Company Note

MID CORPORATE

The Game Is Changing: Now Focus on BEE

Growens signed a binding agreement for the disposal of its Email Service Provider business for EUR 70M. After the closing that should occur in next June, we believe that one of the major catalysts for the stock would be the group's ability to reinvest the cash arising from the transaction in the development of BEE, including potential new M&A opportunities to improve its offer.

Divestment of Email Service Provider business

On 2 February, the BoD approved the signing of a binding agreement for the sale of its most mature business, Email Service Provider (including: i) the MailUp BU; ii) 100% of Contactlab; iii) 100% of Acumbamail; iv) 100% of Mailup Nordics and its subsidiary Globase Int'l) to TeamSystem. The price was set for EUR 70M on a cash/debt free basis, to be adjusted for NWC and NFP at closing, which is expected by end-June 2023 (EUR 60M net capital gain after taxes and deal expenses). The agreed price implies 21.2x 2022E EV/EBITDA and 2.6x 2022E EV/sales, based on our estimates as at the announcement of the deal, i.e. multiples that are well above the current market ones and those in our valuation of our note of 16/11/22, when in our SoP we set a EUR 30.1M EV for the Mailup+Contactlab+Acumbamail BUs, or 9.1x 22E EV/EBITDA and 1.2x 22E Sales. A General Shareholders' Meeting is called on 9 March and absent or dissenting shareholders will be entitled to the right of withdrawal (EUR 4.39/sh. liquidation price).

Next steps: BEE's development and return to stakeholders

From a strategical point of view, the transaction should provide Growens with liquidity that could be mainly addressed to the development of BEE. In particular, management will focus both on organic growth via internal R&D, sales and marketing, but also on the scouting of acquisitions in the incremental and disruptive innovation field. Moreover, in our understanding a dividend payment could be foreseen in 2024.

Estimates revision and valuation

After this game-changing transaction, Growens' perimeter will consist of BEE, Agile Telecom and Datatrics. We therefore update our estimates. For FY23E, we mainly consider the new perimeter, the capital gain and the cash arising from the disposal. For now, for FY24E, our main assumptions are: i) at top line, a 40% yoy growth rate for BEE, while we see Agile Telecom at approx. 6% yoy, meaning an overall growth rate of 12.7% yoy (in line vs. previously); ii) a 3.8% EBITDA margin (EUR 3.7M), with BEE's EBITDA margin at 8% (vs. 13% in our previous assumptions) given the focus on growth vs. profitability; iii) a slight increase in capex (approx. 6% of revenues). Our **target price of EUR 6.9/share** is obtained as the weighted average of our DCF model (EUR 6.9/sh., WACC 9.7% vs. 9.2% previously, g 2.5%) and SOP (EUR 6.8/sh); the latter is weighted at 40%. **BUY rating confirmed.**

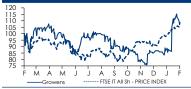
23 February 2023: 12:52 CET Date and time of production

BUY

Target Price: EUR 6.9 (from EUR 5.3)

Italy/Information Technology Update

Price Performance (RIC: GROW.MI, BB: GROW IM)



Growens - Key Data			
Price date (market clo	se)	22/02	/2023
Target price (EUR)			6.9
Target upside (%)			28.25
Market price (EUR)			5.38
Market cap (EUR M)			82.82
52Wk range (EUR)		5.70	0/3.75
Price performance %	1M	3M	12M
Absolute	25.1	37.9	8.7
Rel. to FTSE IT All Sh	19.3	25.1	5.2

Y/E Dec (EUR M)	FY21A	FY22E	FY23E
Revenues	70.16	102.7	86.83
EBITDA	5.20	4.58	3.72
EBIT	1.13	-0.33	0.51
Net income	0.37	-0.25	59.96
EPS (EUR)	0.02	-0.02	-0.00
Net debt/-cash	-6.52	-0.77	-62.85
Adj P/E (x)	NM	Neg.	Neg.
EV/EBITDA (x)	11.7	17.9	5.3
EV/EBIT (x)	53.8	NM	39.1
Div ord yield (%)	0	0	0

