

<p>Informazione Regolamentata n. 20054-9-2025</p>	<p>Data/Ora Inizio Diffusione 31 Marzo 2025 08:00:09</p>	<p>Euronext Growth Milan</p>
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Societa' : GROWENS

Identificativo Informazione Regolamentata : 203273

Utenza - Referente : GROWENSN01 - Capelli Micaela Cristina

Tipologia : REGEM

Data/Ora Ricezione : 31 Marzo 2025 08:00:09

Data/Ora Inizio Diffusione : 31 Marzo 2025 08:00:09

Oggetto : Convening of GSM ENG

*Testo del comunicato*

Vedi allegato



## NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders are hereby convened to an Ordinary and Extraordinary Shareholders' Meeting, to be held on April 15, 2025, at 10:00 a.m., in a single call, to discuss and resolve the following

### AGENDA

#### Ordinary Session

1. Approval of the statutory financial statements and presentation of the consolidated group financial statements as of December 31, 2024. Related and resulting resolutions;
2. Allocation of the net result and distribution of an extraordinary dividend. Related and resulting resolutions;
3. Proposal to authorize the purchase and disposal of treasury shares, subject to the revocation of the corresponding resolution adopted by the Shareholders' Meeting on April 18, 2024. Related and resulting resolutions.

#### Extraordinary Session

1. Granting to the Board of Directors a proxy, pursuant to Articles 2443 and 2420-ter of the Italian Civil Code, to increase the share capital and to issue bonds, including convertible bonds, up to a maximum of Euro 30,000,000.00, including with exclusion of pre-emptive rights or free of charge, also pursuant to Article 2441, paragraphs 4, 5 and 8, and Article 2349 of the Italian Civil Code, subject to revocation of the authorizations granted by the extraordinary shareholders' meeting of April 23, 2020 for the unexecuted portion. Related amendment of Article 6 (Capital and Shares) of the Articles of Association. Related and resulting resolutions.



## SHARE CAPITAL AND VOTING RIGHTS

The share capital amounts to Euro 384,833.58, divided into 15,393,343 ordinary shares without indication of nominal value; each share entitles the holder to one vote at both Ordinary and Extraordinary Shareholders' Meetings.

## ENTITLEMENT TO ATTEND AND VOTE

Pursuant to Article 83-sexies of Legislative Decree no. 58 of February 24, 1998 ("TUF"), entitlement to attend the Shareholders' Meeting and to exercise voting rights is certified by a communication to the Company made by the intermediary on behalf of the person entitled to vote, based on records at the close of the 7th (seventh) open market day prior to the date of the Meeting (i.e., April 4, 2025 – the record date). Credit and debit transactions registered after this date shall not be considered for entitlement to vote at the Meeting, and therefore those who become shareholders only after such date will not be entitled to attend or vote (as per the methods described below).

The communication must be received by the Company no later than the 3rd (third) open market day prior to the date of the Meeting (i.e., by April 10, 2025). However, entitlement to attend and vote remains valid (through the methods described below) if the communication is received after this deadline, provided it is received before the Meeting begins.

No procedures for postal or electronic voting are provided. Eligible parties and/or their proxies may vote only in accordance with the procedures detailed below.

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

Pursuant to Article 21 of the Articles of Association, the Company has resolved that participation in the Meeting by eligible persons may take place exclusively through the Designated Representative, pursuant to Article 135-undecies of the TUF. No other party with voting rights may physically attend the Meeting. Proxies and sub-proxies may also be granted to the Designated Representative pursuant to Article 135-novies of the TUF, by way of exception to Article 135-undecies, paragraph 4 of the TUF. The members of the corporate bodies and the Designated Representative may attend the Meeting via audio/video conference.

## **DESIGNATED REPRESENTATIVE**

For the Meeting referred to in this notice, Growens S.p.A. has appointed Mr. Augusto Santoro, Tax Code SNTGST80B28F912S, with domicile for the position at the Company's registered office in Cremona, via Dell'Innovazione Digitale no. 3, as the Designated Representative. The proxy must be granted in writing (as detailed below) at no cost to the delegating party (except for any shipping costs), with voting instructions for all or some of the items on the agenda, exclusively through the dedicated forms available, along with the relevant instructions, on the Company's website [www.growens.io](http://www.growens.io), in the "Information for Shareholders" section.

