



PRICE SENSITIVE

PRESS RELEASE

VOLUNTARY PARTIAL TENDER OFFER ON GROWENS SHARES LAUNCHED BY GROWENS S.p.A.

Notice pursuant to Article 102 of the Legislative Decree of February 24, 1998, No. 58, as subsequently amended and supplemented (the "TUF"), Article 37 of the regulation adopted by Consob with resolution No. 11971 of May 14, 1999, as subsequently amended and supplemented (the "Issuers Regulation"), and Article 17 of (EU) Regulation No. 596/2014 of the European Parliament and of the Council of April 16, 2014, as subsequently amended and supplemented ("MAR")

Milan, 18 September 2023 –Following the press release from Growens S.p.A. – GROW (the "**Company**" or the "**Issuer**" or "**Growens**") issued on 13 July, 2023, and the resolutions of the Ordinary General Shareholders' Meeting and the Board of Directors on today's date, the Company announces, pursuant to and for the purposes of Art. 102, paragraph 1, of the TUF and Art. 37 of the Issuers Regulation, as well as Art. 17 MAR, its decision to launch a voluntary partial tender offer in accordance with Art. 102 TUF (the "**Offer**"). The Offer targets a maximum of 2,647,058 own ordinary shares of Growens, with no stated nominal value, fully paid-up, representing approximately 17.2% of the share capital (the "**Shares Subject to the Offer**"). These shares are traded on Euronext Growth Milan, a multilateral trading facility organized and managed by Borsa Italiana S.p.A.

Today Growens' Ordinary General Shareholders' Meeting resolved, *inter alia*, to:

- (i) revoke, for the unexecuted part, the previous resolution authorizing the purchase and disposal of treasury shares adopted by the General Shareholders' Meeting on 20 April, 2023, effective from today's date;
- (ii) authorize the Board of Directors, pursuant to and for the purposes of Art. 2357 of the Civil Code, to purchase a maximum of 2,647,058 of its own ordinary shares, to be carried out through a public tender offer to be launched by the Company under Art. 102 of the TUF;
- (iii) establish that the consideration for the ordinary shares to be purchased shall be equal to 6.80 Euro per share and that the duration of the authorization shall be eighteen months from today;
- (iv) authorize the Board of Directors and, for it, its Chairman and the CEO pro-tempore, separately and with broad powers to sub-delegate also to external third parties to the board, so that, pursuant to and for the purposes of Art. 2357-ter of the Civil Code, they may dispose, at any time, in whole or in part, in one or more occasions, of the treasury shares thus purchased or otherwise held in the Company's portfolio, through sale on the market, in blocks or otherwise off-market, accelerated book building, or transfer of any real and/or personal rights relating to them (including, by way of example only, securities lending), also granting to the Board of Directors and its representatives as above the power to establish, in compliance with legal and

regulatory provisions, the terms, methods, and conditions of the act of disposal of the treasury shares deemed most appropriate in the interest of the Company, with the power to appoint special attorneys for the execution of the acts of disposal referred to in this resolution, as well as any other formality related to them, provided that such operations may take place at the price or value or, in any case, according to criteria and conditions that will be deemed appropriate and in line with the transaction, also taking into account market trends and share prices and/or development prospects of the issuer or the economic convenience of completing the transaction in relation to the market scenario or the transaction (including integration) to be implemented considering the actual implementation methods employed.

The Offer is directed indiscriminately and on equal terms to all holders of Growens ordinary shares.

The treasury shares purchased by Growens will not be cancelled, but – in line with today's GSM resolution – may be used at any time, in whole or in part, in the manner and forms deemed most appropriate by the Board of Directors in the interest of the Company. These shares can be used within the scope of operations related to Growens' core business or projects consistent with the strategic lines that the Company intends to pursue. This includes opportunities for extraordinary financial transactions and/or other uses deemed to bear financial, managerial, and strategic interest for the Company, with the aim of completing corporate integrations with potential strategic partners, share exchanges, or agreements of a commercial and/or professional nature considered strategic for Growens.

Should the number of ordinary shares tendered to the Offer exceed the maximum of 2,647,058 shares subject to the Offer, allocation will take place according to the "pro-rata" method: specifically, the Company will purchase from all shareholders participating in the Offer the same proportion of ordinary shares tendered to the Offer, and this proportion will be determined based on a specific coefficient equal to the ratio between the maximum of 2,647,058 shares subject to the Offer and the total number of shares tendered to the Offer.

