
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of January 2024
Commission File Number: 001-40851**

Procaps Group, S.A.
(Translation of registrant's name in English)

**9 rue de Bitbourg, L-1273
Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B253360
Tel : +356 7995-6138
(Address of Principal Executive Offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

INFORMATION CONTAINED IN THIS REPORT ON FORM 6-K

On January 5, 2024, Procaps Group, S.A. (the “Company”) announced that a general meeting of shareholders (the “Meeting”) is to be held on Friday, January 22, 2024, at 3:00 p.m. (Luxembourg time).

The record date for the determination of shareholders entitled to vote at the Meeting is January 5, 2024. The Convening Notice to the Meeting and the Proxy Card for use in connection with the Meeting are attached hereto as Exhibit 99.1 and 99.2, respectively, and will be mailed to the Company’s shareholders.

The information in the attached Exhibits 99.1 and 99.2 is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise set forth herein or as shall be expressly set forth by specific reference in such a filing.

Exhibit Index

| Exhibit Number | Exhibit Title |
|-----------------------|---|
| 99.1 | Convening Notice for the General Meeting of Shareholders of Procaps Group, S.A. |
| 99.2 | Form of Proxy Card for the General Meeting of Shareholders of Procaps Group, S.A. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PROCAPS GROUP, S.A.

By: /s/ Ruben Minski

Name: Ruben Minski

Title: Chief Executive Officer

Dated: January 5, 2024



Dear Shareholders,

We hereby inform you that, at the request of a shareholder, a general meeting of shareholders (the “**General Meeting**”) of **Procaps Group, S.A.**, a public limited liability company (*société anonyme*) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 9, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies’ Register (*Registre de Commerce et des Sociétés, Luxembourg*) under number B 253360 (the “**Company**”) will be held on Monday, January 22, 2024 at 3:00 p.m. Luxembourg time at the offices of Arendt & Medernach SA, 41A, avenue J.F. Kennedy, L-2082 Luxembourg, Grand Duchy of Luxembourg.

Enclosed with this mailing are the convening notice to the General Meeting as well as a proxy card relating thereto.

Sincerely,

Mr. Ruben Minski
Chairman of the Board of Directors

Mr. Patricio Vargas
Chief Financial Officer

January 5, 2024

Procaps Group, S.A.

société anonyme

Registered office: 9, rue de Bitbourg, L-1273 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 253360

(the “Company”)

**CONVENING NOTICE TO THE GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON JANUARY 22, 2024 AT THE OFFICES OF ARENDT & MEDERNACH SA, 41A, AVENUE J.F. KENNEDY, L-2082
LUXEMBOURG, GRAND DUCHY OF LUXEMBOURG**

Dear Shareholders,

The board of directors of the Company (the “**Board of Directors**” and each a “**Director**”) hereby invites you to attend the general meeting of shareholders of the Company (the “**General Meeting**”) to be held on Monday, January 22, 2024 at 3:00 p.m. Luxembourg time at the offices of Arendt & Medernach SA, 41A, avenue J.F. Kennedy, L-2082 Luxembourg, Grand Duchy of Luxembourg.

I. AGENDA OF THE GENERAL MEETING

The agenda of the General Meeting is as follows:

1. Revocation with effect as of the date of the General Meeting of all the members of the Board of Directors.
2. Appointment with effect as of the date of the General Meeting of seven new members of the Board of Directors.

*(As per the requests of certain shareholders of the Company which are parties to that certain nomination agreement entered into on September 29, 2021, by and among the Company, Union Group International Holdings Limited, Union Acquisition Associates II, LLC, Hoche Partners Pharma Holding S.A., the Sognatore Trust, the Symphony Trust and the Deseja Trust (the “**Nomination Agreement**”) and which are entitled to propose for appointment one or multiple director(s) of the Company in accordance with the terms and conditions of the Nomination Agreement, such shareholders are proposing for appointment the same members as the current board members in relation to item 2 on the agenda.)*

II. AVAILABILITY OF THE DOCUMENTATION, ATTENDANCE AND VOTING PROCEDURE

A. Quorum and majority requirements

Each of the items to be voted on at the General Meeting would be adopted at a simple majority of votes validly cast that would vote in favour, regardless of the portion of the issued share capital of the Company represented at the General Meeting.



