

<p>Informazione Regolamentata n. 20054-8-2026</p>	<p>Data/Ora Inizio Diffusione 15 Aprile 2026 19:00:08</p>	<p>Euronext Growth Milan</p>
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Societa' : GROWENS

Utenza - referente : GROWENSN01 - Capelli Micaela Cristina

Tipologia : REGEM

Data/Ora Ricezione : 15 Aprile 2026 19:00:08

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Oggetto : Convening of the Shareholders Meeting

Testo del comunicato

Vedi allegato



NOTICE OF ORDINARY SHAREHOLDERS' MEETING

The Shareholders are hereby convened to an Ordinary Shareholders' Meeting in Cremona, via dell'Innovazione Digitale no. 3, on April 27, 2026, at 10:00 a.m., in a single call, to discuss and resolve on the following:

AGENDA

1. Approval of the statutory financial statements and presentation of the consolidated financial statements as at December 31, 2025. Related and consequent resolutions;
2. Allocation of the result for the year. Related and consequent resolutions;
3. Appointment of the members of the Board of Directors, following determination of their number, term of office and related remuneration. Related and consequent resolutions;
4. Appointment of the members of the Board of Statutory Auditors and determination of their remuneration. Related and consequent resolutions;
5. Appointment of an audit firm pursuant to Article 13 of Legislative Decree No. 39/2010. Related and consequent resolutions;
6. Proposal to authorize the purchase and disposal of treasury shares, subject to revocation of the corresponding shareholders' resolution dated April 15, 2025. Related and consequent resolutions..



SHARE CAPITAL AND VOTING RIGHTS

The share capital amounts to Euro 384,833.58, divided into no. 15,393,343 ordinary shares with no par value; each share entitles the holder to one vote at both the ordinary and extraordinary shareholders' meetings of the Company.

ENTITLEMENT TO ATTEND AND VOTE

Pursuant to Article 83-sexies of Legislative Decree No. 58 of February 24, 1998 ("TUF"), the 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, on the basis of the records of its books as at the end of the 7th (*seventh*) trading day prior to the date of the Ordinary Shareholders' Meeting (i.e., April 16, 2026 – the record date).

Any credit or debit entries made to the accounts after the aforementioned deadline shall not be relevant for the purposes of entitlement to exercise voting rights at the Meeting; therefore, those who become holders of shares only after such date shall not be entitled to vote at the Meeting (through the procedures indicated below).

The communication must be received by the Company by the end of the 3rd (third) trading day prior to the date of the Meeting (i.e., by April 22, 2026). The entitlement to attend the Meeting and to exercise voting rights (through the procedures indicated below) shall remain valid even if the communication is received by the Company after such deadline, provided that it is received before the start of the Meeting.

It should be noted that the communication to Growens S.p.A. is made by the intermediary at the request of the person entitled to vote. Holders of voting rights are required to instruct the intermediary holding their accounts to send the above communication to the Company, under penalty of forfeiture of the right to attend. Any advance notice requirements imposed by the intermediary or any costs related to the performance of its obligations shall not be borne by the Company.

No procedures for voting by mail or by electronic means are provided. Eligible persons and/or their proxies may exercise their voting rights exclusively in accordance with the procedures set out below.

ADDITIONAL PROVISIONS FOR ATTENDING THE SHAREHOLDERS' MEETING

Pursuant to Article 21 of the Company's By-Laws, the Company has established that attendance at the Shareholders' Meeting by those entitled to vote may occur **exclusively through the Appointed Representative**, in accordance with Article 135-undecies of the TUF, with no physical or remote participation in the meeting by any other person entitled to vote.

The aforementioned Appointed Representative may also be granted proxies or sub-proxies pursuant to Article 135-novies of the TUF, by way of derogation from Article 135-undecies, paragraph 4, of the TUF.

Members of the corporate bodies and the Appointed Representative may attend the meeting via audio/video conference.

APPOINTED REPRESENTATIVE

For the Shareholders' Meeting referred to in this notice of call, Growens S.p.A. has appointed Attorney Augusto Santoro, tax code SNTGST80B28F912S, domiciled for this purpose at the Company's administrative headquarters in Cremona, via Dell'Innovazione Digitale no. 3, as the **Appointed Representative**, to whom a written proxy must be granted (under the terms set out below), free of charge for the granting party (except for any mailing costs), with voting instructions on all or some of the items on the agenda, exclusively through the specific proxy forms available, together with the relevant instructions for their completion and submission, on the Company's website www.growens.io, in the section "Information for Shareholders".

