



# DADA GROUP HALF-YEAR FINANCIAL REPORT AT 30 JUNE 2015

Registered office: Viale della Giovine Italia, 17 - Florence  
Share capital Euro 2,835,611.73 fully paid-in  
Florence Company Register no. FI017- 68727 - REA 467460  
Tax ID/VAT no. 04628270482



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## CORPORATE OFFICERS

The current Officers were elected by the AGM held on 28 April 2015 for the 2015-2017 three-year period. At the date of approval of this document, the Board of Directors and the Board of Statutory Auditors of Dada S.p.A. were composed as follows:

### BOARD OF DIRECTORS

|                                       |          |
|---------------------------------------|----------|
| Karim Beshara <sup>1</sup>            | Chairman |
| Claudio Corbetta <sup>2</sup>         | Director |
| Lorenzo Lepri <sup>3</sup>            | Director |
| Khaled Bishara <sup>4</sup>           | Director |
| Sophie Surssock <sup>4</sup>          | Director |
| Ragy Soliman <sup>4</sup>             | Director |
| Antonio Converti <sup>4</sup>         | Director |
| Cristiano Esclapon <sup>4, 5</sup>    | Director |
| Maurizio Mongardi <sup>4,7</sup>      | Director |
| Philip Tohme <sup>4</sup>             | Director |
| Sofia Maroudia <sup>4, 5, 6</sup>     | Director |
| Carolina Gianardi <sup>4, 5,8</sup>   | Director |
| Barbara Adami Lami <sup>4, 5, 9</sup> | Director |

<sup>1</sup>Appointed Director of the Company and Chairman of the Board by the AGM held on 28 April 2015.

<sup>2</sup>Appointed Director of the Company by the AGM held on 28 April 2015, confirmed General Manager and CEO by the meeting of the Board of Directors held on 13 May 2015.

<sup>3</sup>Appointed Director of the Company by the AGM held on 28 April 2015, confirmed General Manager and CFO by the meeting of the Board of Directors held on 13 May 2015.

<sup>4</sup>Appointed Director of the Company by the AGM held on 28 April 2015.

<sup>5</sup>Independent director pursuant to Art. 148 par. 3 of Legislative Decree n. 58/1998.

<sup>6</sup>Member of the Compensation and Nomination Committee, member of the Control and Risk Committee, member of the Committee for Related Party Transactions

<sup>7</sup>Non-executive director, member of the Compensation and Nomination Committee.

<sup>8</sup>Chairman of the Control and Risk Committee and of the Committee for Related Party Transactions and of the Supervisory Body pursuant to Legislative Decree 231/2001.

<sup>9</sup>Chairman of the Compensation and Nomination Committee, member of the Control and Risk Committee and member of the Committee for Related Party Transactions

### BOARD OF STATUTORY AUDITORS

|                                            |                   |
|--------------------------------------------|-------------------|
| Massimo Scarpelli <sup>1</sup>             | Chairman          |
| Maria Stefania Sala <sup>2,4</sup>         | Standing auditor  |
| Massimo Foschi <sup>2</sup>                | Standing auditor  |
| Elisabetta Claudia De Lorenzi <sup>3</sup> | Alternate auditor |
| Manfredi Bufalini <sup>3</sup>             | Alternate auditor |

<sup>1</sup>Appointed Chairman of the Board of Statutory Auditors by the AGM held on 28 April 2015

<sup>2</sup>Appointed Standing auditor by the AGM held on 28 April 2015

<sup>3</sup>Appointed Alternate auditor by the AGM held on 28 April 2015

<sup>4</sup>Member of the Supervisory Body pursuant to Legislative Decree 231/2001

### EXTERNAL AUDITORS

KPMG S.p.A.

### Consolidated Income Statement (6 months)

| (€mn)                                      | 30/06/2015 | 30/06/2014 | Total difference | % difference |
|--------------------------------------------|------------|------------|------------------|--------------|
| Revenue                                    | 31.9       | 30.9       | 1.0              | 3%           |
| EBITDA*                                    | 6.0        | 4.9        | 1.2              | 24%          |
| Depreciation and amortization              | -3.4       | -3.4       | 0.1              | -2%          |
| Non-recurring charges and other impairment | -0.3       | -0.5       | 0.2              | -36%         |
| EBIT                                       | 2.3        | 1.0        | 1.4              | 146%         |
| Profit (loss) from discontinued operations | -0.3       | 0.0        | -0.4             | n.s.         |
| Group net profit (loss)                    | 2.5        | -0.8       | 3.4              | 395%         |

\* Gross of impairment losses and other non-recurring items

### Consolidated Income Statement (3 months)

| (€mn)                                      | 2Q15 | 2Q14 | Total difference | % difference |
|--------------------------------------------|------|------|------------------|--------------|
| Revenue                                    | 15.9 | 14.9 | 1.0              | 7%           |
| EBITDA*                                    | 3.2  | 2.6  | 0.6              | 22%          |
| Depreciation and amortization              | -1.7 | -1.8 | 0.0              | -2%          |
| Non-recurring charges and other impairment | -0.2 | -0.4 | 0.2              | -54%         |
| EBIT                                       | 1.3  | 0.4  | 0.9              | 195%         |
| Profit (loss) from discontinued operations | -    | 0.1  | -0.1             | -120%        |
| Group net profit (loss)                    | 2.5  | -0.3 | 2.8              | 860%         |

\* Gross of impairment losses and other non-recurring items

## Consolidated Statement of Financial Position at 30 June 2015

| (€mn)                             | 30/06/2015 | 31/12/2014 | Total<br>difference | %<br>difference |
|-----------------------------------|------------|------------|---------------------|-----------------|
| Non-current assets                | 100.9      | 95.4       | 5.5                 | 6%              |
| Net Working Capital               | -10.8      | -10.3      | -0.6                | 6%              |
| Net Capital Employed              | 88.9       | 83.7       | 5.1                 | 6%              |
| Shareholders' equity              | 60.9       | 50.1       | 10.8                | 21%             |
| Net short-term Financial Position | -8.7       | -16.9      | 8.2                 | 49%             |
| Total Net Financial Position      | -27.9      | -33.6      | 5.6                 | 17%             |
| Number of employees               | 354        | 364        | -10.0               | -3%             |

## DIRECTORS' REPORT

### INTRODUCTION

The Consolidated Half-Year Financial Report at 30 June 2015 has been prepared in accordance with International Accounting Standard 34 (IAS 34) on Interim Financial Reporting and, therefore, does not contain all the information required in the Full Year Financial Statements and should be read in conjunction with the annual financial statements for the year ended 31 December 2014. The Half-Year Financial Report satisfies the provisions of Issuer Regulations n. 11971 of 14 May 1999, as amended.

One of the key events in 1H15 was the disposal on 23 March 2015 by Dada S.p.A. to Italiaonline S.p.A. of the entire share capital of Moqu Adv S.r.l., the company at the head of the business segment named Performance Advertising.

As a result of this agreement, the Performance Advertising segment required the application of IFRS 5 "non-current assets held for sale and discontinued operations". The main effect of applying IFRS 5 is that all of the income statement items relating to the disposed companies have been grouped on the line "Profit/(loss) from discontinued operations". More details on the breakdown of this item are also found in Note 18 of this Half-Year Financial Report in the significant events of 1H15. The transaction resulted in a gain of €4.2 million recognized in equity as it was executed by entities under joint control.

In accordance with this accounting standard, for the sake of comparison, all income statement and statement of financial position items from the prior year have been restated and reclassified, as shown and commented later in this Half-Year Financial Report.

Assets and liabilities of the prior year are, instead, still shown on a continuing operations basis.

The financial effects of this disposal run from 28 February 2015.

Consequently, all the following comments and analysis in this Half-Year Financial Report have been made in light of the new Group structure.

Furthermore, on 30 June 2015, the DADA Group completed the transfer of the ProAdv/Simply BU to 4W Marketplace S.r.l., acquiring 25% of the transferee's share capital.

The main points of these agreements are explained more in detail in the section on significant events in 1H15 of this Half-Year Financial Report.

### DADA GROUP PROFILE

Dada S.p.A. - listed in the STAR segment of the Milan Stock Exchange - is an international leader in professional online presence and visibility services.

As explained in the introduction, the Dada Group is currently organized around a single business unit falling under the "Domain and Hosting" division.

Regarding the methods to identify the business units and the main financial components, reference should be made further below in this Half-Year Financial Report to the results of the business segments and to the note on segment reporting under IFRS 8

of the specific notes. Reference should also be made to the accounting standards regarding the separate financial statements at 31 December 2014.

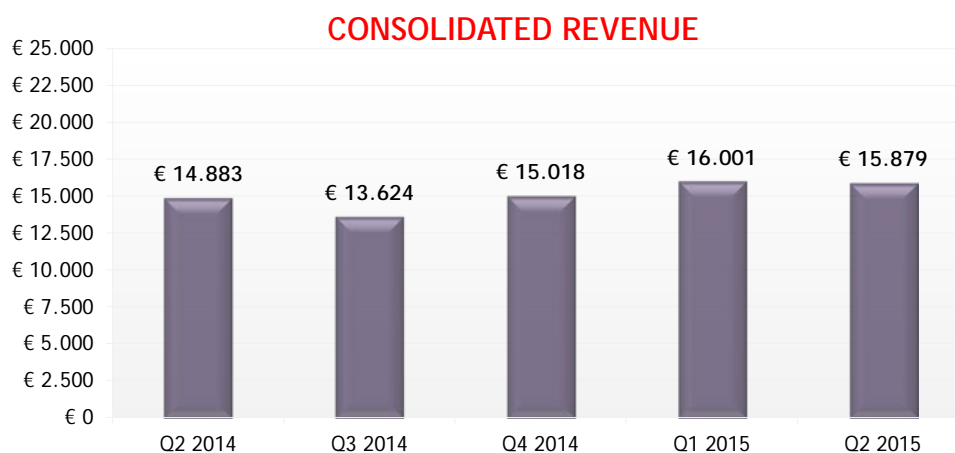
In 2015, the Dada Group strengthened its position among the top European players in the business of professional services for domain name registration, hosting, for the creation, management and visibility of web and e-commerce sites and for online brand protection, through the expansion of its product portfolio and growth of the user base at an international level. The Group currently operates in Spain, UK, Ireland, France, Portugal and the Netherlands respectively through its brands Nominalia, Namesco and PoundHost, Register365 and Amen.

## PERFORMANCE REVIEW

Under the new structure as explained in the introduction, the **Dada Group** closed 1H15 achieving **consolidated revenue of €31.9 million**, up by 3% versus €30.9 million in 1H14. Looking at consolidated revenue in 2Q15 alone, the figure came to €15.9 million versus €14.9 million in 2Q14 (up by 7%).

The performance of the main income statement aggregates should be considered, as explained in the introduction, also in light of certain operational and market events that marked 1H15. These events are explained in detail in Note 20 of this Half-Year Financial Report with regard to the income statement effects of discontinued operations.

The following graph shows the trend in consolidated revenue of the Dada Group over the last five quarters:

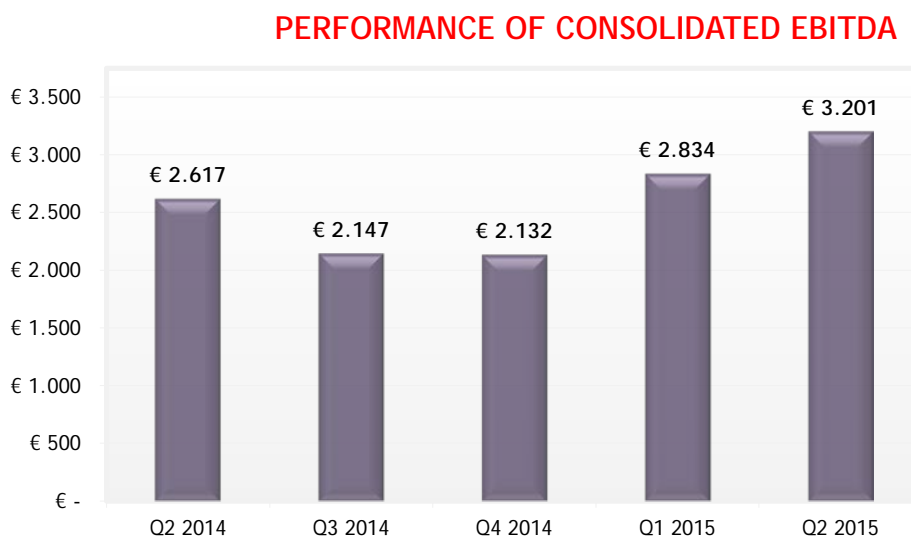


**EBITDA achieved by the Dada Group in 1H15** (gross of impairment losses and other non-recurring items) came to **€6 million** (19% margin on consolidated revenue) versus €4.9 million in 1H14 (16% margin), increasing by 24% versus the prior year. In 2Q15 alone, Group EBITDA came to €3.2 million (20% margin), increasing by 22% versus €2.6 million in 2Q14 (18% margin).

For further details on the performance of EBITDA in 1H15, reference should be made to the Results section.



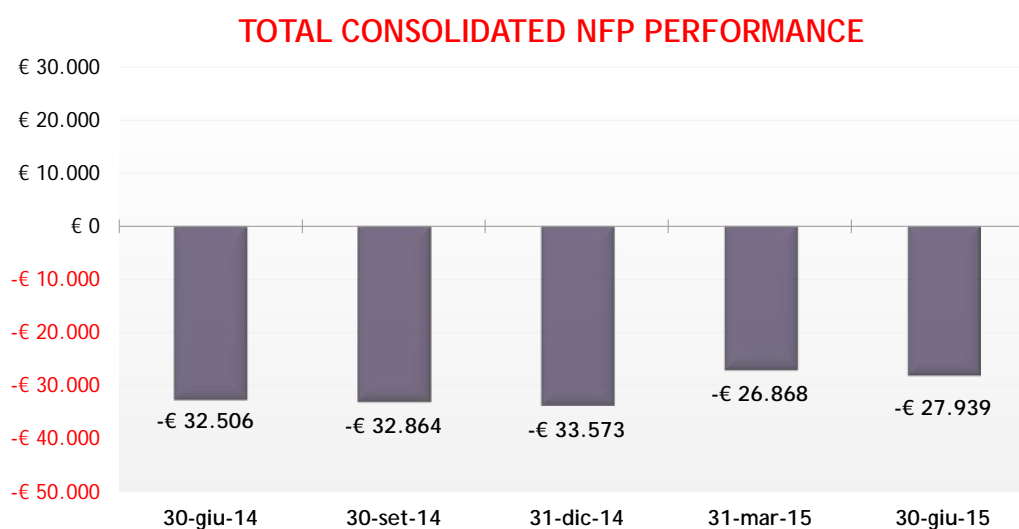
The following graph shows the performance of consolidated EBITDA of the Dada Group over the last five quarters:



The total consolidated net financial position of the Dada Group, which includes funding to be repaid beyond one year, came to -€27.9 million at 30 June 2015 versus -€33.6 million at 31 December 2014 and -€32.5 million at 30 June 2014. In 1H15, total cash absorbed by the Dada Group came to €5.6 million.

The trend of this financial aggregate in 1H15 was affected, as explained more in detail in the section containing the analysis of the statement of financial position, by the performance of business operations, and by the disposal of the Performance Advertising division.

The following graph shows the trend in the total consolidated net financial position over the last five quarters:



## Results

The following tables show the DADA Group's key results in 1H15 and 2Q15 versus 1H14 and 2Q14:

| EUR/000                                           | 30-June-15<br>6 months |             | 30-June-14<br>6 months |             | DIFFERENCE   |             |
|---------------------------------------------------|------------------------|-------------|------------------------|-------------|--------------|-------------|
|                                                   | Amount                 | % of        | Amount                 | % of        | Absolute     | %           |
| <b>Net revenue</b>                                | <b>31,881</b>          | <b>100%</b> | <b>30,862</b>          | <b>100%</b> | <b>1,019</b> | <b>3%</b>   |
| Chg. in inventories & inc. in own wk. capitalized | 1,210                  | 4%          | 1,630                  | 5%          | -420         | -26%        |
| Service costs and other operating expenses        | -18,248                | -57%        | -18,228                | -59%        | -20          | 0%          |
| Payroll costs                                     | -8,808                 | -28%        | -9,381                 | -30%        | 573          | -6%         |
| <b>EBITDA</b>                                     | <b>6,035</b>           | <b>19%</b>  | <b>4,883</b>           | <b>16%</b>  | <b>1,152</b> | <b>24%</b>  |
| Depreciation and amortization                     | -3,379                 | -11%        | -3,447                 | -11%        | 69           | -2%         |
| Non-recurring income/(charges)                    | -140                   | 0%          | 0                      | 0%          | -140         | -           |
| Impairment losses and other provisions            | -166                   | -1%         | -478                   | -2%         | 312          | -65%        |
| <b>EBIT</b>                                       | <b>2,350</b>           | <b>7%</b>   | <b>957</b>             | <b>3%</b>   | <b>1,393</b> | <b>146%</b> |

| EUR/000                                           | 2Q15          |             | 2Q14          |             | DIFFERENCE |             |
|---------------------------------------------------|---------------|-------------|---------------|-------------|------------|-------------|
|                                                   | Amount        | % of        | Amount        | % of        | Absolute   | %           |
| <b>Net revenue</b>                                | <b>15,879</b> | <b>100%</b> | <b>14,883</b> | <b>100%</b> | <b>996</b> | <b>7%</b>   |
| Chg. in inventories & inc. in own wk. capitalized | 603           | 4%          | 804           | 5%          | -200       | -25%        |
| Service costs and other operating expenses        | -9,018        | -57%        | -8,667        | -58%        | -351       | 4%          |
| Payroll costs                                     | -4,264        | -27%        | -4,403        | -30%        | 139        | -3%         |
| <b>EBITDA</b>                                     | <b>3,201</b>  | <b>20%</b>  | <b>2,617</b>  | <b>18%</b>  | <b>584</b> | <b>22%</b>  |
| Depreciation and amortization                     | -1,721        | -11%        | -1,756        | -12%        | 35         | -2%         |
| Non-recurring income/(charges)                    | -120          | -1%         | 0             | 0%          | -120       | -           |
| Impairment losses and other provisions            | -74           | 0%          | -425          | -3%         | 351        | -83%        |
| <b>EBIT</b>                                       | <b>1,286</b>  | <b>8%</b>   | <b>435</b>    | <b>3%</b>   | <b>850</b> | <b>195%</b> |

In 1H15, the Dada Group achieved **consolidated revenue** of €31.9 million, up by 3% versus €30.9 million achieved in 1H14. The aggregate also reflects the favourable trend of the depreciation of the Euro against the British Pound, which accounted for approximately €1.2 million versus 1H14, and is, instead, affected by the change in the scope of consolidation related to the disposal of the UK ADSL business (disposed of at the end of May 2014), which contributed €0.3 million to revenue in 1H14. Net of these effects, consolidated revenue in 1H15 would have been basically in line with the levels reported in 1H14.

At 30 June 2015, Dada counted over **530 thousand business clients** and over **1.7 million total domains managed** in Spain, UK and Ireland, France, Portugal and the Netherlands, respectively through the Nominalia, Namesco, PoundHost, Register365 and Amen brands, confirming Dada's role as a top European player in the Domain and Hosting segment.

The disposal of the Performance Advertising BU in 1Q15 has helped place growing focus on the core business of **professional services for the online presence of European SMEs, from domain name registration to hosting, from virtual and dedicated servers to cloud-based solutions for the creation, management and visibility of web and e-commerce sites for European SMEs, and for online brand protection services.**

The recent **acquisition of Etinet S.r.l.** (completed after the close of the period), one of the most innovative Italian web factories, specialized in advanced services for the development of responsive and mobile-friendly websites, and in innovative solutions for the promotion of digital presence on mobile and social channels, has also expanded the range of digital communication services, offering **custom projects in the web and social media world delivered in 'We do it for you' mode.**

Despite signs of a possible slowdown in the drop in the Domain & Hosting segment in some of the Group's main countries of operation, 2Q15 confirmed **the highly challenging climate** and fiercer competition fueled by aggressive customer acquisition investments made by major competitors.

The Dada Group has tackled this competitive backdrop by implementing **price repositioning policies** since the start of the year, particularly in the domains and servers segment, which have brought a **solid growth in terms of new customers acquired.** Specifically, thanks to Italy and the UK, the number of new domain registrations in the SMEs segment rose by **19%** versus 1H14, increasing the stock of domains managed in this segment by 4%, net of Wholesale clients.

