



# **CONSOLIDATED INTERIM REPORT OF THE DADA GROUP AT 30 SEPTEMBER 2014**

Registered office: Piazza Annigoni, 9B - Florence  
Share capital Euro 2,835,611.73 fully paid-in  
Florence Company Register no. FI017- 68727 - REA no. 467460  
Tax ID/VAT no. 04628270482



## CONTENTS

CORPORATE OFFICERS	4
<hr/>	
DADA GROUP FINANCIAL HIGHLIGHTS	5
<hr/>	
DIRECTORS' REPORT	7
<hr/>	
DADA GROUP CONDENSED CONSOLIDATED FINANCIAL STATEMENTS	28
<hr/>	
ANNEXES	58
<hr/>	

## CORPORATE OFFICERS

The current Officers were elected during the AGM held on 24 April 2012 for the 2012-2014 three-year period. At the date of approval of this document, the Board of Directors was composed as follows:

### BOARD OF DIRECTORS

Khaled Bishara <sup>1</sup>	Chairman
Claudio Corbetta <sup>2</sup>	CEO
Lorenzo Lepri <sup>3</sup>	General Manager
Karim Galal Guirgis Beshara <sup>7</sup>	Director
Sophie Surssock <sup>7</sup>	Director
Ragy Gamaleldin Mahmoud Soliman Elfaham <sup>7</sup>	Director
Antonio Converti <sup>7</sup>	Director
Rodolphe Aldo Mario Mareuse <sup>7</sup>	Director
Maurizio Mongardi <sup>10</sup>	Director
Vincenzo Russi <sup>4, 5, 15, 8, 18</sup>	Director
Maria Oliva Scaramuzzi <sup>6, 14, 8, 17</sup>	Director
Danilo Vivarelli <sup>6, 9, 8, 16, 19</sup>	Director
Stanislao Chimenti Caracciolo di Nicastro <sup>4, 5, 11, 8</sup>	Director

<sup>1</sup> Appointed Director by the AGM held on 28 April 2014 and Chairman of the Company at the meeting of the Board of Directors held on 14 May 2014.

<sup>2</sup> Appointed Chief Executive Officer and General Manager of the Company during the meeting of the Board of Directors held on 24 April 2012.

<sup>3</sup> Appointed General Manager and CFO of the Company during the meeting of the Board of Directors held on 24 April 2012.

<sup>4</sup> Appointed member of the Control and Risk Committee during the meeting of the Board of Directors held on 24 April 2012.

<sup>5</sup> Appointed member of the Committee for Related Party Transactions during the meeting of the Board of Directors held on 24 April 2012.

<sup>6</sup> Appointed member of the Compensation Committee during the meeting of the Board of Directors held on 24 April 2012.

<sup>7</sup> Appointed Director by the AGM held on 28 April 2014.

<sup>8</sup> Independent director pursuant to Art. 148 par. 3 of Legislative Decree n. 58/1998.

<sup>9</sup> Member and Chairman of the Supervisory Body pursuant to Legislative Decree 231/2001.

<sup>10</sup> Appointed Director by the AGM held on 11 April 2013.

<sup>11</sup> Appointed Director by the AGM held on 11 April 2013.

<sup>12</sup> Appointed Standing Auditor by the AGM held on 11 April 2013.

<sup>13</sup> Appointed Alternate Auditor by the AGM held on 11 April 2013.

<sup>14</sup> Appointed member of the Control and Risk Committee during the meeting of the Board of Directors held on 15 July 2013.

<sup>15</sup> Appointed member of the Compensation Committee during the meeting of the Board of Directors held on 15 July 2013.

<sup>16</sup> Member of the Supervisory Body pursuant to Legislative Decree 231/2001.

<sup>17</sup> Member of the Committee for Related Party Transactions since 15 July 2013.

<sup>18</sup> Chairman of the Control and Risk Committee and of the Committee for Related Party Transactions.