B. Requirements for participating in the General Meeting and exercising voting rights

The rights of any registered shareholder and of any holder of the Company's shares traded on the Nasdaq Stock Market in the US under the ticker symbol "PROC" held in the name of Cede & Co. on behalf of the Depository Trust and Clearing Corporation ("DTCC") to participate in the General Meeting shall be determined with respect to the shares of the Company held by that holder on January 5, 2024, at 24:00 (midnight) Luxembourg time (the "Record Date").

C. Procedures for attending the General Meeting, voting by proxy, voting instruction and/or submitting votes

(a) Submitting votes as a street name holder

Without prejudice to the possibility to attend the General Meeting in person (cf. point II. C. (c) below), holders of shares held through the operator of a securities settlement system or with a depository (including nominees or brokers that hold shares through DTCC) wishing to vote at the General Meeting should request from their operator or depository or sub-depository a certificate certifying the number of ordinary shares recorded in their account on the Record Date or any other proof of detention of ownership in a form acceptable to the Company at its own and full discretion.

To vote in the General Meeting, such holders of shares held through the operator of a securities settlement system or with a depository (including nominees or brokers that hold shares through DTCC) shall submit a copy of such certificate or other proof of detention in writing by mail or by e-mail via their custodian to the Company's registrar and transfer agent, Continental Stock Transfer & Trust Company ("CST") (the details of which are included in section II. E. 7.2 of this convening notice) **at the latest on January 19, 2024 at 4:00 p.m. Luxembourg time (cut-off date/time)** (the "Cut-Off Date/Time").

Holders of shares held through a brokerage account, should contact their broker to receive information on how to vote their shares.

Holders of shares held through the operator of a securities settlement system or with a depository (including nominees or brokers that hold shares through DTCC) have the right to instruct their nominee or broker on how to vote with a voter instruction form, or as may otherwise be established by the nominee or broker. Beneficial holders who wish to vote directly must request the nominee or broker that appears as the registered shareholder on the Record Date to issue a legal proxy which allows the beneficial owner to vote his or her shares directly. Beneficial owners who do not vote via their brokers or nominees in accordance with the instructions received or do not have a legal proxy are not eligible to vote.

Votes must be received by CST (the details of which are included in section II. E. 7.2 of this convening notice), in writing by mail or by e-mail, **no later than the Cut-Off Date/Time** to be considered validly submitted.

(b) Submitting votes as a registered shareholder

Without prejudice to the possibility to attend the General Meeting in person (cf. point II. C. (c) below), holders of shares held by name directly in the books and records of the Company's registrar and transfer agent, CST (i.e., other than through a brokerage account) who wish to participate and exercise their voting rights at the General Meeting can exercise their voting rights in one of the following manners:

- **Voting by Internet**

Registered shareholders with shares registered directly in their names with CST will also be able to vote by Internet. If your shares are held in an account at a brokerage firm or bank participating in this program or registered directly in your name with CST you may vote those shares by accessing the Internet website address specified on your form of Proxy Card (as defined hereinafter) instead of completing and signing the Proxy Card itself. Submitting an Internet proxy will not affect your right to vote at the General Meeting should you decide to attend the General Meeting. The Internet voting procedures are designed to authenticate shareholders' identities, to allow shareholders to give their voting instructions, and to confirm that shareholders' instructions have been recorded properly. The deadline to vote by Internet is the **Cut-Off Date/Time**.

- **Proxy voting representative appointed by the Company**

Holders of shares held by name directly in the books and records of the Company's registrar and transfer agent, CST (i.e., other than through a brokerage account) who do not wish to attend the General Meeting in person may appoint in a proxy card (a template form of which can be downloaded from the Company's website <https://investor.procapsgroup.com>, under Governance, at Governance Documents (<https://investor.procapsgroup.com/governance/governance-documents>) (the "**Proxy Card**") the Chairman of the General Meeting, whom failing, any lawyer and/or employee of Arendt & Medernach S.A, as proxy voting representative appointed by the Company, each with full power of substitution, to participate in and vote at the General Meeting on their behalf. The proxy voting representative will be bound by the respective instructions of the shareholder provided in the Proxy Card prior to the General Meeting.

- **Proxy voting representative appointed by the shareholder**

Holders of shares held by name directly in the books and records of the Company's registrar and transfer agent, CST (i.e., other than through a brokerage account) who do not wish to attend the General Meeting in person may also appoint in the Proxy Card another natural or legal person who needs not to be a shareholder itself to attend and vote at the General Meeting on their behalf.