The further focus on **customer service**, with the expansion of the interaction channels and extension of contact time for customer care (now available through inbound/outbound phone service and live chat 7 days a week), **improved the average rate of renewal, with a number of products scoring results above 90%, and gave greater opportunities to the upselling** of services to the customer base. Customer satisfaction was further confirmed also by the growth in the **Net Promoter Score**, the system that measures the customer satisfaction and loyalty rate adopted by Dada in 2013 and now used in all countries.

Along with the growing number of new clients, the period also reported a change in the **mix of products sold**.

1H15, in fact, confirmed:

- the growing success of the **new professional Email platform** developed in 2014, now chosen by an increasingly broader range of customer segments and currently available in all geographies.
  - the evolution of Dada's positioning also as a provider of **advanced Cloud Hosting, dedicated and managed Virtual Servers** services, to allow the management of websites on virtualized servers and to guarantee high performance, now also through highly structured pricing policies.
  - the broader range of services in 'We do it for you' mode, which allows professionals and businesses to rely on a team of web designers, developers and Internet communication consultants for the creation and management of their web and e-commerce site.

1H15 also saw the launch of the **new range of advanced hosting solutions and Trademark registration services** for the on- and offline protection of intellectual property.

Looking at the **geographical breakdown** of the Dada Group's **consolidated revenue**, foreign-based activities contributed 55% in 1H15, in line with the result in 1H14. This confirms the significant weight of international business in the overall development of the Dada Group.

In 1H15, **consolidated EBITDA** of the Dada Group, before impairment losses and other non-recurring items, came to a positive €6.0 million (19% margin on consolidated revenue). The aggregate grew by 24% versus €4.9 million in 1H14 (16% margin).

Looking at the impact on each line of the income statement, all main cost items decreased as a percentage of revenue. Specifically:

- service costs were in line with the levels in 1H14, dropping from 59% as a percentage of revenue in 1H14 to 57% in 1H15. Specifically, marketing costs rose (€3.2 million, up 35% versus 1H14) to support the revenue trend in an increasingly competitive market, while the depreciation of the Euro against the US dollar impacted negatively on the costs to purchase domains from authorities (with an impact of approximately €0.6 million, accounting for 3% of total service costs). These increases versus the prior year were, however, countered by the benefits deriving from the startup of the new Datacenter in the UK, from the more favourable renegotiation of the supply contract of the Datacenter in Milan, and from the gradual disposal of the French datacenters (for a total reduction of €0.9 million, or 32% less than in 1H14, which was also impacted by the duplication of certain operating costs from the startup of the new Datacenter in the UK);

- payroll costs in 1H15 amounted to €8.8 million, down by 6% versus €9.4 million in 1H14 (28% of revenue versus 30% in 2014). The trend of this aggregate is mainly ascribable to the reduction in staff (354 units at 30 June 2015 versus 365 at 30 June 2014), thanks mostly to the success of the efficiency measures announced starting from last year, and to the restructuring of the operating offices in France and Holland;

- the item "change in inventories and increase in own work capitalized", amounting to €1.2 million in 1H15, or 4% of consolidated revenue, down by 26% versus €1.6 million in 1H14 (5% of consolidated revenue), consists of expenses incurred for the development of the proprietary platforms needed to launch and manage the services provided by the Dada Group. This change is mainly attributable to the gradual implementation of the investments made in R&D over the past few quarters, and to the progress of the projects related to the development and integration of the proprietary technology platforms.

In 1H15, consolidated EBIT of the Dada Group came to a positive €2.4 million (7% of consolidated revenue), rising sharply versus the positive €1 million in 1H14 (3% margin).

Looking at 2Q15 alone, consolidated EBIT came to a positive €1.3 million (8% margin) versus €0.4 million (3% margin) in 2Q14 and €1.1 million in 1Q15 (7% margin).

The improvement achieved by EBIT in 1H15, in addition to the above-mentioned elements that impacted on EBITDA, can be largely explained by the following factors:

- in 1H15, consolidated amortization and depreciation amounted to €3.4 million (11% of consolidated revenue), €1.9 million of which for tangible assets and €1.5 million for intangible assets, figures basically in line with 1H14.

In 2Q15 alone, amortization and depreciation totaled €1.7 million (11% of consolidated revenue), €1 million of which for tangible assets and €0.7 million for intangible assets, these figures too in line with 2Q14 and 1Q15. The virtually stable trend in quarterly amortization and depreciation charges is explained mainly by the abovementioned gradual implementation of the investments made in prior years in the development of proprietary platforms, in the Datacenter in the UK, and in the purchase of servers. Further details on the investments made by the Dada Group in the reporting period are found in the section on Results and the Financial position;

- In 1H15, the Dada Group EBIT was impacted negatively by impairment losses, provisions and other non-recurring charges of €0.3 million versus €0.5 million in 1H14 (down by 36%). €0.2 million of these non-recurring charges refer to the impairment of receivables written off in 1H15 (€0.1 million in 1H14), and €0.1 million to non-recurring costs and expenses relating to certain extraordinary transactions such as the transfer of the BU to 4W Marketplace and the acquisition of Etinet, the latter completed after the close of the period. In 2014, this item had shown a negative figure of €0.4 million due mostly to severance from the reorganization of a number of foreign subsidiaries.

In 2Q15 alone, impairment and provisions amounted to €0.2 million versus €0.4 million in 2Q14.

The consolidated Net Profit of the Dada Group from continuing operations in 1H15 came to a positive figure of €2.8 million (16% margin on consolidated revenue) versus approximately -€0.9 million in 1H14 (-3% on consolidated revenue). Looking at 2Q15 alone, this aggregate came to a positive €2.5 million versus -€0.4 million in 2Q14 and €0.3 million in 1Q15.

This aggregate had significantly benefited from the transfer completed at the end of June 2015 of the ProAdv/Simply BU in exchange for 25% of the share capital of 4W Marketplace S.r.l. arising from a specifically intended capital increase. The business unit was valued on the basis of a sworn appraisal at €2.2 million versus a book value basically

equivalent to zero. A corresponding gain was recognized with a balancing entry in the statement of financial position under investments in associates.

Looking at the other aggregates, overall financial activities (the difference between financial income and charges) of the Dada Group improved by about 20% in 1H15 and came to -€1.1 million versus -€1.4 million in 1H14.

This trend, comparing the half-year periods, was also influenced by the effects associated with forex fluctuations, referring in particular to Euro/British pound exchange rate patterns.

In fact, the negative trend of the Euro/British pound exchange rate already reported in the final months of 2014 continued in 1H15. In the current year, the decrease was witnessed especially in the first quarter and then stabilized in the second. Essentially, the average Euro/British pound exchange rate dropped from 0.82 in 1H14 to 0.73 in 1H15, with an 11% variation in favour of the pound (similar trend also applies to the comparison of exchange rates at the end of each half-year period).

A similar exchange rate pattern was reported between the Euro and US dollar, which impacted on the financial results; however, as these results are related to the disposed Performance Advertising division (first two months of 2015), they were recognized in Profit/(loss) from discontinued operations. The financial effects of these exchange rate movements were partly mitigated by non-speculative hedging of currency risks made by the Group in the reporting period.

The trend in spreads and rates charged on outstanding loans of the Group improved versus 1H14 and 1Q15, thanks especially to a certain number of renegotiations of outstanding short and medium-term loans borrowed by the Group. The positive effects from the renegotiation of the long-term loans made in 1Q15 (which resulted not only in a reduction in the spreads, but also in an extension of the average duration of the loans) began to be felt from 2Q15, since the new agreements are effective as from 31 March 2015.

Consequently, overall financial charges, net of exchange losses, amounted to €1.47 million in 1H15 (slightly improving versus €1.55 million in 1H14) and refer to:

- interest expense on medium/long-term loans amounting to €0.6 million (same as in 1H14, despite the predominance of medium-term loans);
- interest owed on bank overdrafts and other bank commissions amounting to €0.8 million (improving versus €0.9 million in 1H14), €0.5 million of which relating to bank commissions on credit card payments;
- derivative differentials had a basically immaterial effect (versus -€0.1 million in 1H14).

As in 1H14, there was no financial income worthy to report in 1H15.

As mentioned earlier, forex produced an overall positive result in 1H15 of €0.3 million (€0.5 million gain and €0.2 million loss) versus €0.1 million (€0.3 million gain and €0.2 million loss) in 1H14, with an overall positive difference of €0.2 million.

Looking at 2Q15 alone, overall financial activities came to -€0.7 million (€0.7 million in overall financial charges, while exchange differences had no effect whatsoever) versus -€0.7 million in 2Q14 (€0.8 million in financial charges and €0.1 million in exchange gains). The figure deteriorated versus approximately -€0.4 million in 1Q15, due entirely to the exchange gain of €0.3 million.

To conclude, looking at tax at Group level, the overall tax burden from continuing operations in 1H15 came to €0.6 million, increasing versus €0.4 million in 1H14, due mostly to the improved results of the Group over the period. Looking at 2Q15 alone, the overall tax burden came to -€0.3 million versus -€0.2 million in 2Q14 and -€0.3 million in 1Q15.

Specifically, current tax in 1H15 amounted to €0.4 million, increasing by €0.1 million versus €0.3 million in 1H14, while deferred tax amounted to approximately -€0.2 million (release of deferred tax assets on the temporary differences reported in prior periods) versus €0.1 million in 1H14, reporting a net difference of -€0.2 million.

Current tax refers mainly to the tax burden on some of the Group's foreign-based companies which have positive pre-tax income, while IRAP paid by Italian companies in this quarter was significantly low (approximately €0.1 million) as a result of the change in the relevant legislation which provides for deductibility, as from this year, of labour costs of permanent staff from IRAP taxable income. In 2014, IRAP had amounted to €0.2 million.

Looking at 2Q15 alone, current tax came to €0.2 million versus €0.1 million in 2Q14 and €0.2 million in 1Q15, while deferred tax assets released to the income statement in 2Q15 came to €0.1 million as in 2Q14.

The trend of deferred tax assets in 1H15 is explained partly by the use of receivables from pre-paid tax in 2014 calculated on the temporary differences, and partly by the use of such receivables to cover IRES taxable income of the current year. In 1H15, no additional deferred tax assets were recognized on tax losses borne by the Dada Group.

It should be noted that the assessment of the recoverability of tax losses on which the portion of deferred tax assets has been set aside, was positively completed when preparing the annual consolidated financial statements. The analysis was then reviewed and confirmed when preparing the Half-Year Financial Report at 30 June 2015, taking also into account the income statement performance achieved by the Group versus the 2015 budget. This calculation takes also into account the new laws relating in particular to the full recovery of tax losses incurred by Italian companies.

Mention should be made that the Dada Group has accrued tax losses of €38.7 million at 30 June 2015 (€37.8 million at 30 June 2014), referring mostly to the Italian companies and which may be fully carried forward indefinitely under the current laws for an amount equal to 80% of taxable income for each financial year. Tax losses on which deferred tax assets have been calculated amounted to €16.5 million (same as at 30 June 2014 and 31 March 2015), particularly on those deemed recoverable in a short time span, as resulting from the potential taxable income related to the operating and financial results of the plans adopted in the 2014 impairment tests.

This Half-Year Financial Report also shows Profit/(loss) from discontinued operations, which includes income statement figures referring to the Performance Advertising division, sold to Italiaonline in March 2015, with financial effects from 28 February. This result showed a loss of €0.3 million (a loss of €0.1 million in the same period of 2014), €0.2 million of which attributable to non-recurring costs incurred by the Group for the completion of the abovementioned transaction; net of these costs, Profit/(loss) from discontinued operations would be in line with the previous year.

This income statement does not include any non-controlling interests.

The Net Profit of the Dada Group in 1H15 came to a positive €2.5 million, improving sharply versus -€0.9 million in 1H14.

## PERFORMANCE BY BUSINESS SEGMENT

For operational purposes, since 1Q15 (but with financial effects backdated to 28 February), the Dada Group has been organized in a single business segment gravitating around Domain & Hosting services.

This effect is a result of the reorganization following the disposal of the Moqu Group as explained in the introduction. Accordingly, the current product lines related to the core business of domains and hosting and corporate activities are so completely integrated with each other that they no longer qualify as separate business segments under IFRS 8. Further information is also found in Note 4 in this Half-Year Financial Report.

## Financial position

The following table shows the total Net Financial Position of the Dada Group at 30 June 2015 versus the position at 31 December 2014:

| NET FINANCIAL POSITION                                 |                |                |               |             |
|--------------------------------------------------------|----------------|----------------|---------------|-------------|
| EUR/000                                                | 30-June-15     | 31-Dec-14      | DIFFERENCE    |             |
|                                                        |                |                | Absolute      | %           |
| Cash on hand                                           | 7              | 13             | -6            | -46%        |
| Bank and post office deposits                          | 3,489          | 1,378          | 2,111         | 153%        |
| <b>Liquidity</b>                                       | <b>3,496</b>   | <b>1,391</b>   | <b>2,105</b>  | <b>151%</b> |
| Time deposits                                          | 500            | -              | 500           | -           |
| Other receivables                                      | -              | -              | -             | -           |
| Other financial receivables                            | 500            |                | 500           |             |
|                                                        |                |                |               |             |
| <b>Total Financial Assets</b>                          | <b>3,996</b>   | <b>1,391</b>   | <b>2,605</b>  | <b>187%</b> |
| Current credit lines and account overdrafts with banks | -5,089         | -5,828         | 739           | -13%        |
| Current bank borrowings                                | -7,202         | -12,355        | 5,153         | -42%        |
| Other current financial payables                       | -242           | -              | -242          | -           |
| Current portion of derivatives                         | -99            | -53            | -46           | 86%         |
| <b>Current debt</b>                                    | <b>-12,633</b> | <b>-18,237</b> | <b>5,604</b>  | <b>-31%</b> |
| Non-current bank borrowings                            | -19,262        | -16,674        | -2,588        | 16%         |
| Non-current portion of derivatives                     | -40            | -54            | 14            | 100%        |
| <b>Non-current debt</b>                                | <b>-19,302</b> | <b>-16,728</b> | <b>-2,574</b> | <b>15%</b>  |
| <b>Total Financial Liabilities</b>                     | <b>-31,935</b> | <b>-34,964</b> | <b>3,030</b>  | <b>-9%</b>  |
|                                                        |                |                |               |             |
| <b>Total net financial position</b>                    | <b>-27,939</b> | <b>-33,573</b> | <b>5,634</b>  | <b>-17%</b> |



**At 30 June 2015, the Dada Group's total net financial position**, which includes all short and medium/long-term funding and loans, came to **-€27.9 million** versus -€33.6 million at 31 December 2014 and -€32.5 million at 30 June 2014.

The current consolidated net financial position at 30 June 2015 came to -€12.6 million versus -€18.2 million at 31 December 2014 and -€15 million at 30 June 2014.

This trend was mainly affected not only by ordinary cash flows in the half-year period, explained below, but also by the two following events:

- the disposal in March of Moqu Adv S.r.l. to Italiaonline S.p.A. for a cash consideration of €5 million;
- the renegotiation of the medium/long-term loan with Banca Intesa and the issuance of a new loan with Unicredit which allowed, among other things, to extend the duration of overall debt, reducing the current portion and increasing the non-current one, while reducing the overall cost of debt.

Further details on debt restructuring are found further below in this Half-Year Financial Report. The renegotiation allowed the Group to achieve the following results:

- to improve the pricing of the loans in terms of spreads charged;
- to extend the duration of overall debt, reducing the current portion and increasing the non-current one;
- to align the cash flows of the Group more to the instalment payments of principal.

The item "current portion of derivatives" refers to the financial payable relating to the mark-to-market measurement of the IRS hedging the outstanding mortgage at 30 June 2015. Specifically, in 1H15 a new IRS contract hedging the Unicredit loan was signed, in addition to the two already in place with Banca Intesa; these contracts provide an overall coverage of at least 50% of the risk of fluctuations on the base rate.

Non-recurring cash flows in 1H15 came to €0.4 million, €0.1 million referring to severance costs for employees, and the remainder to the financial effects of the disposal of Moqu, €0.1 million in turn relating to costs to complete the transaction, and €0.2 million to the effects of the deconsolidation of Moqu. Non-recurring cash flows in 1H14 had shown a virtually breakeven figure, the result of the offsetting of extraordinary positive flows (disposal of co-location assets in the UK) and negative flows (non-recurring charges for severance and litigation) of €0.3 million.

The following table shows a summary of cash flow movements in 1H15 relating to "cash and cash equivalents" versus those in 1H14. For further details, reference should be made to the Cash Flow Statement included in this Half-Year Financial Report and to the relevant notes:

| EUR/000                                          | 30 June 2015 | 30 June 2014  |
|--------------------------------------------------|--------------|---------------|
| Cash flow from operating activities              | 5,250        | 4,062         |
| Cash flow from taxes and interest paid           | -1,439       | -1,625        |
| Cash flow from investing activities              | 1,825        | -3,942        |
| Cash flow from financing activities              | 2,619        | -2,396        |
| <b>Net cash flow (cash and cash equivalents)</b> | <b>8,254</b> | <b>-3,901</b> |

The following points provide detailed information on the main aggregates that marked the trend of the net financial position in 1H15.

### Investing activities

In 1H15, the Dada Group achieved an overall positive cash flow from investing activities of €1.8 million versus outlays of €3.9 million in 1H14; mention should be made that 1H15 was characterized in particular, as in the prior year, by the proceeds from the disposal of Moqu Adv Srl which, net of the adjusted net financial position, amounted to €4.8 million.

Looking at investments in tangible and intangible assets (in terms of increase in own work capitalized, not in cash flows):

- investments in intangible assets in 1H15 amounted to €1.4 million, down by 33% versus €2.1 million in 1H14.

Considering investments in operating activities alone, increases in intangible assets amounted to €1.3 million, down 26% versus €1.7 million euro in 1H14.

Investments in intangible assets refer mainly to costs for the development of the processes and proprietary platforms needed to provide Domain & Hosting services; in 1H15, they amounted to approximately €1.3 million, €1.2 million of which for operating activities (€2 million in 1H14, €1.6 million of which for operating activities, down by 26%).

No significant investments were made in other intangible asset items.

In 2Q15 alone, overall investments in intangible assets amounted to €0.7 million versus €1 million in 2Q14.

- investments in property, plant and equipment in 1H15 amounted to €2 million (referring entirely to operating activities), increasing versus €1.1 million in 1H14. This trend is mainly attributable to the continued investments in the Datacenter in the UK, which amounted in 1H15 to €0.4 million (approximately €0.6 million).

Investments in property, plant and equipment in 1H15, as in 1H14, referred mainly to the purchase of network servers and new systems, and to other electronic equipment needed for the provision of Domain and Hosting services. No significant investments were made in furniture and fittings and in other tangible assets.

In 2Q15 alone, investments in property, plant and equipment amounted to €1.5 million versus €0.4 million in 2Q14.

### Financing activities

The consolidated cash flow statement at 30 June 2015 came to a positive €2.6 million (-€2.3 million at 30 June 2014) relating to "net difference in cash flow from financing activities". The trend of this aggregate was influenced by the combination of: a) the positive effects - €2.58 million - of the reclassification to the non-current portion (beyond one year) of the first instalment of €2.4 million of the loans with Banca Intesa and Unicredit as renegotiated in March 2015, and the same effects - €0.18 million - of other

minor loans; b) the remaining portion from the measurement of non-monetary derivatives.

For further details on these transactions, reference should be made to Note 13 in this Half-Year Financial Report.

The previously mentioned IRS differential had a negative impact of €0.1 million.

The foregoing effects impact solely on “cash, cash equivalents and current bank borrowings”, but are neutral on the “total Net Financial Position”.

The reconciliation between cash flow of the net financial position and the change in cash and cash equivalents is shown in Note 19.

