



**Civitanavi Systems S.p.A.**

Registered office in Pedaso (FM), Via del Progresso no. 5  
VAT number/Tax code 01795210432 – REA no.: FM-200518

Share capital: Euro 4,244,000.00 fully paid-up

**NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY GENERAL MEETING**

The Ordinary and Extraordinary Shareholders' Meeting of Civitanavi Systems S.p.A. (the “**Company**”) is hereby called on 24 April 2024, at 3 p.m., in a single call, in the manners set forth below, to discuss and resolve on the following

**AGENDA**

***Ordinary part***

1. Financial statements as at 31 December 2023; inherent and consequent resolutions:
  - 1.1 Approval of the Company's Financial statements as at 31 December 2023; reports of the Board of Directors, the Board of Statutory Auditors and the Auditing Firm.
  - 1.2 Allocation of the results of the period.
2. Presentation of the Consolidated financial statements as at 31 December 2023.
3. Proposal to supplement the task of the Auditing Firm for the statutory audit of the consolidated accounts:
  - 3.1 Proposal to supplement the task for the statutory audit of the consolidated accounts in relation to financial years 2024-2029 and determination of the relevant remuneration.
  - 3.2 Ratification of the supplement of the task of the Auditing Firm for the statutory audit of the consolidated accounts for the financial year ending 31 December 2023.
4. Report on remuneration policy and paid remuneration pursuant to Article 123-ter of Legislative Decree No. 58/1998:
  - 4.1 First section: report on remuneration policy. Binding resolution pursuant to Article 123-ter, paragraphs 3-bis and 3-ter of Legislative Decree No. 58/1998.
  - 4.2 Second section: report on paid remuneration. Non-binding resolution pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58/1998.
5. Appointment of the Board of Directors:
  - 5.1 Determination of the number of members of the Board of Directors.

- 5.2 Determination of the duration of the office of the Board of Directors.
- 5.3 Appointment of the members of the Board of Directors.
- 5.4 Appointment of the Chairman of the Board of Directors.
- 5.5 Determination of the remuneration of the Board of Directors.
- 6. Appointment of the Board of Statutory Auditors:
  - 6.1 Appointment of the members of the Board of Statutory Auditors.
  - 6.2 Appointment of the Chairman of the Board of Statutory Auditors.
  - 6.3 Determination of the remuneration of the effective members of the Board of Statutory Auditors.
- 7. Proposal to authorise the purchase and disposal of treasury shares, subject to revocation of the authorisation granted by the Shareholders' Meeting of 27 April 2023 as to the portion not implemented; inherent and consequent resolutions.

### ***Extraordinary part***

- 1. Delegation to the Board of Directors of the power to increase the share capital:
  - 1.1 Delegation to the Board of Directors of the power to increase the share capital with exclusion of the option right pursuant to Articles 2443 and 2441, paragraph 4, second sentence, of the Italian Civil Code; inherent and consequent resolutions.
  - 1.2 Delegation to the Board of Directors of the power to increase the share capital with exclusion of the option right pursuant to Articles 2443 and 2441, paragraph 4, first sentence, of the Italian Civil Code; inherent and consequent resolutions.

Pursuant to Article 106, paragraph 4, of Law Decree No. 18 of 17 March 2020, converted, with amendments, by Law No. 27 of 24 April 2020, as lastly extended, intervention in the Shareholders' Meeting by those entitled to vote is permitted exclusively through the designated representative, pursuant to Article 135-*undecies* of Legislative Decree No. 58/1998 ("Consolidated Law on Finance"). the aforementioned designated representative may also be granted proxy or sub-proxy pursuant to Article 135-*novies* of the Consolidated Law on Finance. For persons admitted, participation in the Shareholders' Meeting will also take place by means of telecommunications.

For information on the share capital, on the entitlement to attend the Shareholders' Meeting (record date **15 April 2024**) and to exercise voting rights exclusively through designated representative, on the right to request additions to the agenda and to submit resolution proposals on matters already on the agenda of the Shareholders' Meeting, on the right to make individual proposals for resolution, on the right to ask questions before the Shareholders' Meeting, on the presentation of the lists for the appointment of the Board of Directors and the Board of Statutory Auditors (which must be filed by **30 March 2024**), on the availability of the illustrative reports of the directors with the full text of the resolution proposals and further documentation relating to the entire Agenda of the Shareholders' Meeting, please refer to the full text of the notice of call available on the Company's website ([www.civitanavi.com](http://www.civitanavi.com)) in the section dedicated to this Shareholders' Meeting, as well as at the authorised storage device "eMarket Storage".

For the exercise of shareholders' rights, the Company recommends the use of the distance communication means indicated in the notice of call.

The Company reserves the right to communicate any changes or additions to the information referred to in the notice of call in line with possible new legislative and/or regulatory indications, or in any case in the interest of the Company and its shareholders.

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Pedaso, 15 March 2024

On behalf of the Board of Directors  
The Chairman  
Andrea Pizzarulli