

Informazione Regolamentata n. 20153-12-2025	Data/Ora Inizio Diffusione 11 Aprile 2025 23:30:02	Euronext Growth Milan
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Societa' : MAPS

Identificativo Informazione : 204025
Regolamentata

Utenza - Referente : MAPSN03 - Ciscato Marco

Tipologia : 3.1

Data/Ora Ricezione : 11 Aprile 2025 23:30:02

Data/Ora Inizio Diffusione : 11 Aprile 2025 23:30:02

Oggetto : Correction to Notice of call of ordinary and
straordinary 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 1.536.891,68 fully paid-in
Parma REA (Economic and Administrative Index) no. 240225
Fiscal code/VAT no. 01977490356

NOTICE OF CALL OF ORDINARY AND STRAORDINARY SHAREHOLDERS' MEETING

The Ordinary and Straordinary 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 24 April 2025 at 4:30 pm** on first call and, if necessary, on second call on 28 April 2025 on second call, at 3:00 pm at the same place, to discuss and resolve on the following

AGENDA

ORDINARY PART

1. *Individual financial statements of Maps S.p.A. at 31 December 2024. 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 2024.*
2. *Allocation of the net profit for the financial year. Related and consequent resolutions.*
3. *Appointment of the Board of Directors. Related and consequent resolutions.*
 - 3.1 *Determination of the number of members of the Board of Directors.*
 - 3.2 *Determination of the term of office of the Board of Directors.*
 - 3.3 *Appointment of the members of the Board of Directors.*
 - 3.4 *Appointment of the Chair.*
 - 3.5 *Determination of the remuneration of members of the Board of Directors.*
4. *Report of the Board of Statutory Auditors. Related and consequent resolutions.*
 - 4.1 *Appointment of the members of the Board of Statutory Auditors.*
 - 4.2 *Determination of the remuneration of the members of the Board of Statutory Auditors.*
5. *Authorization to purchase and sell treasury shares. Related and consequent resolutions.*

EXTRAORDINARY PART

1. *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 20,000,000.00, 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 28 July 2022 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 15,000,000.00, including share premium, also excluding option rights pursuant to article 2441, paragraphs 4 and 5, of the Civil Code. Related and consequent resolutions.*
2. *Amendment and/or integration of Articles 5, 6, 7, 9, 9-bis, 9-ter, 10, 11, 13 and 15 of the Articles of Association. Related and consequent resolutions.*

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

SHARE CAPITAL AND RIGHT OF ATTENDANCE

It should be noted that the Company's share capital, fully subscribed and paid-in, amounts to Euro 1.536.891,68 (one million, five hundred thirty-six thousand, eight hundred ninety-one /48) and is divided into 13.282.191 (thirteen million, two hundred eighty-two thousand, one hundred ninety-one) 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/Governance/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 hold 171.700 (one hundred seventy-one thousand, seven 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 11 April 2025, 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 **17 April 2025**, 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 24, 2025). 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 15 April 2025**). 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 2025 Shareholders' Meeting of 24 April 2025"). Questions received by the Company in accordance with the procedures indicated above **by 15 April 2025 (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 22 April 2025**. The Company will not answer questions that do not comply with the above terms, conditions and procedures.

APPOINTMENT OF THE BOARD OF DIRECTORS

The appointment of the Board of Directors, pursuant to and in accordance with the procedures set out in art. 15 of the Articles of Association (to which reference should be made for all matters not outlined below), shall take place on the basis of lists submitted by the Shareholders, each of which may contain a number of candidates not exceeding 9 (nine), each with a progressive number.

The lists, signed by the Shareholder(s) submitting them, shall be filed by the Shareholders, together with the documents required by law and the Articles of Association, under penalty of forfeiture by **1:00 pm on 17 April 2025** at the registered office of the Company - for the attention of Ms Giulia Cavalieri - or by sending them by certified e-mail to the following address mapsspa@actaliscertymail.it.

Shareholders who, alone or together with other Shareholders, hold ordinary shares representing at least **2.5%** of the subscribed share capital at the time of submitting the list, shall have the right to submit lists. The ownership of the minimum shareholding required to submit the list is determined with reference to the shares that are registered in favour of the Shareholder on the day when the lists are filed with the Company, by means of the simultaneous filing of the relevant certification issued by the depository intermediary.

Each shareholder, as well as the shareholders belonging to the same group (i.e. subsidiaries, parent companies and companies subject to the same control pursuant to art. 2359, paragraph 1, no. 1 and 2 of the Italian Civil Code), shareholders who are members of the same shareholders' agreement and shareholders who are otherwise associated with each other by virtue of associative relationships that are relevant pursuant to current legislation and/or applicable regulations, may not submit more than one list or vote for different lists, either directly or through a third party or trust company. Participation and votes cast in violation of this prohibition shall not be attributed to any list.

