



Civitanavi Systems S.p.A.

Registered office in Pedaso (FM), Via del Progresso n. 5

P.IVA/C.F. 01795210432 - REA Number: FM-200518

Share Capital: Euro 4,244,000.00 fully paid up

EXTRACT NOTICE OF ORDINARY AND EXTRAORDINARY GENERAL MEETING

Those entitled to attend and exercise their voting rights are called to the Ordinary and Extraordinary Shareholders' Meeting of Civitanavi Systems S.p.A. (the "**Company**") on 27 April 2023, at 2:00 p.m., in a single call, in accordance with the procedures set forth *below*, to discuss and resolve on the following

AGENDA

Ordinary part

1. Financial statements as at 31 December 2022, inherent and consequent resolutions:
 - 1.1 approval of the Company's Financial Statements as at 31 December 2022; 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 for the purchase and disposal of treasury shares, pursuant to Articles 2357 and 2357-ter of the Civil Code, Article 132 of Legislative Decree No. 58 of February 24, 1998, and Article 144-bis of Consob Regulation 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 Euro 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.

Pursuant to article 106, paragraph 4, of Decree-Law No. 18 of 17 March 2020, converted, with amendments, by Law No. 27 of 24 April 2020 (the "**Decree**") - as extended by article 3 of Decree-Law No. 228 of 30 December 2021, converted, with amendments, by Law No. 15 of 25 February 2022, and as most recently extended by article 3, paragraph 10-*undecies* of Decree-Law No. 198 of 29 December 2022, converted, with amendments, by Law No. 14 of 24 February 2023 - the meeting will be held with the participation in the Shareholders' Meeting, for the persons admitted, also by telecommunication means and the share capital may in any case intervene **exclusively through the designated representative pursuant to** Article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998 ("TUF"), access to the meeting premises by shareholders or proxies other than the aforesaid designated representative being excluded.

For information on the share capital, on the entitlement to attend the Shareholders' Meeting (**record date 18 April 2023**) and to exercise voting rights exclusively through an appointed representative, on the right to supplement the agenda and to submit proposed resolutions on matters already on the agenda of the Shareholders' Meeting (by **7 April 2023**), on the right to ask questions before the Shareholders' Meeting (by **18 April 2023**), please refer to the full text of the notice of meeting available on the Company's *website* (www.civitanavi.com) in the section dedicated to this Shareholders' Meeting, as well as at the authorized storage mechanism "eMarket Storage".

The illustrative reports of the directors, with the full text of the proposed resolutions and the further documentation relating to the entire Agenda of the Shareholders' Meeting as provided for by the regulations in force, are made available to the public, within the terms provided for by the regulations in force, at the registered office of the Company 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".

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

The Company itself reserves the right to communicate any changes or additions to the information set forth 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.

This extract is published in the daily newspaper 'MF'.

Pedaso, 28 March 2023

For the Board of Directors
The President
Andrea Pizzarulli