



PRICE SENSITIVE

PRESS RELEASE

Draft individual and consolidated financial statements as of 31 December 2023

Revenues above 75M EUR

Beefree posts revenues growth +18%

Proposed dividend of 1.58 EUR per share

- *Consolidated REVENUES of EUR 75.1M, -2% versus 31 December 2022*
- *Consolidated foreign REVENUES of EUR 60M, +3% versus 31 December 2022*
- *Consolidated EBITDA of EUR -0.6M, -139% versus 31 December 2022*
- *Consolidated NET RESULT from Continuing Operations of EUR -3M, consolidated TOTAL NET RESULT of EUR 53.1M due to the extraordinary sale of businesses in 2023*
- *NET FINANCIAL POSITION of EUR 42.1M cash versus EUR 66k cash on 31 December 2022, for the cash-ins of the ESP and Datatrics sales*
- *The Board of Directors resolved to propose to the Ordinary General Shareholders Meeting the payment of an extraordinary dividend of EUR 1.58 per share, for a total consideration of ca. EURO 20M*

Milan, 19 March, 2024 – Growens S.p.A. – GROW (the “Company” or the “Issuer” or “Growens”), a company admitted to trading on the multilateral trading facility Euronext Growth Milan and operating in the cloud marketing technology field, has announced today that the Board of Directors passed a resolution to approve the draft individual and consolidated report for the full year ended on 31 December 2023, prepared in compliance to international accounting standards (IAS/IFRS). The approved data will be submitted to BDO and to the Board of Statutory Auditors for their review.

Consolidated figures show stable revenues for FY2023 at 75.1M EUR vs. 77.0M EUR in FY2022 (-2%); and -139% for FY2023 EBITDA at -0.6M EUR vs. 1.4M EUR in FY2022, for the increased investment in Beefree's development.

"In the 2023 fiscal year, a path of significant transformation was completed for the Group, with the divestiture of the historic Email Service Provider activities (including MailUp+Contactlab, Acumbamail, and Globase) and Datatrics. We sincerely thank the teams that worked to finalize these operations within the set timelines with excellent results. We believe that the partial voluntary tender offer on our own shares completed in December 2023 and the coming extraordinary dividend represent a significant opportunity to distribute the value created to market investors who have accompanied us so far in our development project."

Matteo Monfredini, Chairman and founder of Growens

"We are proud to start 2024 in the spirit of transformation and focus. The sale of the Email Service Provider activity and Datatrics has allowed Growens to focus on the development of the American business unit Beefree, backed by significant financial availability and high-level professionalism. The main drivers are confirmed: the primary focus on organic growth with investments in Sales&Marketing, aimed at increasing brand awareness, and in Research&Development, with the implementation of both incremental and disruptive innovations such as new connectors and artificial intelligence; from the M&A perspective, the scouting for targets that are synergistic with the company's offering, in terms of products, technology, human resources, or to support go-to-market initiatives. In light of a three-year investment plan, we commit to respecting the 'Rule of 40' in the medium to long term."

Nazzareno Gorni, CEO and founder of Growens

Summary of consolidated results as of 31 December 2023

Here follow select full-year Group results as of 31 December 2023:

Consolidated Profit & Loss	31/12/2023	%	31/12/2022	%	Change	Ch.%
SaaS Revenues	10,237,069	13.6%	8,807,886	11.4%	1,429,183	16.2%
CPaaS Revenues	62,945,049	83.9%	67,257,397	87.4%	(4,312,348)	(6.4)%
Other Revenues	1,878,339	2.5%	914,365	1.2%	963,974	105.4%
Total Revenues	75,060,458	100.0%	76,979,649	100.0%	(1,919,191)	(2.5)%
COGS	60,244,752	80.3%	64,490,272	83.8%	(4,245,520)	(6.2)%
Gross Profit	14,815,706	19.7%	12,489,377	16.2%	2,326,329	18.6%
Sales & Marketing costs	4,414,462	5.9%	2,825,215	3.7%	1,589,246	56.3%
Research & Development Opex	1,941,566	2.6%	2,126,679	2.8%	(185,114)	(8.7)%
R&D Capex	(2,860,622)	(3.8)%	(2,074,811)	(2.7)%	(785,812)	37.9%
R&D costs	4,802,188	6.4%	4,201,490	5.5%	600,698	14.3%
General & Admin Costs	9,018,389	12.0%	6,107,619	7.9%	2,910,770	47.7%
Total Costs	15,374,416	20.5%	11,059,514	14.4%	4,314,902	39.0%
EBITDA	(558,710)	(0.7)%	1,429,863	1.9%	(1,988,573)	(139.1)%
General Depreciation Costs	63.527	0.1%	48.828	0.1%	14.699	30.1%
Right of Use Amortization Costs	411.603	0.5%	410.946	0.5%	657	0.2%

R&D Amortization Costs	2.654.232	3.5%	2.324.697	3.0%	329.535	14.2%
Other Depreciations	3.129.362	4.2%	2.784.471	3.6%	344.892	12.4%
EBIT	(3.688.073)	(4.9)%	(1.354.608)	(1.8)%	(2.333.465)	(172.3)%
Net financial income/(charges)	1.025.461	1.4%	(253.445)	(0.3)%	1.278.906	504.6%
EBT	(2.662.612)	(3.5)%	(1.608.053)	(2.1)%	(1.054.559)	(65.6)%
Current Income Taxes	(375.664)	(0.5)%	(92.435)	(0.1)%	(283.229)	306.4%
Deferred Taxes	12.938	0.0%	656.000	0.9%	(643.062)	(98.0)%
Net Profit (Loss) from Continuing Operations	(3.025.337)	(4.0)%	(1.044.488)	(1.4)%	(1.980.849)	(189.6)%
Net Result from Discontinued Operations	56.131.395	74.8%	(1.519.515)	(2.0)%	57.650.910	n.m.
Net Profit (Loss)	53.106.057	70.8%	(2.564.003)	(3.3)%	55.670.060	n.m.
Group Net Profit (Loss)	53.187.803	70.9%	(2.516.005)	(3.3)%	55.703.808	n.m.
Minority Net Profit (Loss)	(81.746)	(0.1)%	(47.998)	(0.1)%	(33.748)	(70.3)%

