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Oggetto : MAPS GROUP: NOTICE OF CALL OF
ORDINARY SHAREHOLDERS' MEETING

Testo del comunicato

Vedi allegato

MAPS S.p.A.**Sede Legale ed Operativa**

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Maps S.p.A.**Registered office in Parma,****Share capital Euro 1,477.227,48 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 29 April 2024 at 3:00 pm** on first call and, if necessary, on second call on 30 April 2024 on second call, at the same time and place, to discuss and resolve on the following

Agenda

1. *Individual financial statements of Maps S.p.A. at 31 December 2023. Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Related and consequent resolutions. Presentation of the Maps Group consolidated financial statements at 31 December 2023.*
2. *Coverage of the loss for the year. Related and consequent resolutions.*
3. *Appointment of the statutory auditor for the fiscal years 2024-2026 and determination of the fee. Related and consequent resolutions.*

It is foreseen from now on that **the Meeting may be constituted and resolve on first call.**

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Share capital and right of attendance

It should be noted that the Company's share capital, fully subscribed and paid-in, amounts to Euro 1.447.227,48 (one million four hundred forty-seven thousand two hundred twenty-seven/48) and is divided into 12.385.549 (twelve million three hundred eighty-five thousand five hundred forty-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 "*Investors/More Information/Corporate Regulations*" 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 does not hold any treasury shares. As of the date of this notice of meeting, the Company holds no. 171,700 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 18 April 2024, 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 **24 aprile 2024**, 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.

Submission of individual proposals for resolution

Every Shareholder entitled to attend the General Meeting may be represented by a proxy in accordance with Article 2372 of the Civil Code. Shareholders may use the proxy form available at the Company's Registered Office and on the Website under the section "Investors/Governance/Shareholders' Meeting." The proxy can be issued either on paper signed with a handwritten signature, or electronically signed with a qualified electronic signature or digital signature, in accordance with current Italian legislation. The representative may deliver or transmit to the Company a copy of the proxy, including in electronic format, certifying under his/her own responsibility the conformity of the proxy to the original and the identity of the delegator. Voting proxies may be notified to the Company by registered mail to the address of the Registered Office, or by sending them to the certified email address **mapsspa@actaliscertymail.it** (subject: Shareholders' Meeting Proxy April 29, 2024). Any advance notification does not exempt the proxy from the obligation, at the time of accreditation for access to the meeting, to certify the conformity of the notified copy to the original and the identity of the delegator.

The communication from the intermediary, certifying the entitlement to attend the General Meeting, is also necessary when a proxy is granted under Article 2372 of the Civil Code; therefore, without such communication, the proxies shall be considered ineffective. No procedures for voting by electronic means or by correspondence are provided.

Right to ask questions on agenda items

Pursuant to 127-ter of the Consolidated Law on Finance, 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 22 April 2024*). 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 2024 Ordinary Shareholders' Meeting of 29 April 2024 "). Questions received by the Company in accordance with the procedures indicated above **by 22 April 2024 (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 "*Investors/Governance/Shareholders' Meeting*" section **by 26 April 2024**. 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:

- ✓ file of the Maps S.p.A. individual financial statements as at 31 December 2023, including the Board of Directors' report on the approval of the individual financial statements and the acknowledgement of the consolidated financial statements, the management report and the reports of the Board of Statutory Auditors and the Independent Auditors, respectively, as well as the Maps Group consolidated financial statements as at 31 December 2023 (first item on the agenda);
- ✓ The Board of Directors' report on the coverage of the fiscal year loss (second item on the agenda);
- ✓ The Audit Committee's reasoned proposal for the appointment of the statutory auditor pursuant to Article 13 of Legislative Decree No. 39/2010 (third item on the agenda);
- ✓ The proxy voting form as per Article 2372 of the Civil Code.

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This notice is published in extract form in the newspaper: Il Sole 24 Ore, on April 12, 2024

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Parma, 12 April 2024

For the Board of Directors

The Chairman

Marco Ciscato

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