

Informazione Regolamentata n. 20054-13-2024	Data/Ora Inizio Diffusione 18 Aprile 2024 19:45:03	Euronext Growth Milan
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Societa' : GROWENS

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Regolamentata : 189248

Utenza - Referente : GROWENSN01 - Capelli

Tipologia : REGEM

Data/Ora Ricezione : 18 Aprile 2024 19:45:03

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Oggetto : General Shareholders Meeting of 18 April 2024

*Testo del comunicato*

Vedi allegato



PRICE SENSITIVE

PRESS RELEASE

## The Shareholders' Meeting of Growens S.p.A. (GROW) approved the individual financial statements as of 31 December 2023 and the EUR 1.58 per share dividend

**Milan, 18 April, 2024** – 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 and Extraordinary 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 Shareholders' Meeting passed 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 2023. Related and resulting resolutions.*

The Shareholders' Meeting approved the individual financial statement as of 31 December 2023, as proposed by the Board of Directors on 19 March 2024, posting a net result of 56,069,522.37 Euro.

Further, the Shareholders' Meeting reviewed the consolidated financial statements as of 31 December 2023, approved by the Board of Directors on 19 March 2024.

2. *Allocation of the net result. Related and resulting resolutions.*

The Shareholders' Meeting resolved to allocate the net result of 56,069,522.37 Euro as follows:

- the distribution of a gross dividend of 1.58 EUR per share, for a total amount of 20,040,249.16 Euro, to be paid in two tranches: (i) first tranche –0.79 Euro per share – payment date May 8, 2024, ex-dividend date May 6, 2024, and record date May 7, 2024; (ii) second tranche –0.79

Euro per share– payment date September 4, 2024, ex-dividend date September 2, 2024, and record date September 3, 2024;

- 36,029,273.21 Euro to extraordinary reserve.

3. *Proposal of authorization to the purchase and disposal of treasury shares. Related and resulting resolutions.*

The Shareholders' Meeting resolved 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 may not exceed 20% of the outstanding share capital, for an individual price which may not exceed nor be lower than 15% of the previous day official stock price.

The purchase may be made, respecting the principle of equal treatment of shareholders, by any of the following methods: (i) public tender offer or exchange; (ii) purchases on the Euronext Growth Milan market, according to market practices that do not allow direct matching of purchase negotiation proposals with specific sales negotiation proposals, or (iii) by any other method provided by the legal system and therefore through block purchases or auction methods (including the so-called "Dutch auction"), as evaluated from time to time in relation to the best execution of the shareholders' meeting delegation.

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.

Pursuant to the so-called "whitewash" procedure provided for in article 44-bis, paragraph 2, of Consob Regulation No. 11971/1999, the treasury shares purchased by the Company in execution of the above-mentioned authorizing resolution will not be excluded from the ordinary share capital (and therefore will be counted in it) if, as a result of the purchase of treasury shares, a shareholder exceeds the relevant thresholds pursuant to Article 106 of Legislative Decree No. 58/1998.

4. *Proposal for the allocation of a one-time extraordinary remuneration to certain members of the Board of Directors. Related and resulting resolutions.*

The Shareholders' Meeting approved the allocation of a one-time extraordinary remuneration totaling Euro 457,500 gross in favor of the Chairman of the Board of Directors Matteo Monfredini, the CEO Nazzareno Gorni, and the Director Micaela Cristina Capelli, giving mandate to the Board of Directors to distribute such extraordinary remuneration among the Chairman of the Board of Directors Matteo Monfredini, the CEO Nazzareno Gorni, and the Director Micaela Cristina Capelli.

*Proposal for the allocation of a one-time extraordinary remuneration to certain members of the Board of Directors. Related and resulting resolutions.*

5. *Examination and approval of the incentive plan for the subsidiary BEE Content Design Inc.*

The Shareholders' Meeting approved, where necessary, the adoption of the incentive plan by BEE Content Design Inc. intended for directors, managers (including employees), and collaborators of BEE Content Design Inc. and companies belonging to the group headed by Growens. The plan concerns the attribution of options to subscribe newly issued ordinary shares of BEE Content Design Inc. and the inclusion, among its beneficiaries, of the Chairman of the Board of Directors, Matteo Monfredini, the CEO, Nazzareno Gorni, and the Director Micaela Cristina Capelli.

## **EXTRAORDINARY SESSION**

1. *Amendment of Articles 21, 26, and 31 of the company bylaws.*

The Shareholders' Meeting approved the proposed statutory amendments and, in particular, to modify Articles 21 (Participation in the General Shareholders Meeting), 26 (Board of Directors), and 31 (Replacement of Directors) of the Corporate Bylaws of Growens S.p.A., thus fully approving the text of the new bylaws as amended.

## **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](http://www.growens.io), Investor Relations/Information for Shareholders section.



**Growens (GROW)** is a leading European player in the field of Cloud Marketing Technologies, serving thousands of clients worldwide. Its SaaS and CPaaS solutions allow SMEs and large corporations globally to master the evolving ways of communicating with customers. Starting from the original business MailUp the Group grew steadily since 2002, both organically and via M&A, peaking with the launch of innovative products such as [Beefree.io](http://Beefree.io).

The company is admitted to trading on the Euronext Growth Milan (EGM) market managed by the Italian Stock Exchange, with a free float above 31%.

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

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

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