<sup>19</sup> Chairman of the Compensation Committee.

### BOARD OF STATUTORY AUDITORS

Claudio Pastori<sup>16</sup>

Maria Stefania Sala<sup>12</sup>

Sandro Santi

Agostino Giorgi<sup>13</sup>

Mariateresa Diana Salerno

Chairman

Standing Auditor

Standing Auditor

Alternate Auditor

Alternate Auditor

### EXTERNAL AUDITORS

KPMG S.p.A.

## DADA GROUP FINANCIAL HIGHLIGHTS

### Consolidated Income Statement (9 months)

(€mn)	30/09/2014	30/09/2013	Total difference	% difference
Revenue	50.6	57.1	-6.5	-11%
EBITDA*	7.6	8.1	-0.5	-6%
Depreciation and amortization	-5.7	-5.4	-0.3	5%
Non-recurring charges and other impairment	-0.5	-0.4	-0.1	16%
EBIT	1.4	2.2	-0.8	-36%
Group net profit/(loss)	-1.4	-0.5	-0.9	n.m.

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

### Consolidated Income Statement (3 months)

(€mn)	3Q14	3Q13	Total difference	% difference
Revenue	15.7	17.4	-1.6	-9%
EBITDA*	2.4	1.8	0.7	37%
Depreciation and amortization	-2.0	-1.9	0.0	1%
Non-recurring charges and other impairment	0.0	-0.3	0.3	n.m.
EBIT	0.4	-0.5	0.9	n.m.
Group net profit/(loss)	-0.5	-1.2	0.6	55%

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

## Consolidated statement of financial position at 30 September 2014

(€mn)	30/09/2014	31/12/2013	Total difference	% difference
Non-current assets	96.1	94.0	2.1	2%
Net Working Capital	-10.4	-11.7	1.3	11%
Net Capital Employed	83.9	80.5	3.4	4%
Shareholders' Equity	51.1	49.7	1.4	3%
Net short-term Financial Position	-14.1	-9.6	-4.5	-48%
Total Net Financial Position	-32.9	-30.9	-2.0	-6%
Number of employees	376	395	-19.0	-5%

\* For the sake of clarity, changes in percentage and absolute terms have been calculated using exact amounts.

## DIRECTORS' REPORT

### INTRODUCTION

The Interim Management Report at 30 September 2014 was prepared in accordance with IAS 34 on Interim Financial Reporting and, as regards to recognition and measurement criteria, with the IAS/IFRS issued by the International Accounting Standards Board (IASB) and endorsed by the European Union, as required by Art. 154-*ter* of the Consolidated Finance Act (*Testo Unico della Finanza* or TUF). It satisfies the provisions of CONSOB Regulation no. 11971 of 14 May 1999, as subsequently amended.

### 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 for individuals and businesses, as well as in several advanced online advertising solutions.

The DADA Group is organized around two separate businesses falling under the "Domain and Hosting" and "Performance Advertising" divisions. Regarding the methods to identify the business units and their main financial components, reference should be made further below in this Report to the results of the divisions 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 2013.

In 9M14, the **Domain and Hosting** division 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 user base, boasting more than 520 thousand business clients and over 1.7 million domains managed at 30 September 2014. The DADA Group currently operates in Spain, UK and Ireland, France, Portugal and the Netherlands respectively through its brands Nominalia, Namesco, PoundHost, Register365 and Amen.

The **Performance Advertising** division, active in the online advertising business, operates at an international level offering a range of innovative and scalable digital solutions for online traffic monetization, thanks to proprietary technology. In 9M14, the division continued to tweak its proprietary algorithms and strengthen its international presence, thanks to the development of the superEva.com vertical portal - which counts about 350,000 registered users of its services - despite the sharp fall in volumes and resulting decline in margins versus 9M13 caused by the change in Google's global policies.

