



## **Matica Fintec: Notice of call of Ordinary and Extraordinary Shareholders' Meeting published**

Milan, 06 April 2022

**Matica Fintec S.p.A.** (or "**Matica**"), an Innovative SME listed on the Euronext Growth Milan market, organized and managed by Borsa Italiana S.p.A., active in the design, production and marketing of Digital ID and payment solutions, announces that the notice calling the Ordinary and Extraordinary Shareholders' Meeting of Matica Fintec S.p.A. has been published today in the newspaper Il Sole 24 Ore.

Shareholders are called to the Shareholders' Meeting, in ordinary session, on 21 April 2022, at 10:00, on first call and, if necessary, on 28 April 2022, same time, on second call, to discuss and resolve on the following Agenda:

### **Ordinary part:**

1) Financial statements at 31 December 2021, inherent and consequent resolutions:

1.1 approval of the Company's financial statements at 31 December 2021; examination of the reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors;

1.2 allocation of the profit for the year

2) Appointment of the new Board of Directors; inherent and consequent resolutions:

2.1 determination of the number of members of the Board of Directors

2.2 determination of the term of office of the new directors

2.3 determination of the remuneration due to the members of the Board of Directors

2.4 appointment of the directors and the Chairman of the Board of Directors

3) Appointment of the new Board of Statutory Auditors; inherent and consequent resolutions:

3.1 appointment of three standing auditors and two alternate auditors and of the Chairman of the Board of Statutory Auditors

3.2 determination of the remuneration of the regular members of the Board of Statutory Auditors

### **Extraordinary part:**

Proposal to amend the current text of the Articles of Association following the renaming of the AIM Italia market to Euronext Growth Milan referred to in Notice no. 31776 of Borsa Italiana S.p.A. and article 12 of the same with the introduction of the new article 12-bis and cross-reference adjustment to art. 13. Inherent and consequent resolutions.

## **METHOD OF CONDUCT**

In order to minimize the risks associated with the ongoing epidemic, the Company has decided to make use of the option established by art. 106, paragraphs 4 and 5, of the Law Decree n. 18 of 17 March 2020 (converted with amendments into Law no. 27 of 24 April 2020) containing "Measures to strengthen the National Health Service and economic support for families, workers and businesses connected to the epidemiological emergency from COVID-19" (the "Decree") - whose effectiveness was most recently extended by law no. 15 of 25 February 2022 which converted with amendments the Law Decree n. 228 of 30 December 2021 - and, therefore, **the meeting will take place with the participation in the shareholders' meeting of the share capital exclusively through the designated representative pursuant to art. 135-undecies of Legislative Decree 24 February 1998 n. 58**, as subsequently amended ("TUF"), in the manner described below, excluding access to the meeting rooms by shareholders or their delegates other than the aforementioned designated representative.

The Designated Representative may also be given proxies or sub-proxies pursuant to article 135-novies of the TUF, notwithstanding article 135-undecies, paragraph 4, of the TUF, in the manner specified below.

The Directors, the Statutory Auditors, the secretary of the meeting and the Designated Representative pursuant to article 135-undecies of the TUF, may attend the Shareholders' Meeting through the use of remote connection systems that allow identification, in compliance with the provisions in force and applicable.

## **SHARE CAPITAL AND VOTING RIGHTS**

The share capital is equal to Euro 5,257,915.00 divided into no. 10,515,830 ordinary shares with no indication of par value, each of which gives the right to one vote. As of April 1, 2022, the Company holds no. 249,300 treasury shares, equal to 2.371% of the share capital.

