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Diffusione presunta
Oggetto : General Shareholders' Meeting

Testo del comunicato

Milan, 21 April, 2022 – Growens S.p.A. – GROW (the “Company” or the “Issuer” or “Growens”), a company admitted to trading on the multilateral trading facility Euronext Growth Milan and operating in the cloud marketing technology field, announced that the Ordinary Shareholders’ Meeting, convened in a single call, was held today at the Company’s operational headquarters at Via Dell’Innovazione Digitale, n. 3, Cremona. The Ordinary Shareholders’ Meeting resolved on the three items on discussion.



PRICE SENSITIVE

PRESS RELEASE

General Shareholders' Meeting

- ***Approved the individual financial statements as of 31 December 2021***
- ***Approved buy-back***

Milan, 21 April, 2022 – Growens S.p.A. – GROW (the “Company” or the “Issuer” or “Growens”), a company admitted to trading on the multilateral trading facility Euronext Growth Milan and operating in the cloud marketing technology field, announced that the Ordinary Shareholders’ Meeting, convened in a single call, was held today at the Company’s operational headquarters at Via Dell’Innovazione Digitale, n. 3, Cremona.

The Ordinary Shareholders’ Meeting resolved on the three items on discussion, passing the following resolutions.

Ordinary Session

1. *Approval of the company’s individual financial statements and review of the group consolidated financial statements as at 31 December 2020. Related and resulting resolutions.*

The Shareholders’ Meeting approved the individual financial statement as of 31 December 2021, as proposed by the Board of Directors on 22 March 2022, posting total sales of Euro 23,144,435 and a net profit of Euro 862,186.

Further, the Shareholders’ Meeting reviewed the consolidated financial statements as of 31 December 2021, approved by the Board of Directors on 22 March 2022, posting total revenues of Euro 71,236,961, EBITDA of Euro 5,201,344 and a net profit of Euro 368,608, vis à vis a net cash position of Euro 6,520,344 (or Euro 9,819,497 excluding IFRS16 effects).

The Shareholders’ Meeting resolved to allocate the net profit of Euro 862,186, as per Euro 787,562 to the extraordinary reserve and as per Euro 74,624 to the forex reserve.

2. *Proposal of authorization to the purchase and disposal of treasury shares, after the revocation of the related shareholders’ meeting resolution dated 22 April 2021. Related and resulting resolutions.*

In addition to the above, the Shareholders’ Meeting resolved:

- to revoke the previous resolution dated 22 April 2021 to authorize the purchase and disposal of treasury shares, for the unexecuted part, effective immediately;
- to authorize the Board of Directors to put in place transactions of purchase and disposal of treasury shares aimed at:
 - (i) implementing share-based incentive plans in any form (stock option, stock grant or work-for-equity), free-of-charge allocation to shareholders or meeting obligations arising from warrants, convertible financial instruments, mandatory convertible or exchangeable into shares (based on existing transactions or transactions subject to approval/implementation);
 - (ii) allowing the use of treasury shares in current business transactions or projects consistent with the Company's strategy, including by way of share exchange, with the main objective of building a treasury portfolio for performing M&A transactions with potential strategic partners, executing stock swaps, financing strategic trade or professional deals;
 - (iii) investing in treasury shares for an efficient use of operating liquidity;
 - (iv) taking action, in compliance with the rules and regulations in force, including through intermediaries, to limit any irregular stock price movement and regulate trading in temporary excess volatility or scarce liquidity, and more generally to support the stock liquidity and market efficiency.

The current authorization is not aimed at the reduction of share capital by way of cancellation of the purchased treasury shares.

The Board of Directors is hence granted the powers to purchase and dispose severally, for an 18-month term beginning from the date of the resolution, up to a maximum number of treasury shares which, taking into account the shares held from time to time by the Company and its subsidiaries, may not exceed 10% of the share capital, for an individual price which may not exceed nor be lower than 15% of the previous day official stock price.

Purchases will be allowed within the amount of distributable earnings and available reserves as per the latest approved financial statements, according to art. 2357, paragraph 1 of the Italian codice civile.

Submission of Documentation

The minutes of the Shareholders' Meeting will be made available to the public as per applicable regulations, as well as on the Issuer's website www.growens.io Investor Relations/Information for Shareholders section, and on the Italian Stock Exchange website.

Investor Relations

Growens' CEO and IR will take part to the **Sidoti May Virtual Micro Cap Conference** on 11 and 12 May.



Growens (GROW) is a vertically integrated player in the field of Cloud Marketing Technologies. with a combined SaaS and CPaaS offer. Its growing suite of data-driven solutions allows SMEs and large corporations globally to master the evolving ways of communicating with customers. Starting from the parent company, which includes the MailUp business unit (Email marketing technology), the group boasts a steady growth path both organically and through acquisitions: Acumbamail (Spanish and LatAm markets), Agile Telecom (wholesale SMS market) and Datatrics (artificial intelligence). The brand portfolio is completed by BEE, an email editor launched in 2017 as a complementary business line, already covering thousands of customers worldwide. Today, Growens is a leading European player in the field of Cloud Marketing Technologies, serving ca. 26.000+ customers in 100+ countries.

The company is admitted to trading on the Euronext Growth Milan (EGM) market managed by the Italian Stock Exchange, with a free float of ca. 37%.

ISIN IT0005040354 - Reuters: GROW.MI - Bloomberg: GROW IM

Media & Guidelines: <https://growens.io/en/media-guidelines>

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