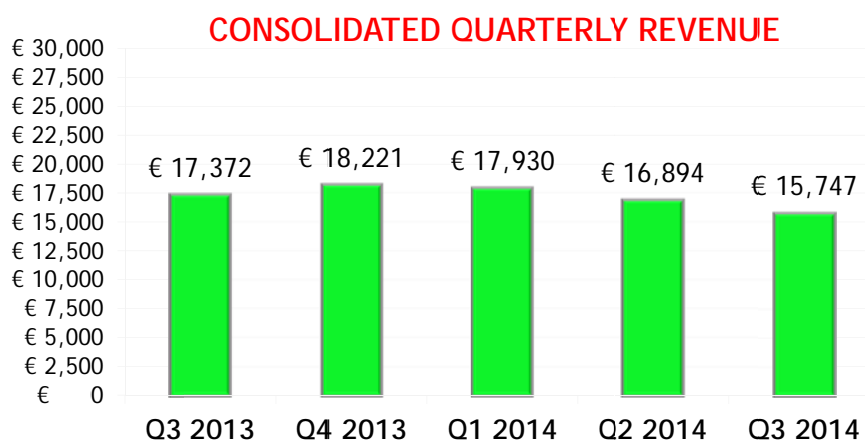
## PERFORMANCE REVIEW

In 9M14, the Dada Group achieved consolidated revenue of €50.6 million, down 11% versus €57.1 million in 9M13, due mainly to the drop in the Performance Advertising division.

Looking at consolidated revenue in 3Q14 alone, the figure came to €15.7 million versus €17.4 million in 3Q13 (-9%), and €16.9 million in 2Q14 (-7%).

The analysis of the main financial and segment aggregates should take account of certain operational and market events that affected 9M14 versus 9M13. Details on these events are found in the Results section at pages 11 and 12 of this Report.

The following graph shows the DADA Group's consolidated revenue over the last five quarters:

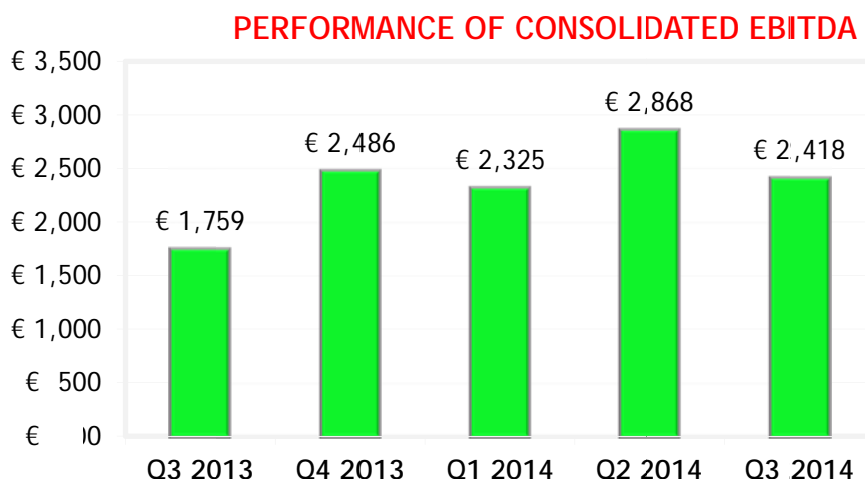


In 9M14, the Dada Group's consolidated EBITDA (gross of impairment losses and other non-recurring items) came to €7.6 million (15% margins on consolidated revenue) versus €8.1 million in 9M13 (14% margins), dropping by 6% versus the prior year.

In 3Q14 alone, EBITDA came to €2.4 million (15% margins), up 37% versus €1.8 million in 3Q13 (10% margins).