The breakdown of the net working capital and net capital employed at 30 June 2015 and at 31 December 2014 is shown below:

| EUR/000                               | 30-June-15     | 31-Dec-14      | DIFFERENCE   |             |
|---------------------------------------|----------------|----------------|--------------|-------------|
|                                       |                |                | Absolute     | %           |
| Intangible assets                     | 89,671         | 86,849         | 2,822        | 3%          |
| Property, plant and equipment         | 8,849          | 8,333          | 516          | -6%         |
| Non-current financial assets          | 2375           | 183            | 2,192        | -1%         |
| <b>Non-current assets</b>             | <b>100,895</b> | <b>95,365</b>  | <b>5,530</b> | <b>6%</b>   |
| Trade receivables                     | 5,018          | 5,233          | 132          | -4%         |
| Tax and other receivables             | 11,583         | 12,352         | -769         | -6%         |
| <b>Current assets</b>                 | <b>16,602</b>  | <b>17,585</b>  | <b>-984</b>  | <b>-6%</b>  |
| Trade payables                        | -7,885         | -10,148        | 2,263        | -22%        |
| Other payables                        | -16,883        | -16,046        | -837         | 5%          |
| Taxes payable                         | -2,675         | -1,657         | -1,018       | 61%         |
| <b>Current liabilities</b>            | <b>-27,442</b> | <b>-27,851</b> | <b>408</b>   | <b>1%</b>   |
| <b>Net working capital</b>            | <b>-10,842</b> | <b>-10,266</b> | <b>1,288</b> | <b>-11%</b> |
| Provision for termination indemnities | -661           | -815           | 154          | -19%        |
| Provision for risks and charges       | -519           | -544           | 25           | -5%         |
| Other payables due beyond one year    | -6             | -17            | -            | -           |
| <b>Other consolidated liabilities</b> | <b>-1,186</b>  | <b>-1,376</b>  | <b>-249</b>  | <b>14%</b>  |
|                                       |                |                |              |             |
| <b>Net capital employed</b>           | <b>88,867</b>  | <b>83,723</b>  | <b>5,144</b> | <b>6%</b>   |

### Net working capital

The Dada Group’s net working capital at 30 June 2015 was -€10.8 million versus -€10.3 million at 31 December 2014 and -€11.4 million at 31 March 2015.

It should be noted that the dynamics of net working capital over the four quarters of a year are generally linked to the performance of Group operations, which often report a larger portion of amounts collected from services provided in the first quarter of the year versus the following quarters; a part of these services is recognized during the entire year

as deferred income on a pro-rata basis. This trend begins to re-absorb and stabilize starting from the second quarter. This situation reflects on net working capital in terms of deferred income included in other payables in the table above.

The decreasing trend in 1H15 versus the end of 2014 is explained by the performance of Group operations in the reporting period, and by the completion of the extraordinary transactions that marked the first half of the year, regarding the disposal of Moqu Srl in particular, which narrowed the scope of consolidation of the Dada Group, impacting on this aggregate.

Looking at the single items forming the net working capital, it should be noted that trade receivables at 30 June 2015 amounted to €5 million, basically in line with €5.2 million at 31 December 2014, also taking into account the growth in sales revenue and the disposal of the Moqu Group, and mainly included receivables from advertising services and certain Domain & Hosting services that have deferred collection conditions. This balance sheet item has a high turnover rate, due also to the fact that a significant part of the services requires credit card payment.

Conversely, trade payables showed a downward trend in 1H15, falling from €10.1 million at 31 December 2014 to €7.9 million at 30 June 2015, due, as mentioned, mainly to the deconsolidation of the Moqu Group.

As mentioned, current liabilities (part of other payables) include deferred income of approximately €13 million resulting from the management on an accrual basis of web hosting services; these will not entail future financial outlays, but rather the recognition of revenue in the income statement. Deferred income at 31 December 2014 amounted to €11.9 million versus €12.5 million at 30 June 2014.

Other consolidated liabilities due beyond one year include termination indemnities, provisions for risks and charges, and other liabilities consisting of instalments due beyond one year relating to disputes that have already been defined. These items are explained in the notes to this Half-Year Financial Report.

## Group employees

The number of Dada Group employees reached 354 units at 30 June 2015, down versus the amount at 31 December 2014 (364 units), due also to the foregoing disposal of Moqu.

Employees by Division are split up as follows:

| Segment                  | 30-06-2015 | 31-12-2014 | Difference |
|--------------------------|------------|------------|------------|
| D&H                      | 318        | 306        | 12         |
| Performance ADV          | -          | 24         | -24        |
| <i>Other (Corporate)</i> | 36         | 34         | 2          |
| <b>Total</b>             | <b>354</b> | <b>364</b> | <b>-10</b> |

The geographical breakdown of employees is shown below (at 30 June 2015):

|           | Italy      |            | Abroad     |            | TOTAL      |            |
|-----------|------------|------------|------------|------------|------------|------------|
|           | 30-06-2015 | 31-12-2014 | 30-06-2015 | 31-12-2014 | 30-06-2015 | 31-12-2014 |
| Employees | 187        | 209        | 167        | 155        | 354        | 364        |

## Alternative performance indicators:

This report provides the following economic and financial indicators (in addition to the conventional IFRS indicators) which are used by the management of the Dada Group to monitor and assess the Dada Group's operating performance, but as they are not recognized accounting measures under IFRS should not be considered alternative performance indicators for the Dada Group.

*EBITDA*: as the composition of EBITDA is not governed by the accounting policies, the Dada Group's method of calculating it may differ from that used by others and may therefore make comparisons unreliable. Below is a summary of how EBITDA is calculated:

**Pre-tax profit (gross of the net gains/(losses) pertaining to assets held for sale)**

+ Financial charges

- Financial income

+/- Gains/losses from equity investments in associates

**EBIT**

+ Restructuring costs

+ Amortization, depreciation and impairment losses on fixed assets

+/- Atypical charges/income

+ Impairment losses on trade receivables

**EBITDA - Operating profit before amortization, depreciation, impairment losses, atypical charges/income and impairment losses on receivables**

*Net working capital*: the difference between current assets and liabilities, i.e. those due within a period of 12 months from the balance sheet date. Within this item, deferred tax assets are split into current and non-current portions according to the amount expected to be recovered with the following year's profit;

*Net capital employed*: fixed assets plus net working capital, less non-financial liabilities (provision for employee termination indemnities and provision for risks and charges);

*Current net financial position*: cash and cash equivalents, current financial assets and current financial liabilities;

*Total net financial position*: net current financial position and all financial payables due beyond one year.

## RELATED PARTY TRANSACTIONS

For further information on related party transactions, reference should be made to Note 18 of the explanatory notes.

## SIGNIFICANT EVENTS IN 1H15

The events which had the most significant impact on Dada S.p.A. in 1H15 are described below:

On 16 March 2015, Dada S.p.A. signed a binding contract with Italiaonline S.p.A. for the disposal of the 100% interest held in Moqu Adv S.r.l., which heads up the Performance Advertising business (holder, in turn, of a 100% interest in Moqu Ireland Ltd), which was a separate and independent business segment under IFRS 8.

The transaction is part of the strategy of the Dada Group to focus on the core business of digital services for SMEs, and aims to further strengthen Dada's role as a top European player in the business of domain name registration, hosting, and servers.

The agreement provided for the acquisition by Italiaonline of Dada's 100% investment in the share capital of Moqu, holder in turn of a 100% investment in Moqu Adv Ireland Ltd for a cash consideration of €5 million, fully paid at Closing date, in addition to a variable part of the price ("earn-out") of a maximum of €1 million, to be recognized on the basis of the results of the Moqu Group in 2015. The price was determined on the basis of a consolidated net financial position of Moqu basically at breakeven at the date of execution of the transaction ("Closing"), and will be subsequently adjusted based on the adjusted net financial position at 31 March 2015, calculated in accordance with the disposal contract.

Italiaonline has undertaken, among other things, to enhance the professional skills and experience of Moqu Group employees; no job losses are forecast. The Dada Group will also continue to provide Moqu with certain IT and corporate services at arm's length until 31 December 2015, and thereafter in case of agreement between the parties.

On 23 March 2015, in execution of and in addition to the above, the disposal to Italiaonline S.p.A. of the 100% interest held in Moqu Adv S.r.l. was finalized for a cash consideration of €5 million.

On 24 April 2015, a strategic agreement was signed to combine Dada's business unit named ProAdv/Simply with 4W Marketplace S.r.l., one of the top online advertising players in Italy.

The transaction will take place through contribution in kind by Register.it S.p.A. of the ProAdv BU to 4W Marketplace, and a related capital increase of the latter reserved to Register.it equal to 25% of the share capital. This will allow the Dada Group to become the second main shareholder of 4W Marketplace. The value assigned to ProAdv as part of the contribution is approximately €2.1 million. Under the agreements, the Dada Group will continue to provide 4W Marketplace, for a transitional period of at least 12 months at arm's length, with certain indirect services (IT, Corporate, etc.) in order to ensure the continuation of business.

On 28 April 2015, the Annual General Meeting of Shareholders of Dada S.p.A. met and resolved on:

(i) the approval of the Separate Financial Statements of Dada S.p.A. for the year ended 31 December 2014, as proposed by the Board of Directors at the meeting held last 12 March. The Shareholders resolved to carry forward the loss for the year of €1,305,013.93. The Dada Group closed 2014 with consolidated revenue of €67.5 million, EBITDA of €9.8 million and a net loss of €2.2 million; the Net Financial Position at 31 December 2014 came to -€33.6 million.

(ii) the appointment of the Board of Directors. As a result of the natural expiry of the three-year term of the previous body, the Shareholders renewed the Board of Directors of the Company, which will remain in office for financial years 2015 - 2017, that is, until approval of the financial statements for the year ending 2017. The number of board members has been set at 13. The new Board of Directors is composed as follows: Karim Beshara, Claudio Corbetta, Lorenzo Lepri Pollitzer de Pollenghi, Khaled Bishara, Antonio Converti, Maurizio Mongardi, Sophie Surssock, Philip Tohme, Ragy Soliman, Sofia Maroudia, Carolina Gianardi, Barbara Adami Lami, and Cristiano Esclapon. The appointed Directors were candidates on the majority list, which included 5 female candidates, filed by shareholder Libero Acquisition S.à. r.l., owner of 69.43% of the share capital, with the exception of Director Cristiano Esclapon, appointed on the minority list filed by shareholders Simona Cima, Alessandra Massaini and Jacopo Marelo, who together hold 2.725% of the share capital. Directors Sofia Maroudia, Carolina Gianardi, Barbara Adami Lami, and Cristiano Esclapon declared their independence in accordance art. 148, par. 3, of Legislative Decree n. 58/1998 and with the Corporate Governance Code for Italian Listed Companies as currently adopted by Dada S.p.A. (allowing, in this respect, compliance with the provisions on STAR segment companies and with current regulations for Italian listed companies). The Shareholders also approved the appointment of the Chairman of the Board of Directors in the person of Karim Beshara, as well as the maximum total remuneration that the Board may distribute for the position among Directors without special duties. The Shareholders also established the exemption from the non-compete obligation for the Directors appointed today, under art. 2390 of the Italian Civil Code.

(iii) appointment of the Board of Statutory Auditors. As a result of the natural expiry of the three-year term of the previous body, the new Board of Statutory Auditors was also appointed for financial years 2015 - 2017, that is, until approval of the financial statements for the year ending 2017. The Shareholders then approved the appointment of the Chairman and of the members of the Board of Statutory Auditors as follows: Massimo Scarpelli (Chairman), Maria Stefania Sala, Massimo Foschi (Standing Auditors) and Elisabetta Claudia De Lorenzi and Manfredi Bufalini (Alternate Auditors). The appointed statutory auditors were candidates on the majority list filed by shareholder Libero Acquisition S.à. r.l., with the exception of the Chairman of the Board of Statutory Auditors, Massimo Scarpelli, and of alternate auditor Manfredi Bufalini, candidates on the only minority list filed by shareholders Simona Cima, Alessandra Massaini and Jacopo Marelo. The Shareholders also approved the remuneration of the members of the Board of Statutory Auditors.

(iv) the Remuneration Report in accordance with art. 123-ter of Legislative Decree 58/98.

(v) Renewal of the authorization, after revoking the previous one granted on 28 April 2014, to purchase treasury shares for up to a maximum number of shares not exceeding one tenth of the share capital and to sell shares for a period of up to 18 months from authorization. The purpose of this authorization is to give the Company a means of strategic and operational flexibility. It will be allowed, among other things, to dispose of any treasury shares acquired and to carry out transactions such as purchases/sales, swaps and assignments. Based on the Board's proposal, treasury shares may be purchased at a price which is not less than 20% or more than 10% of the official stock price registered on the trading day prior to each purchase. The shares are to be purchased according to the laws for markets organized and operated by Borsa Italiana S.p.A., as per the procedures established by the latter which prohibit the direct matching of bid prices with predetermined ask prices. The sale of treasury shares, rather, may be done at a price or valuation which is not less than 95% of the average stock price registered for a period of thirty trading days prior to the disposal or any previous binding offers made in this regard, in accordance with the law and the applicable accounting standards.

On 30 June 2015, Dada completed the transfer of the ProAdv/Simply BU from Register.it S.p.A. to 4W Marketplace S.r.l., with a corresponding capital increase of the latter reserved to Register.it S.p.A. equal to 25% of the share capital, which allows the Dada Group to become the second main shareholder of 4W Marketplace S.r.l.. The value assigned to the ProAdv BU (on the basis of a sworn appraisal) as part of the transfer is approximately €2.2 million versus a book value basically equivalent to zero. The transaction resulted in a gain of €2.2 million recorded in the income statement.

## SIGNIFICANT EVENTS AFTER 1H15

The events that had the most significant impact on Dada S.p.A. after 1H15 are described below:

On 2 July 2015, Dada signed a binding agreement through its subsidiary Register.it S.p.A. to acquire 100% of the share capital of Etinet S.r.l., completed on 8 July 2015.

The transaction aims to strengthen the Dada Group's strategy of expanding the range of services for digital communication tailored to SMEs. Etinet is one of the most innovative Web Factories in Italy, and provides businesses with advanced solutions to manage their presence in the digital world. In 2014, revenue achieved by the Etinet scope was estimated at about €850,000, with EBITDA at approximately €270,000 and gross profit of roughly €150,000.

The consideration for 100% of the Etinet shares is €700,000, based on a net financial position at break-even. Part was paid at the date of completion of the transaction, and part was placed in escrow to service the standard representations and warranties. An earn-out of a maximum of €90,000 will be paid in the first half of 2016 should pre-established goals be met.



## OUTLOOK FOR THE YEAR

Thanks also to the success of the Dada Group's strategy to refocus on the core business of digital services for SMEs of the Domain and Hosting division, the results achieved in the first six months of the year basically confirm the expectations announced in the 2014 financial statements on the outlook for 2015.

In both the main EU and UK business areas, the strategic priorities on the Group's future development aim at retaining the existing customer base and gaining new clients, to further strengthen the domestic and international customer base, also through:

- increasingly customized and flexible solutions to meet the needs of a rapidly-evolving market focused on mobility, with the launch of new products in the portfolio of solutions, with a view to providing a one-stop-shop experience of digital services for online presence and business;
- increasingly interactive contact with clients by improving before and after-sales service quality and through full-circle support for the management of the online presence, visibility and digital protection of businesses on the web;
- increased focus on the business client segment of SMEs and SOHOs, traditionally those boasting the highest retention rates and ARPU, with the launch of specific services such as online trademark registration or accreditation as Trade Mark Clearing House agents.

**DADA GROUP**  
**CONDENSED CONSOLIDATED HALF-YEAR FINANCIAL**  
**STATEMENTS**

## **CONSOLIDATED FINANCIAL STATEMENTS**

**DADA GROUP CONSOLIDATED INCOME STATEMENT AT 30 JUNE 2015**

| EUR/000                                                      | Notes | 30 June 2015 | 30 June 2014 |
|--------------------------------------------------------------|-------|--------------|--------------|
| <b>Net revenue</b>                                           | 3     | 31,881       | 30,862       |
| Chg. in inventories & inc. in own wk. capitalized            |       | 1,210        | 1,630        |
| Service costs and other operating expenses                   |       | -18,187      | -18,121      |
| Payroll costs                                                |       | -8,808       | -9,381       |
| Other operating revenue and income                           |       | 12           | 11           |
| Other operating expenses                                     |       | -218         | -151         |
| Provisions and impairment losses                             |       | -161         | -446         |
| Depreciation and amortization                                |       | -3,379       | -3,447       |
| <b>EBIT</b>                                                  | 3     | 2,350        | 957          |
| Investment income                                            |       | 573          | 282          |
| Financial charges                                            |       | -1,694       | -1,691       |
| Other income/(charges) from financial assets & liabilities   |       | 2,184        |              |
| <b>Profit/(loss) before taxes</b>                            | 3     | 3,413        | -452         |
| Income taxes                                                 | 6     | -563         | -409         |
| <b>Profit/(loss) from continuing operations</b>              | 3     | 2,850        | -861         |
| Profit/(loss) from discontinuing and discontinued operations | 21    | -346         | 12           |
| <b>Group net profit/(loss)</b>                               |       | 2,504        | -849         |
| Basic earnings/loss per share                                |       | 0.150        | -0.051       |
| Diluted earnings/loss per share                              |       | 0.144        | -0.051       |

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME AT 30 JUNE 2015**

| EUR/000                                                                                                   | Notes    | 30 June<br>2015 | 30 June<br>2014 |
|-----------------------------------------------------------------------------------------------------------|----------|-----------------|-----------------|
| <b>Net profit/(loss) for the period (A)</b>                                                               |          | <b>2,504</b>    | <b>-849</b>     |
| <b>Other comprehensive profit/(loss) to be subsequently reclassified in profit/loss for the year (B):</b> | <b>8</b> | <b>3,996</b>    | <b>1,537</b>    |
| Gains/(losses) on exchange rate derivatives (cash flow hedges)                                            |          | -1              | -37             |
| Tax effect on other gains/(losses)                                                                        |          | -               | 10              |
|                                                                                                           | 8        | -1              | -27             |
| Gains/(losses) from the translation of foreign currency financial statements                              | 8        | 3,996           | 1,563           |
| <b>Other comprehensive profit/loss not to be subsequently reclassified in profit/(loss) for the year</b>  | <b>8</b> | <b>4,178</b>    | <b>-</b>        |
| Gains/(losses) from discounting of termination indemnities                                                |          | 9               | -               |
| Tax effect on other gains/(losses)                                                                        |          | -3              | -               |
|                                                                                                           | 8        | 7               | -               |
| <b>Total comprehensive income/(loss) (A)+(B)</b>                                                          |          | <b>6,507</b>    | <b>687</b>      |
| <i>Total comprehensive income/(loss) attributable to:</i>                                                 |          |                 |                 |
| Shareholders of the parent company                                                                        |          | 6,507           | 687             |
| Non-controlling interests                                                                                 |          | -               | -               |

## DADA GROUP CONSOLIDATED STATEMENT OF FINANCIAL POSITION AT 30 JUNE 2015

| ASSETS                                                                              | Notes | 30 June 2015   | 31 December 2014 |
|-------------------------------------------------------------------------------------|-------|----------------|------------------|
| <i>Non-current assets</i>                                                           |       |                |                  |
| Goodwill                                                                            | 4     | 83,402         | 79,159           |
| Intangible assets                                                                   | 9     | 6,269          | 7,689            |
| Property, plant and equipment                                                       | 10    | 8,849          | 8,333            |
| Equity investments in non-consolidated subsidiaries, associates and other companies | 11    | 2,184          | -                |
| Financial assets                                                                    |       | 191            | 183              |
| Deferred tax assets                                                                 | 6     | 6,282          | 6,419            |
| <b>Total non-current assets</b>                                                     |       | <b>107,177</b> | <b>101,783</b>   |
| <i>Current assets</i>                                                               |       |                |                  |
| Trade receivables                                                                   | 11    | 5,018          | 5,233            |
| Tax and other receivables                                                           | 11    | 5,301          | 5,933            |
| Current financial receivables                                                       |       | 500            | -                |
| Financial assets for derivative instruments                                         |       | -              | -                |
| Cash and cash equivalents                                                           | 12    | 3,496          | 1,391            |
| <b>Total current assets</b>                                                         |       | <b>14,315</b>  | <b>12,557</b>    |
| <b>TOTAL ASSETS</b>                                                                 |       | <b>121,492</b> | <b>114,341</b>   |