The proxyholder will have to identify himself **on the date of the General Meeting** by presenting a non-expired identity card or passport. Persons designated as a proxy must also bring the underlying, duly executed, Proxy Card **to the General Meeting**.



In case of ordinary shares owned by a corporation or any other legal entity, individuals representing such entity who wish to physically attend the General Meeting and vote at the General Meeting on behalf of such entity, must present evidence of their authority to attend and vote at the General Meeting by means of a proper document (such as a special power of attorney) issued by the entity represented. A copy of such power of attorney or other proper document should be filed **no later than the Cut-Off Date/Time** with the Company (the details of which are included in section II. E. 7.1 of this convening notice), with a copy to CST (the details of which are included in section II. E. 7.2 of this convening notice), by mail or by e-mail. Such evidence of authority must also be presented **at the General Meeting**.

For the General Meeting to proceed in a timely and orderly manner, proxyholders are requested to arrive on time. Cameras, cell phones, recording equipment and other electronic devices will not be permitted at the General Meeting.

Proxy Cards must be received by CST **no later than the Cut-Off Date/Time** by way of one of the matters set forth in the Proxy Card to be considered validly submitted. Proxy Cards received after the Cut-Off Date/Time will not be considered validly received.

(c) Attending the General Meeting in person

Notwithstanding points II. C. (a) and II. C. (b) above, all shareholders wishing to participate and vote in person in the General Meeting shall notify the Company (the details of which are included in section II. E. 7.1 of this convening notice), with a copy to CST (the details of which are included in section II. E. 7.2 of this convening notice), thereof **at the latest at the Cut-Off Date/Time**, in writing by mail or by e-mail. Shareholders who have not registered by the Cut-Off Date/Time are not entitled to attend the General Meeting in person.

In the case of ordinary shares owned by a corporation or any other legal entity, individuals representing such entity who wish to attend the General Meeting in person and vote at the General Meeting on behalf of such entity must present evidence of their authority to attend and vote at the General Meeting, by means of a proper document (such as a special power of attorney) issued by the entity represented. A copy of such power of attorney or other proper document should be filed no later than the Cut-Off Date/Time with the Company (the details of which are included in section II. E. 7.1 of this convening notice), with a copy to CST (the details of which are included in section II. E. 7.2 of this convening notice), by mail or by e-mail. Such evidence of authority must also be presented **at the General Meeting**.

Any shareholder participating in the General Meeting in person shall carry proof of identity (in the form of a non-expired identity card or passport) **at the General Meeting**.

For the General Meeting to proceed in a timely and orderly manner, shareholders are requested to arrive on time. Cameras, cell phones, recording equipment and other electronic devices will not be permitted at the General Meeting.

Additional specific requirements for street name holders wishing to attend the General Meeting in person:

If you hold your shares through a brokerage account, please contact your broker to receive information on how you may vote your shares.

Holders of shares held through the operator of a securities settlement system or with a depositary (including nominees or brokers that hold shares through DTCC) wishing to participate and vote directly at the General Meeting must request the nominee or broker that appears as the registered shareholder on the Record Date to issue a legal proxy which allows the beneficial owner to vote his or her shares directly. Such legal proxy must be filed no later than the Cut-Off Date by mail or by e-mail with the Company (the details of which are included in section II. E. 7.1 of this convening notice), with a copy to CST (the details of which are included in section II. E. 7.2 of this convening notice). Such legal proxy must also be presented at the General Meeting. Beneficial owners who do not have a legal proxy are not eligible to vote.

Holders of shares held through the operator of a securities settlement system or with a depositary (including nominees or brokers that hold shares through DTCC) should also request from their operator or depositary or sub-depositary a certificate certifying the number of ordinary shares recorded in their account on the Record Date or any other proof of detention of ownership in a form acceptable to the Company at its own and full discretion. To participate and vote in the General Meeting, such holders of shares held through the operator of a securities settlement system or with a depositary (including nominees or brokers that hold shares through DTCC) shall submit a copy of such certificate or other proof of detention via their custodian bank in writing by mail or by e-mail to CST (the details of which are included in section II. E. 7.2 of this convening notice), at the latest on the Cut-Off Date/Time. Such certificate of share ownership must also be presented at the General Meeting.