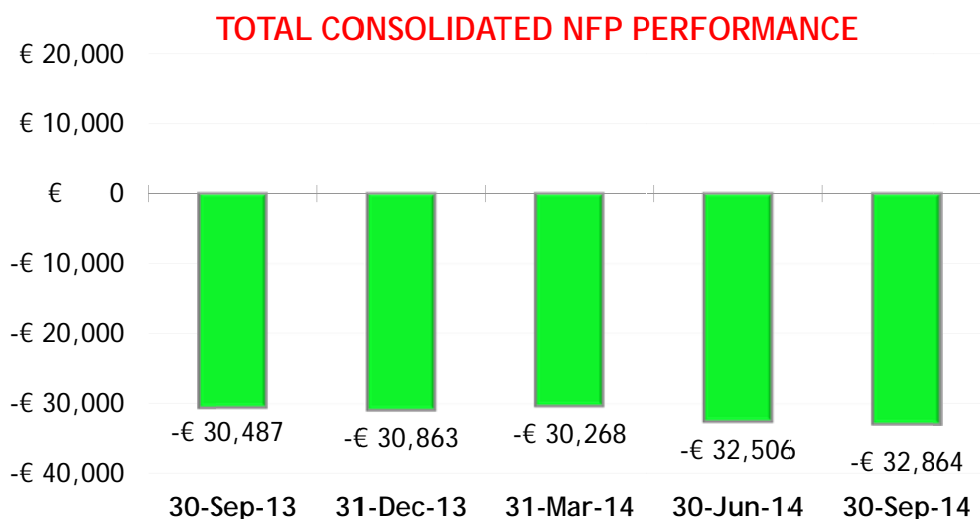
The following graph shows the performance of consolidated EBITDA over the last five quarters:



The total net financial position of the Dada Group, which includes funding to be repaid beyond one year, came to -€32.9 million at 30 September 2014 versus -€30.9 million at 31 December 2013 and -€30.5 million at 30 September 2013.

The NFP performance in 9M14, as further explained in the Financial Position section, was also impacted by non-recurring outflows.

The following graph shows the performance of the total consolidated net financial position over the last 5 quarters



## Results

The following tables show the DADA Group's key results in 9M14 and 3Q14 versus 9M13 and 3Q13:

EUR/000	30-Sept-14 9 months		30-Sept-13 9 months		DIFFERENCE	
	Amount	% of total	Amount	% of total	Absolute	%
Net revenue	50,572	100%	57,092	100%	-6,520	-11%
Chg. in inventories & inc. in own wk. capitalized	2,791	6%	2,707	5%	84	3%
Service costs and other operating expenses	-30,937	-61%	-37,424	-66%	6,487	-17%
Payroll costs	-14,815	-29%	-14,301	-25%	-514	4%
<b>EBITDA*</b>	<b>7,611</b>	<b>15%</b>	<b>8,074</b>	<b>14%</b>	<b>-463</b>	<b>-6%</b>
Depreciation and amortization	-5,696	-11%	-5,442	-10%	-254	5%
Non-recurring income/(charges)	-146	0%	-103	0%	-43	42%
Write-down of fixed assets	-23	0%	0	0%	-23	
Impairment losses and other provisions	-315	-1%	-293	-1%	-22	7%
<b>EBIT</b>	<b>1,432</b>	<b>3%</b>	<b>2,237</b>	<b>4%</b>	<b>-806</b>	<b>-36%</b>

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

EUR/000	3Q14		3Q13		DIFFERENCE	
	Amount	% of total	Amount	% of total	Absolute	%
Net revenue	15,747	100%	17,372	100%	-1,625	-9%
Chg. in inventories & inc. in own wk. capitalized	839	5%	748	4%	92	12%
Service costs and other operating expenses	-9,459	-60%	-11,655	-67%	2,196	-19%
Payroll costs	-4,710	-30%	-4,707	-27%	-3	0%
<b>EBITDA*</b>	<b>2,418</b>	<b>15%</b>	<b>1,759</b>	<b>10%</b>	<b>659</b>	<b>37%</b>
Depreciation and amortization	-1,963	-12%	-1,947	-11%	-16	1%
Non-recurring income/(charges)	-146	-1%	-103	-1%	-43	42%
Write-down of fixed assets	-23	0%	0	0%	-23	-
Impairment losses and other provisions	148	1%	-172	-1%	320	n.m.
<b>EBIT</b>	<b>434</b>	<b>3%</b>	<b>-463</b>	<b>-3%</b>	<b>897</b>	<b>n.m.</b>