## DADA GROUP CONSOLIDATED STATEMENT OF FINANCIAL POSITION AT 30 JUNE 2015

| EQUITY AND LIABILITIES                                                       | Notes | 30 June<br>2015 | 31<br>December<br>2014 |
|------------------------------------------------------------------------------|-------|-----------------|------------------------|
| <b>EQUITY AND LIABILITIES</b>                                                |       |                 |                        |
| <i>Capital and reserves</i>                                                  |       |                 |                        |
| Share capital                                                                | 16    | 2,836           | 2,836                  |
| Other equity instruments                                                     | 16    | 185             | 89                     |
| Share premium reserve                                                        | 16    | 33,098          | 33,098                 |
| Legal reserve                                                                | 16    | 950             | 950                    |
| Other reserves                                                               | 16    | 17,665          | 9,492                  |
| Retained earnings/losses carried forward                                     |       | 3,690           | 5,877                  |
| Net profit/ (loss)                                                           |       | 2,504           | -2,192                 |
| <b>Total equity, Group share</b>                                             |       | <b>60,929</b>   | <b>50,150</b>          |
| <b>Non-controlling interests</b>                                             |       | -               | -                      |
| <b>Total shareholders' equity</b>                                            |       | <b>60,929</b>   | <b>50,150</b>          |
| <i>Non-current liabilities</i>                                               |       |                 |                        |
| Bank loans (due beyond one year)                                             | 12    | 19,262          | 16,674                 |
| Provision for risks and charges                                              | 14    | 519             | 544                    |
| Provision for termination indemnities                                        | 14    | 661             | 815                    |
| Non-current financial liabilities from derivatives                           | 12    | 40              | 54                     |
| Other payables due beyond one year                                           |       | 6               | 17                     |
| <b>Total non-current liabilities</b>                                         |       | <b>20,488</b>   | <b>18,103</b>          |
| <i>Current liabilities</i>                                                   |       |                 |                        |
| Trade payables                                                               | 13    | 7,885           | 10,148                 |
| Other payables                                                               | 13    | 16,883          | 16,046                 |
| Taxes payable                                                                | 13    | 2,675           | 1,657                  |
| Financial liabilities for derivative instruments                             | 12    | 99              | 53                     |
| Account overdrafts, loans and other financial payables (due within one year) | 12    | 12,534          | 18,183                 |
| <b>Total current liabilities</b>                                             |       | <b>40,076</b>   | <b>46,088</b>          |
| <b>TOTAL EQUITY AND LIABILITIES</b>                                          |       | <b>121,492</b>  | <b>114,341</b>         |

## DADA GROUP CONSOLIDATED CASH FLOW STATEMENT AT 30 JUNE 2015

| EUR/000                                                                      | 30 June<br>2015 | 30 June<br>2014 |
|------------------------------------------------------------------------------|-----------------|-----------------|
| <b>Operating activities</b>                                                  |                 |                 |
| <b>Net profit (loss) for the period</b>                                      | <b>2,504</b>    | <b>-849</b>     |
| <i>Adjustments for:</i>                                                      |                 |                 |
| Income from trading                                                          | -573            | -282            |
| Financial charges                                                            | 1,694           | -               |
| Income taxes                                                                 | 563             | 1,691.31        |
| Gains from disposal of investments/business units                            | -2,184          | 409             |
| Depreciation                                                                 | 1,904           | -               |
| Amortization                                                                 | 1,475           | 1,877           |
| Granting of stock options                                                    | 102             | 1,570           |
| Other provisions and impairment losses                                       | 166             | -               |
| Increases/(decreases) in provisions                                          | -61             | 476             |
| Adjustments on assets held for sale                                          |                 | -157            |
| Profit/(loss) from asset disposals/assets held for sale                      | 346             | 304             |
| <b>Cash flow from operating activities before changes in working capital</b> | <b>5,935</b>    | <b>5,026</b>    |
| (Increase)/decrease in receivables                                           | -1,539          | 27              |
| Increase /(decrease) in payables                                             | 854             | -38             |
| Change in working capital on assets held for sale                            |                 | -953            |
| <b>Cash flow from operating activities</b>                                   | <b>5,250</b>    | <b>4,062</b>    |
| Income taxes paid                                                            | -171            | -215            |
| Interest (paid)/received                                                     | -1,269          | -1,397          |
| Change in tax and interest paid on assets held for sale                      |                 | -13             |
| <b>Net cash flow from operating activities</b>                               | <b>3,811</b>    | <b>2,437</b>    |
| <b>Investing activities</b>                                                  |                 |                 |
| Sale of subsidiaries and associates                                          | 4,758           | -               |
| Financial effect of discontinued operations                                  | -206            | -               |
| Purchase of property, plant and equipment                                    | -1,443          | -1,898          |
| Sale of fixed assets                                                         | 1               | 8               |
| Other changes in fixed assets                                                | -8              | 2               |
| Purchase of intangible assets                                                | -67             | -102            |
| Product development costs                                                    | -1,210          | -1,630          |
| Investing activities held for sale                                           |                 | -321            |
| <b>Net cash flow used in investing activities</b>                            | <b>1,825</b>    | <b>-3,942</b>   |



**DADA GROUP CONSOLIDATED CASH FLOW STATEMENT AT 30 JUNE 2015**

| <b>EUR/000</b>                                              | <b>30 June<br/>2015</b> | <b>30 June<br/>2014</b> |
|-------------------------------------------------------------|-------------------------|-------------------------|
| <b>Financing activities</b>                                 |                         |                         |
| Change in loans                                             | 2,588                   | -2,313                  |
| Other changes                                               | 31                      | -83                     |
| Financing activities from assets held for sale              | -                       | -                       |
| <b>Net cash flow from/(used in) financing activities</b>    | <b>2,619</b>            | <b>-2,396</b>           |
|                                                             |                         |                         |
| <b>Net increase/(decrease) in cash and cash equivalents</b> | <b>8,254</b>            | <b>-3,901</b>           |
|                                                             |                         |                         |
| <b>Cash and cash equivalents at beginning of period</b>     | <b>-16,792</b>          | <b>-9,514</b>           |
|                                                             |                         |                         |
| <b>Cash and cash equivalents at end of period</b>           | <b>-8,538</b>           | <b>-13,414</b>          |

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY AT 30 JUNE 2015**

| Description                                | Attributed to the shareholders of the parent company |                       |               |                |                          |                         |                              |                  |                                            |                   |               |
|--------------------------------------------|------------------------------------------------------|-----------------------|---------------|----------------|--------------------------|-------------------------|------------------------------|------------------|--------------------------------------------|-------------------|---------------|
|                                            | Share capital                                        | Share premium reserve | Legal reserve | Other reserves | Other equity instruments | Cash flow hedge reserve | Res. discount. Term. indemn. | Translation res. | Retained earnings (losses carried forward) | Net profit/(loss) | Total equity  |
| Balance at 1 January 2015                  | 2,836                                                | 33,098                | 950           | 14,045         | 89                       | -77                     | -77                          | -4,399           | 5,877                                      | -2,192            | 50,150        |
| Allocation of 2013 profit                  | -                                                    | -                     | -             | -              | -                        | -                       | -                            | -                | -2,192                                     | 2,192             | -             |
| Profit/(loss) for the period               | -                                                    | -                     | -             | -              | -                        | -                       | -                            | -                | -                                          | 2,504             | 2,504         |
| Other comprehensive income (losses)        | -                                                    | -                     | -             | -              | -                        | -1                      | 7                            | 3,996            | -                                          | -                 | 4,003         |
| <b>Total comprehensive income (losses)</b> | -                                                    | -                     | -             | 4,171          | -6                       | -1                      | 7                            | 3,996            | 6                                          | 2,504             | 6,507         |
| Disposal of Moqu Group                     | -                                                    | -                     | -             | 4,171          | -6                       | -                       | -                            | -                | 6                                          | -                 | 4,171         |
| Other equity instruments                   | -                                                    | -                     | -             | -              | 102                      | -                       | -                            | -                | -                                          | -                 | 102           |
| <b>Balance at 30 June 2015</b>             | <b>2,836</b>                                         | <b>33,098</b>         | <b>950</b>    | <b>18,215</b>  | <b>185</b>               | <b>-78</b>              | <b>-70</b>                   | <b>-402</b>      | <b>3,690</b>                               | <b>2,504</b>      | <b>60,929</b> |

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY AT 30 JUNE 2015**

| Description                                | Attributed to the shareholders of the parent company |                  |            |                |                          |                         |                              |                  |                                            |                     |               |
|--------------------------------------------|------------------------------------------------------|------------------|------------|----------------|--------------------------|-------------------------|------------------------------|------------------|--------------------------------------------|---------------------|---------------|
|                                            | Share capital                                        | Share prem. res. | Legal res. | Other reserves | Other equity instruments | Cash flow hedge reserve | Res. Discount. Term. indemn. | Translation res. | Retained earnings (losses carried forward) | Net profit / (loss) | Total equity  |
| Balance at 1 January 2014                  | 2,836                                                | 33,098           | 950        | 14,045         | -                        | -26                     | -                            | -7,115           | 7,225                                      | -1,348              | 49,664        |
| Allocation of 2013 profit                  | -                                                    | -                | -          | -              | -                        | -                       | -                            | -                | -1,348                                     | 1,348               | -             |
| Profit/(loss) for the period               | -                                                    | -                | -          | -              | -                        | -                       | -                            | -                | -                                          | -849                | -2,192        |
| Other comprehensive income (losses)        | -                                                    | -                | -          | -              | -                        | -                       | -27                          | 1,563            | -                                          | -                   | 2,588         |
| <b>Total comprehensive income (losses)</b> | -                                                    | -                | -          | -              | -                        | -                       | -27                          | 1,563            | -                                          | -849                | 687           |
| Other equity instruments                   | -                                                    | -                | -          | -              | -                        | -                       | -                            | -                | -                                          | -                   | -             |
| <b>Balance at 30 June 2014</b>             | <b>2,836</b>                                         | <b>33,098</b>    | <b>950</b> | <b>14,045</b>  | <b>-</b>                 | <b>-26</b>              | <b>-27</b>                   | <b>-5,552</b>    | <b>5,877</b>                               | <b>-849</b>         | <b>50,351</b> |

**DADA GROUP CONSOLIDATED INCOME STATEMENT AT 30 JUNE 2015 PURSUANT TO CONSOB  
RESOLUTION N. 15519 OF 27 JULY 2006**

|                                                              |          | 30 June 2015  | 30 June 2014  |
|--------------------------------------------------------------|----------|---------------|---------------|
| <b>Net revenue</b>                                           | 4        | <b>31,881</b> | <b>30,862</b> |
| - of which: related parties                                  | 20       | 623           | 639           |
| Chg. in inventories & inc. in own wk. capitalized            |          | 1,210         | 1,630         |
| Service costs and other operating expenses                   |          | -18,187       | -18,121       |
| - of which: related parties                                  | 20       | -318          | -254          |
| Payroll costs                                                |          | -8,808        | -9,381        |
| - of which: related parties                                  | 20       | -366          | -408          |
| Other operating revenue and income                           |          | 12            | 11            |
| - of which non-recurring charges                             |          | 0             |               |
| - of which: related parties                                  |          | 0             |               |
| Other operating expenses                                     |          | -218          | -151          |
| - of which non-recurring charges                             | 5        | -140          |               |
| - of which: related parties                                  |          | 0             |               |
| Provisions and impairment losses                             |          | -161          | -446          |
| - of which non-recurring charges                             |          | 0             |               |
| Depreciation and amortization                                |          | -3,379        | -3,447        |
| <b>EBIT</b>                                                  | <b>4</b> | <b>2,350</b>  | <b>957</b>    |
| Investment income                                            |          | 573           | 282           |
| - of which: related parties                                  |          | 0             |               |
| Financial charges                                            |          | -1,694        | -1,691        |
| - of which: related parties                                  |          | 0             |               |
| Other income/(charges) from financial assets & liabilities   |          | 2,184         |               |
| - of which: non-recurring                                    |          | 2,184         |               |
| <b>Profit/(loss) before taxes</b>                            |          | <b>3,413</b>  | <b>-452</b>   |
| Income taxes                                                 | 8        | -563          | -409          |
| <b>Profit/(loss) from continuing operations</b>              | <b>4</b> | <b>2,850</b>  | <b>-861</b>   |
| Profit/(loss) from discontinuing and discontinued operations | 21       | -346          | 12            |
| <b>Group net profit/(loss)</b>                               |          | <b>2,504</b>  | <b>-849</b>   |
| Basic earnings/loss per share                                |          | 0.150         | -0.051        |
| Diluted earnings/loss per share                              |          | 0.144         | -0.051        |

**DADA GROUP CONSOLIDATED STATEMENT OF FINANCIAL POSITION AT 30 JUNE 2015 PURSUANT TO CONSOB RESOLUTION 15519 OF 27 JULY 2006**

| ASSETS                                                                                 |    | 30 June<br>2015 | 31 December<br>2014 |
|----------------------------------------------------------------------------------------|----|-----------------|---------------------|
| <i>Non-current assets</i>                                                              |    |                 |                     |
| Goodwill                                                                               | 6  | 83,402          | 79,159              |
| Intangible assets                                                                      | 12 | 6,269           | 7,689               |
| Property, plant and equipment                                                          | 12 | 8,849           | 8,333               |
| Equity investments in non-consolidated subsidiaries,<br>associates and other companies |    | 2,184           | -                   |
| Financial assets                                                                       |    | 191             | 183                 |
| Deferred tax assets                                                                    | 8  | 6,282           | 6,419               |
| <b>Total non-current assets</b>                                                        |    | <b>107,177</b>  | <b>101,783</b>      |
| <i>Current assets</i>                                                                  |    |                 |                     |
| Inventories                                                                            |    | -               | -                   |
| Trade receivables                                                                      | 14 | 5,018           | 5,233               |
| - of which: related parties                                                            | 20 | 648             | 1,178               |
| Tax and other receivables                                                              | 14 | 5,301           | 5,933               |
| Current financial receivables                                                          |    | 500             | -                   |
| Financial assets for derivative instruments                                            |    | -               | -                   |
| Cash and cash equivalents                                                              | 15 | 3,496           | 1,391               |
| <b>Total current assets</b>                                                            |    | <b>14,315</b>   | <b>12,557</b>       |
| <b>TOTAL ASSETS</b>                                                                    |    | <b>121,492</b>  | <b>114,341</b>      |

**DADA GROUP CONSOLIDATED STATEMENT OF FINANCIAL POSITION AT 30 JUNE 2015 PURSUANT  
TO CONSOB RESOLUTION 15519 OF 27 JULY 2006**

| EQUITY AND LIABILITIES                                       |    | 30 June<br>2015 | 31 December<br>2014 |
|--------------------------------------------------------------|----|-----------------|---------------------|
| <b>EQUITY AND LIABILITIES</b>                                |    |                 |                     |
| <i>Capital and reserves</i>                                  |    |                 |                     |
| Share capital                                                | 19 | 2,836           | 2,836               |
| Other equity instruments                                     |    | 185             | 89                  |
| - of which: related parties                                  |    | 110             | 49                  |
| Share premium reserve                                        | 19 | 33,098          | 33,098              |
| Legal reserve                                                | 19 | 950             | 950                 |
| Other reserves                                               | 19 | 17,665          | 9,492               |
| Retained earnings/losses carried forward                     |    | 3,690           | 5,877               |
| Net profit/ (loss)                                           |    | 2,504           | -2,192              |
| <b>Total equity, Group share</b>                             |    | <b>60,929</b>   | <b>50,150</b>       |
| <b>Non-controlling interests</b>                             |    |                 |                     |
| <b>Total shareholders' equity</b>                            |    | <b>60,929</b>   | <b>50,150</b>       |
| <i>Non-current liabilities</i>                               |    |                 |                     |
| Bank loans (due beyond one year)                             | 15 | 19,262          | 16,674              |
| Provision for risks and charges                              | 17 | 519             | 544                 |
| Provision for termination indemnities                        | 17 | 661             | 815                 |
| Non-current financial liabilities from derivatives           |    | 40              | 54                  |
| Other payables due beyond one year                           |    | 6               | 17                  |
| <b>Total non-current liabilities</b>                         |    | <b>20,488</b>   | <b>18,103</b>       |
| <i>Current liabilities</i>                                   |    |                 |                     |
| Trade payables                                               | 16 | 7,885           | 10,148              |
| - of which: related parties                                  | 20 | 175             | 171                 |
| Other payables                                               | 16 | 16,883          | 16,046              |
| - of which: related parties                                  | 20 | 150             | 286                 |
| Taxes payable                                                | 16 | 2,675           | 1,657               |
| Financial liabilities for derivative instruments             | 15 | 99              | 53                  |
| Bank overdrafts and financial payables (due within one year) | 15 | 12,534          | 18,183              |
| - of which: related parties                                  |    | 0               | -                   |
| <b>Total current liabilities</b>                             |    | <b>40,076</b>   | <b>46,088</b>       |
| <b>TOTAL EQUITY AND LIABILITIES</b>                          |    | <b>121,492</b>  | <b>114,341</b>      |

## EXPLANATORY NOTES

### 1. Company information

Dada S.p.A. is a joint-stock company incorporated in Italy and listed in the Florence Company Register, and an issuer of shares traded in the STAR segment of the Milan Stock Exchange. Its registered office is specified on Page 1 of this Half-Year Financial Report.

The Dada Group ([www.dada.eu](http://www.dada.eu)) is an international leader in domain and hosting services.

See the Directors' Report for further information.

### 2. Preparation criteria

These condensed half-year financial statements are expressed in euro (€) as this is the functional currency in which most of the Group's operations are conducted; data is shown in Euro/000 unless otherwise indicated. Since the amounts are rounded up to the nearest Euro, Euro thousand and Euro million, in some statements, the sum of the detail rows may differ from the amount shown in the total rows, as well as in the percentage changes versus the prior year.

They are comprised of the statement of financial position, income statement, statement of comprehensive income, statement of changes in equity, cash flow statement, and these notes.

This Half-Year Financial Report has been prepared on a going concern basis. The Dada Group has, in fact, determined that despite the difficult economic and financial context, there are no material uncertainties regarding its ability to continue as a going concern, thanks also to measures it has taken and to the Group's flexibility.

Mention should be made that the disposal of the Performance Advertising segment has required the application of IFRS 5 "non-current assets held for sale and discontinued operations". The main effect is that all of the income statement items relating to the disposed companies have been grouped on the line "Profit/(loss) from discontinued operations".

Under IFRS 5, for the sake of comparison, all income statement and statement of financial position items from the prior year have been restated and reclassified, and are explained in the notes below.

Assets and liabilities of the prior year are, instead, still shown on a continuing operations basis.

The financial effects of this transaction run from 28 February 2015.

The publication of this Half-Year Financial Report was authorized by the Board of Directors on 29 July 2015.

### Compliance with IFRS

The Half-Year Financial Report of the Dada Group at 30 June 2015 has been prepared in accordance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) and endorsed by the European Union, and with the measures enacted for the implementation of Art. 9 of Legislative Decree

38/2005. The term "IFRS" encompasses all of the International Accounting Standards (IAS) and all interpretations published by the International Financial Reporting Interpretations Committee (IFRIC), previously known as the Standing Interpretations Committee (SIC).

The Half-Year Financial Report was prepared in summary form in accordance with IAS 34 and art. 154 *ter* of the Consolidated Finance Act (Legislative Decree no. 58/1998). Therefore, it does not include all of the information required of annual reports and should be read together with the consolidated financial statements for the year ended 31 December 2014.

## Main accounting standards

The accounting standards adopted for the preparation of the Half-Year Financial Report at 30 June 2015 are the same as those used in the Group's annual financial statements for the year ended 31 December 2014, with the exception of the following new standards and interpretations applicable from 1 January 2015:

The following are the accounting standards, amendments and interpretations effective from 1 January 2015 and approved by the European Commission. At the date of these financial statements, the adoption of these new standards, amendments and interpretations had no impact on the Company.

*Amendments to IAS 19 - Defined Benefit Plans:* employee benefits (effective for financial periods beginning on or after 1 July 2014). The purpose of these amendments is to simplify the accounting treatment of contributions for defined benefit plans of employees or third parties in specific cases. The amendments are effective retrospectively for financial periods beginning on or after 1 July 2014. At the date of these financial statements, the Company is assessing the future impact that will derive from the adoption of the amendments.

*Amendments to IFRS - Annual improvements to IFRS 2010 - 2012 Cycle and to IFRS 2011 - 2013 Cycle* (effective for financial periods beginning on or after 1 July 2014). With regard to the annual improvements to the IFRS 2010-2012 Cycle, the European Union has postponed entry into force to the financial statements beginning on or after 1 February 2015, while for the 2011-2013 Cycle, it has postponed entry into force to the financial statements beginning on or after 1 January 2015. *Inter alia*, the key issues addressed by these amendments are: the definition of vesting conditions in *IFRS 2 - Share-based payment*, the disclosures on estimates and judgments used in the grouping of operating segments under *IFRS 8 - Operating Segments*, the identification and disclosures on a related-party transaction arising when a service company provides key management personnel service to the reporting entity in *IAS 24 - Related Party Disclosures*, exclusion from the application scope of *IFRS 3 - Business Combinations*, to all types of joint arrangements, and clarifications on application exceptions to *IFRS 13 - Fair Value Measurement*. At the date of these financial statements, the Company is assessing the future impact that will derive from the adoption of the amendments.