D. Additional important information for shareholders

(a) Transfer of shares after the Record Date

Shareholders are hereby informed that the participation in and the exercise of voting rights at the General Meeting is exclusively reserved to such persons that were holders of ordinary shares of the Company on the Record Date and who have adhered to the voting instruction set out in this convening notice. Any transferee having become a shareholder of the Company between the Record Date and the date of the General Meeting cannot attend or vote at the General Meeting.

(b) Data protection

The Company, as data controller, undertakes to collect, store and process any personal data in accordance with (i) the provisions of any data protection law applicable in Luxembourg and the EU Regulation n°2016/679 of April 27, 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data and (ii) the privacy notice available on the Company's website <https://investor.procapsgroup.com>, under Governance, at Governance Documents (<https://investor.procapsgroup.com/governance/governance-documents>).

E. Contact details

7.1 The contact details of the **Company** are as follows:

Procaps Group, S.A.
9, rue de Bitbourg,
L-1273 Luxembourg,
Grand Duchy of Luxembourg
R.C.S. Luxembourg B 253360
Attention: Melissa Angelini
Email : ir@procapsgroup.com

7.2 The contact details of **CST** are as follows:

Continental Stock Transfer
1 State Street - SC-1
New York, NY 10004-1561
Attn: Proxy Services
Phone number: +1 917-262-2373
Email: proxy@continentalstock.com

January 5, 2024

Mr. Ruben Minski
Chairman of the Board of Directors

Mr. Patricio Vargas
Chief Financial Officer

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.

**Vote by Internet – QUICK ★★ EASY
IMMEDIATE – 24 Hours a Day, 7 Days a Week or by Mail**

PROCAPS GROUP, S.A.

Your Internet vote authorizes the Company Proxies (as defined below) to vote your shares in the same manner as if you marked, signed and returned your proxy card. Votes submitted electronically over the Internet must be received by 4:00 p.m. Luxembourg time on January 19, 2024 at the latest.



**INTERNET –
www.cstproxyvote.com**

Use the Internet to vote your proxy. Have your proxy card available when you access the above website. Follow the prompts to vote your shares.



MAIL – Mark, sign and date your proxy card and return it in the postage-paid envelope provided by January 19, 2024 at 4:00 p.m. Luxembourg time at the latest.

**PLEASE DO NOT RETURN THE PROXY CARD
IN THE MAIL IF YOU ARE VOTING ELECTRONICALLY.**

▲ FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED ▲

PROXY

GENERAL MEETING OF SHAREHOLDERS OF PROCAPS GROUP, S.A.

société anonyme
Registered office: 9, rue de Bitbourg, L-1273 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 253360
(the “Company”)

to be held on January 22, 2024 at 3:00 p.m. (Luxembourg time) (the “General Meeting”)

The undersigned hereby appoints (please mark only one option):

OPTION 1: The Chairman of the General Meeting, whom failing, any lawyer and/or employee of Arendt & Medernach S.A., as proxy voting representative appointed by the Company, each with full power of substitution (the “Company Proxies”),

OPTION 2: [Please fill in]: [in case of a natural person:

[Mr./Ms.] _____, born on _____, in _____, residing at _____
_____] [in case of a legal person: _____, having its registered office at _____, registration authority and number _____,
represented by _____],

to individually represent and vote as designated on the reverse side, all the shares of the Company held of record by the undersigned on January 5, 2024, at 24:00 (midnight) Luxembourg time, at the General Meeting to be held on January 22, 2024, at 3 p.m. Luxembourg time, or any adjournment or postponement thereof.

If (i) you do not mark one of the two options above, or (ii) you mark all two options above, or (iii) you select option 2 but do not duly populate the relevant details of your proxy, your vote will by default be counted as being submitted pursuant to the option 1.

Please indicate on the reverse side of this proxy card how these shares are to be voted. This proxy card must be marked, signed, dated and returned to Continental Stock Transfer & Trust Company, the Company’s registrar and transfer agent, on behalf of the Company, at the latest on January 19, 2024 at 4:00 p.m. Luxembourg time in order to be counted. This proxy, when properly executed, will be voted in the manner directed herein.

THE UNDERSIGNED HEREBY CERTIFIES BEING THE HOLDER OF RECORD OF THE SHARES OF THE COMPANY AS AT JANUARY 5, 2024, AT 24:00 (MIDNIGHT) LUXEMBOURG TIME. THIS PROXY CARD WILL AUTOMATICALLY BE INVALIDATED IF THE UNDERSIGNED WAS NOT THE HOLDER OF RECORD OF THE REFERENCED ORDINARY SHARES OF THE COMPANY ON JANUARY 5, 2024, AT 24:00 (MIDNIGHT) LUXEMBOURG TIME.