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

In 9M14, the Dada Group achieved consolidated revenue of €50.6 million, down 11% versus €57.1 million in 9M13. The result was heavily affected in particular by the drop in Performance Advertising previously mentioned in the introduction (down €5.1 million versus 9M13) and, to a lesser extent, by the decline in Simply (the advertising product) and the disposal in August 2013 of certain co-location services in the UK, considered no longer relevant to the Group (-€1 million in revenue versus 9M13).

Regarding each business segment:

- revenue generated by Domain and Hosting (accounting for approximately 87% of consolidated revenue over the period) came to €44.0 million versus €45.0 million, posting a nominal decline of about 2%. Net of the negative contribution of Simply (€1.4 million in 9M14 versus €2.0 million in 9M13) and of revenue generated by the co-location business in the UK (disposed of in August 2013, which had contributed approximately €0.4 million to the 2013 revenue), core turnover of the division was basically in line with 9M13 levels;
- Performance Advertising contributed the remaining 13% to Group revenue, losing 44% versus 9M13 (€6.6 million versus €11.7 million).

Despite the growing challenges at an international level, in 9M14 Dada's **Domain and Hosting** division continued to strengthen 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, boasting about 520 thousand business clients and over 1.7 million domains managed at 30 September 2014. The DADA Group currently operates in Spain, UK and Ireland, France, Portugal and the Netherlands respectively through its brands Nominalia, Namesco, PoundHost, Register365 and Amen.

The period under review witnessed the realization of several major projects:

- the successful launch of the new gTLDs (Generic Top Level Domains), released on the market in February; Dada continues to report a steady rise in pre-registration and registration applications. The Group's stores have received so far<sup>1</sup> over 10.000 registrations, mostly for .bio, .email and .photography. To date<sup>2</sup>, about 300 extensions are ready for registration and over 2.5 million new registrations have been made worldwide. Meanwhile, the "watchlist" service continues for new domains in Italy, Spain, France and Portugal. The service allows clients and non-clients to freely create interest lists of new domain extensions to be released over the next three years.
- the range of Virtual Servers has been further expanded and repositioned to enable users to manage their own websites on a fully virtualized and highly powerful server at affordable prices.
- with the primary goal of improving service quality, additional customer care initiatives have been stepped up in every country, through live chats on all websites, alongside the phone support service introduced in Italy some months ago and the dedicated

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<sup>1</sup> At 23 October 2014.

<sup>2</sup> At 23 October 2014.

service launched to assist in clients in the development and management of their own website through custom content and design for our clients.

- starting from July, clients and users can also benefit from the full suite of solutions of Microsoft Office 365, Office Online, Mobile & iPad Apps, Exchange Email, SharePoint and Lync Online, continually updated and cloud-based, to access, modify, share, store and synchronize all their files in real time with the highest levels of security.

Despite the sharp fall in volumes and resulting decline in margins versus 2013 caused by the recurring changes in Google's global policies, the **Performance Advertising** division continues to be active in the online advertising business, operating internationally in the development of vertical portals, including superEva, the job-search portal that counts about 350,000 users registered to its services. The division aims on the one hand to access new sources of organic or third-party traffic, in order to rely as less as possible on Google, and on the other to retain the business's marginality.

Looking at the geographical breakdown of the DADA Group's consolidated revenue, foreign-based activities contributed 61% in 9M14, slightly decreasing versus the result in 9M13 (65%). This confirms the predominance of these activities in the overall development of the Group, despite the discontinuity reported in the Performance Advertising division, whose turnover is almost entirely generated by foreign operations.