The lists shall contain a number of candidates not exceeding 9 (nine). Each list containing a number of candidates not exceeding 5 (five) shall provide for and identify at least 1 (one) candidate meeting the requirements of Independent Director established by art. 147-ter of the Consolidated Law on Finance, each list containing a number of candidates exceeding 5 (five) and up to 7 (seven) shall provide for and identify at least 2 (two) candidates meeting the requirements of Independent Director, and each list containing a number of candidates exceeding 7 (seven) shall provide for and identify at least 3 (three) candidates meeting the requirements of Independent Director. The candidates, under penalty of ineligibility, shall comply with the requirements of integrity set out in art. 147-quinquies of the Consolidated Law on Finance.

A candidate may appear on only one list under penalty of ineligibility, pursuant to current regulations.

The professional CV of each candidate and the declarations accepting the candidacy and stating, under own responsibility, that there are no reasons for incompatibility or ineligibility, as well as compliance with the requirements set out by current legislation in order to hold the position of director as well as suitability to act as independent director, if any, shall be filed together with the lists.

The duly submitted lists shall be made available to the public at the Company's registered office and on the Website www.mapsgroup.it in the "*Investors/Governance/Shareholders' Meeting*" section.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

The appointment of the Board of Statutory Auditors, pursuant to and in accordance with the procedures set out in art. 20 of the Articles of Association, shall take place on the basis of lists submitted by the Shareholders, in which candidates are indicated with a progressive number.

The lists submitted by Shareholders shall consist of two sections, one for candidates for the office of Standing Auditor and the other for candidates for the office of Alternate Auditor.

Shareholders who, individually or jointly, hold a number of shares equal to at least 2.5% of the total number of issued shares at the time of submission of the list shall be entitled to submit a list.

Each Shareholder, as well as the Shareholders belonging to the same group (i.e. subsidiaries, parent companies and companies subject to the same control pursuant to art. 2359, paragraph 1, no. 1 and 2 of the Italian Civil Code) and the Shareholders belonging to the same shareholders' agreement may submit and vote for only one list. Each candidate may appear on only one list under penalty of ineligibility. Participation and votes cast in violation of this prohibition shall not be attributed to any list. Together with the lists, the following shall be filed (i) information related to the identity of Shareholders who have submitted the lists, with an indication of the number of ordinary shares held, as proved by a specific statement issued by the intermediary(ii) professional CV of each candidate, containing detailed information on their personal and professional characteristics; and (ii) declarations in which they accept the candidacy and state, under their own responsibility, that there are no reasons for incompatibility or ineligibility, as well as that they comply with the requirements set out by current legislation in order to hold office. The lists, signed by the Shareholder(s) submitting them, shall be filed by the Shareholders, together with the documents required by law and the Articles of Association, under penalty of forfeiture by **1:00 pm on 17 April 2025** at the registered office of the Company - for the attention of Mrs Giulia Cavaliere- or by sending them by certified e-mail to the following address mapspa@actaliscertymail.it. The duly submitted lists and the documents relating to the candidates shall be made available to the public at the Company's registered office and on the Website www.mapsgroup.it in the "Investors/Governance/Shareholders' Meeting" section, by 18 April 2025.

DOCUMENTATION

They will be made available to the public, **in accordance with the terms and methods required by law**, in the "Investors/Governance/Shareholders' Meeting" section of the Website, the following reports and the proposed resolutions related to the items on the agenda:

- ✓ file of the Maps S.p.A. individual financial statements as at 31 December 2024, 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 2024 (first item on the agenda);
- ✓ report by the Board of Directors on the allocation of the net profit for the financial year (second item on the agenda);
- ✓ report of the Board of Directors on the appointment of the Board of Directors (third item on the agenda and related sub-items);
- ✓ report of the Board of Directors on the appointment of the Board of Statutory Auditors (fourth item on the agenda and related sub-items);
- ✓ report of the Board of Directors on the proposal for the purchase and disposal of treasury shares (fifth item on the agenda).
- ✓ report of the Board of Directors regarding the delegation to increase the company's share capital and the simultaneous revocation of the previous delegation granted to the Board of Directors (first item on the agenda for the extraordinary part).
- ✓ report of the Board of Directors regarding the statutory amendments (second item on the agenda for the extraordinary part)
- ✓ 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 07, 2025

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Parma, 11/04/2025

For the Board of Directors
 The Chairman
 Marco Ciscato

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Please note that this release is available in English for informational purposes only. Should there be any discrepancies or inconsistencies between this version and the Italian one, the Italian version shall prevail and be regarded as the official and legally binding document.