For any further information and for a complete description and evaluation of the Offer, please refer to the offer document that will be prepared based on Annex 2A of the Issuers Regulation and made available to the market in the manner and times prescribed by applicable law (the "**Offer Document**").

1. PARTIES INVOLVED IN THE OFFER

1.1. Offeror – Issuer

Since the Offer is launched by Growens, the company issuing the securities that are the subject of the Offer itself, there is a coincidence between the Offeror and the Issuer.

Growens S.p.A. is a joint-stock company under Italian law with its registered office in Milan, at Via Pola n. 9, tax code and registration number at the Milan, Monza-Brianza, Lodi Chamber of Commerce 01279550196, registered in the R.E.A. of Milan under No. 1743733. The Company is active, along with its subsidiaries, in the field of IT, managerial, and strategic consulting for the creation of technologies for predictive marketing, mobile messaging, and content creation.

The duration of the Company is set until 31 December, 2050.

As of the date of this communication, the Issuer's share capital amounts to 384,833.58 Euro, divided into 15,393,343 ordinary shares, with no indication of expressed nominal value. The Company holds a total of 62,583 own shares, representing approximately 0.407% of the share capital.

Today, the Ordinary General Shareholders' Meeting revoked the authorization for the purchase and disposal of treasury shares adopted by the GSM on 20 April, 2023.

The Offer is launched on a maximum of 2,647,058 shares, admitted to trading on Euronext Growth Milan, amounting to approximately 17.2% of Growens' share capital.

The following chart provides the breakdown of the Issuer's share capital as of the date of this communication, based on information published on the Issuer's website and in accordance with Euronext Growth Milan Issuers Regulation:

Relevant Shareholdings	% of GROW Share Capital
Nazzareno Gorni (via Poliedriq S.r.l.)	10.442%
Alberto Miscia (via AMO S.r.l.)	10.433%
Matteo Monfredini (via MM S.r.l.)	10.328%
Luca Azzali (via Yugen S.r.l.)	10.045%
Matteo Bettoni (via Linea S.r.l.)	9.811%
Gianluca Pronti (also via Zoidberg S.r.l.)	5.930%
Treasury shares	0.407%
Free float	42.604%
Total	100.000%

The above-mentioned percentages, taken from the Issuer's website, may not be up-to-date and/or consistent with data processed and made public by other sources, should subsequent changes in shareholdings not have entailed disclosure obligations from shareholders.

Except as indicated in the following paragraph 1.3, there are no parties acting in concert with the Offeror in relation to the Offer.

1.2. Entity Controlling the Issuer

Relevant shareholders:

- (i) Matteo Monfredini (through the wholly-owned company MM S.r.l.);
- (ii) Nazzareno Gorni (through the wholly-owned company Poliedriq S.r.l.);
- (iii) Luca Azzali (through the wholly-owned company Yugen S.r.l.);
- (iv) Matteo Bettoni (through the wholly-owned company Linea S.r.l.); and
- (v) Alberto Domenico Miscia (through the wholly-owned company AMO S.r.l.)

as of the date of this communication, collectively holding a total of 7,859,805 shares, representing 51.06% of Growens' share capital, are parties to a shareholders' agreement (signed on 19 December, 2021, and amended on 12 June, 2023) which binds a total of 7,000,000 shares, representing 45.47% of the share capital of the Issuer. Each participant contributed an equal share of their holdings to the agreement (equal to 1,400,000 Growens shares), representing approximately 9.09% of Growens' share capital (the "Shareholders' Agreement").

The Shareholders' Agreement includes customary provisions for such agreements, specifically: (i) the commitment to prior consultation on specific matters of GSM importance, with the commitment to vote in accordance with the majority of the shares contributed to the Shareholders' Agreement, or—if that majority is not reached—to vote autonomously and independently; (ii) reinforced quorums for the completion of extraordinary operations; (iii) the commitment to present a joint list of candidates for board and auditor positions; (iv) a lock-up on the transfer of shares contributed to the agreement for its entire duration (except for permitted transfers) and restrictions on the collateralization; (v) a standstill commitment regarding the acquisition of additional shares of the company according to agreed-upon limitations; (vi) a

three-year duration and the possibility for third parties to join the agreement under certain conditions; (vii) provisions of monetary penalties in case of non-compliance with agreed provisions.

As of the date of this communication, no entity, even as a result of signing the Shareholders' Agreement, exercises sole control over the Issuer under Article 2359 of the Italian Civil Code and Article 93 of the TUF.

