

<p>Informazione Regolamentata n. 20054-67-2023</p>	<p>Data/Ora Inizio Diffusione 09 Ottobre 2023 10:45:04</p>	<p>Euronext Growth Milan</p>
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Societa' : GROWENS

Identificativo : 182055

Informazione
Regolamentata

Nome utilizzatore : MAILUPN03 - Capelli

Tipologia : 2.4; REGEM; 3.1; 2.2

Data/Ora Ricezione : 09 Ottobre 2023 10:32:09

Data/Ora Inizio
Diffusione : 09 Ottobre 2023 10:45:04

Oggetto : Notice pursuant to Article 37-ter, paragraph 3, of the Issuers Regulation concerning the voluntary partial tender offer promoted by Growens S.p.A.

Testo del comunicato

Notice pursuant to Article 37-ter, paragraph 3, of the Issuers Regulation concerning the voluntary partial tender offer promoted by Growens S.p.A. on its own shares

Milan, 9 October 2023 – Growens S.p.A. – ticker 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, announces that today it has submitted to the National Commission for Companies and the Stock Exchange (“Consob”), pursuant to and for the purposes of Article 102, paragraph 3, of Legislative Decree 58/98, as subsequently amended and supplemented (“TUF”), and Article 37-ter of the Consob Regulation No. 11971/99, as subsequently amended and supplemented (the "Issuers Regulation"), the offer document (the "Offer Document") intended for publication, concerning the voluntary partial tender offer pursuant to Article 102 of TUF, promoted by Growens on a maximum of 2,647,058 of its own shares (the “Offer”)."

The Offer Document will be published at the end of the examination carried out by Consob pursuant to Article 102, paragraph 4, of TUF.

Pending the publication of the Offer Document, reference is made to the announcement released by the Issuer on 18 September, 2023 pursuant to Article 102, paragraph 1, of the TUF and Article 37, paragraph 1, of the Issuers Regulation, and published on Growens website at www.growens.io, Investor Relations Section/Voluntary Partial Tender Offer, in which the premises, conditions, terms, and essential elements of the Offer are indicated.



PRICE SENSITIVE

PRESS RELEASE

Notice pursuant to Article 37-ter, paragraph 3, of the Issuers Regulation concerning the voluntary partial tender offer promoted by Growens S.p.A. on its own shares

Milan, 9 October 2023 – Growens S.p.A. – ticker 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, announces that today it has submitted to the National Commission for Companies and the Stock Exchange (“**Consob**”), pursuant to and for the purposes of Article 102, paragraph 3, of Legislative Decree 58/98, as subsequently amended and supplemented (“**TUF**”), and Article 37-ter of the Consob Regulation No. 11971/99, as subsequently amended and supplemented (the “**Issuers Regulation**”), the offer document (the “**Offer Document**”) intended for publication, concerning the voluntary partial tender offer pursuant to Article 102 of TUF, promoted by Growens on a maximum of 2,647,058 of its own shares (the “**Offer**”).”

The Offer Document will be published at the end of the examination carried out by Consob pursuant to Article 102, paragraph 4, of TUF.

Pending the publication of the Offer Document, reference is made to the announcement released by the Issuer on 18 September, 2023 pursuant to Article 102, paragraph 1, of the TUF and Article 37, paragraph 1, of the Issuers Regulation, and published on Growens website at www.growens.io, Investor Relations Section/Voluntary Partial Tender Offer, in which the premises, conditions, terms, and essential elements of the Offer are indicated.



This announcement does not constitute, nor is it intended to constitute, an offer, invitation, or solicitation to buy or otherwise acquire, subscribe to, sell or otherwise dispose of financial instruments, and no sale, issuance or transfer of financial instruments of Growens S.p.A. will be carried out in any country in violation of the applicable laws. The Offer will be made through the publication of the relevant Offer Document subject to approval by CONSOB. The Offer Document will contain a full description of the terms and conditions of the Offer, including the methods of acceptance.

The Offer will be promoted exclusively in Italy and will be extended, on equal terms, to all holders of shares of Growens S.p.A. The Offer will be promoted in Italy as the shares of Growens S.p.A. are admitted to trading on Euronext Growth Milan,

organized and managed by Borsa Italiana S.p.A., and are subject, except as follows, to the obligations and procedural requirements provided for by Italian law.

The publication or dissemination of this announcement in countries other than Italy may be subject to restrictions under applicable law, and therefore any person subject to the laws of any country other than Italy is required to independently obtain information about any restrictions imposed by applicable legal and regulatory provisions and ensure compliance with them. Any failure to comply with such restrictions may constitute a violation of the applicable legislation of the relevant country. To the maximum extent permitted by applicable law, the parties involved in the Offer are deemed to be exempt from any liability or adverse consequence that may arise from the violation of the aforementioned restrictions by the aforementioned persons. This announcement has been prepared in accordance with Italian law, and the information disclosed herein may differ from that which would have been disclosed if the announcement had been prepared in accordance with the laws of countries other than Italy.

No copy of this announcement or any other documents relating to the Offer may be sent by mail or otherwise transmitted or distributed in any or from any country where local legal provisions may entail risks of civil, criminal or regulatory nature if information concerning the Offer is transmitted or made available to shareholders of Growens S.p.A. in that country or other countries where such conduct would constitute a violation of the laws of that country, and any person receiving such documents (including as custodians, trustees, or fiduciaries) is required not to send by mail or otherwise transmit or distribute the same to or from any such country.



Growens (GROW) is a leading European player in the field of Cloud Marketing Technologies, serving thousands of clients worldwide. Its suite of SaaS and CPaaS solutions allows 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](https://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 42%.

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

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

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Fine Comunicato n.20054-67

Numero di Pagine: 5