

<p>Informazione Regolamentata n. 20054-88-2023</p>	<p>Data/Ora Inizio Diffusione 05 Dicembre 2023 20:10:08</p>	<p>Euronext Growth Milan</p>
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Societa' : GROWENS

Identificativo : 184172

Informazione
Regolamentata

Nome utilizzatore : MAILUPN03 - Capelli

Tipologia : 2.4; REGEM; 3.1; 2.2

Data/Ora Ricezione : 05 Dicembre 2023 19:47:04

Data/Ora Inizio
Diffusione : 05 Dicembre 2023 20:10:08

Oggetto : Voluntary partial tender offer on Growens
own shares: notice pursuant to art. 41, par.
2, lett. d) of the Regulation adopted by
Consob with resolution

Testo del comunicato

Milan, 5 December, 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., with reference to the voluntary partial tender offer promoted by Growens on a maximum of no. 2,647,058 own shares (the "Offer") hereby announces, pursuant to art. 41, paragraph 2, letter d) of the Issuers' Regulation, that no. 993,225 Shares were tendered today.

Terms which are not defined in this press release shall have the meaning attributed to them in the offer document, approved by Consob with resolution no. 22870 on 8 November, 2023, and published on 9 November, 2023 (the "Offer Document").



PRICE SENSITIVE

PRESS RELEASE

Voluntary partial tender offer on Growens own shares: notice pursuant to art. 41, par. 2, lett. d) of the Regulation adopted by Consob with resolution no. 11971/1999, as subsequently amended and supplemented (the "Issuers' Regulation")

Milan, 5 December, 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., with reference to the voluntary partial tender offer promoted by Growens on a maximum of no. 2,647,058 own shares (the “Offer”) hereby announces, pursuant to art. 41, paragraph 2, letter d) of the Issuers' Regulation, that no. 993,225 Shares were tendered today.

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No. of Shares covered by the Offer	maximum no. 2,647,058 Shares
No. of Shares tendered today (5 December, 2023)	no. 993,225 Shares
No. of Shares tendered from the beginning of the Acceptance Period (13 November, 2023) to the date of this press release	no. 3,845,208 Shares
% of the Shares tendered as of the current press release on the total Shares subject to the Offer	145.263%
% of the Shares tendered as of the current press release on Growens share capital	24.980%

The Acceptance Period has begun on 13 November, 2023 and will end on 6 December, 2023 (first and last days included), unless extended according to applicable law.

Acceptance to the Offer must be made through the electronic trading support system in accordance with art. 40, paragraph 8, of the Issuers' Regulation and art. 4.3.14 of the rules for markets organized and managed by Borsa Italiana S.p.A. in force. It will be possible to adhere to the Offer from 7:30 am (Italian time) to 5:40 pm (Italian time) on all trading days included in the Acceptance Period except for the last trading day of the Acceptance Period (6 December, 2023) when the final acceptance time will be 5:45 pm (Italian time).

The payment date will be 13 December, 2023 unless the Acceptance Period is extended.

For any further detail concerning the Offer, reference is made to the Offer Document, 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.



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.

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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Fine Comunicato n.20054-88

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