1.3. Persons Acting in Concert with the Offeror

Under Article 101-bis, paragraph 4-bis, letter d) of the TUF, persons acting in concert with Growens in relation to the Offer are the members of the Issuer's Board of Directors who hold ordinary Growens shares, specifically:

- (i) the Chairman of the Board of Directors, Matteo Monfredini, who, as of the date of this communication, holds – via the company MM S.r.l. – 1,589,884 ordinary Growens shares, equivalent to 10.328% of the share capital;
- (ii) the CEO, Nazzareno Gorni, who, as of the date of this communication, holds – via the company Poliedriq S.r.l. – 1,607,355 ordinary Growens shares, equivalent to 10.442% of the share capital;
- (iii) the Executive Director, Micaela Cristina Capelli, who, as of the date of this communication, directly holds 16,072 ordinary Growens shares, equivalent to 0.104% of the share capital.

2. SELECT TERMS OF THE OFFER

2.1. Category and Quantity of Financial Instruments Subject to the Offer

The Offer is directed, indiscriminately and on equal terms, to all holders of ordinary Growens shares and covers a maximum of 2,647,058 shares, admitted to trading on Euronext Growth Milan, equivalent to approximately 17.2% of Growens' share capital.

The shares tendered for acceptance to the Offer must be freely transferable to the Offeror and free from any and all kinds of encumbrances and obligations, whether real, mandatory, or personal.

As of the date of this announcement, Growens holds 62,583 treasury shares, representing approximately 0.407% of its share capital. Today's GSM, which authorized the purchase of treasury shares in connection with the launch of the Offer, revoked the previous authorization for the purchase of treasury shares adopted by the GSM on 20 April, 2023.

In case of full acceptance of the Offer, Growens will come to hold a total of 2,709,641 treasury shares, corresponding to approximately 17.603% of the subscribed and paid-up share capital (thus, even in the case of full acceptance of the Offer, the limit of one-fifth of the capital required by applicable rules and regulations rules will still be complied with).

3. PER SHARE PRICE AND TOTAL VALUE OF THE OFFER

On the Payment Date (as defined below) the Offeror will pay a unit price of Euro 6.80 for each share tendered to the Offer and purchased (the "**Consideration**").

The Consideration is net of any stamp duties, where applicable, and fees, commissions, and expenses related to the Offer, which will be exclusively borne by the Offeror. The substitute tax on capital gains pursuant to Legislative Decree No. 461 of 1997, if applicable, will be the responsibility of those adhering to the Offer.

The Consideration incorporates a premium of 12.8% over the official share price of the Company shares recorded on 12 July, 2023 (the last trading day prior to the announcement of the transaction), as well as a premium of 8.2%, 15.7%, 19.4%, and 22.2% compared to the weighted average of the official share prices, respectively, in the 1-month, 3-month, 6-month, and 12-month periods preceding 12 July, 2023, as further detailed in the chart below.

Reference Date	Average Weighted Official Price ¹ (Eur)	Implied Premium in Tender Price (%)
12 July 2023	6.03	+12.8%
1 month prior to 12 July 2023 (included)	6.28	+8.2%
3 months prior to 12 July 2023 (included)	5.88	+15.7%
6 months prior to 12 July 2023 (included)	5.70	+19.4%
12 months prior to 12 July 2023 (included))	5.56	+22.2%

Data source: Bloomberg. Note: 1) Weighted Average official prices by traded volumes on Euronext Growth Milan of Growens ordinary shares.

The total consideration for the 2,647,058 shares subject to the Offer amounts to Euro 17,999,994.40 (the "**Maximum Disbursement**").

Since the annual financial statements of the Issuer as of 31 December, 2022, approved by the GSM on 20 April, 2023, show distributable profits and/or available reserves amounting to a total of Euro 18,207,316.39, which is therefore higher than the Maximum Disbursement, the Offer complies with the provisions of the first paragraph of Article 2357 of the Civil Code.

The payment of the Consideration to those who will participate in the Offer, against the simultaneous transfer of ownership of the tendered shares to the Offeror, will take place on the fifth trading day (the "**Payment Date**") following the closing date of the agreed subscription period with Consob (the "**Subscription Period**"), subject to any extensions or amendments to the Offer that may occur in accordance with applicable laws or regulations.

4. OFFER FINANCING

The payment of the Consideration will be made entirely in cash on the Payment Date.

Pursuant to Article 37-bis of the Issuers Regulation, the Company declares to be fully able to meet every obligation to pay the Consideration.

The Company will meet its payment obligations related to the Offer using part of the proceeds from the sale of the Email Service Provider business, completed on 13 July, 2023.