Data in EUR

Here follow the full-year Group results by business unit as of 31 December 2023 (unaudited):

	REVENUES			EBITDA		
	FY 2023	FY 2022	Var %	FY 2023	FY 2022	Var %
Agile Telecom	63,532,923	67,624,512	(6.1)%	2,978,924	2,256,614	32.0%
Beefree	10,251,161	8,880,968	15.4%	(1,286,321)	201,224	n.m.
Holding	10,309,673	7,677,851	34.3%	(2,376,848)	(1,184,577)	n.m.
Consol. Adjustments	(9,033,299)	(7,203,682)	24.4%			
IFRS 16 Impact				125,534	(156,602)	(19.8)%
TOTAL	75,060,458	76,979,649	(2.5)%	(558,710)	1,429,863	(139.1)%

Data in EUR

The **SaaS business line** (Software-as-a-Service) includes services supplied to clients via cloud platforms, sold through mostly recurring multi-period contracts / c.d. *subscriptions*, by Beefree. The **CPaaS business line** (Communication-Platform-as-a-Service) covers the messaging services provided on a wholesale basis using APIs, especially supplied by the Agile Telecom Business Unit.

As a result of the sales closed in 2023, namely of (i) Growens' business unit MailUp and stakes in Contactlab S.p.A. (now MailUp S.p.A), Acumbamail S.L., MailUp Nordics A/S and its subsidiary Globase International A.p.S. (collectively, the "**Email Service Provider**" or "**ESP**" activities) to TeamSystem S.p.A. for a total consideration of 76.6M EUR, as well as (ii) 100% of the share capital of Dutch-incorporated subsidiary Datatrics BV ("**Datatrics**") to Squeezely BV, a subsidiary of Spotler group, for a total consideration of 1.6M EUR, in Growens' consolidated P&L report, the ESP business, considering its significance and uniqueness, and Datatrics have been treated as Discontinued Operations in accordance with the IFRS 5 accounting standard.

Specifically, in the FY2023 income statement and, for comparative purposes, the same period of 2022, the line items of revenues&income and costs&expenses from 1 January, 2023, for the activities that constitute the Discontinued Operations have been represented under the line item 'Earnings from Discontinued Operations'.

Additionally, it should be noted that the existing relationships between Continuing and Discontinued Operations have been treated as relationships between independent parties, and that the items related to Discontinued Operations also include the effect of the elimination of the consolidated relations of such relationships.

Comments to FY2023 consolidated results

The Board of Directors is satisfied with the positive full-year results, especially in light of the highly competitive market landscape and complex overall economic situation. The total consolidated net profit for the year, including results from Continuing and Discontinued Operations, exceeds 53.1M EUR, as a result of the extraordinary divestiture operations carried out in 2023, while the same figure for Growens's separate income statement exceeds 56M EUR. In light of this excellent result, the Board of Directors will propose to the next Ordinary General Shareholders' Meeting the distribution of an extraordinary dividend of 1.58 EUR per share, for a total outlay of about 20M EUR, corresponding to a dividend yield of over 28% at current prices.

The full-year P&L posts total **Revenues** in excess of 75.1M EUR, showing a decrease of 1.9M+ EUR or -2% versus FY2022. Such result is mainly driven by the 16+% growth of the SaaS component, for a 14% incidence on total revenues, balanced by the CPaaS -6% performance for an 84% incidence on total revenues.

The **Agile Telecom** Business Unit posted the biggest revenues of ca. 63.5M EUR, decreasing by 6%, consistent with the strategic project of improving margins even at the expense of revenue growth, against a total of 2.4B SMS sent during the year. The fastest growing Business Unit is **Beefree**, with a 18% increase net of the USD/Euro exchange rate effect, amounting to about 10.3M EUR / 11.1M USD in revenue, thanks to the increase in sales volumes. The ARR (Annual Recurring Revenue, a very widespread metric for measuring the performance of a subscription business, indicative of the average annualized recurring value of existing contracts) is equal to 12.6M USD as of December 2023. The main actions of 2023 include: (i) the introduction of an AI-based content creation assistant, leveraging the integration with OpenAI's GPT API; (ii) various new features and improvements in the area of collaboration, review, and approval of emails and pages created within a multi-user account; (iii) new integrations with third-party systems, including Salesforce Marketing Cloud and Salesforce Account Engagement (Pardot); (iv) integration with Okta for identity management for large companies; (v) various improvements to the user experience, including a complete redesign of the user interface; (vi) a new system for content that can be synchronized between different elements; (vii) the ability to share image management across different installations of the editor under the same application; (viii) the release of the File Manager - the tool for managing images - as a separate application, usable independently of the editor; (ix) support for multilingual content. At the end of August 2023, BEE's activities were subject to a rebranding, with the launch of the Beefree and Beefree SDK brands.

Foreign revenues represent 80% of total revenues (+3% vs FY2022) whereas **recurring revenues** amount to 14% of total turnover (+20% vs FY2022).

Consolidated **EBITDA** amounts to -0.6M EUR, whereas **Gross Profit** exceeds 14.8M EUR for an incidence on revenues short of 20%, growing 19% YoY. **COGS** decreased by 6+%, and by ca. 400 bps i.t.o. incidence on revenues, mainly due to virtuous profitability optimization actions on CPaaS contracts. Agile Telecom posts 3M EUR EBITDA, growing 32% YoY. The cost items that negatively impact EBITDA

are related to the development of the Beefree Business Unit, regarding the Sales&Marketing component (+56%) and Research&Development (+14%); Beefree's EBITDA is negative by about 1.3M EUR.

Earnings Before Taxes amount to -3.7M EUR, with 3.1M EUR depreciations (+12% versus FY2022). IFRS16-related amortizations are stable and amount to 0.4M EUR, whereas R&S depreciations grow YoY.

Consolidated **Net earnings from Continuing Operations** for FY2023, after estimated current and deferred taxes, amount to a 3M EUR loss; consolidated tax figures result from the mere combination of individual taxation on each legal entity of the Group. Consolidated **Total net earnings** exceed 53.1M EUR, as a result of the extraordinary divestitures carried out in 2023.

