

Informazione Regolamentata n. 20054-8-2023	Data/Ora Ricezione 21 Febbraio 2023 11:46:00	Euronext Growth Milan
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Societa' : GROWENS

Identificativo : 172694

Informazione
Regolamentata

Nome utilizzatore : MAILUPN02 - Capelli

Tipologia : REGEM; 3.1

Data/Ora Ricezione : 21 Febbraio 2023 11:46:00

Data/Ora Inizio : 22 Febbraio 2023 09:00:07

Diffusione presunta

Oggetto : NOTICE OF CALL OF THE ORDINARY
AND EXTRAORDINARY GENERAL
SHAREHOLDERS' MEETING

Testo del comunicato

The Ordinary and Extraordinary General Shareholders' Meeting is called on 9 March 2023 at 10:00 a.m., single call, to discuss and resolve upon the following

AGENDA

Ordinary Session

1. Approval of the Transaction comprising the sale of the MailUp business unit and the share capital of Contactlab S.p.A., Acumbamail S.L., MailUp Nordics A/S and its subsidiary Globase International A.p.S.. Related and resulting resolutions.

Extraordinary Session

1. Approval of change of the corporate purpose of Growens S.p.A., and consequent amendment of art. 3 of the By-Laws. Related and resulting resolutions;

2. Approval of modification of the By-Laws following the rebranding of AIM Italia into Euronext Growth Milan. Related and resulting resolutions.



NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

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The general shareholders' meeting will be exclusively held via an audio/video conference system which guarantees participant identification, attendance and casting of votes.

CORPORATE SHARE CAPITAL AND VOTING RIGHTS

The corporate share capital is equal to EUR 384,833.58 which consists of no. 15,393,343 ordinary shares without indication of the nominal value; each share grants a voting right in the ordinary and extraordinary general shareholders' meetings of the Company.

RIGHT TO ATTEND AND VOTE

Pursuant to Article 83-sexies of Legislative Decree 24 February 1998 no. 58 ("TUF"), the right to attend the General Shareholders' Meeting and exercise the related voting right is to be certified by a notice sent to the Company by the custodian intermediary on behalf of the person who has the right to vote, on the basis of the evidence deriving from its accounting records related to the end of the 7^o (seventh) trading day prior to the date of the call of the General Shareholders' Meeting (i.e. on 28 February 2023 – record date). Debit and credit entries made on accounts after the above-mentioned term are not relevant in terms of entitlement to the exercise of voting rights at the General Shareholders' Meeting and, therefore, those who shall become

The proxy is effective for the sole proposals for which voting instructions are provided and, under penalty of revocation of the right to attend the General Shareholders' Meeting, for the shares for which notice has been sent to the Company, from the relevant intermediary, in favor of the person entitled to vote, according to the preceding paragraph "*Right to attend and vote*". Proxies will not be retained valid (for the respective portion) in which voting instructions are not clear and unambiguous, and the Designated Representative will be entitled to not cast a vote for such portion, which will be deemed as non-stated. Please note that the shares for which a proxy is given are accounted for in order to verify the legal convening of the meeting.

In case the Designated Representative becomes incapable of executing the proxies, he will be allowed to be replaced, in total or partially, by a person of trust, the identity of whom will be promptly notified to the delegator.

Mr. Augusto Santoro, in his capacity as Designated Representative, hereby declares he holds no personal interest regarding the proposed resolutions. However, given the business relation between the Company and himself regarding certain legal assistance services, including the General Shareholders' Meeting, in order to avoid potential claims for alleged conflict of interest according to art. 135-*decies*, par. 2, lett. f), TUF, he expressly declares that in case unknown circumstances arise or amendments and additions are proposed to the resolutions, he will not cast a different vote than it is stated in the individual instructions from delegators.

GSM ATTENDANCE

The Shareholders entitled to attend the General Shareholders' Meeting may in any case delegate written proxy according to applicable laws and regulations. An appropriate proxy form is available at the corporate website growens.io *Information for Shareholders* Section. No vote by correspondence or electronic vote are allowed.

ORGANISATIONAL ASPECTS

Participating Shareholders or their delegates are invited to connect in advance with respect to the scheduled time for the meeting so as to facilitate registration operations. Identification and entitlement verification activities for the meeting will start 15 minutes before the scheduled time for the meeting.

DOCUMENTATION

Together with the publication of this notice of call, the following documentation is made available to the public at the Company registered office in Milan, Via Pola n. 9, on the Company's website growens.io, *Information for Shareholders* Section, and by any further procedures according to applicable laws and regulations: (i) the proxy form, (ii) the form to delegate proxy to the Designated Representative, (iii) the Board of Directors' explanatory memorandum on the proposed resolutions on the agenda, (iv) the Board of Directors' memorandum according to art. 2437-ter of Italian Civil Code (relating to the first item in the extraordinary session's agenda), as well as other corporate bodies' reports and evaluations as applicable. The Shareholders have the right to obtain a copy of it.

This notice of call is also published on the Company's website growens.io, *Press Releases* Section and on the daily newspaper "Italia Oggi" dated 22 February 2023.

Milan, 22 February 2023

**On behalf of the Board of
Directors**

The Chairman

(signed by Matteo Monfredini)

Fine Comunicato n.20054-8

Numero di Pagine: 6