## **LEGITIMATION TO ATTEND AND TO VOTE**

Pursuant to art. 83-sexies of the TUF, the legitimacy to participate in the Shareholders' Meeting and to exercise the right to vote - **which can only take place through the Designated Representative** - is certified by a communication to the Company, made by the intermediary, on the basis of the evidence of its records accounting records relating to the end of the accounting day of the seventh open market day prior to the date set for the Shareholders' Meeting in first call (**i.e. April 8, 2022 - record date**). The credit and debit registrations made on the accounts after this deadline are not relevant for the purpose of legitimizing the exercise of the vote in the Shareholders' Meeting; therefore, those who are owners of the Company's shares only after that date will not be entitled to attend and vote at the Shareholders' Meeting. The intermediary's communication must reach the Company by the end of the third trading day preceding the date set for the Shareholders' Meeting in first call (**ie by 14 April 2022**). However, the entitlement to attend and vote remains valid if the communication is received by the Company after this deadline, provided that it is before the start of the meeting. The communication to the Company is made by the intermediary at the request of the person who has the right to vote.

## **REPRESENTATION AT THE SHAREHOLDER'S MEETING**

The proxy with voting instructions must be conferred, free of charge, by the person entitled to vote, legitimized in the forms of law, to Avv. Paolo Daviddi (who may be replaced by Attorney Monica Ronzitti or Attorney Donatella de Lieto Vollaro), as the Representative Designated by the Company pursuant to art. 135-undecies of the Consolidated Law on Finance ("**Designated Representative**"), through the specific form available, with the relative indications for the compilation and transmission, on the Company's website at [www.maticafintec.com](http://www.maticafintec.com), Investor



Relations-Shareholders' Meetings section, as well as on the website [www.borsaitaliana.it](http://www.borsaitaliana.it), Shares / Documents section, to be sent by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e. by **April 19, 2022** for the first call and by **April 28, 2022** for the second call). Within the aforementioned term, the proxy and the voting instructions can always be revoked in the same way as for the conferral. The proxy is effective only for the proposals in relation to which voting instructions are given. It should be noted that the shares for which the proxy has been granted, even partial, are counted for the purposes of the regular constitution of the Shareholders' Meeting.

In accordance with the aforementioned Decree it is possible, alternatively, to confer to the same Designated Representative a proxy or sub-delegation pursuant to art. 135-novies of the TUF, necessarily containing voting instructions on all or some of the proposals on the agenda, by using the specific form available on the Company's website [www.maticafintec.com](http://www.maticafintec.com), Investor Relations-Shareholders' Meetings section, as well as on the website [www.borsaitaliana.it](http://www.borsaitaliana.it), Actions / Documents section. For the granting and notification of proxies / sub-proxies, including electronically, the procedures set out in the proxy form must be followed. Taking into account the epidemic still in progress, the proxy must be received by 18:00 on the day before the Shareholders' Meeting (ie by **20 April 2022** for the first call and by **27 April 2022** for the second call). Within the aforementioned term, the proxy and the voting instructions can always be revoked in the aforementioned manner.

## **RENEWAL OF THE BOARD OF DIRECTORS**

Pursuant to art. 20.1 of the Articles of Association, the Company is managed by a Board of Directors composed of a number of members not less than 3 (three) and not more than 7 (seven). The Assembly determines the number of members of the Board of Directors and the duration of the appointment, subject to the maximum limits of the law.

Pursuant to the provisions of art. 20.2 of the articles of association, the directors remain in office for the period established by the shareholders' meeting resolution for their appointment, up to a maximum of 3 (three) years, and can be re-elected.

Pursuant to art. 21 of the Articles of Association, the appointment of the Board of Directors takes place by the Shareholders' Meeting on the basis of lists presented by the shareholders. The rules and procedures relating to the lists of candidates, as well as the necessary accompanying documentation are set out in Article 21 of the Articles of Association, which can be consulted on the Company's website in the Investor Relations-Corporate Documents section, to which reference is made.

The holders of shares who, at the time of presentation of the list, hold, individually or jointly, an equity interest equal to at least 10% (ten percent) of the share capital subscribed at the time of presentation can submit a list for the appointment of directors. of the list, to be proven by filing the appropriate certification. The certification issued by the intermediary proving the ownership of the number of shares necessary for the presentation of the list must be produced at the time of filing the list itself or even at a later date, provided it is within the deadline set out below for the filing of the list.

