

<p>Informazione Regolamentata n. 20054-89-2023</p>	<p>Data/Ora Inizio Diffusione 06 Dicembre 2023 19:45:04</p>	<p>Euronext Growth Milan</p>
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Societa' : GROWENS

Identificativo : 184213

Informazione
Regolamentata

Nome utilizzatore : MAILUPN03 - Capelli

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Oggetto : Notice pursuant to art. 36 of the Regulation adopted by Consob with resolution no. 11971/1999, as subsequently amended and supplemented (the "Issuers'

Testo del comunicato

Notice pursuant to art. 36 of the Regulation adopted by Consob with resolution no. 11971/1999, as subsequently amended and supplemented (the "Issuers' Regulation")

END OF THE TENDER OFFER ACCEPTANCE PERIOD

PROVISIONAL RESULTS OF THE VOLUNTARY PARTIAL TENDER OFFER ON GROWENS OWN SHARES

Milan, 6 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., hereby announces that the Acceptance Period (started on 13 November, 2023) of the partial voluntary tender offer (the "Offer"), promoted by Growens on no. 2,647,058 own shares, ended today.

Capitalized terms not defined in this press release shall have the meaning ascribed in the offer document, approved by Consob with resolution no. 22870 on 8 November, 2023, and published on 9 November, 2023 (the "Offer Document").

Based on the provisional results of the Offer released by Intermonte SIM S.p.A. in its capacity of intermediary in charge of coordinating the collection of acceptances, as of the end date of the Acceptance Period n. 4,987,932 Shares were tendered to the Offer, representing ca. 188.433% of total Shares subject to the Offer and ca. 32.403% of Growens share capital.



PRICE SENSITIVE

PRESS RELEASE

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According to the Offer Document, being the number of tendered Shares greater than the number of Shares subject to the Offer, in case all the Offer Conditions Precedent are verified, hence the Offer is effective, division will be applied to the tendered Shares according to the method of “pro-rata” as per the Offer Document. As a consequence of the combination of n. 2,647,058 Shares subject to the Offer and n. 62,583 treasury Shares already owned by Growens, in case the Offer is effective Growens will own a total amount of n. 2,709,641 treasury Shares, for a 17.6% on its share capital.

The applicable Division Rate based on the provisional results is ca. 53.069%.

Please note that, during the Acceptance Period, the Issuer did not purchase Shares outside the Offer, directly or indirectly.

According to the Offer Document, effectiveness of the Offer is not conditional upon reaching a minimum number of tendered Shares, but it remains conditional upon verification of the Offer Conditions Precedent.

The Issuer shall have the option to renounce, or change the terms of, all or part of the Offer Conditions Precedent at any time at its own discretion.

The fulfilment or non-fulfilment of the Offer Conditions Precedent, or the decision to renounce them, will be notified in a press release to be issued by the Company by 7:29am on 11 December, 2023.

In case the Offer is effective, the Consideration due to the sellers of the tendered Shares purchased by Growens, of Euro 6.80 per Share, shall be paid on 13 December, 2023, for a **Maximum Disbursement** of Euro 17,999,994.40, versus the transfer of ownership of the Shares in favor of the Company.

The exceeding n. 2,340,874 Shares after the division shall be made available to the participating shareholders within the first trading day following the press release on the Offer Final Results.

In case any of the Offer Conditions Precedent are not fulfilled and Growens does not renounce them, hence the Offer becomes ineffective, the tendered Shares will be returned to their respective owners, at no cost or expense for them, within the first trading day following the press release declaring the ineffectiveness of the Offer.

For any further detail concerning the Offer, the markets on which it is promoted, as well as the methods of adhering to it, reference is 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](#).

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.20054-89

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