The proxy to the Appointed Representative pursuant to Article 135-undecies of the TUF must be granted (and, under penalty of forfeiture of the right to attend the Meeting, received) no later than the end of the second trading day prior to the date set for the Meeting, i.e., by no later than 5:30 p.m. on April 23, 2026, exclusively by certified email (PEC) to the address augusto.santoro@pec.it, with a copy in electronically reproduced format (PDF) sent to the same address (including where the granting party does not use a certified email account), as well as simultaneously to the ordinary email address augusto.santoro@hsfkramer.com.

Except where the proxy is transmitted by email with a qualified or digital electronic signature equivalent to the written form under applicable law, the original proxy, voting instructions and a copy of the related documentation must in any case be promptly delivered to the Appointed Representative at the above address.

The proxy and the voting instructions may be revoked by the end of the second trading day prior to the date set for the Meeting (i.e., by 5:30 p.m. on April 23, 2026) by means of a communication to be sent to the Appointed Representative using the same methods as those used for granting the proxy.

The proxy shall be effective only with respect to the proposals for which voting instructions have been provided and, under penalty of forfeiture of the right to attend the Meeting, only with respect to the shares for which the communication to the Company has been received from the intermediary on behalf of the person entitled to vote, pursuant to the above section "Entitlement to Attend and Vote."

Proxies in which voting instructions are not expressed in a clear and unequivocal manner shall not be deemed valid (with respect to the relevant portion); for such portion, the Appointed Representative shall be entitled to refrain from voting, and such portion of the proxy shall be deemed as not given.

It is specified that the Company's shares for which a proxy has been granted, even if only partially, shall be counted for the purposes of the valid constitution of the Meeting.

Shareholders who do not intend to avail themselves of the attendance mechanism provided under Article 135-undecies of the TUF may, alternatively, grant to the same Appointed Representative a proxy or sub-proxy pursuant to Article 135-novies of the TUF, by way of derogation from Article 135-undecies, paragraph 4, of the TUF, which must necessarily include voting instructions on all or some of the items on the agenda, by using the specific proxy/sub-proxy form available on the Company's website.

For the granting and notification, including by electronic means, of such proxies/sub-proxies, the same procedures indicated in the preceding paragraphs shall apply.

The proxy must be received by 1:00 p.m. on the day preceding the Shareholders' Meeting (it being understood that the Appointed Representative may accept proxies and/or sub-proxies and/or voting instructions even after such deadline, provided that they are received before the start of the meeting).

Within the above deadline, the proxy and the voting instructions may always be revoked.

Unless otherwise provided, the provisions set out in the preceding paragraphs shall apply.

In order to enable the Appointed Representative to comply with the applicable legal provisions, shareholders intending to grant a proxy to the Appointed Representative are required to provide the following: (i) a photocopy of a valid photo identification document; (ii) in the case of legal representation of companies or entities, a photocopy of a certificate issued by the Companies Register evidencing the representation powers of the person signing the proxy on behalf of the company or entity entitled to attend and vote at the Meeting; (iii) a self-declaration certifying the identity of the signatory of the proxy and, where applicable, their powers of representation; (iv) in the case of a sub-proxy, a copy of the proxy granted by the delegating party (in addition to the documents referred to in the preceding items, as applicable).

Attorney Augusto Santoro, in his capacity as Appointed Representative, declares that he has no personal interest in the proposed resolutions submitted to the vote. However, taking into account the existing contractual relationships between himself and the Company, in particular with respect to the legal assistance provided (including, inter alia, in connection with shareholders' meetings), and in order to avoid any potential future disputes relating to the alleged existence of circumstances that could give rise to a conflict of interest pursuant to Article 135-decies, paragraph 2, letter f), of the TUF, Attorney Augusto Santoro expressly declares that, should any unknown circumstances arise or in the event of amendments or supplements to the proposals submitted to the Shareholders' Meeting, he does not intend to cast a vote that differs from the instructions received from the individual delegating parties.