The consolidated **Net Financial Position** as of 31 December 2023 amounts to 42.1M EUR cash, substantially not comparable to the previously recorded net cash amount of 66k EUR as of 31 December 2022. The change is particularly influenced by the extraordinary proceeds from disposals completed during 2023, amounting to approximately 69M EUR, as well as the outlay of about 18M EUR for the purchase of 2,647,058 ordinary treasury shares, as part of a partial voluntary tender offer. The effect of adopting the IFRS 16 accounting principle, relating to costs of rent, leasing, and rental, results in a notional debt item of approximately 1.3M EUR. Liquid assets and equivalents as of 31 December, 2023, amount to ca 45.4M EUR, while approximately 4.6M EUR are escrowed as customary in the settlement of comparable extraordinary operations (in particular, as a guarantee of certain obligations related to the sale of the ESP business to TeamSystem).

Summary of KPI's

SAAS

KPI	Beefree (EUR)	Beefree (USD)	Date
ARR	11,526,313	12,565,886	December 2023
ARR growth	+14.6%	+16.9%	December 2023
Gross margin	78.0%		FY 2023
EBITDA margin	(12.5%)		FY 2023
Net Revenue Retention	93.4%		December 2023

Data from management accounts, not subject to a BoD resolution, unaudited

CPAAS

KPI	Amount	Date
Revenues	63.5M EUR	FY 2023
EBITDA	3M EUR (4.7%)	FY 2023
# Sent Messages	2,390M	FY 2023

Data from management accounts, not subject to a BoD resolution, unaudited

Summary of individual holding results as of 31 December 2023

As per the **Holding Company**, Growens S.p.A., FY2023 results confirm the historical positive revenues growth trend (+34%), with total **revenues** at 10.6M EUR.

EBITDA margin decreased at ca. -2.4M EUR, mainly influenced by the increasing incidence of G&A costs, especially affected by one-offs related to divestments. Increased R&D and G&A costs result from a reinforced holding team supporting subsidiaries, as shown by the growing intercompany revenues. Financial income benefits from Agile Telecom's dividends.

For the above, **individual Net Result from Continuing Operations** show a loss of 0.7M EUR, whereas the **Total individual Net Result** equals **56.069.522 EUR** as a result of the dismissals in 2023.

Growens' **Net Financial Position** amounts to ca. 37.5M EUR.

Significant events occurred during the reporting period

During FY2023, Growens' activity was marked by the following events.

On February 3, 2023, Growens announced the signing of a binding agreement for the sale of the business branch related to the MailUp business unit and the shares held in Contactlab S.p.A., Acumbamail S.L., MailUp Nordics A/S, and its subsidiary Globase International ApS (collectively, the 'Email Service Provider' activities) to TeamSystem S.p.A. for a total consideration of 70 million Euros on a cash/debt free basis. The sale of the Email Service Provider activities involved the transfer of a workforce of about 260 people in Italy, Spain, and Denmark, including Luca Azzali and Alberto Miscia, who took on roles within the transferred activities, remaining shareholders of Growens. Additionally, a set of transitional service contracts was envisaged, which included, among other things, operational support activities necessary for the buyer and the businesses sold to finalize the transition period for the more strictly administrative activities, as well as the use of certain real estate facilities of the Company.

On March 9, 2023, the Company's GSM resolved in an Ordinary and Extraordinary meeting on the three items on the agenda. Specifically, in an ordinary session, the GSM approved the sale of the MailUp business and the shareholdings in Contactlab S.p.A., Acumbamail S.L., MailUp Nordics A/S, and Globase International ApS to TeamSystem S.p.A. under the conditions provided by the binding agreement signed on February 2, 2023; in an extraordinary session, the GSM resolved to approve the proposed statutory changes (expansion of the corporate purpose to a holding of participations and renaming of the multilateral trading system 'AIM Italia' to 'Euronext Growth Milan'), fully approving the new modified corporate by-laws, effective as of the transfer of the Email Service Provider business.

On April 7, 2023, the Company reported receiving notification from BMC Holding B.V., a vehicle owned by the sellers of Datatrics, that it had reduced its stake in the share capital of Growens to below the 5% threshold, to an actual participation of 4.6%.

On May 17, 2023, the Company announced the partial release from the lock-up of a further portion of the shares held by the sellers of Datatrics, who collectively came to hold a lock-up share of 2.664%; consequently, the free float increased to about 41%.

On May 18, 2023, the Company announced the fulfillment of the suspensive conditions to the sale of the Email Service Provider business related to antitrust aspects, with communications: (i) from the Presidency of the Council of Ministers of non-exercise of special powers, pursuant to decree-law March 15, 2012, n. 21, converted, with modifications, by law May 11, 2012, n. 56 by the Coordination Group referred to in article 3 of the D.P.C.M. August 1, 2022, n. 133 (the so-called 'Golden Power'); (ii) from the Spanish Ministry of Industry, Commerce, and Tourism (Ministerio de industria, comercio y turismo) that the aforementioned operation is not subject to authorization under article 7-bis of the law July 4, 2003, n. 19.

On June 12, 2023, the Company announced a change in relevant shareholders, after notification by Matteo Monfredini, Nazzareno Gorni, Luca Azzali, Matteo Bettoni, and Alberto Domenico Miscia of a change in their shareholding occurred as a result of the contribution of all the shares they directly held in the Company into five company vehicles entirely participated by them. As a result of such contributions, the new relevant shareholders adhered to the shareholders' agreement initially signed between the contributing members on December 19, 2021 (and subject to market disclosure on December 23, 2021) for a total of 7,000,000 shares, equivalent to 45.47% of the share capital.

On June 30, 2023, the Company announced that, in execution of the binding agreement concluded on February 2, 2023, with TeamSystem, on June 7, 2023, the extraordinary GSM of Contactlab resolved, among other things, to: (i) increase its share capital by a total of 708,309.00 EUR, between nominal and premium, to be released through the contribution of the business branch related to the Email Service Provider business (with the issuance of 271,428 new shares); and (ii) change its corporate name to 'MailUp S.p.A.'. On the same date, Growens conferred the Branch into MailUp, with effect from 23:59 on June 30, 2023, with the consequent subscription and full release of the capital increase.

