS

Identificativo : 174168

Informazione
Regolamentata

Nome utilizzatore : CIVITANAVIN01 - Galletti

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Diffusione presunta

Oggetto : Notice of the ordinary and extraordinary
General Meeting 2023

<i>Testo del comunicato</i>

Vedi allegato.

PRESS RELEASE

CIVITANAVI SYSTEMS S.P.A.: **NOTICE OF ORDINARY AND EXTRAORDINARY MEETING OF APRIL** **27, 2023**

Pedaso (FM), *March 28th, 2023* – **Civitanavi Systems S.p.A. (EURONEXT MILAN, CNS)**, (“**Civitanavi**” the “**Company**”) announces the call of the ordinary and extraordinary meeting of the shareholders of the Company to be held at the Company's registered office on April 27, 2023, at 2:00 p.m., in a single call, in the manner set forth below, to discuss and resolve on the following:

AGENDA

Ordinary part

1. Financial statements as of December 31, 2022; inherent and consequent resolutions:
 - 1.1. approval of the Financial Statements as of December 31, 2022 of the Company; reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors;
 - 1.2 allocation of the operating result.
2. Report on remuneration policy and fees paid pursuant to Article 123-ter, paragraphs 3-bis and 6 of Legislative Decree No. 58/1998:
 - 2.1 First Section: report on remuneration policy. Binding Resolution;
 - 2.2 Second Section: report on fees paid. Non-binding resolution.
3. Authorization to purchase and dispose of treasury shares, pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, Article 132 of Legislative Decree No. 58 of February 24, 1998, and Article 144-bis of Consob Regulations adopted by Resolution No. 11971 of May 14, 1999. Related and consequent resolutions.
4. Approval of the stock option plan called "CNS - Stock Option Plan 2023" intended for members of the board of directors and employees of Civitanavi Systems S.p.A. and/or its subsidiaries. Related and consequent resolutions.

Extraordinary part

1. Proposed amendment to Article 4 (Object of the company) of the Articles of Association.
2. Increase in paid-in share capital, in one or more tranches and with the exclusion of option rights pursuant to Article 2441, paragraphs 5 and 8, of the Italian Civil Code, up to a maximum amount (including share premium) of EUR 8,000,000.00, through the issuance of up to 1,300.000 new ordinary shares with no indication of par value, to service the stock option plan called "CNS - Stock Option Plan 2023" intended for members of the Board of Directors and employees of Civitanavi Systems S.p.A. and/or its subsidiaries. Amendment to Article 5 of the Articles of Association. Related and consequent resolutions.

Civitanavi Systems S.p.A.

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SHARE CAPITAL AND VOTING SHARES

The subscribed and paid-up share capital of Civitanavi Systems S.p.A. amounts to EUR 4,244,000.00 and is divided into 30,760,000 ordinary shares with no indication of par value. Each share entitles the holder to one vote. As of the date of this notice, the Company holds no treasury shares.

LEGITIMACY TO INTERVENE AND REPRESENTATION IN THE GENERAL MEETING

Entitlement to attend the Shareholders' Meeting and to exercise voting rights shall be attested by a communication to the Company made by the intermediary authorised to keep accounts in accordance with the law, based on the evidence of the accounting records relating to the end of the accounting day of the seventh open market day preceding the date set for the Shareholders' Meeting, i.e., April 18, 2023 (record date). Those who turn out to own the Company's shares after that date, based on the records made on the accounts, will not be eligible to attend and vote at the Meeting. The notice from the intermediary must be received by the Company by the end of the third trading day preceding the date set for the Shareholders' Meeting and, therefore, by April 24, 2023. However, the entitlement to attend and vote remains intact if the communications are received by the Company after the aforementioned deadline, as long as it is received by the start of the meeting proceedings.

Pursuant to Article 106, Paragraph 4, of Decree Law No. 18 of March 17, 2020, converted, with amendments, by Law No. 27 of April 24, 2020 (the "Decree") – as extended by effect of Article 3 of Decree Law No. 228 of December 30, 2021, converted, with amendments, by Law No. 15 of February 25, 2022 15, and as most recently extended as a result of Article 3, paragraph 10-undecies of Decree Law No. 198 of December 29, 2022, converted, with amendments, by Law No. 14 of February 24, 2023 – intervention at the Shareholders' Meeting by those entitled to vote is permitted exclusively through the Designated Representative. Consequently, the Company has mandated Monte Titoli S.p.A. with registered office in Milan, Piazza Affari No. 6, to represent shareholders pursuant to Article 135-undecies of Legislative Decree No. 58/98 ("TUF") and the aforementioned Decree Law ("Monte Titoli" or the "Designated Representative").