*IFRIC 21 - Levies* (effective for financial periods beginning on or after 1 January 2015).

### *New accounting standards approved by the European Union but yet to be enforced*

In 2015, the European Commission published the following new accounting standards, amendments and interpretations, pending approval, which supplement those approved and published by the International Accounting Standards Board ("IASB") and the International Financial Reporting Interpretations Committee ("IFRIC"):

*IFRS 14 Regulatory Deferral Accounts* - IFRS 14, issued by the IASB in January 2014, allows only first-time adopters of IFRS to continue to account for regulatory deferral account balances in accordance with previous accounting standards. In order to improve comparability with entities already applying IFRS, which do not account for these amounts, under the standard, the balances are presented separately from other items. The standard is effective from 1 January 2016, however early application is allowed. Mention should be made that, to date, the standard has yet to be approved by the European Union.

*IFRS 15 Revenue from Contracts with Customers* - The standard, issued by the IASB in May 2014, introduces a general framework to determine whether, when and to what extent an IFRS reporter will recognize revenue. The standard supersedes the recognition methods set out in *IAS 18 - Revenue*, *IAS 11 - Construction Contracts*, *IFRIC 13 - Customer Loyalty Programmes*, *IFRIC 15 - Agreements for the Construction of Real Estate*, *IFRIC 18 - Transfers of Assets from Customers* and *SIC 31 - Revenue - Barter Transactions involving Advertising*.

IFRS 15 is effective for financial periods beginning on or after 1 January 2017, however, early application is allowed. On first application, IFRS 15 is applied retrospectively. However, simplifications are allowed ("practical expedients"), as well as an alternative approach ("cumulative effect approach") that prevents the restatement of financial periods presented in comparative disclosures; in the latter case, the effects arising from the application of the new standard are recognized in the opening balance of equity for the financial period when first applying IFRS 15.

*IFRS 9 - Financial instruments* - The standard, issued by the IASB in July 2014, supersedes *IAS 39 - Financial Instruments: Recognition and Measurement*. IFRS 9 introduces new requirements for the classification and measurement of financial instruments, including a new model for expected losses in the calculation of impairment losses on financial assets and new general provisions for hedge accounting. It also includes provisions for the recognition and de-recognition of financial instruments, in accordance with the current IAS 39. The new standard is effective from 1 January 2018, however, early application is allowed. As a general rule under IFRS 9, application is prospective, although exceptions are allowed.

*Amendments to IFRS - Annual improvements to IFRS 2012 - 2014 Cycle* - In September 2014, the IASB published the document "Annual Improvements to IFRSs: 2012-2014 Cycle", acknowledging the amendments to the standards within the scope of the annual process of their improvement. The amendments are effective for financial periods beginning on or after 1 January 2016, however, early application is allowed.

The main amendments regard:

- *IFRS 5 Non-Current Assets Held for Sale and Discontinued Operations* - The amendment introduces specific guidance to IFRS 5 when an entity reclassifies an asset (or disposal group)



from "held for sale" to "held-for-distribution" (or vice versa), or when an entity ceases to recognize an asset as "held-for-distribution".

- *IAS 19 Employee benefits* - The amendment to IAS 19 clarifies that high-quality corporate bonds used to determine the discount rate of post-employment benefits are issued in the same currency used for the payment of benefits.

- *IAS 34 Interim Financial Reporting* - The amendment clarifies the requirements in the event that information required is disclosed in the interim financial report but outside the interim financial statements. Amendment 55 requires that information be incorporated by cross-reference between the interim financial statements and wherever it is included in the interim financial report, and that the document be available to users on the same terms as the interim financial statements and at the same time.

- *IFRS 7 Financial Instruments: Disclosures* - The document introduces additional guidance to clarify whether a servicing contract constitutes a continuing involvement in a transferred asset for the purposes of applying these disclosure requirements.

## Consolidation procedures

The condensed half-year financial statements include the figures of the Parent Company Dada S.p.A. and of its subsidiaries at 30 June 2015. In accordance with the accounting standards followed, a company qualifies as a subsidiary if it is controlled by Dada S.p.A., meaning that Dada S.p.A. has the power to govern its financial and operating policies so as to obtain benefits from its activities.

The results of subsidiaries acquired or sold during the year are included in the consolidated income statement as from the effective date of acquisition or until the effective date of disposal.

All significant transactions and the resulting balances between Group companies have been eliminated in the consolidation. Business combinations are recorded using the acquisition method, as detailed below.

Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from Group equity, and are determined based on the percentage held by non-controlling shareholders of the fair value of the assets and liabilities recognized on the date of the original combination and of changes in equity since that date.

Subsequently, profit or loss is attributed to non-controlling interests according to their percent ownership, and losses are attributed to non-controlling interests even if this results in their having a deficit balance.

Changes in a parent's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

If the parent loses control of a subsidiary, it:

- derecognizes the assets (including any goodwill) and liabilities of the subsidiary
- derecognizes the carrying amount of any non-controlling interests in the former subsidiary
- derecognizes exchange gains and losses included in equity
- recognizes the fair value of the consideration received
- recognizes the fair value of any investment retained in the former subsidiary
- recognizes any resulting difference as a gain or loss

- reclassifies its share of amounts previously recognized in other comprehensive income to profit or loss or retained earnings, as appropriate.

The separate financial statements of each Group company are prepared in the currency of the primary business environment in which it operates (functional currency). For purposes of the consolidated financial statements, the financial statements of each foreign entity are expressed in euro, which is the functional currency of the Group and the presentation currency of the consolidated financial statements.

All assets and liabilities of consolidated foreign companies that use a currency other than the euro are translated at the exchange rates in force at the close of the year (current rate method). Income and costs are translated at the average exchange rate for the year. Exchange differences resulting from the application of this method, and those resulting from the comparison of opening net equity translated at current exchange rates and historical exchange rates, as well as the difference between the net profit or loss expressed at average and current exchange rates, are classified under equity ("Other reserves") until disposal of the investment.

When a foreign company is disposed of, the cumulative exchange differences recognized in equity that pertain to that particular company are transferred to profit or loss.

The exchange rates used to translate the financial statements of consolidated companies into euro are shown below:

| Currency      | Exchange rate on 30.06.2015 | Average exchange rate in 1H15 |
|---------------|-----------------------------|-------------------------------|
| US dollar     | 1.1189                      | 1.1168                        |
| British pound | 0.7114                      | 0.73278                       |

| Currency      | Exchange rate on 30.06.2014 | Average exchange rate in 1H14 |
|---------------|-----------------------------|-------------------------------|
| US dollar     | 1.3658                      | 1.3710                        |
| British pound | 0.8015                      | 0.8214                        |

## Scope of consolidation

The scope of consolidation has changed following the disposal of Moqu Adv S.r.l. and Moqu Ireland Ltd to Italiaonline S.p.A.. As explained in the introduction to this Half-Year Financial Report, discontinued operations were booked in accordance with IFRS 5. Furthermore, Dada acquired a 25% minority interest in 4W Srl following the transfer of the Pro Adv. BU to this company. This company is measured according to the equity method; it had no impact on the income statement in this Half-Year Financial Report further to the capital gain initially recognized.

## MAIN RISKS AND UNCERTAINTIES

### Market risk

Our business is influenced by the global market conditions and the general economic conditions which can vary in the different markets where we do business; during a period of economic crisis, consumption may slow and this can have a negative effect on some of the services the Group provides

The services market, in which the Dada Group operates, is highly competitive due to both the continuously, rapidly changing nature of innovation and product technology, and to the threat of new market competition. This may impact on prices charged to customers and on costs to promote services, and may also significantly affect the financial viability of certain businesses;. Such an environment calls for continuous investments in the services that are offered to customers and renewal of the Company's offer in order to maintain its competitive positioning.

The industry in which the Group operates, both in Italy and abroad, is also strictly regulated with regard to personal privacy, consumer protection, and rules for commercial communications and for the telecommunications business in general. Such regulations are already affecting the business and their impact is likely to grow, with possible consequences for profitability throughout the reference market.

Toward this end, some Group companies could be involved in disputes or affected by supervisory or regulatory decisions regarding the provision of services. At present, no situations of this sort exist.

### Management of financial risks

#### Financial risk

The Dada Group's international expansion, also through the acquisition of important operating companies in previous years, has increased its overall exposure to financial risks. Of growing significance are exchange risk, due to the increase in foreign-currency revenue, interest rate risk, with the medium-term loans taken out to finance the previously mentioned acquisition of UK company Namesco Ltd, of Amen Group companies and of Poundhost, and liquidity risk in general, reflecting the potential changes in borrowing requirements.

In addition, some of the Group's loan contracts include requirements to satisfy various financial and corporate ratios that give the lender certain rights, including the right to call in the loan, in the event such covenants are breached. Following the renegotiation of loans in March 2015, explained in Note 10, previous covenants running from financial year 2015 have been redefined, based on the figures appearing in the annual financial statements at 31 December 2015.

Mention must be made that to hedge interest rate risk, three IRS contracts are in place at 30 June 2015 with major banks: a 0.7775% IRS contract with an amortizing notional amount of €4.4 million at 30 June 2015; a 0.631% IRS contract with an amortizing notional amount of €4.4 million at 30 June 2015; a 0.395% IRS contract with an amortizing notional amount of €5 million at 30 June 2015. Taken together, these derivatives account for over 50% of the underlying loan, which is hedged against the risk. The fair value of these derivative instruments was recognized in the statement of financial position, with a balancing entry in an equity reserve in accordance with IAS 39 (cash flow hedges). In 1Q15, the interest rate cap with a strike rate of 3% on principal of €0.7 million and a fair value of zero was settled with a major bank.

#### Liquidity risk

Liquidity risk is managed by the Dada Group on a centralized basis. To optimize use of the Group's liquidity, the parent company Dada S.p.A. has a cash pooling agreement with its subsidiaries Register.it S.p.A, Fueps S.p.A. and Clarence S.r.l.. Register.it S.p.A. also has a cash pooling agreement with its wholly-owned subsidiaries. At 30 June 2015, the Dada Group had current and non-current bank credit lines (including leases, but excluding unsecured credit and exchange and interest rate derivatives) of €36.7 million, approximately €31.6 million of which drawn down (€38.0 million and €32.5 million, respectively, at 31 December 2014). Cash available amounts to €4 million following the €5 million received from the disposal of Moqu S.r.l..

#### Exchange risk

The Group's international expansion and scope of operations expose it to fluctuations in exchange rates, especially EUR/GBP and EUR/USD. This exposure to exchange risk is the result of sales or purchases made in currencies other than the euro, and of company assets denominated in foreign currencies. Approximately 3% of the Group's sales are denominated in a currency other than the primary one (the euro), while about 38% of its service costs are expressed in foreign currency. In the first two months of 2015, the Group engaged mainly in currency forwards to hedge its exchange rate risk, as in prior years.

#### Credit risk

The Group's exposure to credit risk is related to trade and financial receivables. Following the disposal of the Moqu Group, the Dada Group's business is basically focused on the provision of professional services for domain registration, hosting and related services, which carry a more limited credit risk as fees are generally paid in advance.

With regard to financial receivables, liquidity is only invested with banks of the highest standing.

In December 2014, a Dada Group company fully settled its dealings with Seat P.G., which gave effect to the composition with creditors procedure (blank option), closing past positions. At 30 June 2015, dealings with this client were classified as performing.

#### Price risk

The Group is not exposed to significant price volatility risk.

For further details, reference should be made to the information provided in accordance with IFRS 7 attached to this Half-Year Financial Report, appearing in the financial statements at 31 December 2014.

### **Risks associated with the contract for the disposal of the BU Dada.net (hereinafter referred to as "the Contract")**

In May 2011, Dada S.p.A. entered into a contract with Buongiorno S.p.A. for the disposal of the Dada.net Group (for more details, see the 2011 financial statements of the Dada Group).

#### *Representations, warranties and penalties in the event of non-fulfillment*

The Group has given the buyer certain representations and warranties, typical of this kind of transaction, with respect to Dada.net, its wholly-owned subsidiaries, Giglio and Youlike. Should the buyer, Dada.net, its wholly-owned subsidiaries, Giglio and/or Youlike become liable for any out-of-period expenses, costs or charges due to non-fulfillment of the representations and warranties made by the seller, the seller will be required to indemnify and hold harmless the buyer for the amount of such liabilities, provided that the total sum of the individual losses exceeding a given minimum amount exceeds an established threshold, for a total maximum penalty of €7,125,000. The duration of the guarantees depends on the type of guarantee involved and in certain instances coincides with the statute of limitations relative to the dispute in question.

With regard to the rights and obligations set out in the contract, mention must be made that in April 2013, Dada S.p.A. received a claim for compensation from the buyer under the sale contract. Such claim arises from a complaint filed by Receita Federal do Brasil referring to certain alleged anomalies found in a tax audit which had started in March 2011, against Dada Brasil Servicos de Tecnologia Ltda, relating to the 2008 tax return for a total disputed amount of 13.4 million Brazilian Reais (approximately €4.2 million). The Company, under the sale contract and in conjunction with the buyer, has established defense against such claim and has reserved the right to rebut the claim for compensation filed by the buyer. Based on the preliminary technical-legal indications received, the current dispute with the Brazilian tax authorities may most likely extend in time.

Based also on IAS 37 related to contingent liabilities and taking into account the recent date of commencement of the dispute, as well as the preliminary analysis conducted, the Company deems it unnecessary to date to set up any case reserves, except for a reserve set up solely for legal fees for defense against such claim.

In May 2013, Dada S.p.A. received three other claims from the buyer under the sale contract. The claims involve: an investigation conducted by the Attorney General of the State of Minnesota on the potential violation, in the provision of client services, of State laws by Dada Entertainment LLC, sold to the Buongiorno Group; the start of a preliminary audit by NYC tax authorities on Dada Entertainment LLC; and a claim involving a transaction entered into on a case allegedly within the scope of the contractual guarantees (quantified in \$100,000). In this regard, mention must be made that the contract for the sale of the Dada.net Group provides for excess of €300,000 in favour of the seller.

Based also on IAS 37 related to contingent liabilities, given the early stages of the assessments made by the foregoing authorities, as well as the preliminary analysis conducted so far, the Company deems it unnecessary to date to set up any case reserves.

#### *Special penalties*

In addition to the representations and warranties mentioned above, the contract for the sale of Dada.net provides for other penalties for the seller under expressly stated circumstances that expose the buyer, Dada.net, and/or any other company within the scope of the sale to further liabilities. The seller shall indemnify and hold harmless the buyer for the amount of any such liabilities that arise, provided this penalty exceeds the specific thresholds laid down in the contract. In specified cases, an additional ceiling of €2,175,000 will apply on top of the maximum penalty listed above. An action may be brought under this guarantee through 31 May 2016.

## **Risks associated with the contract for the disposal of the Moqu Group**

#### *Risks associated with the contract for the disposal of Moqu S.r.l.*

#### *Terms of payment of the interests in Moqu S.r.l.*

Out of the full price, an instalment of €5,000,000.00 was paid in cash on 16 March 2015.

This part was adjusted in June 2015 by the calculation of the net financial position of the Moqu Group at 31 March 2015.

In addition to the above part, the contract also requires the buyer to pay the seller an earn-out, if the item "Revenue" in the 2015 Consolidated Income Statement of the Moqu Group (that is, Moqu S.r.l. and its subsidiaries) exceeds €6 million. In such case, the seller will receive an earn-out of up to a maximum of €1 million, on a linear basis and divided into the levels appearing in the contract. Any earn-out so calculated will be paid within five days from the date of approval of the 2015 consolidated financial statements of the Moqu Group, and no later than 30 April 2016.

The contract does not provide for amounts withheld by the buyer in respect of indemnification obligations taken on by the seller under the contract, based on representations and warranties given by the seller to the buyer.

*Representations, warranties and penalties in the event of non-fulfillment*

The seller has given the buyer certain representations and warranties, typical of this kind of transaction, with respect to the disposed company and its wholly-owned subsidiaries.

Should the buyer become liable for any out-of-period expenses, costs or charges due to non-fulfillment of the representations and warranties given by the seller, the seller will be required to indemnify and hold harmless the buyer for the amount of such liabilities, provided that the total sum of the individual losses exceeding a given minimum amount exceeds an established threshold, for a total maximum amount of €1,000,000.00.

*Risks of the reduced scope of operations*

The sale of the disposed company has narrowed the scope of operations of the Issuer's group. Following the disposal, operations will be basically focused on the provision of professional services for domain registration, hosting and related services. Furthermore, for one year from the disposal date, the Issuer's group will be bound by a non-compete obligation measured on the specific business performed by Moqu S.r.l.. Under the obligation, over such period of time, the seller may not carry out Performance Advertising activities, meaning the management of online advertising through a business model based on acquisition and monetization of web traffic through specific partnerships with major search engines. Furthermore, it should be noted that the disposed company is active in extremely competitive business environments subject to recurring changes of policy by the dominant player, and in recent years, its results have suffered sharp declines.

## Risks to which the Parent Company Dada S.p.A. is exposed

The Parent Company is essentially exposed to the same risks and uncertainties affecting the entire Dada Group.

## Seasonal trends

The Dada Group's main operations are not affected by seasonal trends that could influence results for the period.

## 3. Segment reporting pursuant to IFRS 8

For operational purposes, the Dada Group is structured by business segment. Since 1Q15, the Group has been organized in a single Business Unit (**Domain & Hosting**).

This effect is a result of the reorganization following the disposal of the Moqu Group (which headed up the Performance Advertising business) in March 2015, with financial effects backdated to 28 February. Accordingly, the remaining product lines (domain and hosting) and corporate activities (managed by the Parent Dada S.p.A.) are so completely integrated with each other that they no longer qualify as separate business segments under IFRS 8.

Based on this new structure, 1H14 comparative figures have been restated.

Notes on the main items in the following tables are shown in the Directors' Report in the Results section.

"Domain and Hosting" activities focus on self-provisioning professional services, which include:

- Domain name registration - digital solutions for online identity
- Hosting services
- Website creation
- E-commerce services
- Certified e-mail and e-mail services
- Advertising services;

The Domain and Hosting Division heads up Register.it S.p.A. and this company's Italian and foreign (direct and indirect) subsidiaries: Nominalia SA, Amen Ltd, Amen Netherland B.V., Amenworld-Servicos Internet LDA, Agence des Medias Numeriques SAS, Amen Ltd, Namesco Ltd, Namesco Inc., Namesco Ireland Ltd, Poundhost Internet Ltd, Simply Virtual Servers Limited and Simply Transit Limited.

