



PRICE SENSITIVE

PRESS RELEASE

Notice pursuant to art. 41, par. 6 of the Regulation adopted by Consob with resolution no. 11971/1999, as subsequently amended and supplemented (the "Issuers' Regulation")

FINAL RESULTS OF AND VERIFICATION OF CONDITIONS PRECEDENT TO THE VOLUNTARY PARTIAL TENDER OFFER ON GROWENS OWN SHARES

Milan, 11 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., following the press release issued on 6 December, 2023, hereby announces the final results of the partial voluntary tender offer (the “Offer”), promoted by Growens on no. 2,647,058 own shares, which ran from 13 November, 2023 to 6 December, 2023.

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 final 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, for a total consideration of Euro 33,917,937.60, based on a purchase price of Euro 6.80 per Share and before the application of the Division Rate.

According to the Offer Document, being the number of tendered Shares greater than the number of Shares subject to the Offer, a 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.

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.

Please note that, according to the Offer Document, effectiveness of the Offer was subject to verification of the following conditions precedent:

- (i) the MAC Condition, as per Section A, Paragraph A.2, point (i), of the Offer Document; and
- (ii) the Share Price Condition, as per Section A, Paragraph A.2, point (ii), of the Offer Document.

The above-mentioned conditions were fulfilled, hence the Offer is effective and can be closed

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.

Given the nature of the Offer, artt. 108, parr. 1 and 2, and 111, par. 1, of D.Lgs. 58/1998 are not applicable.



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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