



*Press release pursuant to CONSOB Regulation 11971/1999 as subsequently amended*

## **DADA SHAREHOLDERS' ANNUAL GENERAL MEETING RESOLUTIONS:**

- **APPROVAL OF THE FINANCIAL STATEMENTS AT 31 DECEMBER  
2013**
  - **INTEGRATION OF THE BOARD OF DIRECTORS**
  - **APPROVAL OF THE REMUNERATION REPORT**
  - **AUTHORIZATION OF THE SHARE BUY-BACK PLAN**
- **APPROVAL OF A STOCK OPTION PLAN AND DELEGATION OF  
POWERS TO THE BOARD OF DIRECTORS FOR ITS  
IMPLEMENTATION AND FOR THE SHARE CAPITAL INCREASE  
THEREOF TO SERVICE THE PLAN**

Florence, 28 April 2014 - The Annual General Meeting of DADA S.p.A. met today in ordinary and extraordinary session, and adopted the resolutions below.

### **ORDINARY SESSION**

#### **Approval of the Parent Financial Statements at 31 December 2013**

Shareholders approved DADA S.p.A.'s Separate Financial Statements for the year ended 31 December 2013, as proposed by the Board of Directors at the meeting held last 19 March. The Shareholders resolved to carry forward the Parent Company's loss for the year of €2,059,585.70.



The Dada Group closed 2013 with consolidated revenue of €75.3 million, an EBITDA<sup>1</sup> of €10.6 million and a net loss of -€1.3 million; the Net Financial Position of the Group at 31 December 2013 came to -€30.9 million.

### **Integration of the Board Of Directors**

Today's Meeting confirmed, as Directors of the Company, five of the six Board Members previously co-opted on 7 August 2013<sup>2</sup>, namely, Khaled Bishara, Karim Beshara, Antonio Converti, Aldo Mareuse, and Sophie Sursock. The Meeting also appointed Ragy Soliman as the sixth new Board Member.

All the appointments were made on the basis of the proposal put forward by shareholder Libero Acquisition S.à r.l..

All the Board Members were appointed for the duration of the Board in office, therefore until the Annual General Meeting called to approve the Financial Statements for the year ending 31 December 2014. The CVs of the appointed Directors are available at the Company's registered office and on its website, [www.dada.eu](http://www.dada.eu) (Corporate Governance/Board Of Directors and Control Bodies section).

### **Share-based incentive plan for 2014-2016**

In ordinary session, the Meeting also approved, pursuant to art. 114-*bis* of Legislative Decree no. 58 of 24 February 1998, the share-based incentive plan for 2014-2016 (the "2014-2016 Incentive Plan or the "Plan"), intended for executives and managers of DADA S.p.A. and/or its Subsidiaries, aimed at providing incentives and retaining the beneficiaries by making them active participants in and jointly responsible for the Dada Group's growth process and value creation.

In this regard, mention should be made that:

- the Beneficiaries of the Plan, who will be selected by the Board of Directors of DADA following the resolutions adopted by the Meeting on the proposal of the Remuneration Committee, may also include parties falling in the categories referred to in art. 152-*sexies*, paragraph I, lett. c. (c-1, c-2) of the Consob Regulations, if such parties are DADA Group employees;
- under the Plan, beneficiaries will be granted option rights for the subscription of a maximum of n. 750,000 DADA new ordinary shares. The number of options granted to each beneficiary of the Plan will be decided by the Board of Directors on exercise of the authorization to increase the share capital approved by the Shareholders' Meeting, and will substantially consider the organizational role held within the Group;
- under the Plan, which, as mentioned, is intended for DADA Group employees pursuant to art. 2441, paragraph 8 of the Italian Civil Code, the issue price of the

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<sup>1</sup> EBITDA is gross of impairment losses and non-recurring items

<sup>2</sup> Following resignation of Alessandro Foti (independent), Silvia Michela Candiani (independent), Claudio Cappon (independent), Giorgio Cogliati and Riccardo Taranto, as well as Chairman Alberto Bianchi.