Source: Company data, FactSet and Intesa Sanpaolo Research estimates

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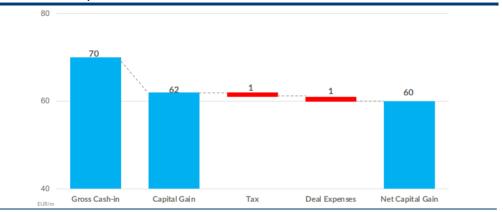
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Disposal of Email Service Provider Business

On 2 February, the company signed a binding agreement for the sale of its Email Service Provider business to TeamSystem S.p.A. The price is set for EUR 70M (on cash/debt free basis), to be adjusted for NWC and NFP at the closing date, which is expected by end-June 2023. According to the company, the net capital gain, after EUR 1M taxes and EUR 1M deal expenses, is EUR 60M.

Mailup, Contactlab and Acumbamail sale agreed for EUR 70M

Growens - ESP disposal: transaction economics*



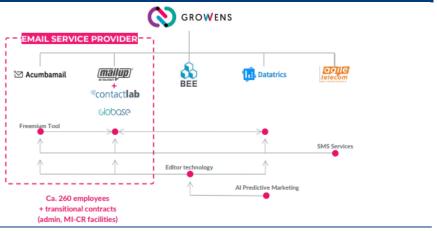
*Preliminary estimates based on data at signing, subject to closing adjustments and tax verifications, assuming closing in June 2023; Source: Company data

The transaction's multiples (21.2x 2022E EV/EBITDA and 2.6x 2022E EV/sales, based on our estimates at the date of the deal) are well above the current market ones and the multiples of our valuation of 16/11/22, when in our SoP we set a EUR 30.1M EV for the Mailup+Contactlab+Acumbamail Business, corresponding to 9.1x 22E EV/EBITDA and 1.2x 22E Sales. We recall that, at the time of the acquisition, Contactlab was valued at 0.4x 2021 EV/Sales and 4.5x 2021 EV/EBITDA.

The perimeter of the transaction includes: i) the Mailup BU; ii) 100% of Contactlab; iii) 100% of Acumbamail; iv) 100% of Mailup Nordics and its subsidiary Globase International (full control).

The transactions' perimeter

Growens – ESP Business disposal: the perimeter



Source: Company data

The sale of the Email Service Provider business also implies the transfer of approx. 260 people headcounts (out of 450+ Growens' employees as at end-January) in Italy, Spain and Denmark, including the key people Luca Azzali, Alberto Miscia and Massimo Fubini, who will take on roles within the transferred activities, while remaining shareholders of Growens.

Here follow the main figures of the BUs object of the disposal, which can be considered as a proxy for the activities that would be excluded from the perimeter after the closing.

Growens – Breakdown of VoP and EBITDA of the disposed ad remaining BUs

EUR M	FY20A	FY21A	yoy %	1H21A	1H22A	yoy %
VoP	65.2	71.2	9.2	33.7	47.2	40.0
MailUp+Contactlab	15.7	16.6	5.9	8.2	10.6	28.9
Acumbamail	1.6	2.1	34.0	1.0	1.2	19.9
Agile Telecom	43.0	47.5	10.4	22.3	31.9	43.4
BEE	3.9	5.6	42.6	2.4	4.0	67.2
Datatrics	2.9	2.6	-10.6	1.3	1.2	-8.5
Holding	6.4	7.2	12.2	3.5	4.8	38.0
Consol.Adj.	-8.2	-10.3	25.3	-4.9	-6.5	31.2
Revenues of the disposed BU	17.3	18.7		9.2	11.7	
% of Consol. Revenues	26.5	26.3		27.2	24.9	
Remaining BUs	48.0	52.5		24.5	35.4	
% of Consol. Revenues	73.5	73.7		72.8	75.1	
EBITDA	5.1	5.2	2.2	2.4	1.4	-43.7
MailUp+Contactlab	4.3	2.6	-38.2	1.4	1.1	-21.1
Acumbamail	0.3	0.5	52.6	0.2	0.2	-21.2
Agile Telecom	1.5	2.3	57.2	1.1	0.7	-34.1
BEE	0.5	0.3	-34.1	0.1	0.4	178.8
Datatrics	-1.4	-0.9	-40.6	-0.4	-0.9	NM
Holding	-0.4	0.1	-113.3	-0.2	-0.3	45.6
IFRS 16 impact	0.4	0.2	-32.6	0.2	0.1	-18.5
EBITDA of the disposed BU	4.6	3.2		1.6	1.3	
% of Consol. EBITDA	90.7	60.7		67.9	95.0	
Remaining BUs	0.5	2.0		0.8	0.1	
% of Consol. EBITDA	9.3	39.3		32.1	5.0	

