

<p>Informazione Regolamentata n. 20054-13-2023</p>	<p>Data/Ora Ricezione 04 Aprile 2023 18:38:54</p>	<p>Euronext Growth Milan</p>
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Societa' : GROWENS

Identificativo : 174761

Informazione  
Regolamentata

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Data/Ora Ricezione : 04 Aprile 2023 18:38:54

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Diffusione presunta

Oggetto : Notice of call of the ordinary General  
Shareholders' Meeting

*Testo del comunicato*

The Ordinary General Shareholders' Meeting is called on 20 April 2023 at 10:00 a.m., single call, to discuss and resolve upon the following agenda.

1. Approval of the company's individual financial statements and review of the group consolidated financial statements as at 31 December 2022. Related and resulting resolutions;
2. Appointment of the members of the Board of Directors, after determination of their number, term of office and compensation. Related and resulting resolutions;
3. Appointment of the members of the Board of Statutory Auditors ("Collegio Sindacale") and determination of their compensation. Related and resulting resolutions;
4. Appointment of an independent Audit Firm according to art. 13 D.Lgs. 39/2010. Related and resulting resolutions;
5. Proposal of authorization to the purchase and disposal of treasury shares, after the revocation of the related shareholders' meeting resolution dated 21 April 2022. Related and resulting resolutions.



## NOTICE OF CALL OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING

The Ordinary General Shareholders' Meeting is called on 20 April 2023 at 10:00 a.m., single call, to discuss and resolve upon the following

### AGENDA

#### Ordinary Session

1. Approval of the company's individual financial statements and review of the group consolidated financial statements as at 31 December 2022. Related and resulting resolutions;
2. Appointment of the members of the Board of Directors, after determination of their number, term of office and compensation. Related and resulting resolutions;
3. Appointment of the members of the Board of Statutory Auditors ("Collegio Sindacale") and determination of their compensation. Related and resulting resolutions;
4. Appointment of an independent Audit Firm according to art. 13 D.Lgs. 39/2010. Related and resulting resolutions;
5. Proposal of authorization to the purchase and disposal of treasury shares, after the revocation of the related shareholders' meeting resolution dated 21 April 2022. Related and resulting resolutions.

**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° (seventh) trading day prior to

the date of the call of the General Shareholders' Meeting (i.e. on 11 April 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 owners of the shares only after the above-mentioned term shall not be entitled to attend and to vote in the General Shareholders' Meeting. The Company must receive the notice by the end of the 3<sup>rd</sup> (third) trading day before the day of the General Shareholders' Meeting (i.e. by 17 April 2023). It is without prejudice the right to attend the General Shareholders' Meeting and to exercise the voting right in the event the Company receives the notices after such term, but within the beginning of the discussions in the Shareholders' Meeting.

Please note that the intermediaries need to send the appropriate notice to the Company upon request from the person who has the right to vote. The person entitled to vote shall give appropriate instructions to the depositary to send the above-mentioned notice to the Company, under penalty of forfeiture. Any request of advanced notice from the depositary or fees requests for the depositary duties are not attributable to the Company.

No vote by correspondence nor electronic vote are allowed. The person entitled to vote and/or their delegates shall cast their vote exclusively as follows.

#### **FURTHER PROVISIONS FOR ATTENDING THE SHAREHOLDERS' MEETING**

With respect of provisions of art. 106 of D.L. 17 March 2022, n. 18 (as subsequently extended), the Company established that persons entitled to vote may attend the Shareholders' Meeting **exclusively through a Designated Representative**, according to art. 135-undecies of TUF, hence not attending in person. Proxies and sub-proxies may be attributed to the Designated Representative under art. 135-novies of TUF, thus derogating art. 135-undecies par. 4 of TUF. The Company governing bodies and the Designated Representative will be allowed to attend the Shareholders' Meeting via audio/video conference.

#### **DESIGNATED REPRESENTATIVE**

For the Shareholders' Meeting hereby, Growens S.p.A. appointed Mr. Augusto Santoro, fiscal code SNTGST80B28F912S, domiciled in Milano, via Pola 9 as Designated Representative, according to art. 135-undecies of TUF (the "**Designated Representative**"), to whom the persons entitled to vote who wish to attend the Shareholders' Meeting shall grant written proxy at the following terms, with no expenses for the delegator except for potential mailing expenses, with appropriate voting instructions on all or certain proposals in the agenda, exclusively by means of the appropriate forms available on the corporate website, with instructions for filling-in and sending, available at the corporate website [growens.io](http://growens.io) *Information for Shareholders* Section.

Delegation of proxy to the Designated Representative under art. 135-undecies of TUF must, under penalty of revocation of the right to attend the Shareholders' Meeting, be sent by the end of the 2<sup>nd</sup> (second) trading day before the date of the call of the Shareholders' Meeting (i.e. by 5:30 pm CET on 18 April 2023), exclusively by certified email to "[augusto.santoro@pec.it](mailto:augusto.santoro@pec.it)" and cc'ed in PDF format to the above-mentioned email address (even if the delegator is not using a certified email) and to the regular email "[augusto.santoro@hsf.com](mailto:augusto.santoro@hsf.com)". Excluding the case in which the proxy is sent by email with a qualified digital signature officially recognized as equal to written form by law, the original executed copy of the proxy, voting instructions and copy of the related documentation must be mailed at the above-mentioned Designated Representative's domicile address. The proxy and voting instructions can be revoked by the end of the 2<sup>nd</sup> (second) trading day before the date of the call of the Shareholders' Meeting (i.e. by 5:30 pm CET on 18 April 2023), by notice to the Designated Representative to be sent with the same above-mentioned formalities.

