



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

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.

**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<sup>o</sup> (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

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 6 March 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.

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. 22, paragraph 2 of the By-Laws, the right to attend the General Shareholders' Meeting and to exercise the voting right will be **exclusively granted via audio/video conference** via the following link <https://us02web.zoom.us/join/zoommeeting/register/tZUvdOyppjgpE9BQTl64agw58q7Q7rv0wvZ3>. Eligible Shareholders willing to participate must submit an appropriate request at the corporate email [legal@growens.io](mailto:legal@growens.io) by 12pm CET on 7 March 2023, attaching (i) a copy of the custodian statement as per the previous paragraph (Right to attend and vote), (ii) a copy of a valid picture ID, and, in case of legal representation/delegation of companies or other corporate bodies (according to the paragraph GSM attendance), evidence of powers of attorney/representation, (iii) filled-in and signed proxy form. The Company will disclose to the individuals who effectively submitted the above-mentioned documentation to their respective email address the PIN code to access the meeting by 8 March 2023 EOB. Individuals and entities who shall not comply with the above will not be eligible to participate to the General Shareholders' Meeting.

Furthermore, according to art. 21, paragraph 3 of the By-Laws, Growens S.p.A. appointed Mr. Augusto Santoro, fiscal code SNTGST80B28F912S, domiciled in Milano, via Pola 9 as Designated Representative (the "**Designated Representative**"), to whom the Shareholders entitled to vote will have the option to grant written delegation of proxy with appropriate voting instructions on all or certain proposals in the agenda within the end of the 2<sup>nd</sup> (second) trading day before the day of the General Shareholders' Meeting (i.e. by 5:30pm CET on 7 March 2023), under penalty of revocation of the right to attend the General Shareholders' Meeting. Proxy must exclusively follow the forms, with instructions for filling-in and sending, available at the corporate website [growens.io](http://growens.io) Information for Shareholders Section. The proxy is effective for the sole proposals for which voting instructions are provided. Within the same deadline proxies and voting instructions can be revoked.

Delegation of proxy to the Designated Representative must, under penalty of revocation of the right to attend the General Shareholders' Meeting, be sent by the end of the 2<sup>nd</sup> (second) trading day before the date of the call of the General Shareholders' Meeting (i.e. by 5:30 pm CET on 7 March 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 equivalent 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.

Proxy must be complemented by 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 on the identity of the proxy signatory and attorney powers if applicable.

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 7 March 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 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](https://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](https://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](https://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)