



PRICE SENSITIVE

PRESS RELEASE

Growens' main relevant shareholders entered a shareholders' agreement

Milan, 23 December, 2021 – 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, hereby announces that they received the notice from their relevant shareholders Messrs Matteo Monfredini, Nazzareno Gorni, Luca Azzali, Matteo Bettoni and Alberto Miscia – who together own a total shareholding in the Company of n. 7,859,551 ordinary shares, no nominal value, representing 52.50% of its share capital – that they entered a shareholders' agreement regarding a total shareholding in the Company of **n. 6,750,000 ordinary shares representing 45.09%** of its share capital, in equal measure, following the maturity of the previous agreement, as per the notification made on 20 December, 2018.

The shareholders' agreement includes usual provisions for similar agreements, and specifically:

- i. A provision for prior consultation on specific matters relevant for the shareholders' meetings, with the undertaking to vote according to the majority of the consultation meeting, or – in case of lack of such majority – autonomously and independently;
- ii. A strengthened quorum for extraordinary deals;
- iii. The commitment to submit a joint candidate list for the Board of Directors and Board of Statutory Auditors;
- iv. A lock-up on the shareholding they respectively contributed to the shareholders' agreement for the duration of the agreement (except permitted transfers of ownership), as well as limitations to their collateralization;
- v. A standstill commitment versus the purchase of further shares according to agreed-upon limitations;
- vi. A three-year duration, with the opportunity for third parties to join the agreement under certain conditions;
- vii. Some cash penalty in case of breach of the undertakings thereof.



Growens (GROW) is a vertically integrated player in the field of Cloud Marketing Technologies, with a combined SaaS and CPaaS offer. Its growing suite of data-driven solutions allows SMEs and large corporations globally to master the evolving ways of communicating with customers. Starting from the parent company, which includes the MailUp business unit (Email marketing

technology), the group boasts a steady growth path both organically and through acquisitions: Acumbamail (Spanish and LatAm markets), Agile Telecom (wholesale SMS market) and Datatrics (artificial intelligence). The brand portfolio is completed by BEE, an email editor launched in 2017 as a complementary business line, already covering thousands of customers worldwide. Today, Growens is a leading European player in the field of Cloud Marketing Technologies, serving ca. 26,000+ customers in 100+ countries.

The company is admitted to trading on the Euronext Growth Milan (EGM) market managed by the Italian Stock Exchange, with a free float of ca. 37%.

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

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

For further information please contact:

Growens Investor Relations
Micaela Cristina Capelli
+39 02 71040485
investor.relations@growens.io

Growens Press Office
Maria Giulia Ganassini
+39 02 89603080
press@growens.io
growens.io

Euronext Growth Advisor

BPER Banca
+39 051 2756537
growens@bper.it

iCorporate - Growens Press Office

Danja Giacomini
+39 334 2256777
Alberto Colombini
+39 346 6016675
growens@icorporate.it

Arrowhead Business and Investment Decisions, LLC

Thomas Renaud
+1 212 619 6889
enquire@arrowheadbid.com
arrowheadbid.com