Taking into account the limits, in light of the ongoing epidemic, of access and deposit of the lists at the registered office, shareholders are invited to send the lists by certified e-mail to the address [maticafintec@legalmail.it](mailto:maticafintec@legalmail.it), accompanied by the related documentation, no later than 1.00 pm on the 7th (seventh) day prior to the date of the first call scheduled for the Shareholders' Meeting called to resolve on the appointment of the directors (ie, **April 14, 2022**).

The lists must include a number of candidates not exceeding the maximum number of directors eligible pursuant to Article 20.1 of the Articles of Association, each combined with a progressive number. The lists must also contain, also as an attachment: (i) information relating to the shareholders who submitted the list and an indication of the percentage of capital held; (ii) a curriculum vitae containing comprehensive information on the personal and professional characteristics of the candidates; (iii) a declaration of the candidates containing their acceptance of the candidacy and the attestation of possession of the requisites provided for by the law, the applicable regulations and the bylaws, as well as the independence requirements pursuant to art. 148, paragraph 3 of the TUF, where indicated as independent directors; (iv) the designation

of at least one candidate with the requisites of independent director pursuant to art. 148, paragraph 3, of the TUF, with the exception of the lists that present a number of candidates less than half of the maximum number of eligible directors.

With reference to the indication of the director in possession of the independence requirements, it is recalled that, pursuant to article 6-bis of the Euronext Growth Milan Issuers Regulation, he must be identified or positively assessed in advance by the Euronext Growth Advisor and that any designations not accompanied by this prior assessment, to be acquired by the proponents of the designation lists, will not be considered admissible and validly filed. It is recalled that the Euronext Growth Advisor of the Company is Integrae SIM S.p.A. with headquarters in Milan, Via Meravigli n. 13 (tel .: **+39 02 39448386** - email: [info@integraesim.it](mailto:info@integraesim.it)) and that in the Investor Relations-Corporate Documents Section of the website [www.maticafintec.com](http://www.maticafintec.com) the Procedure for submitting the evaluation of the director to the Euronext Growth Advisor independent pursuant to art. 6-bis of the Euronext Growth Advisor Regulation.

A shareholder cannot present or vote for more than one list, even if through a third party or through a trust company. A candidate may be present on only one list, under penalty of ineligibility.

Lists presented without observing the above provisions are considered as not presented.

The election of the Board of Directors is carried out in accordance with the provisions of art. 21 of the Articles of Association.

The directors must possess the eligibility requirements established by law and other applicable provisions and the integrity requirements referred to in Article 147-quinquies of the TUF.

For anything not expressly indicated in this notice of call, please refer to the Company's Articles of Association as well as to the Reports of the Board of Directors on the items on the agenda of the Shareholders' Meeting available on the Company's website at [www.maticafintec.com](http://www.maticafintec.com), as well as at [www.borsaitaliana.it](http://www.borsaitaliana.it).

## **RENEWAL OF THE BOARD OF STATUTORY AUDITORS**

Pursuant to art. 27 of the Articles of Association, corporate management is controlled by a board of statutory auditors, made up of 3 (three) effective members and 2 (two) alternates, who remain in office for three years and expire on the date of the Shareholders' Meeting called to approve the financial statements. relating to the third year of their office, and can be re-elected. The appointment of the Board of Statutory Auditors will take place on the basis of the list vote, in accordance with the provisions of Article 27 of the Articles of Association.

The rules and procedures relating to the lists of candidates, as well as the necessary accompanying documentation are set out in Article 27 of the Articles of Association, which can be consulted on the Company's website in the Investor Relations-Corporate Documents section, to which reference is made.

Only shareholders who, at the time of presentation of the list, hold, individually or jointly, a shareholding equal to at least 10% (ten percent) of the share capital subscribed at the time of presentation of the list have the right to submit lists.

