

<p>Informazione Regolamentata n. 20054-77-2023</p>	<p>Data/Ora Inizio Diffusione 09 Novembre 2023 13:25:02</p>	<p>Euronext Growth Milan</p>
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Societa' : GROWENS

Identificativo : 183092

Informazione
Regolamentata

Nome utilizzatore : MAILUPN03 - Capelli

Tipologia : 2.4; REGEM; 3.1; 2.2

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Diffusione

Oggetto : Notice pursuant to art. 38, par. 2, of the Regulation adopted by Consob with resolution no. 11971/1999, as subsequently amended and supplemented (the

Testo del comunicato

Milan, 9 November, 2023 –Growens S.p.A. – ticker GROW (the “Company” or the “Issuer” or “Growens”), a company admitted to trading on Euronext Growth Milan, a multilateral trading facility organized and managed by Borsa Italiana S.p.A., hereby announces, pursuant to art. 38, paragraph 2, of the Issuers' Regulation, that the offer document (the "Offer Document") concerning the partial voluntary tender offer (the "Offer") promoted by Growens on no. 2,647,058 own shares, was published today.



PRICE SENSITIVE

PRESS RELEASE

Notice pursuant to art. 38, par. 2, of the Regulation adopted by Consob with resolution no. 11971/1999, as subsequently amended and supplemented (the "Issuers' Regulation")

Milan, 9 November, 2023 – Growens S.p.A. – ticker GROW (the “Company” or the “Issuer” or “Growens”), a company admitted to trading on *Euronext Growth Milan*, a multilateral trading facility organized and managed by Borsa Italiana S.p.A., hereby announces, pursuant to art. 38, paragraph 2, of the Issuers' Regulation, that the offer document (the “Offer Document”) concerning the partial voluntary tender offer (the “Offer”) promoted by Growens on no. 2,647,058 own shares, was published today.

The Offer Document has been filed with Consob and made available to the public for consultation:

- (i) at the registered office of the Issuer, in Milan, Via Pola No. 9;
- (ii) at the registered office of the intermediary in charge of coordinating the collection of acceptances, Intermonte SIM S.p.A., in Milan, Galleria de Cristoforis No. 7/8;
- (iii) on the Issuer's website at www.growens.io, Investor Relations section/Voluntary Partial Tender Offer.

Pursuant to art. 40, paragraph 2, of the Issuers' Regulation, the acceptance period, agreed upon with Consob, will last from 13 November 2023 to 6 December 2023, (first and last day included), unless extended (the “Acceptance Period”).

Hence 6 December 2023 will represent the end date of the acceptance period for the Offer, unless extended according to applicable law. The payment date for the shares tendered in acceptance of the Offer will fall on the fifth trading day following the end of the acceptance period, therefore on 13 December 2023 (the “Payment Date”).

For any further detail on the Offer, the markets on which it is promoted, as well as the acceptance methods, reference must be made to the Offer Document.



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 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](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 40%.

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

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

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