On July 13, 2023, Growens announced the completion of the sale of the MailUp business unit through the shares held in MailUp S.p.A. (formerly Contactlab S.p.A.), Acumbamail S.L., MailUp Nordics A/S, and its subsidiary Globase International ApS (collectively, the 'Email Service Provider' activities) to TeamSystem S.p.A., for a final consideration of 76.7M EUR. A part of the price amounting to 4.6M EUR was deposited in an escrow account as a guarantee of the indemnity obligations assumed by the Company in the agreement governing the transaction and will be subject to periodic releases according to a usual décalage mechanism for this type of instrument.

The completion of the transaction resulted in the fulfillment of the suspensive condition to which the resolution to amend the corporate purpose adopted by the extraordinary GSM of the Company on March 9, 2023, was subject, and, among other things, legitimized the exercise of the right of withdrawal for shareholders who did not contribute to the related resolution. Therefore, on the same date of July 13, 2023, the Company announced the opening of the period for the exercise of the right of withdrawal, which concluded on July 28 following, without any adherence.

Also, on July 13, 2023, the Board of Directors approved the guidelines of an operation that foresees the promotion, subject to obtaining the necessary GSM authorization, of a partial voluntary tender offer on treasury shares, concerning a maximum of 2,647,058 ordinary shares (without indication of the nominal value) corresponding to about 17.2% of the total ordinary shares issued for a unit price of 6.80 EUR and therefore for a total maximum value of 17,999,994.40 EUR.

On August 30, 2023, Growens announced the rebranding of the products of the Business Unit BEE Content Design Inc., which respectively transform from BEE Pro to Beefree and from BEE Plugin to Beefree SDK, consistently with the market approach of the BU, based on the offer of products that allow everyone access to the creation of quality content, and with the growth strategy of the Group, focused on promoting the growth of Beefree.

On September 1, 2023, the ordinary GSM was convened, called to deliberate (i) the authorization to purchase its own shares pursuant to Article 2357 of the civil code, (ii) the revocation of the authorization to purchase its own shares granted on April 20, 2023, which, in any case, the Board of Directors did not make use of.

The ordinary GSM was held on September 18, 2023, and unanimously resolved (therefore with the majorities provided by Article 44-bis of the Issuers' Regulation of Consob), among other things, to (i) revoke, for the part not executed, the previous resolution of authorization to purchase and to dispose of its own shares adopted by the GSM on April 20, 2023, effective from the same date; (ii) authorize the board of directors, pursuant to and for the effects of Article 2357 of the civil code, to purchase a

maximum of 2,647,058 treasury shares, to be carried out through a voluntary partial tender offer to be promoted by the Company under Article 102 of the TUF; (iii) establish that the consideration for the ordinary shares to be purchased is equal to 6.80 EUR per share and that the duration of the authorization is eighteen months starting from the date of the same GSM resolution.

On October 9, the Company announced the deposit with Consob of the offer document intended for publication, relating to the partial voluntary tender offer pursuant to Article 102 of the TUF promoted by Growens on a maximum of 2,647,058 own shares.

On the same date, the signing of a binding agreement for the sale of 100% of the share capital of the Dutch subsidiary Datatrics BV to Squeezely BV, a company of the Spotler group, a leading marketing automation operator in the Netherlands and United Kingdom, for a total value of 1.66M EUR and against the renunciation by Growens of about 7M EUR of intercompany credits towards Datatrics was also announced. The operation closed on October 23, with the payment of a final price of 1.6M EUR.

On November 9, the offer document relating to the partial voluntary tender offer promoted by Growens on its own shares was published, as well as deposited with Consob and made available to the public for consultation, following the approval by Consob with resolution no. 22870 of November 8.

The subscription period for the public offer took place from November 13 to December 6, with payment on December 13. In total, 4,987,932 Shares were tendered, corresponding to approximately 188.433% of the shares object of the offer and approximately 32.403% of the share capital of Growens. Therefore, a distribution was made according to a coefficient of about 53.069%, and consequently, the Company purchased within the partial voluntary tender offer 2,647,058 of its own shares at a unit price of 6.80 EUR, for a total value of 17,999,994.40 EUR. Therefore, considering the 2,647,058 shares object of the offer as well as the 62,583 own shares already held by Growens, the same holds a total of 2,709,641 shares, equivalent to about 17.6% of the related share capital.

Significant events occurred after the end of the reporting period

On January 22, 2024, Growens announced the appointment of Justine Jordan, a veteran in the SaaS and email marketing field, as Head of Strategy & Community for Beefree, the Business Unit leader in offering no-code design tools that make it easy and fast for everyone to create digital content. In her new role, Justine Jordan joins the Management Team and reports directly to Beefree's CEO, Massimo Arrigoni. Her responsibilities include directing the company's strategic choices and ensuring that top management is aligned with key decisions. She also ensures that all employees are fully engaged in strategic goals and leads community-focused initiatives.

Throughout her career, Justine Jordan has significantly contributed to the evolution of the email marketing sector. Named Email Marketer Thought Leader of the Year in 2015, she has led marketing for high-growth B2B SaaS companies, contributing to successful outcomes (such as Salesforce's acquisition of ExactTarget) and holding key roles in companies such as Wildbit, Litmus, Help Scout, Postmark, and ActiveCampaign.

Allocation of the net result of Growens S.p.A.

With reference to the individual financial statements of Growens S.p.A., the Board of Directors has resolved to propose to the next ordinary General Shareholders' Meeting the approval of the 2023 financial statements and the distribution of an extraordinary dividend of 1.58 EUR per share, for a total

amount of 20.0M EUR. This proposal represents a payout of 37.5% on the consolidated net income for 2023 and a dividend yield of over 28% at current prices.

The dividend will be paid as follows:

- First tranche –0.79 EUR per share (coupon no. 1) derived from the distribution of extraordinary profits – payment date May 8, 2024, ex-dividend date May 6, 2024, and record date May 7, 2024;
- Second tranche –0.79 EUR per share (coupon no. 2) derived from the distribution of extraordinary profits – payment date September 4, 2024, ex-dividend date September 2, 2024, and record date September 3, 2024.