Source: Company data

From a strategical point of view, Growens took the opportunity to divest its most mature business and now aims to deploy the cash-in to the development of BEE, the group's fastest growing business. Key drivers for BEE's strategy would be the increase of brand awareness, the improvement of the offer to meet the enterprise customers' requests and the implementation of incremental and disruptive innovation (e.g. connectors, AI) both:

- organically, via the improvement of R&D and the sales and marketing strategy;
- thanks to M&A activity. They are scouting targets, in particular players that could complement the company's offering and technology.

With reference to M&A, Growens will continue to take an opportunistic approach to it, geared towards long-term multiples accretion and value creation. The possibility to dispose of other businesses (Agile Telecom, Datatrics) could be evaluated by management at the right conditions.

Strategic rationale

A dividend payment is not excluded, but not earlier than with reference to FY23 (i.e. in 2024).

A General Shareholders' Meeting is called on 9 March in ordinary and extraordinary sessions to approve respectively: i) the transaction; and ii) the change of corporate purpose (by-laws amendment). Absent or dissenting shareholders will be entitled to the right of withdrawal (EUR 4.39/sh. liquidation price).

Closing will tentatively occur in June and is subject to some conditions precedent that must be verified or performed, namely: i) a corporate reorganisation (Mailup BU is to be conferred into Contactlab SpA); ii) the approval of the Company's ordinary General Shareholders' Meeting both in ordinary and extraordinary sessions; iii) the Golden power green light; and iv) the approval by the Antitrust authority in Spain and Italy.

GSM on 9 March and conditions precedent

Estimates Revision

We update our estimates to incorporate the disposal. In particular:

- For FY23E, we mainly consider the new perimeter, the capital gain and the cash arising from the disposal. We also assume an approx. 2% increase in Agile Telecom's vs. our previous estimates (albeit maintaining EBITDA broadly unchanged due to an expected pressure on margin) and obtain:
 - □ a decrease of EUR 29M in terms of VoP, leading to EUR 87.8M VoP now expected in 2023E;
 - □ EUR 3.7M EBITDA (vs. EUR 8.2M in our estimates pre-disposal);
 - □ EUR 60M net profit (net result adjusted for the net capital gain at breakeven);
 - □ a EUR 62.8M net cash at YE23E.
- For FY24E, our main assumptions are:
 - □ at top line, a 40% growth rate for BEE, while we see Agile Telecom at approx. 6% yoy, meaning an overall growth rate of 12.7% yoy;
 - a 3.8% EBITDA margin (EUR 3.7M), with Agile Telecom's EBITDA margin at 3.6% (-20bps vs. previously), BEE's EBITDA margin at 8% (vs. 13% in our previous assumptions) given the focus on growth vs. profitability, and the reduction in G&A counterbalanced by higher sales and marketing costs, in line with the group's strategy;
 - □ a slight increase in capex (approx. 6% of revenues).

Growens – Breakdown of VoP and EBITDA by companies (2022E-24E)

