



PRICE SENSITIVE

PRESS RELEASE

Consob approval of the offer document concerning the partial voluntary tender offer promoted by Growens S.p.A. on its own shares

- *The acceptance period will begin on 13 November, 2023 and will end on 6 December, 2023 (first and last day included), unless extended*
- *Payment Date on 13 December, 2023*

Milan, 8 November, 2023 –With reference to the offer document (the "**Offer Document**") filed with Consob on 9 October, 2023 concerning the partial voluntary tender offer (the "**Offer**") pursuant to articles 102 and following of the Legislative Decree 58/98, as subsequently amended and supplemented ("**TUF**"), promoted by Growens on no. 2.647.058 of its own shares, Growens S.p.A. –ticker GROW (the "**Company**" or the "**Issuer**" or "**Growens**"), a company admitted to trading on *Euronext Growth Milan*, hereby announces that today Consob, with resolution no. 22870, approved the Offer Document, pursuant to article 102, paragraph 4, of the TUF.

Acceptance Period

Pursuant to art. 40, paragraph 2, of the Regulation adopted by Consob with resolution no. 11971 of 14 May, 1999, as subsequently amended and supplemented (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**").

Offer Consideration

Growens will pay a unit price of Euro 6.80 for each share tendered to the Offer and purchased.

Acceptance Method

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 Offer Document will be 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.

The Issuer will issue a specific press release to announce the availability of the Offer Document to the public.

Pending the publication of the Offer Document, for matters not expressly indicated, reference is made to the announcement released by Growens 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 (www.growens.io, Investor Relations section/Voluntary Partial Tender Offer) where 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 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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