The Company's decision to set a payout of 37.5% on the 2023 net profit will allow for the allocation of additional resources to continue investments dedicated to the Group's growth. The decision to split the dividend payment into two tranches is aimed at providing more stability to the stock price of GROW during the year and offering shareholders a cash flow distributed over time instead of concentrated at a single time of the year.

Adoption of a Policy on Independent Directors

Following the entry into force of certain amendments to the Euronext Growth Milan Issuers Regulation in December 2023, which stipulate that (i) the assessment of the independence requirements of directors must be carried out by the Board of Directors of the issuer at the time of appointment and then annually, and that (ii) the Board of Directors is required to define, at least at the beginning of its mandate, the quantitative and qualitative criteria for the significance of relationships that may be relevant for the evaluation of independence, providing appropriate information to the market, the Board of Directors of Growens has prepared and approved today a specific document (the "Independents Policy") defining the quantitative and qualitative criteria to assess the significance of relationships that may be relevant for the evaluation of the independence requirements provided for by Article 147-ter, paragraph 4, of the Legislative Decree of February 24, 1998, no. 58 ("TUF"). Furthermore, referring to the documentation produced and information in its possession, the Board of Directors has also verified the existence of the independence requirements of Article 148, paragraph 3, of Legislative Decree 58/1998 (TUF), with respect to Directors Ignazio Castiglioni and Paola De Martini.

Calling of the General Shareholders' Meeting

The Board of Directors resolved to call the General Shareholders' Meeting, ordinary session, on 18 April 2024 to approve the individual financial statements as of 31 December 2023 and the allocation of the net operating result.

The notice of call will be published pursuant to law. Please be advised that, according to article 22, par. 2 of the Company By-Laws, eligible persons will be allowed to attend and vote exclusively through a Designated Representative.

Investor Relations and miscellaneous

The draft individual and consolidated financial report as of 31 December 2023 will be submitted to BDO and to the Board of Statutory Auditors for their review and will be made available to the public as per EGM regulations as well as on the Issuer's website www.growens.io, Section 'Investor Relations/Financial Statements'.

This press release is online on www.emarketstorage.com and on the Issuer website www.growens.io, Section 'News/Press Releases'.

The updated corporate presentation will be made available to the public on the Issuer's website www.growens.io, Section 'Investor Relations/Presentations'.

Growens' Chairman, CEO and IR will comment FY2023 results in a **conference call** to be held on 22 March 2024 at 12,30pm CET, registration here: <https://my.demio.com/ref/VrqfJ82AaA6bm1Wg>.



Consolidated and individual P&L, balance sheet and cash flow statement are attached.

GROWENS GROUP - CONSOLIDATED INCOME STATEMENT AS OF 31 DECEMBER 2023

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Total Revenues	75,060,458	100.0%	76,979,649	100.0%	(1,919,191)	(2.5)%
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Sales & Marketing costs	4,414,462	5.9%	2,825,215	3.7%	1,589,246	56.3%
Research & Development Opex	1,941,566	2.6%	2,126,679	2.8%	(185,114)	(8.7)%
R&D Capex	(2,860,622)	(3.8)%	(2,074,811)	(2.7)%	(785,812)	37.9%
R&D costs	4,802,188	6.4%	4,201,490	5.5%	600,698	14.3%
General & Admin Costs	9,018,389	12.0%	6,107,619	7.9%	2,910,770	47.7%
Total Costs	15,374,416	20.5%	11,059,514	14.4%	4,314,902	39.0%
EBITDA	(558,710)	(0.7)%	1,429,863	1.9%	(1,988,573)	(139.1)%
General Depreciation Costs	63.527	0.1%	48.828	0.1%	14.699	30.1%
Right of Use Amortization Costs	411.603	0.5%	410.946	0.5%	657	0.2%
R&D Amortization Costs	2.654.232	3.5%	2.324.697	3.0%	329.535	14.2%
Amortization & Depreciation	3.129.362	4.2%	2.784.471	3.6%	344.892	12.4%
EBIT	(3.688.073)	(4.9)%	(1.354.608)	(1.8)%	(2.333.465)	(172.3)%
Net financial income/(charges)	1.025.461	1.4%	(253.445)	(0.3)%	1.278.906	504.6%
EBT	(2.662.612)	(3.5)%	(1.608.053)	(2.1)%	(1.054.559)	(65.6)%
Current Income Taxes	(375.664)	(0.5)%	(92.435)	(0.1)%	(283.229)	306.4%
Deferred Taxes	12.938	0.0%	656.000	0.9%	(643.062)	(98.0)%
Net Profit (Loss) from Continuing Operations	(3.025.337)	(4.0)%	(1.044.488)	(1.4)%	(1.980.849)	(189.6)%
Net Result from Discontinued Operations	56.131.395	74.8%	(1.519.515)	(2.0)%	57.650.910	n.m.
Net Profit (Loss)	53.106.057	70.8%	(2.564.003)	(3.3)%	55.670.060	n.m.
Group Net Profit (Loss)	53.187.803	70.9%	(2.516.005)	(3.3)%	55.703.808	n.m.
Minority Net Profit (Loss)	(81.746)	(0.1)%	(47.998)	(0.1)%	(33.748)	(70.3)%