5. SUBSCRIPTION PERIOD

The Offeror will deposit the Offer Document with Consob within 20 calendar days from the date of this announcement, pursuant to Article 102, paragraph 3, of the TUF. The Offer Document will be published upon approval by Consob. The Subscription Period will be agreed upon by the Company with Consob, pursuant to Article 40, paragraph 2, letter b) of the Issuers Regulation, and will last between a minimum of 15 and a maximum of 40 trading days, unless extended.

The Subscription Period will begin following the approval of the Offer Document by Consob and its publication.

6. OFFER RATIONALE

As previously disclosed, on 13 July, 2023 the Company closed the sale of its Email Service Provider business to Teamsystem S.p.A., for a total consideration of 76.7 million Euro, which includes the provisional estimates of the working capital and net financial position of the sold business perimeter.

The Board of Directors of the Issuer has carefully evaluated the potential uses of these resources and has come to believe that, considering the stock market performance, using part of these proceeds to buy back the Company's shares represents a favourable investment opportunity for both the Issuer and its shareholders.

Through the Offer, the Board of Directors aims to improve the economic-financial indicators per share, resulting from the Offer, in terms of an increase in (i) earnings per share and (ii) dividend per share, if resolved upon, keeping the overall amount of profit and annual dividend constant.

In addition, following the completion of the Offer, the Company will acquire a substantial number of its own shares, which may be used by Growens in operations related to its core business or in projects consistent with the strategic lines that the Company intends to pursue. This could be in the context of extraordinary financial operations and/or other uses deemed of financial, managerial, and strategic interest to the Company, with the goal of completing corporate integrations with potential strategic partners, share exchanges, or commercial and/or professional agreements considered strategic for Growens.

Lastly, the Offer will provide Growens' shareholders with a useful tool to immediately liquidate—either wholly or partially—their investment at a price that includes a premium over the average prices of Growens shares in recent months.

7. CONDITIONS FOR THE EFFECTIVENESS OF THE OFFER

In addition to the necessary approval of the Offer Document by Consob, at the end of the related examination as provided by Article 102, paragraph 4, of TUF, the Offer is subject to the verification (or waiver by the Company as further provided below) of each of the following effectiveness conditions, which will be further detailed in the Offer Document (the "**Effectiveness Conditions**"):

(i) non-occurrence, by the second trading day preceding the Payment Date, of extraordinary events and situations at domestic and/or international level that may result in severe changes in the political, financial, economic, currency, and/or market conditions which could adversely affect the conditions of the operations and/or the assets, economic and/or financial conditions of Growens and/or its Group, and the absence of acts and/or measures that could limit or make the Offer more burdensome for the Company;

(ii) the circumstance that, on the second trading day preceding the Payment Date, the official price of the Company's ordinary shares is not less than Euro 5.50.

The Company may waive, in whole or in part, one or more of the Effectiveness Conditions, or modify them, in whole or in part, in compliance with applicable legislation, by giving disclosure in accordance with current rules and regulations.

The Offer is not conditioned on reaching a minimum amount of subscriptions.

Notwithstanding the above, in the event that even one of the Effectiveness Conditions is not met, and the Company does not exercise the option to waive it, the Offer will not be finalized. In such a scenario, any shares tendered in acceptance of the Offer will be returned to their respective holders by the next trading day following the date on which the non-completion of the Offer is communicated. The shares will therefore return into the availability of their respective holders, without any charge or expense to their load.

8. INTENTION TO TERMINATE TRADING OF THE FINANCIAL INSTRUMENTS SUBJECT TO THE OFFER, SELL-OUT PROCEDURE AND SQUEEZE-OUT RIGHT

The Offer consists of a partial voluntary public tender offer launched under Articles 102 and following of the TUF, and is not aimed at, nor will result in, the delisting of Growens' ordinary shares from Euronext Growth Milan.

Given the nature and the subject of the Offer, the prerequisites for the application of the sell-out procedure under Article 108 of the TUF, nor the squeeze-out right under Article 111 of the TUF (as referred to in Article 14-bis of Growens' current bylaws), do not apply.

9. NON-APPLICABILITY OF THE OBLIGATION FOR A FULL TAKEOVER BID PURSUANT TO ARTICLES 106, PARAGRAPH 1 AND 3, LETTER B), TUF, AND 46 OF THE ISSUERS REGULATION

In case of full acceptance of the Offer, Growens will come to hold a total of 2,709,641 of its own shares, corresponding to approximately 17.603% of the subscribed and paid-up share capital.

