

Informazione Regolamentata n. 20054-8-2024	Data/Ora Inizio Diffusione 3 Aprile 2024 08:45:15	Euronext Growth Milan
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Societa' : GROWENS
Identificativo Informazione : 188460
Regolamentata
Utenza - Referente : GROWENSN01 - Capelli
Tipologia : REGEM
Data/Ora Ricezione : 3 Aprile 2024 08:45:15
Data/Ora Inizio Diffusione : 3 Aprile 2024 08:45:15
Oggetto : Convening of GSM

Testo del comunicato

Vedi allegato



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

The Ordinary General Shareholders' Meeting is called on 18 April 2024 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 2023. Related and resulting resolutions;
2. Allocation of the net result. Related and resulting resolutions;
3. Proposal of authorization to the purchase and disposal of treasury shares. Related and resulting resolutions;
4. Proposal to allocate a one-time extraordinary remuneration to certain Board of Directors members. Related and resulting resolutions;
5. Examination and approval of the incentive plan for the subsidiary BEE Content Design Inc.

Extraordinary Session

1. Proposal to amend artt. 21, 26 and 31 of the By-Laws. Related and resulting resolutions.



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 9 April 2024 – 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 3rd (third) trading day before the day of the General Shareholders' Meeting (i.e. by 15 April 2024). 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.

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 Cremona, via dell'Innovazione Digitale, 3 as **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 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 2nd (second) trading day before the date of the call of the Shareholders' Meeting (i.e. by 5:30 pm CET on 16 April 2024), exclusively by certified email to "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". 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 2nd (second) trading day before the date of the call of the Shareholders' Meeting (i.e. by 5:30 pm CET on 16 April 2024), 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.

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, on the Company's website 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 2023, 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, *Press Releases* Section and on the daily newspaper "Italia Oggi" dated 3 April 2024.

Milan, 3 April 2024

**On behalf of the Board of
Directors**

The Chairman

(signed by Matteo Monfredini)



CORRECTION TO THE PRESS RELEASE OF MARCH 19, 2024

With reference to the individual and consolidated financial statements accompanied by the reports of the control bodies that will be published today, correcting what was attached in the press release dated March 19, 2024, it is noted that the consolidated income statement shows a net profit of EUR 58,131,733 instead of EUR 53,106,057 and consequently the "Reserves and profits carried forward" item in the net assets changes from EUR 3,414,022 to EUR (1,611,653) with the total net assets remaining unchanged at EUR 56,868,834. The other balance sheet items and other schemas have not been modified.

Finally, the Company hereby notifies, with regard to the information disclosed on 19 March, 2024, the following amended information concerning the payment of the extraordinary dividend:

- First tranche -0.79 EUR per share (**coupon no. 2**) derived from the distribution of extraordinary profits - payment date May 8, 2024, ex-dividend date May 6, 2024, and record date May 7, 2024;
- Second tranche -0.79 EUR per share (**coupon no. 3**) derived from the distribution of extraordinary profits - payment date September 4, 2024, ex-dividend date September 2, 2024, and record date September 3, 2024.