Data in EUR

GROWENS GROUP - CONSOLIDATED BALANCE SHEET AS OF 31 DECEMBER 2023

Consolidated Balance Sheet	31/12/2023	31/12/2022	Change	Change %
Tangible fixed assets	286,551	1,204,296	(917,745)	(76.2)%
Right of Use	1,258,009	2,282,409	(1,024,400)	(44.9)%
Intangible fixed assets	5,434,791	10,942,158	(5,507,367)	(50.3)%
Goodwill	8,498,292	17,400,305	(8,902,013)	(51.2)%
Equity investments in associates and joint ventures	420,701	261,003	159,698	61.2%
Other non-current assets	6,075,448	1,306,276	4,769,172	n.m.
Deferred tax assets	1,369,823	1,832,486	(462,664)	(25.2)%
Total non-current assets	23,343,615	35,228,934	(11,885,319)	(33.7)%
Receivables from customers	8,747,887	16,721,062	(7,973,175)	(47.7)%
Other current assets	9,621,356	2,034,383	7,586,972	n.m.
Cash and cash equivalents	40,488,090	7,153,665	33,334,425	n.m.
Total current assets	58,857,332	25,909,110	32,948,222	127.2%
Total assets	82,200,948	61,138,044	21,062,903	34.5%
Share capital	384,834	384,834	0	0.0%
Reserves	3,414,022	19,279,481	(15,865,458)	(82.3)%
Profit (Loss) for the period	53,187,803	(2,516,005)	55,703,808	n.m.
Net Equity (third parties)	(117,825)	(59,974)	(57,851)	(96.5)%
Total equity	56,868,834	17,088,335	39,780,498	232.8%
Payables to banks and other financiers	2,074,235	4,128,592	(2,054,358)	(49.8)%
Liabilities RIGHT OF USE long-term	919,315	1,520,629	(601,314)	(39.5)%
Provisions for risks and charges	133,333	354,667	(221,333)	(62.4)%
Provisions for personnel	1,097,245	3,976,471	(2,879,226)	(72.4)%
Deferred taxes	358,397	915,844	(557,447)	(60.9)%
Total non-current liabilities	4,582,525	10,896,203	(6,313,678)	(57.9)%
Trade and other payables	12,730,699	14,871,582	(2,140,883)	(14.4)%
Due to banks and other lenders short term	1,198,294	1,880,773	(682,479)	(36.3)%
Liabilities RIGHT OF USE short-term	354,384	817,672	(463,289)	(56.7)%
Other current liabilities	6,466,212	15,583,479	(9,117,266)	(58.5)%
Total current liabilities	20,749,589	33,153,506	(12,403,916)	(37.4)%
Total Liabilities	82,200,948	61,138,044	21,062,903	34.5%

Data in EUR

GROWENS GROUP - CASH FLOW STATEMENT AS OF 31 DECEMBER 2023

Consolidated Cash Flow statement	31/12/2023	31/12/2022
Period profit/(loss)	53,440,443	(2,564,003)
Income tax	375,664	184,723
Prepaid/deferred tax	(22,047)	(741,036)
Financial incomes (costs)	(58,720,815)	284,102
Exchange (gains)/losses	11,801	(11,307)
(Dividends)	(376,842)	
(Gains) / losses arising from the sale of assets		
1 Year profit/(loss) before income tax, interest, dividends and cap. gains/losses on disposals	(5,291,796)	(2,847,521)
Value adj. for non-monetary elements that have no equivalent item in net working capital:		
Provisions for TFR	548,702	625,628
Other provisions	187,034	230,698
Amortization and depreciation of fixed assets	4,002,155	5,305,453
Write-downs for permanent losses in value		1,542,000
Other adjustments for non-monetary items	(1,102,865)	761,812
2 Cash flow before changes in NWC	(1,656,771)	5,618,070
Changes to net working capital		
Decrease/(increase) in trade receivables	8,080,206	(498,564)
Increase/(decrease) in trade payables	(2,140,882)	35,155
Decrease/(increase) in accrued income and prepaid expenses	(179,425)	325,150
Increase/(decrease) in accrued liabilities and deferred income	(8,595,535)	(529,919)
Increase/(decrease) tax receivables	2,285,680	(56,428)
Increase/(decrease) tax payables	(2,927,373)	(1,523,562)
Increase/(decrease) other receivables	43,000	255,784
Increase/(decrease) other payables	(912,365)	315,226
Other changes in net working capital		
3 Cash flow after changes in NWC	(6,003,465)	3,940,911
Other adjustments		
Interest collected/(paid)	42,959	(73,140)
(Income tax paid)		(892,147)
(Gains) / losses arising from the sale of current assets		
Dividends collected	376,842	
(Use of provision)	(90,796)	(341,847)
4 Cash flow after other adjustments	(5,674,460)	2,633,777
A Cash flow from operations	(5,674,460)	2,633,777
Tangible fixed assets	702,386	(79,734)
(Investments)	702,386	(79,734)
Divestment realisation price		
Intangible fixed assets	2,337,427	(4,948,238)
(Investments)	2,337,427	(4,948,238)
Divestment realisation price		
Financial fixed assets	8,619,742	(39,387)
(Investments)	8,619,742	(39,387)
Other fixed assets	(4,646,000)	
(Investments)	(4,646,000)	
Divestment realisation price		
Acquisition or sales of subsidiaries companies	58,060,395	(3,750,000)
B Cash flow from investments	65,073,950	(8,817,360)
Minority interest funds	(3,170,241)	(1,056,087)
Increase (decrease) in short-term payables to banks	(146,160)	93,155
Stipulation of loans	379,200	1,342,674
Repayment of loans	(3,403,281)	(2,491,916)
Other current assets	(4,891,561)	
Own funds	(18,003,263)	(423,620)

Capital increase by payment		
Sale (purchase) of treasury shares	(18,003,263)	(423,620)
Change to share premium reserve		
C Cash flow from loans	(26,065,065)	(1,479,706)
Increase (decrease) in liquid funds (A ± B ± C)	33,334,425	(7,663,290)
Initial cash and cash equivalents	7,153,665	13,324,983
Cash	20,488,030	
Cash equivalents	20,000,060	
Initial cash and cash equivalents Contactlab 01/05/22		1,491,972
Final cash and cash equivalents		7,153,665
Change in cash and cash equivalents	33,334,425	(7,663,290)

