



NOTICE OF CALL OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING

The Ordinary General Shareholders' Meeting is called on 18 September 2023 at 10:00 a.m., single call, to discuss and resolve upon the following

AGENDA

1. Authorization to the purchase of treasury shares via a voluntary partial tender offer, and disposal of treasury shares. 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^o (seventh) trading day prior to the date of the call of the General Shareholders' Meeting (i.e. on 7 September 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 3rd (third) trading day before the day of the General Shareholders' Meeting (i.e. by 13 September 2023). 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, remains unaffected.

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 REMOTE ATTENDING THE SHAREHOLDERS' MEETING

With respect to provisions of the By Laws (art. 22, par. 2) attendance and voting will be exclusively allowed via audio/video conference by connecting to the following link https://us02web.zoom.us/meeting/register/tZluf-yhpzsuHtzwz6tzck_QwtOVmFdrXJ.f. Those who wish to attend the GSM via video conference must send – by 12:00 pm on 15 September 2023 – a specific request to the Company's email address legal@growens.io, attaching (i) a copy of the bank certification mentioned in the preceding paragraph (Right to attend and vote), (ii) a copy of a valid photo ID of the participating individual, and if the participant is a legal representative or delegate according to the next paragraph (Representation in Assembly), evidence of powers suitable for GSM participation or for granting the proxy must also be sent, as well as (iii) any duly completed and signed proxy form. The Company will communicate by the end of the day on 15 September 2023, a specific PIN for Assembly participation to those who have duly provided the preceding documentation (and to the same email address). Those who have not timely complied with the above prescriptions will not be eligible to participate and vote via video conference.

REPRESENTATION IN THE GENERAL SHAREHOLDERS' MEETING

Those who have the right to participate in the GSM may be represented by a written proxy, in compliance with current legislation. For this purpose, the specific proxy form for the GSM is available on the Company's website at www.growens.io, under the *Information for Shareholders* Section. No vote by correspondence nor electronic vote are allowed.

ORGANISATIONAL ASPECTS

The Shareholders (or their delegates) entitled to attend the General Shareholders' Meeting are invited to connect 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 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, *Information for Shareholders* Section, and by any further procedures according to applicable laws and regulations: (i) the proxy form; (ii) 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 1 September 2023.

Milan, 1 September 2023

**On behalf of the Board of
Directors**

The Chairman

(signed by Matteo Monfredini)