Shareholders who wish to participate in the Shareholders' Meeting must therefore give the Designated Representative (without charge except for any postage expenses), the proxy – with voting instructions – on all or some of the proposed resolutions on the items on the agenda using the specific proxy form available, with the relevant instructions for completion and transmission, on the Company's website at www.civitanavi.com, in the section dedicated to this Meeting, to be sent by the end of the second trading day preceding the date set for the Meeting (i.e., by April 25, 2023) by the following alternative means: (i) transmission of an informatically reproduced copy (PDF) to the certified mail address RD@pec.euronext.com (subject line "Proxy Meeting CIVITANAVI SYSTEMS 2023") from one's own certified mailbox (or, failing that, from one's own mailbox of the computerized document signed with a qualified electronic or digital signature); (ii) transmission of the original, by courier or registered mail A/R to the c. a. Register Services area, at Monte Titoli S.p.A., Piazza degli Affari No. 6, 20123 Milan (Ref. "Proxy Meeting CIVITANAVI SYSTEMS 2023") anticipating a copy reproduced informatically (PDF) by ordinary e-mail to the mailbox RD@pec.euronext.com (subject "Proxy Meeting CIVITANAVI SYSTEMS 2023"). Within the aforementioned deadline, the proxy and voting instructions may always be revoked in the same manner as the conferment. The proxy shall be effective only for those proposals in relation to which voting instructions are given. It should be noted that the shares for which the proxy

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has been conferred, even partially, are counted for the purpose of the regular constitution of the Shareholders' Meeting.

Pursuant to the aforementioned Decree, it is possible, alternatively, to give the Designated Representative proxy or sub-delegate proxies pursuant to Article 135-novies of the TUF, necessarily containing voting instructions on all or some of the proposals on the agenda, by using the appropriate form available, with the relevant instructions for completion and transmission, on the Company's website www.civitanavi.com, in the section dedicated to this Meeting. For the transmission of proxies or sub-proxies, the same procedures indicated above and set forth in the proxy forms must be followed. Proxies or sub-delegations must be received by 6:00 p.m. on the day prior to the date of the Shareholders' Meeting (i.e. by April 26, 2023), it being understood that the Designated Representative may accept proxies and/or sub-delegations even after the aforementioned deadline, provided that it is before the start of the Shareholders' Meeting proceedings. Within the deadline, the proxy and voting instructions may always be revoked in the aforementioned manner.

For any clarifications regarding the granting of proxy (and regarding the completion of the proxy form and the voting instructions and their transmission), persons entitled to attend the Shareholders' Meeting may contact the Designated Representative by e-mail at registerservices@euronext.com or by calling (+39) 02.33635810 on open office days, from 9 a.m. to 5 p.m.

The Directors, the Statutory Auditors, the secretary of the meeting, the representatives of the auditing firm as well as the Designated Representative may attend the Meeting by means of telecommunications that also ensure their identification, without in any case the need for the Chairman and the Secretary to be in the same place. Instructions for participation in the Shareholders' Meeting through telecommunication means will be made known by the Company to the aforementioned individuals.

THE RIGHT TO REQUEST ADDITIONS TO THE AGENDA OF THE MEETING AND TO SUBMIT NEW PROPOSED RESOLUTIONS

Shareholders who, also jointly, pursuant to Article 126-bis of the TUF, represent at least one fortieth of the share capital may request, within ten days of the publication of this notice and, therefore, by April 7, 2023, the integration of the list of items to be discussed, indicating in the request the additional items they propose, or submit resolution proposals on items already on the agenda.

The Shareholders in whose favor the Company has received the appropriate communication made by an authorized intermediary in accordance with the regulations in force are entitled to request the integration of the agenda or to submit new resolution proposals.

Requests must be submitted in writing and must be received by the Company within the aforementioned deadline by registered letter with return receipt at the Company's registered office or by certified e-mail at civitanavi@pec.it.

Within the same time limit and in the same manner, the proposing Shareholders are required to submit to the Board of Directors a report stating the reasons for the proposed resolutions on the new matters they propose to deal with, or the reasons for the additional proposed resolutions on matters already on the agenda.

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Additions to the agenda are not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the Directors or on the basis of a draft or a report prepared by them, other than those referred to in Article 125-ter, paragraph 1, of the TUF.

Of the additions to the agenda or the presentation of additional proposed resolutions on the items already on the agenda, notice shall be given, in the same forms prescribed for the publication of this Notice of Shareholders' Meeting, at least fifteen days prior to the date set for the Shareholders' Meeting (i.e. by April 12, 2023). Concurrently with the publication of the notice of integration or presentation, the report prepared by the requesting Shareholders, accompanied by any evaluations of the Board of Directors, will be made available to the public, in the same forms as prescribed for the documents relating to the Shareholders' Meeting. In connection with the fact that attendance at the Shareholders' Meeting is expected exclusively through the Appointed Representative, such proposals will be published without delay on the Company's website in order to enable those entitled to vote to express themselves knowingly also taking into account such new proposals and to enable the Appointed Representative to collect voting instructions possibly also on the same.