Taking into account the limits, in light of the epidemic still in progress, of access and deposit of the lists at the registered office, shareholders are invited to send the lists by certified e-mail to the address [maticafintec@legalmail.it](mailto:maticafintec@legalmail.it) accompanied by the relative documentation, no later than 1.00 pm on the 7th (seventh) day prior to the date of the first call scheduled for the Shareholders' Meeting called to resolve on the appointment of statutory auditors (ie **April 14, 2022**).

Each list presented by the shareholders must be divided into two sections: one for candidates for the office of standing auditor and the other for candidates for the office of alternate auditor. In each section, candidates must be listed with a progressive number. The lists must also contain, also as attachments: (i) information relating to the identity of the shareholders who presented them, with an indication of the overall percentage of the shareholding confirmed by a specific declaration issued by the intermediary; (ii) exhaustive information on the personal and professional characteristics of the candidates; (iii) a declaration from the candidates containing their acceptance of the candidacy and the attestation of possession of the requisites established by law.



A shareholder cannot present or vote for more than one list, even if through a third party or through a trust company. A candidate may be present on only one list, under penalty of ineligibility.

Lists presented without observing the above provisions are considered as not presented.

The election of the Board of Statutory Auditors proceeds according to the provisions of art. 27 of the Articles of Association.

The candidates, under penalty of ineligibility, must possess the requisites of professionalism and integrity referred to in Article 148, paragraph 4, of the TUF as well as the additional requirements provided for by the applicable legislation.

Pursuant to the provisions of Article 2400, paragraph 4, of the Italian Civil Code, at the time of the appointment of the statutory auditors and before the acceptance of the appointment, the administration and control positions they hold in other companies are disclosed to the Shareholders' Meeting.

For anything not expressly indicated in this notice of call, please refer to the Articles of Association as well as to the Reports of the Board of Directors on the items on the agenda of the Shareholders' Meeting available on the Company's website at [www.maticafintec.com](http://www.maticafintec.com), as well as on the website [www.borsaitaliana.it](http://www.borsaitaliana.it).

## **DOCUMENTATION**

The documentation relating to the Shareholders' Meeting required by current legislation and the notice of meeting are made available to the public at the registered office and on the Company's website [www.maticafintec.com](http://www.maticafintec.com), Investor Relations-Shareholders' Meetings section, as well as on the website [www.Borsaitaliana.it](http://www.Borsaitaliana.it), Shares/Documents section, in accordance with the law. Shareholders have the right to obtain a copy.

The notice of call is published on the Company's website ([www.maticafintec.com](http://www.maticafintec.com)), in the Investor Relations-Shareholders' Meetings section, as well as on the website [www.borsaitaliana.it](http://www.borsaitaliana.it), in the Shares / Documents section and, as an extract, in the newspaper "Il Sole 24 Ore".

The instructions for participation in the Shareholders' Meeting by means of telecommunication will be made known by the Company, the Directors, the Statutory Auditors and the Designated Representative as well as others entitled to attend, other than those who have the right to vote. The Company reserves the right to integrate and / or modify the content of the notice should it become necessary as a result of the evolution of the current epidemic situation from Covid 19.

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This press release is available on [www.1info.it](http://www.1info.it) and on the website [www.maticafintec.com](http://www.maticafintec.com) in the Investor relations – Financial Press Release section.

### **Matica Fintec**

With operational headquarters in Galliate (NO) and registered office in Milan, Matica Fintec is an innovative SME active in the design, production and marketing of highly technological solutions for the issuance of digital cards for financial institutions (credit cards, debit cards and rechargeable) and Government (identity cards, passports, driving licenses, etc.) according to the highest safety standards. The commitment and efforts made on the research and development front, with investments in R&D exceeding 10% of annual turnover, have allowed the Company to certify 9 patents and obtain the qualification of Innovative SME.

### **Contacts**

ISSUER

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