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 authorized 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.

Shareholders not willing to intervene under art. 135-undecies of TUF may alternatively delegate proxy or sub-proxy to the Designated Representative under art. 135-novies of TUF, thus derogating art. 135-undecies, par. 4 of TUF, which must bear voting instructions on all or certain proposals on the agenda, by using the appropriate proxy/sub-proxy form available on the corporate website. Delegations and notification of proxy/sub-proxy must be sent with the same above-mentioned formalities, by 1pm CET on the day before the General Shareholders’ Meeting (provided that the Designated Representative might accept proxies/sub-proxies and voting instructions after the above deadline, as long as they are provided before the beginning of the meeting). The proxy and voting instructions can be revoked within the same deadline. For all unstated provisions, please see above paragraphs.

In order to allow the Designated Representative to comply to applicable laws and regulations, the shareholders who will delegate the Designated Representative must send him the following documentation: (i) photocopy of picture ID; (ii) in case of legal representation of companies or other corporate bodies, photocopy of the Corporate Registrar certificate proving powers of attorney/representation in favor of the individual signatory of the proxy on behalf of the company or other corporate body entitled to vote; (iii) certification in lieu of an affidavit, not necessarily notarized, on the identity of the proxy signatory and attorney powers if applicable; (iv) in case of sub-proxy, copy of the delegated proxy as well as the preceding documentation where applicable .

**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.**

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.

#### **Appointment of the Board of Directors and Board of Statutory Auditors**

According to artt. 26 and 39 of the By Laws, the election of the Board of Directors and Board of Statutory Auditors shall be based on list-voting, with formalities as per the By Laws. Shareholders individually or jointly representing more than 5% of the share capital have the right to submit a list. Lists, as well as professional résumés of the candidates, underwritten by the proposing shareholders, must be submitted alongside the appropriate evidence of the status of shareholders for the presenters before the general Shareholders’ Meeting. To this specific respect, considering the participation formalities via the Designated Representative, by way of derogation to the By Laws, in order to ensure participation to Shareholders, lists must be submitted by **no later than 5:30pm CET of the 6th (sixth) calendar day before the Shareholders’ Meeting** (i.e. 14 April 2023), under penalty of forfeiture, exclusively by certified email to “[legal@pec.growens.io](mailto:legal@pec.growens.io)”. By the same term the acceptance declarations need to be submitted by the candidates alongside the lack of grounds for ineligibility or incompatibility according to the law, existence of normative and regulatory requirements and, for the Board of Directors, the requirements for independence according to art. 148, par. 3, TUF where applicable. Each candidate may participate to only one list, under penalty of ineligibility. Each shareholder can submit, individually or jointly, including through a third party, only one list. In case only one or no list is

presented, the corporate bodies are appointed by the general Shareholders' Meeting with majorities under applicable law.

Lists will be made available to the public by 5:30pm CET on 17 April 2023.

As per the above, aiming at maximizing the participation to corporate decisions, and according to the Board of Directors' guidelines in the memorandum on the proposed resolutions, we suggest to Shareholders who intend to submit proposals on the number, term of service, chairperson and compensation of the corporate bodies, to directly include them within the documentation regarding the lists of candidates, being understood that the Designated Representative will not be able to cast a vote on topics which are not included in a specific proposal for resolution submitted by the Board of Directors or Shareholders before the date of the call of the general Shareholders' Meeting.

Under Euronext Growth Milan Regulations, Shareholders who intend to submit Board member lists must obtain a pre-emptive approval from the Euronext Growth Advisor regarding independent board members. Hence submissions of candidates must be addressed to the Euronext Growth Advisor between the 8<sup>th</sup> and 4<sup>th</sup> before the term for lists submission, by notifying [growens@bper.it](mailto:growens@bper.it).

#### ORGANISATIONAL ASPECTS

The Shareholders entitled to attend the Shareholders' Meeting are invited to delegate proxy to the Designated Representative in good time and have their depositaries send notifications regarding their eligibility for the vote in advance with respect to the scheduled time for the meeting so as to facilitate their identification and verification of entitlement. Identification and entitlement verification activities for the meeting via the Designated Representative will start one hour 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](http://growens.io), *Information for Shareholders* Section, and by any further procedures according to applicable laws and regulations: (i) the Company's individual financial statements and the consolidated financial statements as at 31 December 2022, together with the management report as well as the reports of the Statutory Auditors and the Independent Audit Firm, (ii) the form to delegate proxy to the Designated Representative, and (iii) the Board of Directors' explanatory memorandum on the proposed resolutions on the agenda, as well as other corporate bodies' reports as applicable. The Shareholders can obtain a copy of the above.

This notice of call is also published on the Company's website [growens.io](http://growens.io), *Press Releases* Section and on the daily newspaper "Italia Oggi" dated 5 April 2023.

Milan, 5 April 2023

**On behalf of the Board of  
Directors**

**The Chairman**

(signed by Matteo Monfredini)

Fine Comunicato n.20054-13

Numero di Pagine: 7