Data in EUR

GROWENS GROUP – NET FINANCIAL POSITION AS OF 31 DECEMBER 2023

Consolidated Net Financial Position	31/12/2023	31/12/2022	Change	Change %
A. Cash	20,488,030	7,153,665	13,334,365	<i>n.m.</i>
B. Cash equivalents	20,000,060		20,000,060	
C. Assets held for sale	4,891,561		4,891,561	
D. Cash and cash equivalents (A) + (B) + (C)	45,379,650	7,153,665	38,225,986	<i>n.m.</i>
E. Current financial debt	467,161	1,076,709	(609,548)	(56.6)%
F. Short term liabilities of Long term financial debt	1,085,516	1,621,736	(536,220)	(33.1)%
G. Current financial position (E) + (F)	1,552,678	2,698,445	(1,145,768)	(42.5)%
H. Net short term financial position (G) - (D)	(43,826,973)	(4,455,220)	(39,371,753)	<i>n.m.</i>
I. Financial Debt medium/long term	1,734,029	4,389,700	(2,655,671)	(60.5)%
J. Bonds issued				
K. Commercial and other liabilities medium/long term				
L. Non current financial position (I) + (J) + (K)	1,734,029	4,389,700	(2,655,671)	(60.5)%
M. Net financial position (H) + (L)	(42,092,944)	(65,519)	(42,027,425)	<i>n.m.</i>
Non current financial assets	(4,646,600)		(4,646,600)	
o/w Current financial liabilities Rights of Use IFRS 16	354,384	817,672	(463,289)	(56.7)%
o/w Non current financial liabilities Rights of Use IFRS 16	919,315	1,520,629	(601,314)	(39.5)%
Net financial position without IFRS 16 effect	(48,013,242)	(2,403,820)	(45,609,422)	<i>n.m.</i>

Data in EUR

GROWENS S.P.A. - INCOME STATEMENT AS OF 31 DECEMBER 2023

Separated Profit and Loss Growens	31/12/2023	%	31/12/2022	%	Change	Change %
Intercompany Revenues	9,054,043	87.8%	6,865,810	89.4%	2,188,233	31.9%
Other Revenues	1,255,630	12.2%	812,040	10.6%	443,589	54.6%
Total Revenues	10,309,673	100.0%	7,677,851	100.0%	2,631,823	34.3%
Cost of Goods Sold	1,843,797	17.9%	1,322,495	17.2%	521,302	39.4%
Gross Profit	8,465,876	82.1%	6,355,356	82.8%	2,110,520	33.2%
Sales & Marketing costs	292,697	2.8%	194,588	2.5%	98,109	50.4%
Research & Development Opex	3,946,497	38.3%	3,299,987	43.0%	646,510	19.6%
<i>R&D Capex</i>	0	0.0%	0	0.0%	0	
<i>R&D costs</i>	3,946,497	38.3%	3,299,987	43.0%	646,510	19.6%
General & Admin Costs	6,603,530	64.1%	4,045,358	52.7%	2,558,172	63.2%
Total Costs	10,842,725	105.2%	7,539,933	98.2%	3,302,791	43.8%
Ebitda	(2,376,848)	(23.1)%	(1,184,577)	(15.4)%	(1,192,271)	(100.6)%
General Depreciation Costs	70,357	0.7%	116,429	1.5%	(46,072)	(39.6)%
Right of Use Amortization Costs	338,200	3.3%	338,093	4.4%	107	0.0%
R&D Amortization Costs	548,484	5.3%	756,463	9.9%	(207,979)	(27.5)%
Amortization & Depreciation	957,041	9.3%	1,210,985	15.8%	(253,945)	(21.0)%
Ebit	(3,333,889)	(32.3)%	(2,395,563)	(31.2)%	(938,326)	(39.2)%
Net financial income/(charges)	2,588,705	25.1%	1,170,730	15.2%	1,417,975	121.1%
Ebt	(745,184)	(7.2)%	(1,224,833)	(16.0)%	479,649	39.2%
Curent Income Taxes	0	0.0%	(22,472)	(0.3)%	22,472	(100.0)%
Deferred Taxes	9,109	0.1%	80,175	1.0%	(71,066)	(88.6)%
Net Profit (Loss) from Continuing Operations	(736,075)	(7.1)%	(1,167,129)	(15.2)%	431,055	36.9%
Net Result from Discontinued Operations	56,805,598	n.m.	569,979	7.4%	56,235,619	n.m.
Net Profit (Loss)	56,069,522	n.m.	(597,150)	(7.8)%	56,666,673	n.m.

Data in EUR

GROWENS S.P.A. - BALANCE SHEET AS OF 31 DECEMBER 2023

Separated Balance Sheet Growens	31/12/2023	31/12/2022	Change	Change %
Tangible fixed assets	203,852	1,056,373	(852,521)	(80.7)%
Right of Use	1,076,772	1,966,180	(889,409)	(45.2)%
Intangible fixed assets	784,930	3,597,100	(2,812,170)	(78.2)%
Investments in subsidiary	10,136,349	20,940,524	(10,804,175)	(51.6)%
Equity investments in associates and joint ventures	350,674	239,005	111,669	46.7%
Other non-current assets	5,983,797	3,627,644	2,356,153	64.9%
Deferred tax assets	373,233	341,932	31,301	9.2%
Total non-current assets	18,909,607	31,768,759	(12,859,152)	(40.5)%
Receivables from customers	536,352	2,799,852	(2,263,499)	(80.8)%
Receivables from subsidiaries	7,146,841	7,389,892	(243,052)	(3.3)%
Other current assets	8,672,180	1,444,331	7,227,849	n.m.
Cash and cash equivalents	35,635,339	1,591,258	34,044,081	n.m.
Total current assets	51,990,712	13,225,334	38,765,378	293.1%
Total assets	70,900,319	44,994,092	25,906,227	57.6%
Share capital	384,834	384,834		
Reserves	2,659,984	21,330,672	(18,670,688)	(87.5)%
Profit (Loss) for the period	56,069,522	(597,150)	56,666,672	n.m.%
Total equity	59,114,339	21,118,356	37,995,984	179.9%
Payables to banks and other financiers	2,074,235	3,439,026	(1,364,792)	(39.7)%
Liabilities RIGHT OF USE long-term	786,526	1,317,132	(530,606)	(40.3)%
Provisions for risks and charges	93,333	266,667	(173,333)	(65.0)%
Provisions for personnel	789,517	1,896,117	(1,106,600)	(58.4)%
Total non-current liabilities	3,743,610	6,918,941	(3,175,331)	(45.9)%
Trade and other payables	2,758,308	1,831,402	926,906	50.6%
Payables to subsidiaries	546,381	2,724,141	(2,177,760)	(79.9)%
Due to banks and other lenders short term	1,156,850	1,505,389	(348,539)	(23.2)%
Liabilities RIGHT OF USE short-term	301,399	674,635	(373,237)	(55.3)%
Other current liabilities	3,279,432	10,221,228	(6,941,797)	(67.9)%
Total current liabilities	8,042,369	16,956,795	(8,914,426)	(52.6)%
Total Liabilities	70,900,319	44,994,092	25,906,227	57.6%

