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Societa' : GROWENS

Utenza - referente : GROWENSN01 - Capelli Micaela Cristina

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PRICE SENSITIVE

PRESS RELEASE

The Shareholders' Meeting of Growens S.p.A. (GROW) approved the individual financial statements as of 31 December 2025 and appointed the Board of Directors, the Board of Statutory Auditors and the independent Audit Firm

The Board of Directors appointed Executive Directors and verified the requirements of the Independent Directors

Launch of the purchase and disposal of treasury shares program

Milan, 27 April, 2026 – 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.

ORDINARY SHAREHOLDERS' MEETING

The Shareholders' Meeting passed the following resolutions.

1. *Approval of the company's individual financial statements and review of the group consolidated financial statements as at 31 December 2025. Related and resulting resolutions.*

The Shareholders' Meeting approved the individual financial statement as of 31 December 2025, as proposed by the Board of Directors on 24 March 2026, posting total sales of Euro 14.2M and a positive net result of Euro 1.3M.

Further, the Shareholders' Meeting reviewed the consolidated financial statements as of 31 December 2025, approved by the Board of Directors on 24 March 2026, posting total revenues of Euro 77.4M, EBITDA of Euro 2.5M and a net result of Euro -2.3M, vis à vis a net cash position of Euro 11M.

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

The Shareholders' Meeting resolved to transfer to extraordinary reserve the amount of Euro 1,3M.

3. *Appointment of the members of the Board of Directors, after determination of their number, term of office and compensation. Related and resulting resolutions.*

Today the three-year mandate of the Board of Directors expired, which was passed by the Shareholders' Meeting on 20 April 2023. Therefore, the Shareholders' Meeting appointed a Board of Directors composed of five members, for a three-year mandate, i.e. until the approval of the financial statements as of 31 December 2028, as follows:

- Monfredini Matteo (also appointed as the Chairman of the Board of Directors)
- Gorni Nazzareno
- Capelli Micaela Cristina
- Castiglioni Ignazio
- Vita Sebastiano

The board members Mr. Castiglioni and Mr. Vita declared they meet regulatory independence requirements.

Regarding the Board of Directors' remuneration, the Shareholders' Meeting resolved to grant a total annual gross compensation of Euro 1,400,000-, including the fixed component, office-specific components, any variable part, as well as any fringe benefits and severance indemnities. Such total compensation shall be distributed among the board members with an appropriate board resolution according to applicable laws and to the Company By-Laws, beyond reimbursement of receipted expenses.

4. *Appointment of the members of the Board of Statutory Auditors ("Collegio Sindacale") and determination of their compensation. Related and resulting resolutions.*

Today's date also marked the expiry of the Board of Statutory Auditors' three-year mandate as passed by the Shareholders' Meeting on 20 April 2023. Therefore, the Shareholders' Meeting appointed a Board of Statutory Auditors composed of three acting and two substitute members, for a three-year mandate, i.e. until the approval of the financial statements as at 31 December 2025, as follows:

- Manfredini Michele – Chairman of the Board of Statutory Auditors
- D'Apolito Michele – Acting Auditor
- Guaschi Marialuisa – Acting Auditor
- Massari Mattia – Substitute Auditor
- Bittanti Cesare – Substitute Auditor

The Shareholders' Meeting also resolved for a total annual gross compensation of Euro 7,000 for the Acting Auditors and Euro 10,000 for Chairman of the Board of Statutory Auditors.

5. *Appointment of an independent Audit Firm according to art. 13 D.Lgs. 39/2010. Related and resulting resolutions.*

The mandate to the independent Audit Firm BDO Audit Services S.r.l. also expired, as resolved by the Shareholders' Meeting on 20 April 2023 for the three-year period 2023-2025. According to art. 13 D.Lgs. 27 January 2010 n. 39, the Shareholders' Meeting, upon reasoned proposal by the Board of Statutory Auditors, appointed BDO Audit Services S.r.l. as the independent Audit Firm for the audit of full year individual and consolidated financial statements as of 31 December 2026, 2027 and 2028 as well as the voluntary audit of the half year consolidated financial statements until 30 June 2028, for a total gross annual compensation of Euro 25,000.