(Continued and to be signed on the reverse side)

By executing this proxy card, the undersigned hereby confirms that (i) he has not waived all or part of his voting rights, (ii) none of his voting rights have been suspended and (iii) the exercise of any voting rights pursuant to this proxy does not result in a breach of any voting agreements to which he is a party.

All powers granted to the above chosen proxyholder are for the purpose of making any statement, casting all votes, signing all minutes of meetings and other documents, doing everything which is lawful, necessary or simply useful in view of the accomplishment and fulfillment of the present proxy, as may be required, and to proceed, in accordance with the requirements of Luxembourg law, to any filing with the Luxembourg Trade and Companies' Register and to any publication on the Recueil électronique des sociétés et associations, as may be required, while the undersigned promises to ratify all said actions taken by the above chosen proxyholder whenever requested.

The undersigned understands and accepts that any later dated proxy card issued will override and deprive of effect any previously issued proxy card.

I understand and accept that in case, in addition to a previously submitted vote via a proxy card, I attend and vote at the General Meeting in person, and provided that such physical attendance and voting meets the requirements set forth in the convening notice, the vote submitted in person at the General Meeting shall prevail and any previously submitted vote via a proxy card shall be deprived of effect.

The present proxy pursuant to this proxy card will remain in force if the General Meeting is, for whatsoever reason, to be adjourned or postponed or if a second general meeting is to be convened in order to decide on the same agenda.

By submitting this proxy card, you agree to appoint Mrs. María Alejandra Molina Utrera as chairman and Mrs. Melissa Angelini as scrutineer as part of the bureau of the General Meeting. The chairman will designate a secretary for the General Meeting. If any other persons mentioned above cannot, for any reason whatsoever, attend the General Meeting, you agree that Mrs. María Alejandra Molina Utrera may appoint other persons to act as chairman and scrutineer at the General Meeting.

The undersigned undertakes to indemnify the above chosen proxyholder against any claims, losses, costs, expenses, damages or liability sustained or incurred by the above chosen proxyholder as a result of any action taken in good faith pursuant to the present proxy card.

This proxy shall be governed by and construed in accordance with the laws of the Grand Duchy of Luxembourg. The parties irrevocably agree that any disputes arising out of or in connection with this proxy shall be submitted exclusively to the courts of the city of Luxembourg, Grand Duchy of Luxembourg.

**PROXY
PROCAPS GROUP, S.A. —
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF THE COMPANY FOR
THE GENERAL MEETING OF SHAREHOLDERS.**

Please mark
your votes
like this

(Please express a choice for each agenda item. Only one choice may be expressed for each agenda item. If you do not explicitly express a choice and/or if you vote in blank or if your choice is unclear in respect of a given agenda item, the Company will not take this vote for this agenda item into account.)

- | | | | |
|---|--|--|--|
| 1. Revocation with effect as of the date of the General Meeting of all the members of the Board of Directors. | FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN <input type="checkbox"/> | 2. Appointment with effect as of the date of the General Meeting of seven new members of the Board of Directors. | FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN <input type="checkbox"/> |
|---|--|--|--|

(As per the requests of certain shareholders of the Company which are parties to that certain nomination agreement entered into on September 29, 2021, by and among the Company, Union Group International Holdings Limited, Union Acquisition Associates II, LLC, Hoche Partners Pharma Holding S.A., the Sognatore Trust, the Symphony Trust and the Deseja Trust (the "Nomination Agreement") and which are entitled to propose for appointment one or multiple director(s) of the Company in accordance with the terms and conditions of the Nomination Agreement, such shareholders are proposing for appointment the same members as the current board members in relation to item 2 on the agenda.)

If amendments or new resolutions are presented at the General Meeting, I irrevocably give the Chairman of the General Meeting, whom failing, any lawyer and/or employee of Arendt & Medernach S.A., with full power of substitution, the power to vote in my name and as he/she deems fit, unless I mark the box abstain. ABSTAIN

To change the address on your account, please check the box at right and indicate your new address in the space provided below. Please note that changes to the registered name(s) on the account may not be submitted via this method.

New Address:

CONTROL NUMBER

Signature _____ **Signature, if held jointly** _____ **Date** _____, 2024

Note: Please sign exactly as your name or names appear on this proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.