Shares, arising from the subscription of the option rights, is to be equal to the official average price of DADA S.p.A. ordinary shares recorded over the trading days in the period between the grant date of the Options and the previous calendar semester; the issue price may not be lower than the par value of previously issued DADA shares. The above method to determine the exercise price of the Options applies to all and every Option. However, the Options may be granted in different stages. Their actual exercise price may vary depending on the different grant date;

- exercise of the options granted under the Plan is conditional upon achieving a performance condition, i.e. that the beneficiaries of the 2014-2016 Plan are successful in the incentive system (in the form of MBO, i.e. Management by Objectives) based on reaching Group financial goals measured in the individual consolidated financial statements in the period 2014-2016. Specifically, beneficiaries will be deemed to have been successful in one or more of the MBOs relevant for the purposes of meeting the performance condition of the 2014-2016 Plan only if they have received at least part of the variable portion of their remuneration. More specifically, and without prejudice to the previous conditions, beneficiaries shall be deemed to have achieved a performance condition entitling them to exercise options only if they have successfully passed the last MBO in the reference period of the 2014-2016 Plan, i.e. the MBO for 2016, and have also passed at least one of the MBOs for 2014 or 2015, all as determined by the Board of Directors in the exercise of its powers and responsibilities granted today by the Shareholders' Meeting.

Further information regarding the Plan will be made available to the public in accordance with the law.

### **Approval of the Remuneration Report and the share buy-back plan**

The Shareholders also approved the Remuneration Report in accordance with art. 123 *ter* of Legislative Decree 58/98 and, lastly, renewed the authorization, after revoking the previous one granted on 11 April 2013, to purchase treasury shares for up to a maximum number of shares not exceeding one tenth of the share capital (even in light of changes made to applicable norms and regulations) 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 tool of strategic and operational flexibility which will allow it, among other things, to dispose of treasury shares previously acquired and to carry out transactions such as purchases, swaps and contributions.

Based on the Board's proposal, treasury shares may be purchased at a price not lower than 20% or higher than 10% of the official Stock Exchange price registered on the trading day prior to each purchase. The shares are to be purchased according to the regulations of the Italian Stock Exchange organized and managed 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. Treasury shares may be sold at a price or valuation which is not lower than 95% of the average Stock Exchange 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.



To date, neither the Company nor its subsidiaries hold any treasury shares.

## EXTRAORDINARY SESSION

### Delegation of Powers to the Board of Directors

In extraordinary session, the Shareholders approved the delegation of powers to the Board of Directors, pursuant to art. 2443 of the Italian Civil Code, to be exercised within 5 years from the Meeting resolution date, to increase the share capital against payment -in one or more tranches in separate issues - with the exclusion of option rights pursuant to paragraph 8 of art. 2441 of the Italian Civil Code, to service the 2014-2016 Incentive Plan, for a maximum par value of € 127,500, through issue of a maximum of n. 750,000 DADA ordinary shares for a par value of € 0.17 each.

### Amendments to the bylaws

The Meeting resolved on the amendment to article 13 "AGM notice of call" of the bylaws, aimed at streamlining the procedure regarding the publication of the notice of call of future Meetings of the Company.

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Mr. Federico Bronzi, the manager responsible for preparing the company's financial reports, declares pursuant to Art. 154 bis (2) of the Uniform Finance Act (Testo Unico della Finanza or TUF) that the financial information contained in this press release corresponds to the Company's records, ledgers and accounting entries.

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*DADA S.p.A. - listed on the STAR segment of the Italian Stock Exchange - is an international leader in professional online presence services (domains, hosting, servers, online brand protection) and in a number of advanced online advertising solutions.*

*With more than 520 thousand business clients and 1.7 million domains under management, DADA is one of the leading names in the European Domain & Hosting sector and is a key player in the markets where it is active: in Italy through its established brand Register.it, as well as Spain, the UK, Ireland, France, Portugal and Holland under the brands Nominalia, Namesco, PoundHost, Register365 and Amen, respectively. With regard to online advertising, DADA is active at an international level in the Performance Advertising business.*

For further information

[www.dada.eu](http://www.dada.eu)

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