In the event of a material inability of the Appointed Representative to exercise the proxies granted, he may appoint a substitute, in whole or in part, from among his trusted personnel, promptly informing the delegating party of the identity of such substitute.

APPOINTMENT OF THE BOARD OF DIRECTORS AND THE BOARD OF STATUTORY AUDITORS

Pursuant to Articles 26 and 39 of the Company's By-Laws, respectively, the members of the Board of Directors and of the Board of Statutory Auditors are appointed through a slate voting mechanism, in accordance with the procedures set out in the By-Laws, to which reference is made.

Only shareholders who, individually or jointly with others, represent at least 5% of the share capital are entitled to submit slates. Such slates must be accompanied by the professional résumés of the proposed candidates and must be signed by the submitting shareholders.

In this regard, considering that the Shareholders' Meeting is to be held exclusively through the Appointed Representative, by way of derogation from the provisions of the By-Laws and in order to facilitate greater shareholder participation, the aforementioned slates must be submitted no later than 1:00 p.m. on the 6th (sixth) calendar day prior to the date of the Shareholders' Meeting (i.e., April 21, 2026), under penalty of forfeiture, exclusively by sending them to the Company's certified email address legal@pec.growens.io.

Within the same deadline, declarations must be filed whereby each candidate accepts his or her nomination and declares, under his or her own responsibility, the absence of any causes of ineligibility or incompatibility provided by law, as well as the existence of any requirements prescribed by applicable laws and regulations and, for members of the Board of Directors, the possible possession of the independence requirements set forth in Article 148, paragraph 3, of Legislative Decree No. 58/1998.

Each candidate may appear on only one slate, under penalty of ineligibility. Each shareholder may not submit, or participate in the submission of, more than one slate, whether directly or through an intermediary or fiduciary.

If only one slate is submitted, or in the absence of any slates, the corporate bodies shall be appointed by the Shareholders' Meeting with the majorities required by law.

The slates will be made available to the public no later than the 6th (sixth) calendar day prior to the date of the Shareholders' Meeting (i.e., April 21, 2026).

For the same purposes, with a view to fostering greater participation in corporate decisions and as indicated by the Board of Directors in the explanatory report on the items on the agenda of the Shareholders' Meeting, shareholders intending to submit proposals regarding (i) the determination of the number of members of the Board of Directors, (ii) their term of office, (iii) the appointment of the Chairman, as well as (iv) the determination of the remuneration of the administrative and control bodies, are encouraged to include such proposals directly within the documentation relating to the aforementioned slates of candidates.

It should be noted that the Appointed Representative will not be entitled to vote on matters for which no specific resolution proposal has been submitted by the Directors and/or the Shareholders prior to the Shareholders' Meeting.

ORGANIZATIONAL MATTERS

Persons entitled to attend the Shareholders' Meeting are invited to complete the process of granting the proxy to the Appointed Representative well in advance and to instruct their intermediaries to send the communications relating to their entitlement to vote ahead of the scheduled time of the meeting, in order to facilitate the verification procedures of their right to attend the Shareholders' Meeting.

The accreditation procedures for participants and the verification of entitlement to attend through the Appointed Representative will commence one hour prior to the scheduled time of the Shareholders' Meeting.

DOCUMENTATION

As of the date of publication of this notice of call, the following documents are made available to the public at the Company's registered office, on the Company's website www.growens.io (Investor Relations section), and through any additional means provided for by applicable laws and regulations: (i) the statutory financial statements and the consolidated financial statements as at December 31, 2025, together with the management report and the reports of the Board of Statutory Auditors and the independent auditors; (ii) the forms to be used by those entitled to attend the Shareholders' Meeting for granting a proxy to the Appointed Representative; (iii) the explanatory report of the Board of Directors on the items on the agenda, as well as any additional reports and/or opinions issued by other corporate bodies in connection with the matters submitted for resolution.

Shareholders are entitled to obtain a copy of such documentation.

This notice of call is also published on the Company's website www.growens.io, in the Investor Relations section, and in the newspaper "Italia Oggi" on April 10, 2026.

Milan, April 10, 2026

**On behalf of the Board of Directors
The Chairman**

(signed) Matteo Monfredini

Fine Comunicato n.20054-8-2026

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