### Income statement by business segment at 30 June 2015

| 30 June 2015 (6 months)                                    |                             |                               |                    |
|------------------------------------------------------------|-----------------------------|-------------------------------|--------------------|
| Segment reporting                                          | Total continuing operations | Total discontinued operations | Total consolidated |
| Revenue - Italy                                            | 14,378                      |                               | 14,378             |
| Revenue - abroad                                           | 17,503                      |                               | 17,503             |
| Revenue - interdivisional                                  |                             |                               | 0                  |
| <b>Net revenue</b>                                         | <b>31,881</b>               | <b>0</b>                      | <b>31,881</b>      |
| Increase in own work capitalized                           | 1,210                       |                               | 1,210              |
| Cost of services                                           | -18,248                     |                               | -18,248            |
| Payroll costs                                              | -8,808                      |                               | -8,808             |
| <b>Segment EBITDA</b>                                      | <b>6,035</b>                | <b>0</b>                      | <b>6,035</b>       |
| Depreciation and amortization                              | -3,379                      |                               | -3,379             |
| Impairment, provisions and non-recurring income/charges    | -306                        |                               | -306               |
| <b>EBIT</b>                                                | <b>2,350</b>                | <b>0</b>                      | <b>2,350</b>       |
| Net financial charges                                      | -1,121                      |                               | -1,121             |
| Other income/charges from financial assets and liabilities | 2,184                       |                               | 2,184              |
| <b>Profit (loss) before taxes</b>                          | <b>3,413</b>                | <b>0</b>                      | <b>3,413</b>       |
| Income taxes                                               | -563                        |                               | -563               |
| <b>Group &amp; non-controlling interests profit (loss)</b> | <b>2,850</b>                | <b>0</b>                      | <b>2,850</b>       |
| <b>Non-controlling interests</b>                           |                             |                               | <b>0</b>           |
| Profit (loss) from discontinued operations                 |                             | -346                          | -346               |
| <b>Group net profit (loss)</b>                             | <b>2,850</b>                | <b>-346</b>                   | <b>2,504</b>       |



## Income statement by business segment at 30 June 2014

| 30 June 2014 (6 months)                                    |                                   |                                      |                           |
|------------------------------------------------------------|-----------------------------------|--------------------------------------|---------------------------|
| Segment reporting                                          | Total<br>continuing<br>operations | Total<br>discontinue<br>d operations | Total<br>consolidate<br>d |
| Revenue - Italy                                            | 13,900                            |                                      | 13,900                    |
| Revenue - abroad                                           | 16,962                            |                                      | 16,962                    |
| Revenue - interdivisional                                  |                                   |                                      | 0                         |
| <b>Net revenue</b>                                         | <b>30,862</b>                     | <b>0</b>                             | <b>30,862</b>             |
| Increase in own work capitalized                           | 1,630                             |                                      | 1,630                     |
| Cost of services                                           | -18,228                           |                                      | -18,228                   |
| Payroll costs                                              | -9,381                            |                                      | -9,381                    |
| <b>Segment EBITDA</b>                                      | <b>4,883</b>                      | <b>0</b>                             | <b>4,883</b>              |
| Depreciation and amortization                              | -3,447                            |                                      | -3,447                    |
| Impairment, provisions and non-recurring income/charges    | -478                              |                                      | -478                      |
| <b>EBIT</b>                                                | <b>957</b>                        | <b>0</b>                             | <b>957</b>                |
| Net financial charges                                      | -1,409                            |                                      | -1,409                    |
| Other income/charges from financial assets and liabilities | 0                                 |                                      | 0                         |
| <b>Profit (loss) before taxes</b>                          | <b>-452</b>                       | <b>0</b>                             | <b>-452</b>               |
| Income taxes                                               | -409                              |                                      | -409                      |
| <b>Group &amp; non-controlling interests profit (loss)</b> | <b>-861</b>                       | <b>0</b>                             | <b>-861</b>               |
| <b>Non-controlling interests</b>                           |                                   |                                      | <b>0</b>                  |
| Profit (loss) from discontinued operations                 |                                   | 12                                   | 12                        |
| <b>Group net profit (loss)</b>                             | <b>-861</b>                       | <b>12</b>                            | <b>-849</b>               |

## Geographical and segment breakdown of DADA Group revenue

| Description      | 30/06/2015 (6 months) |            | 30/06/2014 (6 months) |            |
|------------------|-----------------------|------------|-----------------------|------------|
|                  | Amount                | % of total | Amount                | % of total |
| Revenue - Italy  | 14,378                | 45%        | 13,900                | 45%        |
| Revenue - abroad | 17,503                | 55%        | 16,962                | 55%        |
| <b>Total</b>     | <b>31,881</b>         |            | <b>30,862</b>         |            |

## Financial disclosures by business segment for the period ended 30 June 2015

| 30/06/2015 (6 months)                                                                      |                       |                         |                                     |                |
|--------------------------------------------------------------------------------------------|-----------------------|-------------------------|-------------------------------------|----------------|
| Segment reporting                                                                          | Continuing operations | Discontinued operations | Unallocated portion and adjustments | Consolidated   |
| Segment assets                                                                             | 109,061               | -                       | 892                                 | 109,953        |
| Unallocated financial assets                                                               | -                     | -                       | 3,996                               | 3,996          |
| Unallocated tax assets                                                                     | -                     | -                       | 7,543                               | 7,543          |
| <b>Total assets</b>                                                                        | <b>109,061</b>        | <b>-</b>                | <b>12,431</b>                       | <b>121,492</b> |
| Segment liabilities                                                                        | -43,073               | -                       | 17,125                              | -25,948        |
| Unallocated financial liabilities                                                          | -                     | -                       | -31,940                             | -31,940        |
| Unallocated tax liabilities                                                                | -                     | -                       | -2,675                              | -2,675         |
| <b>Total liabilities</b>                                                                   | <b>-43,073</b>        | <b>-</b>                | <b>-17,490</b>                      | <b>-60,563</b> |
| <i>Segment assets include:</i>                                                             |                       |                         |                                     |                |
| Equity investments in associates and joint ventures                                        | 2,184                 | -                       | -                                   | 2,184          |
| Investments in non-current assets other than financial instruments and deferred tax assets | 3,285                 | 95                      | 17                                  | 3,397          |

## Financial disclosures by business segment for the period ended 30 June 2014

| 30/06/2014 (6 months)                                                                      |                                              |                                              |                                     |                |
|--------------------------------------------------------------------------------------------|----------------------------------------------|----------------------------------------------|-------------------------------------|----------------|
| Segment reporting                                                                          | Continuing operations<br>(Domains & Hosting) | Discontinued operations<br>(Performance Adv) | Unallocated portion and adjustments | Consolidated   |
| Segment assets                                                                             | 100,686                                      | 2,212                                        | 1,349                               | 104,247        |
| Unallocated financial assets                                                               | -                                            | -                                            | 1,468                               | 1,468          |
| Unallocated tax assets                                                                     | -                                            | -                                            | 7,322                               | 7,322          |
| <b>Total assets</b>                                                                        | <b>100,686</b>                               | <b>2,212</b>                                 | <b>10,139</b>                       | <b>113,037</b> |
| Segment liabilities                                                                        | -37,567                                      | -2,171                                       | 13,610                              | -26,128        |
| Unallocated financial liabilities                                                          | -                                            | -                                            | -33,974                             | -33,974        |
| Unallocated tax liabilities                                                                | -                                            | -                                            | -2,584                              | -2,584         |
| <b>Total liabilities</b>                                                                   | <b>-37,567</b>                               | <b>-2,171</b>                                | <b>-22,947</b>                      | <b>-62,686</b> |
| <i>Segment assets include:</i>                                                             |                                              |                                              |                                     |                |
| Investments in non-current assets other than financial instruments and deferred tax assets | 2,796                                        | 321                                          | 39                                  | 3,157          |

## 4. Goodwill and impairment losses

Movements in goodwill between 1H15 and 31 December 2014 are shown in the table below:

| Name            | 31/12/2014    | Increases | Decreases | Exchange differences | 30/06/2015    |
|-----------------|---------------|-----------|-----------|----------------------|---------------|
| Register.it SpA | 7,119         | -         | -         | -                    | 7,119         |
| Nominalia SL    | 8,061         | -         | -         | -                    | 8,061         |
| Namesco Ltd.    | 34,347        | -         | -         | 3,259                | 37,606        |
| Amen Group      | 21,246        | -         | -         | 188                  | 21,434        |
| Poundhost Group | 8,387         | -         | -         | 796                  | 9,183         |
| <b>Total</b>    | <b>79,159</b> | <b>-</b>  | <b>-</b>  | <b>4,243</b>         | <b>83,402</b> |

### Discontinued operations and new acquisitions

As previously mentioned in the Directors' Report, 1H15 was marked by the disposal on 23 March 2015 of the Moqu Group, which formed the Performance Advertising CGU. As the CGU's goodwill amounted to zero, no decreases or increases in goodwill were reported in the period.

### Exchange differences

Goodwill in foreign currency is translated at the period-end exchange rates reported in the consolidation principles of these notes.

The EUR/GBP translation for goodwill pertaining to Namesco Ltd., Amen Ltd. and the companies of the Poundhost Group increased goodwill by €4.2 million. The increases were recorded with a balancing entry in the translation reserve under equity.

### Impairment test

Under IAS 36, impairment testing is carried out at least once a year upon preparation of the year-end financial statements, to verify whether there has been or whenever there are signs of impairment. For relevant details, reference should be made to the DADA Group financial statements for the year ended 31 December 2014.

Under IAS 36, the Company is also required to monitor certain qualitative and quantitative, external and internal indicators, collectively analyzed and verified to ascertain whether an impairment test needs to be carried out earlier than scheduled.

The recoverable amount of the cash generating units to which goodwill has been allocated is verified by calculating value in use. DADA Group CGUs are composed of: the D&H EU and D&H UK CGUs, and also included the Performance Advertising CGU at 31 December 2014, which ended operations following the disposal of the Moqu Group in 1Q15.

The following elements were analyzed at 30 June 2015:

- the WACC trend, focusing on the key interest rate and on average spreads charged by banks on Dada Group loans in 1H15 compared to the figures at end 2014, indicating a slight decrease of these aggregates;
- Dada's stock performance versus equity. Specifically, in 1H15, stock market capitalization was lower than Dada Group's equity and the price of the share in 1H15 was in line on average with the final part of 2014.
- Assessment of the analysis (made internally) of the comparison of the main income statement and equity aggregates (revenue, EBITDA, investments, etc.), on a consolidated and individual CGU level, of actual and budget data at 30 June 2015.

Based on the foregoing activities, with particular regard to the differences between actual and forecast results, no reason was found at the date of this Half-Year Financial Report to update the impairment tests carried out when the financial statements at 31 December 2014 were prepared.

## 5. Non-recurring income/charges

Non-recurring charges at 30 June 2015 amounted to €0.1 million, €69 thousand of which from the optimization of the Group structure and €71 thousand from non-recurring charges relating to extraordinary transactions such as the transfer of the business unit to 4W and the acquisition of Etinet.

"Other income and charges from financial assets and liabilities" includes non-recurring income from the gain arising from the transfer of ProAdv/Simply assets to 4W Marketplace S.r.l., amounting to €2.2 million.

For further information on these transactions, see the Directors' Report.

No non-recurring income or charges were recorded at 30 June 2014.

## 6. Income taxes

The following table breaks down the tax charge at 30 June 2015 and at 30 June 2014:

| Description                 | 30/06/2015  | 30/06/2014  | Change      | % change   |
|-----------------------------|-------------|-------------|-------------|------------|
| IRAP                        | -54         | -186        | 131         | -71%       |
| IRES and other income taxes | -394        | -71         | -323        | 457%       |
| Prior-years' current taxes  | 64          | -           | 64          | -          |
| Other costs/tax recovery    | -           | -45         | 45          | -          |
| Deferred tax assets         | -179        | -108        | -71         | 66%        |
| <b>Total</b>                | <b>-563</b> | <b>-409</b> | <b>-154</b> | <b>38%</b> |

Movements in deferred tax assets at 30 June 2015 are shown below:

| Description         | 31/12/2014   | Increases in continuing operations | Increases in discontinued operations | Utilizations | Exchange diff. | Other mov. | Discontinued operations | 30/06/2015   |
|---------------------|--------------|------------------------------------|--------------------------------------|--------------|----------------|------------|-------------------------|--------------|
| Deferred tax assets | 6,419        | 4                                  | 59                                   | -182         | 44             | -2         | -59                     | 6,282        |
| <b>Total</b>        | <b>6,419</b> | <b>4</b>                           | <b>59</b>                            | <b>-182</b>  | <b>44</b>      | <b>-2</b>  | <b>-59</b>              | <b>6,282</b> |

Deferred tax assets, recognized in the Half-Year Financial Report and amounting to €6.3 million, originate from:

- temporary differences recoverable over the next few years for the write-down of receivables and the provision for risks and charges, and for all other adjustments made for tax purposes that will be recovered over the next few years (€1.6 million), as well as temporary differences between financial statement figures and the amounts recognized for tax purposes.
- deferred tax assets of €4.7 million were also recognized, on the forecast recovery of tax losses carried forward accrued in prior years.

The latest calculation was made at year-end 2014, revised on the basis of the 1H15 results versus the Budget, considering the actual possibility of generating positive future taxable income, as resulting from the forecasts on financial results envisaged in the plans approved by the meetings of the Board of Directors and also used for the impairment tests. This calculation was made in accordance with the new laws relating in particular to the possibility of fully recovering tax losses accrued by the Italian companies.

Mention should also be made that the Dada Group has accrued tax losses over the years for a total of €38.7 million, generated mostly by the Italian companies. Furthermore, under the new Italian laws, tax losses can be fully carried forward indefinitely and up to 80% may be used each year. Deferred tax assets were determined, however, only on a portion of such losses equivalent to €16.9 million.

Utilizations relate to the recovery of the temporary differences in respect of the tax charge for the period, and to the use of the maximum coverage of up to 80% of taxable income generated by the Italian companies participating in the tax consolidation scheme in 1H15.

“Other movements” includes the tax effect of the 1H15 portion of the “Cash flow hedge reserve”.

For further details on deferred tax assets, see the Directors’ Report.

## 7. Non-current assets held for sale

There are no assets held for sale in this Half-Year Financial Report.

## 8. Other items of comprehensive income

The table below shows the composition of other items of comprehensive income at 30 June 2015 and at 30 June 2014. These items classify the items recognized directly in equity as seen in the movements table on page 37:

| Description                                                                              | 30/06/2015   |                      |              | 30/06/2014   |                      |              |
|------------------------------------------------------------------------------------------|--------------|----------------------|--------------|--------------|----------------------|--------------|
|                                                                                          | Gross amount | Tax (burden)/benefit | Net amount   | Gross amount | Tax (burden)/benefit | Net amount   |
| Gains/(losses) from cash flow hedge instruments                                          | -1           | -                    | -1           | -37          | 10                   | -27          |
| Gains/(losses) from discounting of termination indemnities                               | 9            | -3                   | 7            | -            | -                    | -            |
| Gains/(losses) from the translation of foreign currency financial statements             | 3,996        | -                    | 3,996        | 1,563        | -                    | 1,563        |
| Gains from the disposal of the Moqu Group (in accordance with Preliminary Guidance no.1) | 4,171        | -                    | 4,171        | -            | -                    | -            |
| <b>Total other gains/(losses)</b>                                                        | <b>8,176</b> | <b>-2</b>            | <b>8,173</b> | <b>1,526</b> | <b>10</b>            | <b>1,537</b> |

## 9. Other intangible assets

Movements in intangible assets from 31 December 2014 to 30 June 2015 are shown below:

| Description                       | Balance at 31/12/14 | Incr. in continuing operations | Incr. in discon oper. | Discont. operations | Exchange diff. | Deprec. continuing operations | Deprec. Disc. Oper. | Balance at 30/06/15 |
|-----------------------------------|---------------------|--------------------------------|-----------------------|---------------------|----------------|-------------------------------|---------------------|---------------------|
| Goodwill                          | 79,159              | -                              | -                     | -                   | 4,243          | -                             | -                   | 83,402              |
| <b>Total goodwill</b>             | <b>79,159</b>       | <b>-</b>                       | <b>-</b>              | <b>-</b>            | <b>4,243</b>   | <b>-</b>                      | <b>-</b>            | <b>83,402</b>       |
| Product/service development costs | 7,111               | 1,210                          | 95                    | -1,246              | 25             | -1,322                        | -90                 | 5,783               |
| Concessions, licenses, brands     | 52                  | 49                             | -                     | -1                  | -1             | -53                           | -                   | 47                  |
| Other                             | 527                 | 18                             | -                     | -4                  | -              | -100                          | -                   | 439                 |
| Rights and patents                | -                   | -                              | -                     | -                   | -              | -                             | -                   | -                   |
| Assets under devpmt. & advances   | -                   | -                              | -                     | -                   | -              | -                             | -                   | -                   |
| <b>Total intangible assets</b>    | <b>7,690</b>        | <b>1,277</b>                   | <b>95</b>             | <b>-1,251</b>       | <b>24</b>      | <b>-1,475</b>                 | <b>-90</b>          | <b>6,269</b>        |
| <b>Total</b>                      | <b>86,849</b>       | <b>1,277</b>                   | <b>95</b>             | <b>-1,251</b>       | <b>4,267</b>   | <b>-1,475</b>                 | <b>-90</b>          | <b>89,672</b>       |

Increases in intangible assets in 1H15 amounted to approximately €1.4 million, down by about 33% versus €2.1 million in 1H14.

Considering increases in operating activities alone, amounting to €1.3 million, the figure dropped by 26% versus €1.7 million in 1H14.

Investments in intangible assets refer mainly to product development costs, specifically to the capitalization of internal expenses incurred by the Group to develop new products and services for the provision of domain and hosting services.

More specifically, these activities in 1Q15 referred to:

- the gradual implementation of the new suite of Microsoft products, the integration of services with social networks, OpenExchange professional service, dedicated servers, development of new shared hosting and the Dada store.

Amortization is made mainly on a straight-line basis over five years, which represents the estimated useful life of these projects.

Exchange differences cover the changes in intangible assets contributed by foreign companies due to exchange rate fluctuations; goodwill related to Namesco and Poundhost was significantly affected (€4.3 million) by the appreciation of the Pound on the Euro between end 2014 and 30 June 2015. Goodwill is dealt with in section 6 of these notes.

## 10. Property, plant and equipment

Movements in property, plant and equipment from 31 December 2014 to 30 June 2015 are shown below:

| Description             | Balance at 31/12/14 | Incr. in continuing operations | Incr. in disc. Oper. | Decr.     | Discont. Oper. | Other movem. | Exchange diff. | Deprec. continuing operations | Deprec. Discount. Oper. | Balance at 30/06/15 |
|-------------------------|---------------------|--------------------------------|----------------------|-----------|----------------|--------------|----------------|-------------------------------|-------------------------|---------------------|
| Plant and EDP machines: | 7,793               | 2,005                          | -                    | -1        | -11            | -7           | 402            | -1,809                        | -1                      | 8,372               |
| Furniture and fittings  | 241                 | 20                             | -                    | -         | -1             | -            | 3              | -53                           | -1                      | 210                 |
| Other                   | 299                 | 1                              | -                    | -         | -2             | -            | 12             | -43                           | -                       | 267                 |
| Other under development | -                   | -                              | -                    | -         | -              | -            | -              | -                             | -                       | -                   |
| <b>TOTAL</b>            | <b>8,333</b>        | <b>2,025</b>                   | <b>-</b>             | <b>-1</b> | <b>-13</b>     | <b>-7</b>    | <b>417</b>     | <b>-1,904</b>                 | <b>-2</b>               | <b>8,849</b>        |

Increases in plant and equipment in 1H15 amounted to €2 million (€1.1 million in 1H14), referring, as in 1H14, to operating activities.

Investments in plant and equipment mainly concern the purchase of servers and installation of new plants to enhance the server farm, and for networking and storage systems referring mainly to the Register.it subsidiaries and to Namesco and Poundhost in the UK.



The applicable depreciation rate of the investments is between 20% and 33%, whereas the Datacenter setup fee is amortized over 10 years.

Other movements refer to the equipment of staff relocated to 4W Marketplace S.r.l. following the transfer of the ProAdv/Simply BU to 4W.

Furniture and fittings includes expenses incurred in prior years for the new premises of the Dada Group's Italian and foreign companies. No significant increases or decreases were reported during the first half of the year. Here the main depreciation rate is 12%.

Exchange adjustments refer to the translation of these items relating to subsidiaries as a result of currency fluctuations.

For the purposes of the cash flow statement, cash used in investments in property, plant and equipment, amounting to €1.4 million, refers to investments made in 1H15, excluding purchases that did not lead to changes in cash flows, increased by investments made in the prior year and paid in the period under review.

## 11. Non-current financial assets

Movements in non-current financial assets from 31 December 2014 to 30 June 2015 are shown below:

| Description                      | Balance at 31/12/14 | Increases    | Decreases  | Balance at 30/06/15 |
|----------------------------------|---------------------|--------------|------------|---------------------|
| Equity investments in associates |                     | 2,184        |            | 2,184               |
| Other financial assets           | 183                 | 19           | -10        | 191                 |
| <b>Total</b>                     | <b>183</b>          | <b>2,203</b> | <b>-10</b> | <b>2,375</b>        |

Equity investments in associates include the recognition of the amount of the 25% interest acquired in the share capital of 4W Marketplace Srl on 30 June 2015, following the transfer of the ProAdv/Simply BU to 4W.

The amount was assessed by a sworn appraisal that determined the value of the BU at €2,184,000, the book value at transfer being basically equal to zero; this amount was recognized as a gain in the income statement.

Other financial assets include security deposits issued by the Group to various service providers.