		Old			New		new vs.	old %
EUR M	2022E	2023E	2024E	2022E	2023E	2024E	2023E	2024E
VoP	104.5	116.8	130.1	104.5	87.8	99.0	-24.8	-23.9
MailUp+Contactlab	24.0	27.6	30.4	24.0	0.0	0.0		
Acumbamail	2.6	3.1	3.7	2.6	0.0	0.0		
Agile Telecom	70.0	73.5	76.8	70.0	75.3	79.8		
BEE	9.8	14.7	20.6	9.8	14.7	20.6		
Datatrics	2.5	2.9	3.3	2.5	2.9	3.3		
Holding	10.2	3.0	3.3	10.2	3.0	3.3		
Consol.Adj.	-14.6	-8.0	-8.0	-14.6	-8.0	-8.0		
Revenues of the disposed BU	26.6	30.7	34.1	26.6	0.0	0.0		
% of Consol. Revenues	25.4	26.3	26.2	25.4	0.0	0.0		
Remaining Bus	77.9	86.1	96.0	77.9	86.1	96.0		
% of Consol. Revenues	74.6	73.7	73.8	74.6	100.0	100.0		
EBITDA	4.6	8.2	10.1	4.6	3.7	3.7	-54.6	-63.0
MailUp+Contactlab	2.8	3.9	4.3	2.8	0.0	0.0		
Acumbamail	0.5	0.6	0.7	0.5	0.0	0.0		
Agile Telecom	2.0	2.6	2.9	2.0	2.6	2.9		
BEE	0.9	1.9	2.7	0.9	1.9	1.6		
Datatrics	-0.9	-0.3	0.0	-0.9	-0.3	0.0		
Holding	-1.8	-1.0	-1.0	-1.8	-1.0	-1.0		
IFRS 16 impact	1.2	0.5	0.5	1.2	0.5	0.2		
EBITDA of the disposed BU	3.2	4.5	5.0	3.2	0.0	0.0		
% of Consol. EBITDA	70.6	54.9	49.7	70.6	0.0	0.0		
Remaining Bus	1.3	3.7	5.1	1.3	3.7	5.1		
% of Consol. EBITDA	29.4	45.1	50.3	29.4	100.0	100.0		

E: estimates; Source: Intesa Sanpaolo Research

Growens – Estimates revision (2022-24E)

EUR M	2021A	2022E	2023E	2023E	2024E	2024E
		New	Old	New	Old	New
Sales	70.2	102.7	114.0	86.8	126.7	98.0
% change				-23.8		-22.7
Adj. EBITDA	5.2	4.6	8.1	3.7	10.6	3.7
% change				-54.1		-65.4
EBIT	1.1	-0.3	2.4	0.5	4.4	0.2
% change				-78.9		-95.3
Adj. Net profit	0.4	-0.3	1.6	0.0	2.9	0.1
% change				-102.8		-96.3
Net debt/-cash	-6.5	-0.8	-2.1	-62.8	-4.7	-61.0

A: actual; E: estimates; Source: Company data and Intesa Sanpaolo Research

Valuation

Our target price of EUR 6.9/sh. is obtained as the weighted average of our DCF valuation (EUR 6.9/sh., WACC 9.7%, g 2.5%) and SoP (EUR 6.8/sh.); the latter is weighted at 40% to smooth the volatility of the MarTech market.

Growens – Target price revision since our last report of 16 November 2022*

Method	Fair Value (EUR)	Weighting %	16/11/2022	chg%
DCF	6.9	60	4.7	46.7
SoP	6.8	40	6.3	8.0
Target Price	6.9		5.3	29.4
Price per share (current)	5.3		4.2	26.2

^{*}including MailUp + Contactlab + Acumbamail only in November's perimeter; E: estimates; Source: Intesa Sanpaolo Research

At our TP the stock would trade at approx. 0.5x 2023E EV/sales and 10.7x 2023E EV/EBITDA.

Growens – 2023E-24E multiples implicit at our target price

x	2023E	2024E
P/E	1.7	NM
EV/EBITDA	10.7	11.4
EV/EBIT	78.8	NM
EV/sales	0.46	0.43
P/BV	1.3	1.3
EV/Capital employed	2.7	2.5

E: estimates; NM: not meaningful; Source: Intesa Sanpaolo Research

DCF valuation

Our DCF valuation incorporates our 2022-24E estimates revision; we assume a 2021-27E revenues CAGR at 12.4% and an EBIT margin at 2027E of 5.7%. Our new fair value based on DCF increases by approx. 47% to EUR 6.9/sh. despite having incorporated a 3.5% risk-free rate (vs. 3% previously) and a 6.5% market risk premium, leading to a 9.7% WACC vs. 9.2% previously. However, we have updated our TV growth rate from 2% to 2.5% to reflect the long-term higher potential of BEE under the new perimeter, in our view. The main assumptions of our DCF model are shown in the tables below.