6. *Proposal of authorization to the purchase and disposal of treasury shares, after the revocation of the related shareholders' meeting resolution dated 15 April 2025. Related and resulting resolutions.*

In addition to the above, the Shareholders' Meeting resolved:

- to revoke the previous resolution dated 15 April 2025 to authorize the purchase and disposal of treasury shares, for the unexecuted part, effective immediately;
- 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, taking into account the shares held from time to time by the Company and its subsidiaries, may not exceed 10% of the share capital, for an individual price which may not exceed nor be lower than 15% of the previous day official stock price.

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.

BOARD OF DIRECTORS

Today the newly appointed Board of Directors met, chaired by Mr. Matteo Monfredini, in order to pass the following resolutions.

1. *Examination and approval of the policy on qualitative and quantitative criteria for the purpose of assessing independence requirements pursuant to Article 6-bis of the Euronext Growth Milan Issuers' Regulation. Related and resulting resolutions.*

The Board of Directors approved a document (the "Independence Policy") setting forth the quantitative and qualitative criteria for assessing the materiality of relationships potentially relevant to the evaluation of compliance with the independence requirements provided for by the combined provisions of Articles 147-ter, paragraph 4, and 148, paragraph 3, of Legislative Decree no. 58 of 24 February 1998 (the "TUF" - Italian Consolidated Law on Finance).

2. *Verification of the requirements for holding office on the part of Directors and Statutory Auditors.*

The Board of Directors proceeded to verify the existence of the integrity requirements for directors pursuant to Article 147-quinquies of the TUF, the independence requirements pursuant to Article 148, paragraph 3, of the TUF, as referred to by Article 147-ter, paragraph 4, of the TUF, and as referenced in the Company's bylaws as well as in accordance with the Independence Policy, with reference to the directors qualified as independent, as well as the existence of the professional qualification and integrity requirements for the statutory auditors pursuant to Article 148, paragraph 4, of the TUF.

3. *Appointment of delegated bodies and conferral of powers. Related and resulting resolutions.*

Beyond Mr. Matteo Monfredini's appointment as Chairman of the Board, the Board of Directors appointed Mr. Nazzareno Gorni as Deputy Chairman and Chief Executive Officer, severally attributing to both Directors general management powers and special powers for certain matters or amounts as compatible with the collective Board of Directors functions. Furthermore, the Board of Directors attributed to Ms. Micaela Cristina Capelli the role of Investor Relations Officer, as well as specific related powers regarding corporate communication and relationship management with the financial community.

As per the above, the Chairman Mr. Matteo Monfredini, the Deputy Chairman and Chief Executive Officer Mr. Nazzareno Gorni and the Director Ms. Micaela Cristina Capelli all qualify as Executive Directors.

Growens' Board of Directors is thereby composed as follows:

Matteo Monfredini	Chairman of the Board of Directors
Nazzareno Gorni	Chief Executive Officer
Micaela Cristina Capelli	Executive Director
Ignazio Castiglioni	Independent Director
Sebastiano Vita	Independent Director

4. *Launch of the purchase and disposal of treasury shares program*

The Board of Directors resolved to launch the purchase and disposal of treasury shares program, under the Ordinary General Shareholders' Meeting resolution of 27 April 2026, which will be effective until 26 October 2027.

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, Investor Relations/Information for Shareholders section. The Independence Policy will be made available on the Issuer's website www.growens.io, Corporate Governance/Corporate Documents 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.

The company is admitted to trading on the Euronext Growth Milan (EGM) market managed by the Italian Stock Exchange, with a free float above 35%.

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

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

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