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Regolamentata

Utenza - referente : GROWENSN01 - Capelli Micaela Cristina

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PRICE SENSITIVE

PRESS RELEASE

The Shareholders' Meeting of Growens S.p.A. (GROW) approved the individual financial statements as of 31 December 2024 and an extraordinary scrip dividend of EUR 0.38 gross per share, either cash or in Growens ordinary shares

Milan, 15 April, 2025 – 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, announced that the Ordinary and Extraordinary Shareholders' Meeting, convened in a single call, was held today at the Company's operational headquarters at Via Dell'Innovazione Digitale, n. 3, Cremona.

The Shareholders' Meeting passed the following resolutions.

ORDINARY SESSION

1. *Approval of the company's individual financial statements and review of the group consolidated financial statements as at 31 December 2024. Related and resulting resolutions.*

The Shareholders' Meeting approved the individual financial statement as of 31 December 2024, as proposed by the Board of Directors on 13 March 2025, posting a net result of 2,161,469Euro.

Further, the Shareholders' Meeting reviewed the consolidated financial statements as of 31 December 2024, approved by the Board of Directors on 13 March 2025.

2. *Allocation of the net result. Related and resulting resolutions.*

The Shareholders' Meeting resolved to distribute an extraordinary dividend of EUR 0.38 gross per share, for a total amount of EUR 4.8 million.

The dividend will be paid as follows:

- payment of 0.38 EUR per share (coupon no. 4) derived from the distribution of net earnings and extraordinary reserve either cash or in Growens ordinary shares, ISIN: IT0005040354 **at the sole discretions of the shareholder;**
- ex-dividend date April 28, 2025, record date April 29, 2025, period for exercising the cash/shares option from April 30, 2025, to May 7, 2025 (inclusive) and payment date June 12, 2025;
- in the case of payment in shares, at the sole discretion of the shareholder, allocation of 1 share for every 8 held on the record date, which coincides with April 29, 2025, with an implicit value of the allocated shares equal to EUR 3.04 per share (i.e. the gross cash amount of EUR 3.04 per share times 8 shares).

The shares to be allocated as a dividend, exclusively at the shareholder's discretion, up to a maximum of 1,585,462, available in Growens' portfolio on the ex-dividend date, are of the same category as those already held by shareholders receiving the dividend. These are ordinary shares that confer the same voting and economic rights as those already owned.

If the shareholder **does not exercise** their right to choose to receive the dividend in shares by the established methods, does not communicate their preference to receive shares, or does not hold the minimum required number of shares, **an extraordinary cash dividend of EUR 0.38 per share will be automatically and exclusively assigned.** gross of statutory tax withholdings.

If the dividend is paid entirely in cash, it will fully absorb the parent company's net profit, amounting to EUR 2,161,469, while the remaining EUR 2,658,338 will be covered using the extraordinary reserve. In the case of a partial use of net profit, the resulting difference will be allocated to reserves.

3. *Proposal of authorization to the purchase and disposal of treasury shares. Related and resulting resolutions.*

The Shareholders' Meeting resolved to

- revoke the previous resolution dated 18 April 2024 to authorize the purchase and disposal of treasury shares, for the unexecuted part, effective immediately;
- authorize the Board of Directors to put in place transactions of purchase and disposal of treasury shares aimed at: (i) implementing share-based incentive plans in any form (stock option, stock grant or work-for-equity), free-of-charge allocation to shareholders or meeting obligations arising from warrants, convertible financial instruments, mandatory convertible or exchangeable into shares (based on existing transactions or transactions subject to approval/implementation); (ii) allowing the use of treasury shares in current business transactions or projects consistent with the Company's strategy, including by way of share exchange, with the main objective of building a treasury portfolio for performing M&A transactions with potential strategic partners, executing stock swaps, financing strategic trade or professional deals; (iii) investing in treasury shares for an efficient use of operating liquidity; (iv) taking action, in compliance with the rules and regulations in force, including through intermediaries, to limit any irregular stock price movement and regulate trading in temporary excess volatility or scarce liquidity, and more generally to support the stock liquidity and market efficiency.

The current authorization is not aimed at the reduction of share capital by way of cancellation of the purchased treasury shares.

The Board of Directors is hence granted the powers to purchase and dispose severally, for an 18-month term beginning from the date of the resolution, up to a maximum number of treasury shares which may not exceed 20% of the outstanding share capital, for an individual price which may not exceed nor be lower than 15% of the previous day official stock price.

The purchase may be made, respecting the principle of equal treatment of shareholders, by any of the following methods: (i) public tender offer or exchange; (ii) purchases on the Euronext Growth Milan market, according to market practices that do not allow direct matching of purchase negotiation proposals with specific sales negotiation proposals, or (iii) by any other method provided by the legal system and therefore through block purchases or auction methods (including the so-called "Dutch auction"), as evaluated from time to time in relation to the best execution of the shareholders' meeting delegation.

Purchases will be allowed within the amount of distributable earnings and available reserves as per the latest approved financial statements, according to art. 2357, paragraph 1 of the Italian codice civile.

Pursuant to the so-called "whitewash" procedure provided for in article 44-bis, paragraph 2, of Consob Regulation No. 11971/1999, the treasury shares purchased by the Company in execution of the above-mentioned authorizing resolution will not be excluded from the ordinary share capital (and therefore will be counted in it) if, as a result of the purchase of treasury shares, a shareholder exceeds the relevant thresholds pursuant to Article 106 of Legislative Decree No. 58/1998.

EXTRAORDINARY SESSION

1. *Proposal to delegate the Board of Directors, according to artt. 2443 and 2420-ter cod. civ., to increase the share capital and issue convertible bonds, up to a maximum amount of EUR 30,000,000.00, including a free capital increase or without pre-emption rights according to art. 2441, parr. 4, 5 and 8 and art. 2439 of Italian codice civile, after revocation of the previously in force resolution of 23 April, 2020, for the unexecuted part. Related and resulting resolutions*

Today's Shareholders' Meeting resolved to:

- 1) cancel the capital increase authorisation to the Board of Directors passed by the Extraordinary Shareholders' Meeting held on 23 April 2020, for the unexecuted part, effective immediately, and to remove from art. 6 of the By-Laws any reference to expired or fully executed capital increases;
- 2) authorise the Board of Directors, according to artt. 2443 and 2420-ter of Italian codice civile, to increase the share capital by means of either a free capital increase (according to art. 2349 of Italian codice civile) and/or by payment, in one or more divisible tranches, and/or issue convertible bonds, according to terms and conditions as set forth the Directors Explanatory Memorandum and the following By-Laws amendment;
- 3) to adjust art. 6 of the By-Laws accordingly.

SUBMISSION OF DOCUMENTATION

The minutes of the Shareholders' Meeting will be made available to the public as per applicable regulations, as well as on the Issuer's website www.growens.io, Investor Relations/Information for Shareholders section.



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 31%.

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

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

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