In 9M14, consolidated EBITDA of the DADA Group, before impairment losses and other non-recurring items, came to a positive €7.6 million (15% margins on consolidated revenue), down versus €8.1 million in 9M13 (14% margins). EBITDA, too, was affected by the negative performance and aforementioned drop of €1 million in margins versus 9M13 reported by the Performance Advertising business.

During the period under review, based on each segment:

- margins on revenue for the **Domain and Hosting** business dropped to 15% from 16% in 9M13. Comparing 9M14 and 9M13, mention should also be made of:
  - the duplication of certain operating costs (€0.6 million) associated with the new datacenter in the UK, arising from the expenses incurred from the previous suppliers (whose contracts terminated in 1Q14), along with the operating costs for the new facility, fully operational from April this year;
  - a different corporate cost allocation accounting method between the two divisions, effective from 1 January 2014.

Net of these effects, Domain and Hosting margins in 9M14 would be higher than in 9M13 (18% versus 16%).

- regarding the **Performance Advertising** business, the aforementioned drop in volumes also impacted on margins, which fell to 9% in 9M14 from 14% in 9M13, owing mainly to a lower Gross Margin contribution to cover fixed costs, although an increasing GM incidence on the division's revenue.

Looking closer at each line of the income statement:

- service costs as a percentage of revenue improved, falling from 66% in 9M13 to 61% in 9M14, thanks also to the benefits from the start of the new datacenter;
- labour costs in 9M14 rose to €14.8 million versus €14.3 million in 9M13, representing 29% of revenue (25% in 9M13). The trend of this aggregate is mostly due to the increase in the average number of employees, to the effects of the adjustments provided for in the collective bargaining agreements, and to certain salary policies, with a view to retaining key resources;
- the item "change in inventories and increase in own work capitalized", amounting to €2.8 million, or 6% of consolidated revenue (€2.7 million in 9M13, or 5% of revenue), consists of expenses incurred for the development of the proprietary platforms needed to launch and manage the services provided by the DADA Group.

In 9M14, consolidated EBIT of the Dada Group came to a positive €1.4 million (3% margins on consolidated revenue) down in absolute terms by €0.8 million (-36%) versus €2.2 million (4% margins) in 9M13.

Looking at 3Q14 alone, the DADA Group's EBIT amounted to €0.4 million (3% margins) versus -€0.5 million in 3Q13, increasing by €0.9 million.

In addition to the above-mentioned elements that impacted on EBITDA, EBIT's performance can be explained in particular as follows:

- in 9M14, amortization and depreciation amounted to €5.7 million (11% on consolidated revenue), €2.8 million of which for tangible assets and €2.9 million for intangible assets, versus €5.5 million in 9M13 (€2.6 million for tangible assets and €2.9 million for intangible assets), increasing by 5%, due to the higher level of fixed assets.

The Group's growing amortization and depreciation trend in 9M14 is, in fact, a direct result of the investment policy pursued starting from the prior year (mostly for the creation of the datacenter in the UK). The policy continued, to a lesser extent, in the first part of 2014 and will go on until the end of the year.

Looking at 3Q14 alone, amortization and depreciation amounted to €2 million (12% on consolidated revenue), €0.9 million of which for tangible assets and €1.1 million for intangible assets, versus €1.9 million in 3Q13, €1 million of which for intangible assets and €0.9 million for tangible assets. These figures are in line, all in all, with 3Q14, since most of the abovementioned investments had been completed in 3Q13, generating in the same period increased depreciation recognized in the income statement.

In 9M14, consolidated EBIT was impacted by impairment losses, provisions and other non-recurring income/charges of €0.5 million versus €0.4 million in 9M13. Regarding non-recurring charges:

- €0.1 million refers to the impairment of receivables, which turned into bad debts over the period (€0.4 million in 2013, due mainly to the write-down of receivables from Seat PG);
- €0.4 million refers to provisions for non-recurring risks and charges mostly from severance related to the reorganization of a number of subsidiaries in Italy and abroad previously recorded in 1H14 (a minor amount of this item was recorded in 2013).