## 12. Trade and other receivables

Trade and other receivables at 30 June 2015 and at 31 December 2014 are shown below:

| Description                     | Balance at 30/06/15 | Balance at 31/12/14 | Change      | % change    |
|---------------------------------|---------------------|---------------------|-------------|-------------|
| Trade receivables               | 8,177               | 8,207               | -30         | 0%          |
| Provision for doubtful accounts | -3,159              | -2,974              | -185        | 6%          |
| <b>Total trade receivables</b>  | <b>5,018</b>        | <b>5,233</b>        | <b>-215</b> | <b>-4%</b>  |
| Tax receivables                 | 1,261               | 3,162               | -1,902      | -60%        |
| Other receivables               | 2,026               | 1,370               | 656         | 48%         |
| Prepayments                     | 2,014               | 1,401               | 613         | 44%         |
| <b>Total other receivables</b>  | <b>5,301</b>        | <b>5,933</b>        | <b>-632</b> | <b>-11%</b> |
| <b>Total</b>                    | <b>10,319</b>       | <b>11,166</b>       | <b>-847</b> | <b>-8%</b>  |

| Description                     | Balance at 31/12/14 | Increases  | Utilizations | Exchange difference | Balance at 30/06/15 |
|---------------------------------|---------------------|------------|--------------|---------------------|---------------------|
| Provision for doubtful accounts | 2,974               | 186        | -2           | 1                   | 3,159               |
| <b>Total</b>                    | <b>2,974</b>        | <b>186</b> | <b>-2</b>    | <b>1</b>            | <b>3,159</b>        |

Consolidated trade receivables at 30 June 2015 amounted to €5 million, net of the provision for doubtful accounts, decreasing by 4% versus €5.2 million at 31 December 2014. Mention should be made that the figures at 31 December 2014 still included the balances of trade receivables from third parties of Moqu Adv. Srl and Moqu Ireland (amounting to €0.5 million), companies disposed of in 1Q15, therefore with credit from third parties no longer contributed at 30 June 2015. Instead, this item was not affected by the transfer of ProAdv/Simply assets to 4W, as the trade receivables had not been included in the scope of the BU.

The average turnover on trade receivables is 30 days (measured as the ratio of receivables outstanding at the financial statements date and total turnover of the Group), and varies from one product to the next. Specifically, part of the Domain & Hosting business collects receivables very quickly (or even in advance), while there is a longer turnover period in other business services (such as online advertising).

The Company estimates that the carrying value of trade and other receivables approximates their fair value.

In 1H15, the provision for doubtful accounts increased by €0.16 million, reflecting the need to write down a few positions which arose during the year as a result of the

financial problems of a number of clients, for both the Spanish company and for Register.it S.p.A..

The provision, which amounted to €3.2 million at 30 June 2015, was deemed sufficient to cover potential losses on trade receivables for the Dada Group.

"Other receivables" includes, among other items, deposits with domain registration authorities, amounting to approximately €1.3 million (€0.8 million at end 2014) and receivables for contractual down payments with various suppliers.

Tax receivables consist mainly of advances paid on direct taxes by various Group companies, and of withholding and other tax credits.

Prepayments refer to service costs pertaining to periods beyond the year end.

### 13. Cash and cash equivalents and net debt

The net debt of the Dada Group at 30 June 2015 amounted to -€27,939 thousand (versus -€33,573 thousand at 31 December 2014), the sum of cash and cash equivalents of €3,996 thousand (versus €1,391 thousand at 31 December 2014) and bank loans and borrowings of -€31,935 thousand (versus -€34,964 thousand at 31 December).

Total liquidity comprises liquidity at major banks, cash on hand and current financial receivables. Details on this aggregate are found in the Directors' Report, while its composition is shown in the table below:

| Description                   | Balance at 30/06/15 | Balance at 31/12/14 | Change       | % change    |
|-------------------------------|---------------------|---------------------|--------------|-------------|
| Bank and post office deposits | 3,489               | 1,378               | 2,111        | 153%        |
| Time deposits                 | 500                 | -                   | 500          | -           |
| Other financial receivables   | -                   | -                   | -            | -           |
| Cash and valuables on hand    | 7                   | 13                  | -6           | -46%        |
| <b>Total</b>                  | <b>3,996</b>        | <b>1,391</b>        | <b>2,605</b> | <b>187%</b> |

The interest earned on Italian bank deposits, most of them held at two banks, is the three-month Euribor minus 0.1%-0.25%. Time deposits are a part of the non-current loan agreement with Unicredit, under which 10% is left deposited for a period of 12 months.

The table below shows loans and borrowings and their movements between 31 December 2014 and 30 June 2015:

| Description         | Balance at 31/12/14 | Increases     | Decreases      | Other changes | Balance at 30/06/15 |
|---------------------|---------------------|---------------|----------------|---------------|---------------------|
| <b>PAYABLES</b>     |                     |               |                |               |                     |
| Banks - non-current | 16,674              | 10,354        | -7,838         | 72            | 19,262              |
| Banks - current     | 12,355              | 4,262         | -9,491         | 76            | 7,202               |
| <b>Subtotal</b>     | <b>29,029</b>       | <b>14,616</b> | <b>-17,329</b> | <b>148</b>    | <b>26,464</b>       |
| Account overdrafts  | 5,829               | 1,965         | -2,704         | -             | 5,090               |
| Other payables      | 0                   | 242           |                | -             | 242                 |
| <b>Subtotal</b>     | <b>5,829</b>        | <b>2,207</b>  | <b>-2,704</b>  | <b>-</b>      | <b>5,332</b>        |
| <b>Grand total</b>  | <b>34,858</b>       | <b>16,823</b> | <b>-20,033</b> | <b>148</b>    | <b>31,796</b>       |

The Dada Group's non-current loan agreements are those entered into to finance the acquisitions made over the last few years, the investment in the new Datacenter of Namesco Ltd, and the finance leases by Register.it and Poundhost. Some of these loans were renegotiated in 1H15 and the relevant information is found below.

**Description of loans held by the Dada Group at 30 June 2015 and main changes in 1H15:**

- Register.it S.p.A.

On 23 March 2015, the subsidiary Register.it S.p.A. amended the loan agreement with Intesa Sanpaolo, which provided, on the one hand, for the repayment of €4 million, with a residual balance of the loan at 31 March 2015 of €16 million and, on the other, for amendments to improve the loan conditions, which include: a new maturity extended to 31 December 2019, with the schedule that calls for a bullet repayment for the first 15 months, with maturity starting on 30 June 2016, followed by six half-yearly equal instalments of €1.8 million due on 31 December and 30 June each year, and a final instalment of €3.2 million on 31 December 2019; the total interest rate is the six-month Euribor plus a spread of 3.50%. To partially hedge the interest rate risk, two IRS contracts are still in place with a 0.7775% rate, with the same half-yearly maturities of the loan of €0.6 million each and amortizing notional amount, and an additional IRS contract with a 0.631% rate and amortizing notional amount with the same structure as the previous.

On 31 March 2015, Register.it S.p.A. also entered into a loan agreement with Unicredit for a total of €5 million, calling for the repayment of 7 half-yearly instalments of €0.5 million, with maturity starting on 30 June 2016, and a final instalment of €1 million due on 31 December 2019; the interest rate is the six-month Euribor plus a spread of 3.50%.

Both medium/long term loans with Intesa Sanpaolo and Unicredit are unsecured loans and provide for the customary clauses to safeguard lenders, including mandatory repayment in the event of a change of control of Dada S.p.A. or Register S.p.A., or of breach of the covenants or financial ratios.

One of the two finance leases outstanding at the start of the year was redeemed for the amount of €0.2 million, while the second at 30 June has a residual balance of €0.2 million.

- DADA S.p.A.

Two loans are in place: the first is a fixed-term credit line (hot money) of €2 million at 30 June 2015, taken out on 16 February 2015 with a major bank, renewable for a duration of 1 month, with a 1-month Euribor interest rate plus a spread of 4.00%; the second is a loan of €2 million taken out with a major bank on 26 November 2014 for a duration of 18 months, with repayment in 6 quarterly instalments of €0.3 million starting from the end of February 2015, with the last instalment due on 26 May 2016, and interest charged at a 3-month Euribor rate plus a spread of 2.95%; the residual balance at 30 June 2015 is €1.3 million.

Dada S.p.A. has account overdrafts with major banks which amount to €5.1 million, with interest charged at a 1-month Euribor rate, plus different spreads for each lender ranging from a minimum of 2.8% to a maximum of 6%. There is also a financial payable of €0.2 million for the "adjusted NFP" from the extraordinary transaction regarding the disposal of MOQU.

- Namesco Ltd Two loans are in place for a total initially of £1.4 million (€1.6 million) taken out on 24 October 2012 and on 13 November 2013; the first has maturity on 6 August 2016, the second on 1 May 2016, with the schedule that calls for repayment of monthly instalments respectively from August 2013 and January 2014, the interest rate charged is the Bank's Sterling Base Rate plus a spread of 3%. The residual debt at 31 March 2014 is approximately £0.6 million (€0.8 million). There is also a credit facility for a new lease of the amount of £0.2 million (€0.2 million).

- Poundhost: Finance leases are in place with a residual balance at 30 June 2015 of £0.6 million (€0.8 million). These will be fully repaid on various maturity dates by July 2018. Some of the loans described above include covenants requiring the Group to satisfy certain financial ratios on an annual basis, starting from 31 December 2014, tied to EBITDA and net financial position aggregates. A breach of covenant entitles the lending bank to request forfeiture of the acceleration clause and to call in the loan. These obligations were fully met at the close of the previous annual report.

For further information on Group liquidity and debt in 1H15, see the analysis contained in the Directors' Report and the details appearing in the cash flow statement.

## 14. Trade and other payables

Trade and other payables at 30 June 2015 and at 31 December 2014 are shown below:

| Description                         | Balance at 30/06/15 | Balance at 31/12/14 | Change        | % change    |
|-------------------------------------|---------------------|---------------------|---------------|-------------|
| Trade payables                      | 7,885               | 10,148              | -2,264        | -22%        |
|                                     | <b>7,885</b>        | <b>10,148</b>       | <b>-2,264</b> | <b>-22%</b> |
| Taxes payable                       | 2,675               | 1,657               | 1,018         | 61%         |
|                                     | <b>2,675</b>        | <b>1,657</b>        | <b>1,018</b>  | <b>61%</b>  |
| Other payables                      | 3,436               | 3,632               | -197          | -5%         |
| Due to social security institutions | 440                 | 496                 | -55           | -11%        |
| Deferred income                     | 13,007              | 11,918              | 1,089         | 9%          |
|                                     | <b>16,883</b>       | <b>16,046</b>       | <b>837</b>    | <b>5%</b>   |
| <b>Total</b>                        | <b>27,442</b>       | <b>27,851</b>       | <b>-408</b>   | <b>-1%</b>  |

The item "Trade payables" comprises the amounts regarding trade-related purchases and other types of costs for services directly linked to the Group's business. Trade payables at 30 June 2015 amounted to €7.9 million versus €10.1 million at 31 December 2014, dropping by 22%. The downward trend of this item is linked to both the greater re-balancing of payments and to the foregoing situation of trade receivables from the disposal of Moqu. Specifically, the effect of the deconsolidation of these companies on this item came to approximately €3 million.

Management estimates that the carrying value of trade and other payables approximates their fair value.

Taxes payable, amounting to €2.7 million (€1.7 million at 31 December 2014 and €2.6 million at 30 June 2014), include withholding tax on salaries and consultants' pay for the month of June and income taxes pertaining to the period. The latter consist mainly of IRAP (regional tax) for the Group's Italian companies and of local taxes for subsidiaries abroad.

"Other payables", amounting to €3.4 million (€3.6 million at end 2014), mainly comprises:

- bonus salaries due to employees (*tredicesima*), pay in lieu of holiday, premiums and other amounts payable for a total of €1.6 million (€2.6 million at 31 December 2014); The decrease is also attributable to the release to the income statement of part of the assessments (for the untaken portion) of the prior year referring to 2014 premiums paid in May 2015;

- deferred income of €13 million (€11.9 million at 31 December 2014), originating from the accrual accounting of contract revenue on domain and hosting, connectivity and other resale services pertaining to future periods after these interim financial statements.

## 15. Provisions for payroll, risks and charges

Movements in the provision for employee termination indemnities from 31 December 2014 to 30 June 2015 are shown in the table below:

| Description                           | Balance at 31/12/14 | Increases in continuing operations | Increases in discontinued operations | Utiliz. in the period | Advances  | Other movem. | Discounting to equity | Discontinued operations | Balance at 30/06/15 |
|---------------------------------------|---------------------|------------------------------------|--------------------------------------|-----------------------|-----------|--------------|-----------------------|-------------------------|---------------------|
| Provision for termination indemnities | 815                 | 244                                | 7                                    | -60                   | -3        | -260         | -9                    | -73                     | 661                 |
| <b>Total</b>                          | <b>815</b>          | <b>244</b>                         | <b>7</b>                             | <b>-60</b>            | <b>-3</b> | <b>-260</b>  | <b>-9</b>             | <b>-73</b>              | <b>661</b>          |

At 30 June 2015, the provision for termination indemnities (or TFR, *trattamento di fine rapporto*) amounted to €0.7 million, and covers the liability accrued to employees, in accordance with the current law and the collective employment contract. The effects of the deconsolidation of Moqu are shown in the columns on discontinued operations. "Other movements" refers to payments made to INPS (Italian Social Security), and to the transfer at end June 2015 of the ProAdv/Simply BU to 4W S.r.l..

As required by international accounting standards, the liability was determined using the Projected Unit Credit method, which treats every period of employment as the source of an additional unit of benefits and measures each unit separately when calculating the total obligation for liabilities accrued.

Movements in the provision for risks and charges from 31 December 2014 to 30 June 2015 are shown in the table below:

| Description                     | Balance at 31/12/14 | Increases in the period | Utilizations in the period | Recognition in the I.S. | Exchange difference | Balance at 30/06/15 |
|---------------------------------|---------------------|-------------------------|----------------------------|-------------------------|---------------------|---------------------|
| Provision for risks and charges | 463                 | -                       | -3                         | -25                     | 3                   | 438                 |
| Provisions for tax disputes     | 81                  | -                       | -                          | -                       | -                   | 81                  |
| <b>Total</b>                    | <b>544</b>          | <b>-</b>                | <b>-3</b>                  | <b>-25</b>              | <b>3</b>            | <b>519</b>          |

At 30 June 2015, the provision amounted to €0.5 million, €81 thousand of which for tax disputes, and mainly covered (€0.4 million) potential liabilities from pending contractual and legal disputes and, to a lesser extent (€0.1 million), severance costs for employees related to residual portions of prior reorganizations.

There were no increases in 1H15, while the deconsolidation of Moqu had no effect on this item, as no funds had been appropriated for these companies.

“Recognition in the income statement” includes the recognition of prior provisions made for staff reorganization and for positively-settled legal disputes. Utilizations refer to severance for employees.

“Other movements”, amounting to €45 thousand, refers to a provision for potential tax disputes. The relating balancing entry is recognized in the statement of profit and loss and classified under current taxes.

Exchange differences refer to the adjustment at year-end exchange rates of the provisions of companies with non-euro financial statements.

No detailed information is given on the specific positions covered, in order not to prejudice the outcome of proceedings.

## 16. Share-based payments

With regard to the new Stock Option plan, see the financial statements at 31 December 2014.

## 17. Changes in equity reserves

At 30 June 2015, Dada S.p.A.'s share capital was comprised of n. 16,680,069 ordinary shares with a par value of €0.17 each, for a total of €2,836 thousand. There were no increases in 1H15.

Movements in equity items in 1H15 are found in the statements on page 37.

Here is a description of the main equity reserves together with their changes:

Legal reserve: this is a profit reserve built through allocation of net profit for the year from the approved separate financial statements. It can only be used in the amount exceeding one fifth of the share capital. At 30 June 2015, it had a balance of roughly €1 million, unchanged versus 31 December 2014.

Share premium reserve: this is a capital reserve generated by contributions from shareholders. There is no specific limit on its use, once the legal reserve has reached one fifth of the share capital. At 30 June 2015, it had a balance of approximately €33.1 million. There were no increases in 1H15.

Other equity instruments: this item includes payroll costs accrued from the stock option plans issued by the Group. At 30 June 2015, it had a balance of €185 thousand versus €89 thousand at 31 December 2014. Movements over the period refer to the recognition of the portion of the Stock Option Plan allocated to the income statement, amounting to €102 thousand, and -€6 thousand to the deconsolidation of Moqu Adv S.r.l..

Other reserves:

- *FTA reserve*: built for the first-time adoption of IFRS, at 30 June 2015, it had a negative balance of -€6.2 million.
- *Extraordinary reserve* of €19.1 million, unchanged in 1H15.



- *Cash flow hedge reserve*, net of tax effects, it shows a negative balance of -€78 thousand at 30 June 2015, with a net change of -€1 thousand versus 31 December 2014.
- *Termination indemnity discounting reserve*, net of tax effects, it shows a negative balance of -€70 thousand at 30 June 2015 versus -€77 thousand at 31 December 2014; movements in 1H15 refer to the exit from the Dada Group.
- *Translation reserve*, containing the differences arising from the translation of subsidiaries' individual financial statements prepared in currencies other than the euro, with a negative balance at 30 June 2015 of -€0.4 million (versus a negative balance of -€4.4 million at 31 December 2014). Movements in 1H15, totaling approximately €4 million, arose mostly from the translation of the financial statements and goodwill of the subsidiaries Poundhost and Namesco.
- *Other reserves*, these amounted to €1.1 million at 31 December 2014, and included the reserves generated by the deconsolidation of the Dada.net Group, while at 30 June 2015, they amounted to €5.3 million; the net change of €4.2 million is attributable to the disposal of the Moqu Group. The disposal is classified as a "business combination of entities under common control", since both Dada S.p.A. and Italiaonline S.p.A. are controlled by Orascom TMT Investments S.à r.l. through the subsidiary Libero Acquisitions S.à r.l.. In compliance, therefore, with Preliminary Guidance n.1 issued by Assirevi on IFRS (also known as OPI 1), the difference between the transaction price, which includes the adjusted NFP, and the pre-existing value of the assets under disposal must not be recognized in the income statement, but as an adjustment to the consolidated equity reserves of the Dada Group.

## 18. Related party transactions

Transactions carried out with related parties fall within the Company's ordinary operations and are settled at arm's length. The Company engages in the purchase and sale of services with its own subsidiaries and with Orascom Group companies. Libero Acquisition S.à r.l. (an Orascom Group company) owns 69.432% of Dada S.p.A.

The following table indicates the assets, liabilities, costs and income between the Dada Group and related parties in 1H15, excluding intercompany transactions, which are eliminated in the interim consolidated financial statements.

Dada Group's transactions with Orascom Group companies, regarding the individual items in the statement of financial position and the income statement, relate mainly to contracts for the provision of services and business-related activities, notwithstanding the disposal of Moqu, as explained on page 24 of this Report.

| Company       | Trade receivables | Trade payables | Revenue    | Costs       |
|---------------|-------------------|----------------|------------|-------------|
| Orascom Group | 648               | -109           | 623        | -204        |
| <b>TOTAL</b>  | <b>648</b>        | <b>-109</b>    | <b>623</b> | <b>-204</b> |

Transactions with Dada Group companies mainly concern the provision of services, the lending and borrowing of funds, and the settlement of tax liabilities, and are carried out at arm's length. In this regard the parent, Dada S.p.A., acts as centralized treasury for the main Group companies.

The Dada Group has opted for tax consolidation, with the participation of the parent Dada S.p.A. (consolidating company), the subsidiaries Clarence S.r.l., Register.it S.p.A. and Fueps S.p.A. (consolidated companies).

The parent Dada S.p.A. handles group VAT for Register.it S.p.A. and Clarence S.r.l..

In accordance with IAS 24, the Group's directors have been identified as employees with strategic responsibilities and their remuneration is shown below:

| Description                                    | 30/06/2015    |               |                          |
|------------------------------------------------|---------------|---------------|--------------------------|
|                                                | Service costs | Payroll costs | Other equity instruments |
| Board of Directors - fees                      | 34            |               |                          |
| Board of Statutory Auditors - fees             | 31            |               |                          |
| CEOs and General Managers - other compensation | 49            | 366           | 110                      |
| <b>Total related parties</b>                   | <b>114</b>    | <b>366</b>    | <b>110</b>               |

## 19. Net change in financial payables and other financial assets in the cash flow statement

The following table reconciles the change in consolidated net financial position with the change in cash and cash equivalents:

| Description                                | 30/06/2015   | 30/06/2014    |
|--------------------------------------------|--------------|---------------|
| <b>Change in net financial position</b>    | <b>5,634</b> | <b>-1,643</b> |
| Change in non-current loans                | 2,588        | -2,313        |
| Change in non-cash derivatives             | 32           | 55            |
| <b>Change in cash and cash equivalents</b> | <b>8,254</b> | <b>-3,901</b> |

Current account overdrafts, in accordance with the accounting policies, are counted as part of the change in cash and cash equivalents. In 1H15, as in 1H14, most of the change was attributable to the increase in non-current loans.