Growens – WACC and estimates assumptions

WACC assumptions	%	Embedded DCF assumptions	%
Risk-free rate	3.5	Revenues CAGR 2021-2024	23.5
Debt spread (%)		Target EBIT margin 2024	6.0
Cost of debt (%)		D&A on sales (avg. 2022-2024)	5.0
Market risk premium (%)	6.5	CAPEX on sales (avg. 2022-2024)	5.0
Beta (x)*	1.0	Revenues CAGR 2024-2027	14.1
Cost of equity (%)	9.7	Target EBIT margin 2027	5.7
Weight of debt	0.0	D&A on sales (avg. 2025-2027)	5.0
Weight of equity	100.0	CAPEX on sales (avg. 2025-2027)	5.0
WACC	9.7	Revenues CAGR 2021-2027	18.7

^{*}ISP elaborations on Bloomberg; Source: Intesa Sanpaolo Research estimates

Growens – FCF estimates 2023-27E

EUR M	2023E	2024E	2025E	2026E	2027E	TV
EBIT	0.5	0.2	3.8	5.8	8.3	
yoy growth %	NM	-58.7	NM	54.0	43.0	
Tax	0.0	0.1	1.2	1.9	2.7	
Tax rate %	2.4	33.0	33.0	33.0	33.0	
NOPAT	0.5	0.1	2.5	3.9	5.6	5.6
yoy growth %	NM	NM	NM	54	43	45
D&A	3.2	3.5	3.7	3.7	3.7	
Capex	-5.5	-6.2	-5.1	-5.7	-6.6	
Change in Working Capital*	-3.4	0.4	2.6	0.5	0.7	
Change in NIC	64.3	-2.3	1.1	-1.6	-2.2	
Unlevered Cash flow	64.8	-2.1	3.7	2.3	3.3	4.3

^{*}Includes use of funds; NM: not meaningful; Source: Intesa Sanpaolo Research estimates

Growens - DCF valuation (EUR M)

Cumulated DCF 2023-2024E	59.9
Cumulated DCF 2025-2027E	6.8
Discounted Terminal Value	38.4
Enterprise Value	105
Net cash at FY22E	0.7
Minorities	0.0
Equity value	105.8
No. of shares fully diluted	15.3
Fair value per share (EUR)	6.9

Source: Intesa Sanpaolo Research estimates

SoP valuation

In our SoP valuation, we continue to value Agile Telecom taking as a reference the 8x EV/EBITDA multiple paid by Link Mobility for AMM.

Datatrics is conservatively valued at the cash price tag (EUR 6.8M) paid by Growens, including the earn-out.

Regarding BEE, which is a Silicon Valley company, we take a panel of the most representative American SaaS companies active as providers in the vertical software market, averaging 2023E EV/sales and EV/EBITDA value, resulting in an EV corresponding to approx. 3.6x the BU's ARR as at 31/12/2022.

Overall, our SoP valuation is equal to around EUR 104.7M or EUR 6.8/sh. Within new Growens' perimeter, BEE represents approx. 40% of our valuation.

Growens – Sum of the parts valuation

EUR M	EV (EUR M)	Per share (EUR)	Method
Agile Telecom	20.8	1.4	8x EBITDA 23E
BEE	40.7	2.7	12.4x EBITDA 23E, 3.9x Sales 23E
Datatrics	6.8	0.4	PRICE TAG
Equity value of industrial companies	68.2	4.4	
Net cash as at YE22E*	36.5	2.4	
Total equity value	104.7	6.8	
No. of shares (M)	15.39		
SoP per share (EUR)	6.8		

^{*}adj, for the cash-in from the disposal of ESP and holding costs; Source: FactSet and Intesa Sanpaolo Research estimates

Growens – Peer comparison for BEE

x	Market Cap (EUR M)	EV/sales 23	EV/EBITDA 23
2U, Inc.	730	1.5	9.5
Veeva Systems Inc Class A	24,102	9.7	25.2
Blackbaud, Inc.	3,068	3.5	11.7
Average		4.9	15.5