Data in EUR

GROWENS S.P.A. - CASH FLOW STATEMENT AS OF 31 DECEMBER 2023

Consolidated Cash Flow statement	31/12/2023	31/12/2022
Period profit/(loss)	56,069,522	(597,150)
Income tax	78,342	46,295
Prepaid/deferred tax	(9,109)	(165,173)
Financial incomes (costs)	(58,813,695)	83,482
Exchange (gains)/losses	35,024	(172,947)
(Dividends)	(2,247,271)	(1,459,162)
(Gains) / losses arising from the sale of assets		
1 Year profit/(loss) before income tax, interest, dividends and cap. gains/losses on disposals	(4,887,186)	(2,264,654)
Value adj. for non-monetary elements that have no equivalent item in net working capital:		
Provisions for TFR	492,644	572,624
Other provisions	107,914	113,934
Amortization and depreciation of fixed assets	1,818,527	2,552,645
Write-downs for permanent losses in value		1,542,000
Other adjustments for non-monetary items	(1,340,361)	461,520
2 Cash flow before changes in NWC	(3,808,463)	2,978,069
Changes to net working capital		
Decrease/(increase) in trade receivables	2,645,482	(3,308,729)
Increase/(decrease) in trade payables	(1,250,854)	1,214,384
Decrease/(increase) in accrued income and prepaid expenses	(282,508)	331,247
Increase/(decrease) in accrued liabilities and deferred income	(7,186,175)	(464,056)
Increase/(decrease) tax receivables	(463,884)	(637,185)
Increase/(decrease) tax payables	(1,887,256)	(271,233)
Increase/(decrease) other receivables	124,958	150,366
Increase/(decrease) other payables	81,479	21,066
Other changes in net working capital		
3 Cash flow after changes in NWC	(12,027,220)	13,928
Other adjustments		
Interest collected/(paid)	70,350	(45,839)
(Income tax paid)		(32,991)
(Gains) / losses arising from the sale of current assets		
Dividends collected	2,247,271	1,459,162
(Use of provision)	(90,796)	(264,806)
4 Cash flow after other adjustments	(9,800,396)	1,129,454
A Cash flow from operations	(9,800,396)	1,129,454
Tangible fixed assets	664,143	(37,327)
(Investments)	664,143	(37,327)
Divestment realisation price		
Intangible fixed assets	1,725,473	(1,400,718)
(Investments)	1,725,473	(1,400,718)
Divestment realisation price		
Financial fixed assets	12,982,953	(806,293)
(Investments)	12,982,953	(806,293)
Divestment realisation price		
Financial non fixed assets	(4,646,000)	
(Investments)	(4,646,000)	
Divestment realisation price		
Acquisition or sales of subsidiaries companies	58,060,395	(3,750,000)
B Cash flow from investments	68,786,964	(2,194,416)
Minority interest funds	(6,939,224)	(605,526)
Increase (decrease) in short-term payables to banks	(143,506)	88,994
Stipulation of loans	(379,200)	1,342,674
Repayment of loans	(2,283,357)	(2,037,194)
Other current assets	(4,891,561)	

Own funds	(18,003,263)	(423,620)
Capital increase by payment		
Sale (purchase) of treasury shares	(18,003,263)	(423,620)
Change to share premium reserve		
C Cash flow from loans	(24,942,487)	(1,029,145)
Increase (decrease) in liquid funds (A ± B ± C)	34,044,081	(5,894,030)
Initial cash and cash equivalents	1,591,258	7,485,288
Cash	15,635,279	
Cash equivalents	20,000,060	
Final cash and cash equivalents		1,591,258
Change in cash and cash equivalents	34,044,081	(5,894,030)

Data in EUR

GROWENS S.p.A. – NET FINANCIAL POSITION AS OF 31 DECEMBER 2023

Separated Net Financial Position Growens	31/12/2023	31/12/2022	Change	Ch. %
A. Cash	15,635,279	1,591,258	14,044,021	n.m.
B. Cash equivalents	20,000,060		20,000,060	
C. Assets held for sale	4,891,561		4,891,561	
D. Cash and cash equivalents (A) + (B) + (C)	40,526,899	1,591,258	38,935,641	n.m.
E. Current financial debt	372,732	889,475	(516,743)	(58.1)%
F. Short term liabilities of Long Term financial debt	1,085,516	1,290,549	(205,033)	(15.9)%
G. Current financial position (E) + (F)	1,458,249	2,180,024	(721,776)	(33.1)%
H. Net short term financial position (G) - (D)	(39,068,650)	588,766	(39,657,417)	n.m.
I. Financial Debt medium/long term	1,601,240	3,496,638	(1,895,398)	(54.2)%
J. Bonds issued				
K. Commercial and other liabilities medium/long term				
L. Non current financial position (I) + (J) + (K)	1,601,240	3,496,638	(1,895,398)	(54.2)%
M. Net financial position (H) + (L)	(37,467,411)	4,085,404	(41,552,814)	n.m.
Non current financial assets	(4,646,600)		(4,646,600)	
o/w Current financial liabilities Rights of Use IFRS 16	301,399	674,635	(373,237)	(55.3)%
o/w Non curr. financial liabilities Rights of Use IFRS 16	786,526	1,317,132	(530,606)	(40.3)%
Net financial position without IFRS 16 effect	(43,201,935)	2,093,637	(45,295,572)	n.m.

Data in EUR



Growens (GROW) is a leading European player in the field of Cloud Marketing Technologies, serving thousands of clients worldwide. Its SaaS and CPaaS solutions allows 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 [BEEffree.io](https://www.beeffree.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 31%.

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

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

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