The proxy under Article 135-undecies of the TUF must be received no later than the end of the second open market day prior to the Meeting, i.e., by 5:30 p.m. on April 11, 2025, exclusively by certified email to "[augusto.santoro@pec.it](mailto:augusto.santoro@pec.it)" and as a PDF copy also sent to the same address (even if the sender does not use a certified email account), as well as to the ordinary email address "[augusto.santoro@hsf.com](mailto:augusto.santoro@hsf.com)".

Except when the proxy is sent by email with a qualified or digital electronic signature equivalent to a written signature under applicable law, the original proxy, instructions, and related documents must also be promptly sent to the aforementioned domicile of the Designated Representative. The proxy and voting instructions may be revoked by the same deadline and using the same methods.

The proxy is valid only for proposals for which voting instructions are given and, under penalty of losing the right to attend, only for shares for which the intermediary has sent the Company the communication described under "Entitlement to Attend and Vote." Proxies lacking clear and unequivocal voting instructions will be considered invalid (for that portion), and the Designated Representative will be authorized not to vote on those items. Shares for which the proxy is granted, even partially, will be counted for quorum purposes.

Those who do not wish to use the procedure under Article 135-undecies of the TUF may alternatively grant a proxy or sub-proxy under Article 135-novies of the TUF, to the same Designated Representative, with voting instructions, using the dedicated form available on the Company's website. The methods of granting and notifying such proxies/sub-proxies, including electronically, follow the same procedures as outlined above. These proxies must be received by 1:00 p.m. on the day before the Meeting (noting that the Designated Representative may accept them even after this deadline, provided it is before the Meeting begins). Revocation is also permitted before that time. Unless otherwise specified, the above rules apply.

To allow the Designated Representative to comply with legal requirements, shareholders granting a proxy must provide: (i) a copy of a valid ID with photo; (ii) in case of legal entities, a copy of the company register certificate showing the signatory's powers; (iii) a substitute declaration confirming the signer's identity and powers of representation, if needed; (iv) in case of sub-proxies, a copy of the original proxy and supporting documentation.

Mr. Augusto Santoro, as Designated Representative, declares he has no personal interest in the proposals. However, due to ongoing contractual relationships with the Company, including legal assistance at meetings, and to prevent disputes about possible conflicts of interest under Article 135-decies, paragraph 2(f), of the TUF, he expressly declares that, in case of unknown circumstances or amended proposals, he will not vote differently from the instructions received.

If the Designated Representative is unable to carry out the proxy duties, he may delegate the task, fully or partially, to trusted personnel and will promptly inform the delegating party of the substitute's identity.

#### **ORGANIZATIONAL ASPECTS**

Eligible shareholders are encouraged to submit their proxy to the Designated Representative in advance and to have their intermediaries send the necessary entitlement communication well ahead of the meeting time to facilitate eligibility verification procedures. Accreditation and eligibility verification activities will begin one hour prior to the Meeting.

#### **DOCUMENTATION**

Along with the publication of this notice, the following documentation is made available to the public at the Company's registered office, on its website [www.growens.io](http://www.growens.io) (under "Information for Shareholders"), and in any other manner required by applicable laws and regulations: (i) the statutory financial statements and consolidated financial statements as of December 31, 2024, including the management report, auditors' and statutory auditors' reports; (ii) the proxy forms to be used to appoint the Designated Representative; (iii) the Board of Directors' explanatory report on the agenda items, and any other reports and/or opinions from corporate bodies. Shareholders are entitled to request copies.

This notice is also published on the Company's website [www.growens.io](http://www.growens.io), in the Investor Relations section, and in the newspaper "Italia Oggi" on March 31, 2025.

*Milan, March 31, 2025*

**On behalf of the Board of Directors**  
**The Chairman**  
(signed Matteo Monfredini)