Source: FactSet data at market close on 22 February 2023

Growens – Key Data

Rating BUY	Target p Ord 6.9	orice (EUR/sh)	Mkt pri Ord 5.3	ce (EUR/sh) 88	Informatio	Sector Information Technology	
Values per share (EUR)	2019A	2020A	2021A	2022E	2023E	2024	
No. ordinary shares (M)	14.97	14.97	14.97	15.39	15.39	15.3	
Total no. of shares (M)	14.97	14.97	14.97	15.39	15.39	15.3	
Market cap (EUR M)	54.57	71.82	67.63	82.82	82.82	82.8	
Adj. EPS	0.08	0.04	0.02	-0.02	-0.00	0.0	
BVPS	1.1	1.2	1.2	1.2	5.2	5.	
Dividend ord	0	0	0	0	0	0.	
Income statement (EUR M)	2019A	2020A	2021A	2022E	2023E	2024	
Revenues	59.27	63.70	70.16	102.7	86.83	98.0	
EBITDA	4.80			4.58	3.72		
		5.10	5.20			3.6	
EBIT	1.96	1.39	1.13	-0.33	0.51	0.2	
Pre-tax income	1.93	1.21	1.08	-0.37	61.46	0.1	
Net income	1.26	0.58	0.37	-0.25	59.96	0.1	
Adj. net income	1.26	0.58	0.37	-0.25	-0.04	0.1	
Cash flow (EUR M)	2019A	2020A	2021A	2022E	2023E	2024	
Net income before minorities	1.3	0.6	0.4	-0.3	60.0	0.	
Depreciation and provisions	2.8	3.7	4.1	4.9	3.2	3.5	
Others/Uses of funds	-1.4	1.0	4.7	0.3	-4.0	0.3	
Change in working capital	1.9	-0.2	2.4	-1.0	0.5	0.4	
Operating cash flow	4.6	5.0	11.5	4.0	-2.4	4.3	
Capital expenditure	-8.5	-3.0	-4.1	-9.8	-5.5	-6.2	
Financial investments	-0.0	-0.0	0	0	0	C	
Acquisitions and disposals	0	0	0	0	70.0	(
Free cash flow	-3.9	2.0	7.4	-5.8	62.1	-1.8	
Dividends	0	0	0	0	0	C	
Equity changes & Non-op items	-0.2	-1.7	-3.6	0	0	C	
Net cash flow	-4.0	0.3	3.8	-5.8	62.1	-1.8	
Balance sheet (EUR M)	2019A	2020A	2021A	2022E	2023E	2024	
Net capital employed	14.7	14.8	11.1	16.6	14.5	16.5	
of which associates	0.1	0.1	0.2	0.2	0.2	0.1	
Net debt/-cash	-2.3	-2.5	-6.5	-0.8	-62.8	-61.0	
Minorities	0	0	-0.0	0	-02.0	-01.0	
	17.0	17.3	17.7	17.4	77.4	77.5	
Net equity							
Minorities value	0	0	-0.0	0	0	0.1	
Enterprise value	52.1	69.2	60.9	81.8	19.8	21.7	
Stock market ratios (x)	2019A	2020A	2021A	2022E	2023E	2024	
Adj. P/E	43.3	NM	NM	Neg.	Neg.	NM	
P/CFPS	11.9	14.7	7.2	20.3	1.4	18.6	
P/BVPS	3.2	4.2	3.8	4.6	1.0	1.0	
Payout (%)	0	0	0	0	0	C	
Dividend yield (% ord)	0	0	0	0	0	C	
FCF yield (%)	-7.1	2.6	7.9	-7.2	67.2	-2.3	
EV/sales	0.88	1.1	0.87	0.80	0.23	0.22	
EV/EBITDA	10.9	13.6	11.7	17.9	5.3	5.9	
EV/EBIT	26.6	49.7	53.8	NM	39.1	N/	
				4.9			
EV/CE	3.6	4.7	5.5		1.4	1.3	
D/EBITDA	Neg.	Neg.	Neg.	Neg.	Neg.	Neg	
D/EBIT	Neg.	Neg.	Neg.	2.4	Neg.	Neg	
Profitability & financial ratios (%)	2019A	2020A	2021A	2022E	2023E	2024	
EBITDA margin	8.1	8.0	7.4	4.5	4.3	3.7	
EBIT margin	3.3	2.2	1.6	-0.3	0.6	0.2	
Tax rate	34.8	52.5	65.9	33.0	2.4	33.0	
Net income margin	2.1	0.9	0.5	-0.2	69.1	0.1	
ROCE	13.4	9.4	10.2	-2.0	3.5	1.3	
ROE	7.6	3.4	2.1	-1.4	126.5	0.1	
Interest cover	72.1	7.8	22.8	-6.5	10.2	4.2	
Debt/equity ratio							
	Neg.	Neg.	Neg.	Neg.	Neg.	Neg	
Growth (%)		2020A	2021A	2022E	2023E	2024	
Sales		7.5	10.1	46.4	-15.5	12.9	
EBITDA		6.3	2.0	-12.0	-18.7	-1.3	
EBIT		-29.0	-18.6	NM	NM	-58.7	
Pre-tax income		-37.3	-10.7	NM	NM	-99.7	
Net income		-54.3	-36.0	NM	NM	-99.8	