## 20. Commitments

The table below shows changes in commitments between 31 December 2014 and 30 June 2015:

| Description  | Balance at 31/12/2014 | Increase for the period | Decrease for the period | Other changes | Balance at 30/06/2015 |
|--------------|-----------------------|-------------------------|-------------------------|---------------|-----------------------|
| Guarantees   | 2,988                 | 655                     | -                       | 105           | 3,749                 |
| <b>Total</b> | <b>2,988</b>          | <b>655</b>              | <b>-</b>                | <b>105</b>    | <b>3,749</b>          |

The increase over the period is attributable to the guarantee issued by Monte dei Paschi di Siena in the interest of Banca HSBC on behalf of Namesco Ltd. of approximately €0.6 million, and the guarantee issued to a provider for cash inflows to its affiliate Amen France.

Other changes include the net effects of the exchange adjustments of the guarantees issued in currencies other than the euro.

There are no potential commitments that are not recorded in the statement of financial position.

## 21. Profit (loss) from discontinued operations

Details on the extraordinary transaction completed in 1H15 are found in the Directors' Report. The financial effects of this transaction run from 28 February 2015.

Mention should be made that all the charges associated with the disposal of the Moqu Group to Italiaonline S.r.l have been classified in a single item named "Profit (loss) from discontinued operations", which also includes other income statement items that refer to the scope involved in this extraordinary transaction.

The table below shows the details of Profit (loss) from discontinued operations over the period:

| Description                                                                                     | Balance at 28/02/2015 |
|-------------------------------------------------------------------------------------------------|-----------------------|
| Profit (loss) from discontinued operations                                                      | -233                  |
| <i>costs associated with discontinued operations appearing in the Moqu financial statements</i> | <i>-96</i>            |
| Costs associated with discontinued operations paid by the Parent                                | -113                  |
| <b>Profit (loss) from discontinued operations</b>                                               | <b>-346</b>           |

The table below shows the breakdown of the income statement item related to profit (loss) from discontinued operations in this Half-Year Financial Report:

| Description                                                    | Balance at<br>28/02/2015 |
|----------------------------------------------------------------|--------------------------|
| Revenue from discontinued operations                           | 1,101                    |
| Increase in own work capitalized - discontinued operations     | 95                       |
| Costs for discontinued operations                              | -1,066                   |
| Depreciation and amortization of discontinued operations       | -92                      |
| Non-recurring changes from discontinued operations             | -96                      |
| Financial income/charges from discontinued operations          | -233                     |
| <b>Profit (loss) before taxes from discontinued operations</b> | <b>-292</b>              |
| Taxes for discontinued operations                              | 59                       |
| <b>Net profit (loss) from discontinued operations</b>          | <b>-233</b>              |

The overall effect on cash and cash equivalents associated with the disposal of the Moqu Group amounted to €4.8 million. Here are the details:

| Description                            | Moqu Group   |
|----------------------------------------|--------------|
| Cash consideration                     | 5,000        |
| Final adjusted net financial position* | -242         |
| <b>Total</b>                           | <b>4,758</b> |

\*Item as per contract and agreed upon with the counterparty under the terms of the contract

Florence, 29 July 2015

For the Board of Directors

CEO  
Claudio Corbetta



**DADA S.p.A.**

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**STATEMENT ON THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AT JUNE 30, 2015**

**(pursuant to Article 154-bis of Legislative Decree No. 58/98)**

- The undersigned, Claudio Corbetta, as Chief Executive Officer, and Federico Bronzi, as Manager in charge of preparing Company's Financial Reports, hereby certify, also with due regard for the provisions of Article 154-bis (paragraphs 3 and 4) of Legislative Decree No. 58 dated February 24, 1998:
  - the adequacy with respect to the Company's characteristics, and
  - the actual applicationof administrative and accounting procedures during the period from January 1, 2014 to June 30, 2014 for the preparation of the Condensed Consolidated Interim Financial Statements approved by the Board of Directors on July, 9 2015.
  
- It is also stated that:
  1. the Condensed Consolidated Interim Financial Statements of the DADA Group at June 30, 2015:
    - have been compiled with the applicable IFRS endorsed by the European Union in accordance with (EC) Ruling no. 1606/2002 of the European Parliament and Council of July 19, 2002;
    - correspond to the Company's records, ledgers and accounting entries;
    - are suitable to provide a true and fair view of the financial position and results of operations of the issuer and all companies included in consolidation;
  2. the Interim Directors' Report contains a reliable analysis of the references to important events which have occurred during the first six months of the fiscal year and their influence on the condensed consolidated interim financial statements, together with a description of the main risks and uncertainties for the remaining six months of the fiscal year. The Interim Directors' Report also includes a reliable analysis of disclosure of related party transactions.

Florence, July 29, 2015

Chief Executive Officer

**Claudio Corbetta**  
(signed on the original)

Manager in charge of preparing Company's  
Financial Reports

**Federico Bronzi**  
(signed on the original)

**ANNEX 1**

## RECLASSIFIED CONSOLIDATED INCOME STATEMENT AT 30 JUNE 2015

| EUR/000                                                    | 30-June-15<br>6 months |             | 30-June-14<br>6 months |             | DIFFERENCE   |             |
|------------------------------------------------------------|------------------------|-------------|------------------------|-------------|--------------|-------------|
|                                                            | Amount                 | % of        | Amount                 | % of        | Absolute     | %           |
| <b>Net revenue</b>                                         | <b>31,881</b>          | <b>100%</b> | <b>30,862</b>          | <b>100%</b> | <b>1,019</b> | <b>3%</b>   |
| Chg. in inventories & inc. in own wk. capitalized          | 1,210                  | 4%          | 1,630                  | 5%          | -420         | -26%        |
| Service costs and other operating expenses                 | -18,248                | -57%        | -18,228                | -59%        | -20          | -           |
| Payroll costs                                              | -8,808                 | -28%        | -9,381                 | -30%        | 573          | -6%         |
| <b>EBITDA</b>                                              | <b>6,035</b>           | <b>19%</b>  | <b>4,883</b>           | <b>16%</b>  | <b>1,152</b> | <b>24%</b>  |
| Depreciation and amortization                              | -3,379                 | -11%        | -3,447                 | -11%        | 69           | -2%         |
| Non-recurring income/(charges)                             | -140                   | -           | -                      | -           | -140         | -           |
| Impairment losses and other provisions                     | -166                   | -1%         | -478                   | -2%         | 312          | -65%        |
| <b>EBIT</b>                                                | <b>2,350</b>           | <b>7%</b>   | <b>957</b>             | <b>3%</b>   | <b>1,393</b> | <b>146%</b> |
| Financial income                                           | 573                    | 2%          | 282                    | 1%          | 291          | 103%        |
| Financial charges                                          | -1,694                 | -5%         | -1,691                 | -5%         | -3           | -           |
| Other income/charges from financial assets and liabilities | 2,184                  | -           | -                      | -           | -            | -           |
| <b>Profit/(loss) before taxes</b>                          | <b>3,413</b>           | <b>11%</b>  | <b>-452</b>            | <b>-1%</b>  | <b>3,865</b> | <b>855%</b> |
| Income taxes                                               | -563                   | -2%         | -409                   | -1%         | -154         | 38%         |
| <b>Profit/(loss) from continuing operations</b>            | <b>2,850</b>           | <b>9%</b>   | <b>-861</b>            | <b>-3%</b>  | <b>3,712</b> | <b>431%</b> |
| Profit/(loss) from discontinued operations                 | -346                   | -1%         | 12                     | -           | -358         | n.s.        |
| <b>Group net profit/(loss)</b>                             | <b>2,504</b>           | <b>8%</b>   | <b>-849</b>            | <b>-3%</b>  | <b>3,354</b> | <b>395%</b> |

**ANNEX 2****RECLASSIFIED CONSOLIDATED INCOME STATEMENT AT 30 JUNE 2015**

| EUR/000                                                    | 2Q15          |             | 2Q14          |             | DIFFERENCE   |               |
|------------------------------------------------------------|---------------|-------------|---------------|-------------|--------------|---------------|
|                                                            | Amount        | % of        | Amount        | % of        | Absolute     | %             |
| <b>Net revenue</b>                                         | <b>15,879</b> | <b>100%</b> | <b>14,883</b> | <b>100%</b> | <b>996</b>   | <b>7%</b>     |
| Chg. in inventories & inc. in own wk. capitalized          | 603           | 4%          | 804           | 5%          | -200         | -25%          |
| Service costs and other operating expenses                 | -9,018        | -57%        | -8,667        | -58%        | -351         | 4%            |
| Payroll costs                                              | -4,264        | -27%        | -4,403        | -30%        | 139          | -3%           |
| <b>EBITDA</b>                                              | <b>3,201</b>  | <b>20%</b>  | <b>2,617</b>  | <b>18%</b>  | <b>584</b>   | <b>22%</b>    |
| Depreciation and amortization                              | -1,721        | -11%        | -1,756        | -12%        | 35           | -2%           |
| Non-recurring income/(charges)                             | -120          | -1%         | -             | -           | -120         | -             |
| Impairment losses and other provisions                     | -74           | 0%          | -425          | -3%         | 351          | -83%          |
| <b>EBIT</b>                                                | <b>1,286</b>  | <b>8%</b>   | <b>435</b>    | <b>3%</b>   | <b>850</b>   | <b>195%</b>   |
| Financial income                                           | 134           | 1%          | 173           | 1%          | -38          | -22%          |
| Financial charges                                          | -846          | -5%         | -813          | -5%         | -33          | 4%            |
| Other income/charges from financial assets and liabilities | 2,184         | 14%         | -             | -           | 2,184        | -             |
| <b>Profit/(loss) before taxes</b>                          | <b>2,759</b>  | <b>17%</b>  | <b>-205</b>   | <b>-1%</b>  | <b>2,964</b> | <b>-1446%</b> |
| Income taxes                                               | -250          | -2%         | -203          | -1%         | -47          | 23%           |
| <b>Profit/(loss) from continuing operations</b>            | <b>2,509</b>  | <b>16%</b>  | <b>-408</b>   | <b>-3%</b>  | <b>2,917</b> | <b>716%</b>   |
| Profit/(loss) from discontinued operations                 | -16           | 0%          | 79            | 1%          | -95          | -120%         |
| <b>Group net profit/(loss)</b>                             | <b>2,493</b>  | <b>16%</b>  | <b>-328</b>   | <b>-2%</b>  | <b>2,822</b> | <b>860%</b>   |

## ANNEX 3

### DADA GROUP NET WORKING CAPITAL AND NET FINANCIAL POSITION AT 30 JUNE 2015

| EUR/000                                       | 30-June-15     | 31-Dec-14      | DIFFERENCE     |            |
|-----------------------------------------------|----------------|----------------|----------------|------------|
|                                               |                |                | Absolute       | %          |
| <b>Non-current assets</b>                     | 100,895        | 95,364         | 5,531          | 6%         |
| Current assets                                | 16,602         | 17,585         | -984           | -6%        |
| Current liabilities                           | -27,442        | -27,851        | 408            | -1%        |
| <b>Net working capital</b>                    | <b>-10,841</b> | <b>-10,266</b> | <b>-575</b>    | <b>6%</b>  |
| Provision for termination indemnities         | -661           | -815           | 154            | -19%       |
| Provision for risks and charges               | -519           | -544           | 25             | -5%        |
| Other payables due beyond one year            | -6             | -17            | 11             | -67%       |
| <b>Net capital employed</b>                   | <b>88,868</b>  | <b>83,723</b>  | <b>5,145</b>   | <b>6%</b>  |
| Non-current financial payables                | -19,262        | -16,674        | -2,588         | 16%        |
| <b>Shareholders' equity</b>                   | <b>-60,929</b> | <b>-50,150</b> | <b>-10,780</b> | <b>21%</b> |
| Current bank debt                             | -12,292        | -18,183        | 5,892          | -32%       |
| Current financial receivables and derivatives | 500            |                | 500            | -          |
| Current financial payables and derivatives    | -381           | -107           | -274           | 256%       |
| Cash and cash equivalents                     | 3,496          | 1,391          | 2,105          | 151%       |
| <b>Current net financial position</b>         | <b>-8,677</b>  | <b>-16,899</b> | <b>8,222</b>   | <b>49%</b> |
| <b>Total net financial position</b>           | <b>-27,939</b> | <b>-33,573</b> | <b>5,634</b>   | <b>17%</b> |



## ANNEX 4

## Dada Group scope of consolidation at 30 June 2015

| NAME                            | REGISTERED OFFICE | CURRENCY | SHARE CAPITAL | COMPANY HELD BY    | % held | Consolidation period |
|---------------------------------|-------------------|----------|---------------|--------------------|--------|----------------------|
| Dada S.p.A. (Parent)            | Florence          | Euro     | 2,835,612     | Parent             |        | Jan.-June 2015       |
| Agence des Medias Numerique Sas | Paris             | Euro     | 37,000        | Register.it S.p.A. | 100    | Jan.-June 2015       |
| Amen Ltd.                       | London            | GBP      | 2             | Register.it S.p.A. | 100    | Jan.-June 2015       |
| Amen Nederland B.V.             | Amsterdam         | Euro     | 18,000        | Register.it S.p.A. | 100    | Jan.-June 2015       |
| Amenworld Servicios internet    | Lisbon            | Euro     | 10,000        | Register.it S.p.A. | 100    | Jan.-June 2015       |
| Clarence S.r.l.                 | Florence          | Euro     | 21,000        | Dada S.p.A.        | 100    | Jan.-June 2015       |
| Fueps S.p.A.*                   | Florence          | Euro     | 10,000        | Dada S.p.A.        | 100    | Jan.-June 2015       |
| Namesco Inc.                    | New York (USA)    | USD      | 1,000         | Namesco Ltd.       | 100    | Jan.-June 2015       |
| Namesco Ltd.                    | Worcester         | GBP      | 100           | Register.it S.p.A. | 100    | Jan.-June 2015       |
| Namesco Ireland Ltd             | Dublin            | Euro     | 1             | Namesco Ltd.       | 100    | Jan.-June 2015       |
| Nominalia Internet S.L.         | Barcelona         | Euro     | 3,000         | Register.it S.p.A. | 100    | Jan.-June 2015       |
| Poundhost Internet Ltd          | Worcester         | GBP      | 200           | Namesco Ltd.       | 100    | Jan.-June 2015       |
| Register.it S.p.A.              | Florence          | Euro     | 8,401,460     | Dada S.p.A.        | 100    | Jan.-June 2015       |
| Simply Virtual Servers Limited  | Worcester         | GBP      | 2             | Namesco Ltd.       | 100    | Jan.-June 2015       |
| Simply Transit Limited          | Worcester         | GBP      | 2             | Namesco Ltd.       | 100    | Jan.-June 2015       |
| 4W Marketplace Srl ***          | Fisciano          | Euro     | 22,436        | Register.it        | 25     | -                    |
| Moqu Adv S.r.l.**               | Florence          | Euro     | 10,000        | Dada S.p.A.        |        | Jan.-Feb. 2015       |
| Moqu Adv Ireland Ltd**          | Dublin            | Euro     | 1             | Moqu Adv S.r.l.    |        | Jan.-Feb. 2015       |

\* On 18 December 2014, the General Meeting resolved on: its conversion into a limited liability company, effective as from 7 January 2015, and on the reduction of the share capital. The resolution for the reduction of the share capital from €1,500,000 to €10,000 came into force on 4 May 2015.

\*\* Companies disposed of and consolidated under IFRS 5 in the income statement for two months in a single item named "Profit/(loss) from discontinued operations".

\*\*\* Equity interest acquired following transfer of the ProAdv/Simply BU on 30 June 2015. The interest is measured using the equity method and generated a gain at 30 June 2015 as a result of its initial recognition.

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**STATEMENT ON THE CONDENSED CONSOLIDATED INTERIM FINANCIAL  
STATEMENTS AT JUNE 30, 2015  
(pursuant to Article 154-bis of Legislative Decree No. 58/98)**

- The undersigned, Claudio Corbetta, as Chief Executive Officer, and Federico Bronzi, as Manager in charge of preparing Company's Financial Reports, hereby certify, also with due regard for the provisions of Article 154-bis (paragraphs 3 and 4) of Legislative Decree No. 58 dated February 24, 1998:
  - the adequacy with respect to the Company's characteristics, and
  - the actual applicationof administrative and accounting procedures during the period from January 1, 2015 to June 30, 2014 for the preparation of the Condensed Consolidated Interim Financial Statements approved by the Board of Directors on July, 29 2015.
  
- It is also stated that:
  3. the Condensed Consolidated Interim Financial Statements of the DADA Group at June 30, 2015:
    - have been compiled with the applicable IFRS endorsed by the European Union in accordance with (EC) Ruling no. 1606/2002 of the European Parliament and Council of July 19, 2002;
    - correspond to the Company's records, ledgers and accounting entries;
    - are suitable to provide a true and fair view of the financial position and results of operations of the issuer and all companies included in consolidation;
  
  4. the Interim Directors' Report contains a reliable analysis of the references to important events which have occurred during the first six months of the fiscal year and their influence on the condensed consolidated interim financial statements, together with a description of the main risks and uncertainties for the remaining six months of the fiscal year. The Interim Directors' Report also includes a reliable analysis of disclosure of related party transactions.

Florence, July 29, 2015

Chief Executive Officer

**Claudio Corbetta**  
(signed on the original)

Manager in charge of preparing Company's  
Financial Reports

**Federico Bronzi**  
(signed on the original)



**KPMG S.p.A.**  
**Revisione e organizzazione contabile**  
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## **Relazione di revisione contabile limitata sul bilancio consolidato semestrale abbreviato**

Agli Azionisti di  
DADA S.p.A.

### **Introduzione**

Abbiamo svolto la revisione contabile limitata dell'allegato bilancio consolidato semestrale abbreviato, costituito dal conto economico, dal conto economico complessivo, dallo stato patrimoniale, dal rendiconto finanziario, dal prospetto delle variazioni del patrimonio netto e dalle relative note illustrative, del Gruppo DADA al 30 giugno 2015. Gli amministratori sono responsabili per la redazione del bilancio consolidato semestrale abbreviato in conformità al principio contabile internazionale applicabile per l'informativa finanziaria infrannuale (IAS 34) adottato dall'Unione Europea. E' nostra la responsabilità di esprimere una conclusione sul bilancio consolidato semestrale abbreviato sulla base della revisione contabile limitata svolta.

### **Portata della revisione contabile limitata**

Il nostro lavoro è stato svolto secondo i criteri per la revisione contabile limitata raccomandati dalla Consob con Delibera n. 10867 del 31 luglio 1997. La revisione contabile limitata del bilancio consolidato semestrale abbreviato consiste nell'effettuare colloqui, prevalentemente con il personale della società responsabile degli aspetti finanziari e contabili, analisi di bilancio ed altre procedure di revisione contabile limitata. La portata di una revisione contabile limitata è sostanzialmente inferiore rispetto a quella di una revisione contabile completa svolta in conformità ai principi di revisione internazionali (ISA Italia) e, conseguentemente, non ci consente di avere la sicurezza di essere venuti a conoscenza di tutti i fatti significativi che potrebbero essere identificati con lo svolgimento di una revisione contabile completa. Pertanto, non esprimiamo un giudizio sul bilancio consolidato semestrale abbreviato.

### **Conclusioni**

Sulla base della revisione contabile limitata svolta, non sono pervenuti alla nostra attenzione elementi che ci facciano ritenere che il bilancio consolidato semestrale abbreviato del Gruppo DADA al 30 giugno 2015 non sia stato redatto, in tutti gli aspetti significativi, in conformità al principio contabile internazionale applicabile per l'informativa finanziaria infrannuale (IAS 34) adottato dall'Unione Europea.

### **Informazioni comparative**

Senza modificare le nostre conclusioni, richiamiamo l'attenzione a quanto riportato dagli amministratori nella nota 2 del bilancio consolidato semestrale abbreviato del Gruppo DADA al 30 giugno 2015, in merito alla riesposizione di alcuni dati comparativi relativi al corrispondente periodo dell'esercizio precedente, rispetto ai dati presentati nel bilancio consolidato semestrale abbreviato al 30 giugno 2014, a seguito della cessione del segmento Performance Advertising.

Firenze, 31 luglio 2015

KPMG S.p.A.



Alberto Mazzeschi  
Socio