It should be recalled that, pursuant to Article 44-bis, paragraph 1, of the Issuers Regulation, in general, the treasury shares held by the Company, even indirectly, are excluded from the share capital for the calculation of the significant stake for the purposes of Article 106, paragraphs 1, 1-bis, 1-ter and 3, letter b), of TUF concerning public tender offers.

However, according to Article 44-bis, paragraph 2, of the Issuers' Regulation, the aforementioned provision does not apply if exceeding the thresholds indicated in Article 106, paragraphs 1, 1-bis, 1-ter, and 3, letter b), of TUF results from purchases of treasury shares made, even indirectly, by the Company, pursuant to a resolution that has also been approved with the favorable vote of the majority of the shareholders of the Issuer present at the meeting, other than the shareholder or shareholders holding, even jointly, the majority stake, even relative, as long as it exceeds 10% (commonly known as "whitewash").

Applying this whitewash mechanism, because the proposal for authorization to purchase treasury shares has been approved at today's GSM with the majorities set forth in the aforementioned Article 44-bis, paragraph 2, of the Issuers Regulation, the shares purchased by the Company pursuant to said authorizing resolution will not be excluded from the share capital for calculating the relevant thresholds under Article 106, paragraph 3, of TUF and Article 46 of the Issuers Regulation.

It is specified in this regard that, taking into account the holdings of the main shareholders of the Issuer (see the previous Paragraph 1.1 for reference), as a result of the Offer no single shareholder (nor the shareholders party to the Shareholders' Agreement acting in concert) will exceed the relevant thresholds for the obligation to launch a full takeover bid pursuant to Article 106, paragraph 1 and paragraph 3, letter b) of TUF.

10. COMMUNICATIONS OR AUTHORIZATION REQUESTS REQUIRED BY APPLICABLE REGULATIONS

The Offer is not subject to authorizations.

11. WEBSITE FOR THE PUBLICATION OF ANNOUNCEMENTS AND DOCUMENTS RELATED TO THE OFFER

Announcements and documents related to the Offer will be available for consultation on the Issuer's website, at www.growens.io, Investor Relations Section / Voluntary Partial Tender Offer on Growens Ordinary Shares.

Announcements and documents related to the Offer will also be available for consultation at the registered office of Growens, located at Via Pola n. 9 in Milan.

12. APPLICABILITY OF THE EXEMPTIONS UNDER ARTICLE 101-BIS, PARAGRAPH 3, OF TUF

In accordance with Article 101-bis, paragraph 3, letter d) of the TUF, the following do not apply to the Offer: Article 102, paragraphs 2 and 5; Article 103, paragraph 3-bis; as well as Articles 104, 104-bis, and 104-ter of the TUF, and any other provision of the TUF that imposes specific information obligations on the Offeror or the Issuer towards employees or their representatives.

13. MARKETS WHERE THE OFFER IS PROMOTED

The Offer is promoted exclusively in Italy and is extended, on a non-discriminatory and equal terms basis, to all holders of Issuer's shares as they are traded on Euronext Growth Milan and subject to the disclosure requirements and procedural compliance set out under Italian law.

The Offer has not been and will not be registered in the United States, Canada, Japan, Australia, South Africa, or any other country where the promotion of the Offer and participation in it would not comply with financial market laws and regulations or other local laws and regulations, or would otherwise not be permitted without prior registration, approval, or filing with the respective supervisory authorities (such countries, including the United States, Canada, Japan, Australia, and South Africa, are referred to as the "**Excluded Countries**"). Nor will it be made using any means of national or international communication or commerce of the Excluded Countries (including, for example, the postal network, fax, telex, email, telephone, and the internet), or through any facility of any financial intermediary of the Excluded Countries, or in any other way. No action has been or will be taken to allow the promotion of the Offer in any of the Excluded Countries.

Participation in the Offer by residents of countries other than Italy may be subject to specific obligations or restrictions imposed by the applicable legal or regulatory provisions of such countries. It is the sole responsibility of the recipients of the Offer to comply with these rules, and therefore, before accepting the Offer, to verify their existence and applicability by consulting their own legal advisors and other advisors.

The Company accepts no liability arising from any breach by any individual of the above restrictions.

14. DEAL ADVISORS AND INTERMEDIARY APPOINTED FOR COORDINATING THE COLLECTION OF ACCEPTANCES

For the purposes of the Offer Growens is assisted by Intermonete, serving as financial advisor, and by Herbert Smith Freehills, serving as legal counsel.

Intermonete is also the intermediary appointed for coordinating the collection of acceptances for the Offer.



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 suite of 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 [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 42%.

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

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

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