NM: not meaningful; NA: not available; Neg.: negative; A: actual; E: estimates; Source: Company data and Intesa Sanpaolo Research

Company Snapshot

Company Description

Growens (ex-MailUp) is a vertically integrated player in the field of marketing technologies. The core activities are sending data-driven automated campaigns via email and SMS, which account for 90% of revenues. Predictive marketing automation (offered by the Datatrics company) and content design (provided by the BEE company) complete the range of services. The Group serves over 25,000 direct B2B customers in 115 countries. Approximately 30% of turnover is recurring sales generated by a subscription-based business model. It has around 450 employees. It was founded in Cremona in 2002 and has been profitable ever since. The company is controlled and managed by the 5 founders, who together control ca. 52% of Growens and entered into a 2021-2024 shareholders' agreement involving 45.1% of the capital. MailUp was admitted to trading on Euronext Growth Milan (former AIM Italia) in July 2014 at EUR 1.92 per share raising EUR 3M of fresh financial resources. In July 2017, the company completed a share capital increase of EUR 6M by issuing approximately 23% of the pre-money share capital at EUR 2.3 per share. It made 5 acquisitions since flotation.

Key Risks

Company specific risks:

- Execution risk in the re-organization of Datatrics;
- Difficulty in hiring resources quickly;
- M&A risk.

Sector generic risks:

- Increasing competition in MarTech;
- Scarcity of talented personnel;
- Increasing regulatory requirements.

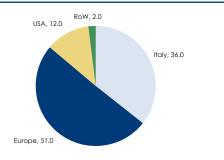
Key data

Mkt price (EUR)	5.38	Free float (%)	36.8
No. of shares	15.39	Major shr	Founders
52Wk range (EUR)	5.70/3.75	(%)	52.2
Reuters	GROW.MI	Bloomberg	GROW IM
11001010	0110111111		
Performance (%)	Absolute		Rel. FTSE IT All Sh
		-1M	
Performance (%)	Absolute		Rel. FTSE IT All Sh

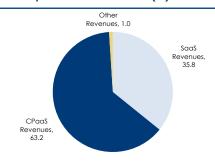
Estimates vs. consensus

EUR M (Y/E Dec)	2021A	2022E	2022C	2023E	2023C	2024E	2024C
Sales	70.16	102.7	99.55	86.83	114.1	98.00	126.5
EBITDA	5.20	4.58	4.50	3.72	7.50	3.67	8.85
EBIT	1.13	-0.33	-0.80	0.51	1.75	0.21	3.10
Pre-tax income	1.08	-0.37	-0.75	61.46	1.80	0.16	3.10
Net income	0.37	-0.25	-0.45	59.96	1.15	0.11	2.00
EPS (EUR)	0.02	-0.02	-0.01	0.00	0.07	0.01	0.18

Sales breakdown by geography in 1H22 (%)



Sales breakdown by business line in 1H22 (%)



Source: Company data, Intesa Sanpaolo Research estimates and FactSet consensus data (priced at market close of 22/02/2023)

Our Mid Corporate Definition

Italy is characterised by a large number of non-listed and listed micro, small and medium-sized companies. Looking at the revenues of these Italian companies, around 5,000 companies eligible for listing have revenues below EUR 1,500M based on Intesa Sanpaolo elaborations. We define these companies as 'Mid Corporate'. Looking more specifically at Italian listed companies, we include in our Mid Corporate segment all STAR companies and those with a market capitalisation around EUR 1Bn.