POWER TO MAKE INDIVIDUAL PROPOSALS FOR DELIBERATION

Due to the circumstance that attendance at the Shareholders' Meeting is provided exclusively through the Designated Representative pursuant to Article 135-undecies of the TUF, those entitled to vote may, pursuant to Article 126-bis, paragraph 1, third sentence, of the TUF, by 12:00 noon on April 12, 2023, submit individual resolution proposals on the items on the agenda by sending them by registered letter with return receipt to the Company's registered office at Civitanvi Systems S.p.A, Via del Progresso No. 5, Pedaso (FM) or by certified mail of the Company at civitanvavi@pec.it, indicating in the subject line the words "Civitanavi Systems, Shareholders' Meeting 2023 – individual resolution proposals."

Proposals must contain the text of the resolution and be accompanied by information regarding the identity of the submitter and the percentage of the share capital held on the date of submission, as well as the notice sent by the intermediary to the Company.

Validly submitted proposals will be made available to the public by April 12, 2023, by the Company, in the section of the Company's website (www.civitanavi.com) dedicated to this Meeting, as well as by other applicable means.

The deadline for submitting said proposals, which is set to coincide with the deadline for the publication of requests for integration and proposals for resolutions pursuant to Article 126-bis, paragraph 1, first sentence, of the TUF, allows those interested in making individual proposals to consider what the Company has published in relation to the items on the agenda and, at the same time, the Designated Representative to integrate the forms for the granting of proxies pursuant to Article 135-undecies and Art. 135-novies of the TUF, so that those entitled to vote may, for the purpose of issuing voting instructions, consider all requests and proposals submitted in a timely manner.

RIGHT TO ASK QUESTIONS ON AGENDA ITEMS

Those who are entitled to vote and in favor of whom the Company has received the appropriate communication made by an intermediary, authorized in accordance with current regulations, may ask questions on the items on the agenda even before the Shareholders' Meeting, and in any case no later than the seventh open market day prior to the date set for the Shareholders' Meeting, i.e. April 18, 2023,

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by sending the questions by registered letter with return receipt to the registered office at Civitanavi Systems S.p.A, Via del Progresso No. 5, Pedaso (FM), or by certified e-mail to civitanavi@pec.it.

Questions received by this deadline will be answered at least by 12:00 noon two days prior to the Shareholders' Meeting also by publication in a special section of the Company's website (www.civitanavi.com) dedicated to this Shareholders' Meeting. The Company may provide unitary responses to questions with the same content.

DOCUMENTATION

The explanatory reports of the directors, with the full text of the proposed resolutions and the additional documentation relating to the entire Agenda of the Shareholders' Meeting required by current regulations, are made available to the public, within the terms prescribed by current regulations, at the Company's registered office in Civitanavi Systems S.p.A., Via del Progresso No. 5, Pedaso (FM), and in the section of the Company's website (www.civitanavi.com) dedicated to this Shareholders' Meeting, as well as at the authorized storage mechanism "eMarket Storage."

Entitled parties are entitled to obtain copies.

The Articles of Association are available on the Company's website (www.civitanavi.com, Governance Section - Documents and Procedures).

This Notice of Shareholders' Meeting is published today, in its entirety, on the Company's website (www.civitanavi.com) in the section dedicated to this Shareholders' Meeting, at the authorized storage mechanism "eMarket Storage," and, in excerpts, in the daily newspaper "MF."

For the exercise of shareholders' rights, the Company recommends the use of the forms of remote communication indicated in this notice.

The Company thanks the shareholders for their cooperation in the exact execution of this notice and the laws, including special laws, which determined it.

The Company itself reserves the right to communicate any changes or additions to the information set forth in this notice consistent with possible new legislative and/or regulatory directions, or otherwise in the interest of the Company and its shareholders.

The notice of call of the ordinary and extraordinary shareholders' meeting is available in the Investors section of the company's website www.civitanavi.com/investors/comunicati-stampa/

Civitanavi Systems, born as a start-up in 2012, is one of the main players in the design, development and production of inertial navigation and stabilization systems used in the aerospace and defense sectors in space, terrestrial, aeronautical, naval and industrial, mining and oil & gas. The Company vertically provides high accuracy systems, designed and manufactured with methods, techniques and algorithms based on FOG (Fiber Optic Gyroscope) and MEMS (Micro Electro Mechanical Systems) technology, also integrated

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with devices for satellite navigation. Today it carries out its activities in Pedaso (FM) and in two other locations, in Ardea (RM) and in Casoria (NA), counting on a staff of 153 employees operating throughout Italy.

Investor Relations

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