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Equity rating key: (long-term horizon: 12M)

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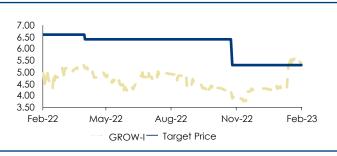
Equity Rating Key (long-term horizon: 12M)

Long-term rating	Definition
BUY	If the target price is 20% higher than the market price
ADD	If the target price is 10%-20% higher than the market price
HOLD	If the target price is 10% below or 10% above the market price
REDUCE	If the target price is 10%-20% lower than the market price
SELL	If the target price is 20% lower than the market price
RATING SUSPENDED	The investment rating and target price for this stock have been suspended as there is not a sufficient fundamental basis for determining an investment rating or target. The previous investment rating and target price, if any, are no longer in effect for this stock.
NO RATING	The company is or may be covered by the Research Department but no rating or target price is assigned either voluntarily or to comply with applicable regulations and/or firm policies in certain circumstances.
TENDER SHARES	We advise investors to tender the shares to the offer.
TARGET PRICE	The market price that the analyst believes the share may reach within a one-year time horizon
MARKET PRICE	Closing price on the day before the issue date of the report, as indicated on the first page, except where otherwise indicated

Historical recommendations and target price trends (long-term horizon: 12M)

The 12M rating and target price history chart(s) for the companies currently under our coverage can also be found at Intesa Sanpaolo's website/Research/Regulatory disclosures: https://group.intesasanpaolo.com/en/research/RegulatoryDisclosures/tp-and-rating-history-12-months-. Note: please also refer to https://group.intesasanpaolo.com/it/research/equity—credit-research/equity in applicable cases for the ISP-UBI Equity Ratings Reconciliation Table, the archive of ex-UBI's previously published research reports and 12M historical recommendations.

Target price and market price trend (-1Y)



Historical recommendations and target price trend (-1Y)

Date	Rating	TP (EUR)	Mkt Price (EUR)
16-Nov-22	BUY	5.3	3.9
22-Apr-22	BUY	6.4	5.2

Equity rating allocations (long-term horizon: 12M)

Intesa Sanpaolo Research Rating Distribution (at January 2023)

Number of companies considered: 129	BUY	ADD	HOLD	REDUCE	SELL
Total Equity Research Coverage relating to last rating (%)*	66	16	18	0	0
of which Intesa Sanpaolo's Clients (%)**	79	29	52	0	0

^{*} Last rating refers to rating as at end of the previous quarter; ** Companies on behalf of whom Intesa Sanpaolo and the other companies of the Intesa Sanpaolo Group have provided corporate and Investment banking services in the last 12 months; percentage of clients in each rating category

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Our short-term investment ideas are based on ongoing special market situations, including among others: spreads between share categories; holding companies vs. subsidiaries; stub; control chain reshuffling; stressed capital situations; potential extraordinary deals (including capital increase/delisting/extraordinary dividends); and preys and predators. Investment ideas are presented either in relative terms (e.g. spread ordinary vs. savings; holding vs. subsidiaries) or in absolute terms (e.g. preys).

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Equity rating key (short-term horizon: 3M)

Short-term rating	Definition
LONG	Stock price expected to rise or outperform within three months from the time the rating was assigned due to
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SHORT	Stock price expected to fall or underperform within three months from the time the rating was assigned due
	to a specific catalyst or event

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Furthermore, we disclose the following information on the Intesa Sanpaolo Banking Group's conflicts of interest.

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- Intesa Sanpaolo acts as Corporate Broker relative to securities issued by Growens

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