In 3Q14 alone, there were no non-recurring impairments and provisions; in 3Q13, they amounted to €0.3 million.

**The DADA Group's consolidated net profit** in 9M14 came to -€1.4 million versus -€0.5 million in 9M13, dropping in absolute terms by €0.9 million. In 3Q14 alone, the net profit came to -€0.5 million versus -€1.2 million in 3Q13, improving by €0.7 million.

Overall financial activities of the Dada Group (the difference between financial income and charges) came to -€2.1 million in 9M14 versus -€2.2 million in 9M13, improving by 8%, despite the increase in overall debt.

Financial activities were severely impacted by forex, due mostly to the Euro/British Pound rate. The Euro, in fact, reported a negative trend versus the Pound throughout 1H13, only to recover in the second half of the year (when losses had been almost cancelled). The trends turned from neutral in 1Q14 to positive for the Euro in 2Q14, especially in 3Q14. Such trends were partly mitigated through currency forward operations made to hedge exchange rate risks on certain payables in foreign currency.

The trend of spreads and rates applied on outstanding loans of the Dada Group increased slightly versus 9M13, but decreased at the same pace versus the end of 2013.

As a result, financial charges in 9M14, including exchange losses, totaled €2.6 million (basically unchanged versus 9M13) and refer to:

- interest expense on bank loans to finance acquisitions made in prior years amounting to €0.8 million (basically unchanged versus 9M13);
- other bank commissions and interest owed on short-term credit lines amounting to €1.3 million (€1.2 million in 9M13), linked primarily to bank commissions on credit card payments;
- derivative differentials of -€0.1 million (-€0.2 million in 9M13).

As in 9M13, there was no financial income worthy to report in 9M14.

As mentioned earlier, exchange activities produced an overall positive result in 9M14 of €0.2 million versus -€0.2 million in 9M13, a period severely affected by the negative Euro/Pound trend (a positive difference of €0.4 million). In both 2Q14 and 3Q14, exchange activities showed a positive figure of €0.1 million

Looking at tax at Group level, the consolidated tax burden in 9M14 came to €0.8 million, increasing versus €0.5 million in 9M13. In 3Q14 alone, the tax burden came to €0.3 million, increasing versus €0.1 million in 3Q13.

Breaking down tax in 9M14 into current and deferred, current tax amounted to €0.5 million versus €0.9 million in 9M13, while deferred tax amounted to approximately -€0.3 million versus €0.4 million in 9M13.

Basically, the different tax burden between the two periods under review is mainly explained by the different effect of deferred tax, positive in 2013 and negative in 2014. The burden of current tax is in line with the operating and overall result of the two periods.

In 3Q14 alone, current tax came to €0.2 million, while deferred tax came to -€0.1 million.

Current tax is recognized in the financial statements even with a consolidated net loss, and refers primarily to IRAP on some Italian companies (€0.3 million), to the tax burden on some foreign-based companies with positive pre-tax income (€0.1 million), to the different tax burden of the prior year from tax resulting from tax returns and to the provision made for a possible tax dispute (€0.1 million).

Looking at the composition of deferred tax assets recognized in the 9M14 income statement, these had a negative impact of €0.3 million following the release of part of

the temporary differences accounted for in prior years on the funds and provisions recovered during the year. There were no further assessments on deferred tax assets.

It should be noted that deferred tax assets recognized in this consolidated interim financial report of the DADA Group have been calculated on the basis of temporary differences relating to provisions, impairment losses and other tax adjustments that are expected to be reabsorbed in the future, and the portion of carry-forward tax losses likely to be recovered.

The latest calculation was made at year-end 2013, reviewed and updated on the basis of the 1H14 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 full recovery of tax losses incurred by Italian companies.

Mention should also be made that the Dada Group has accrued tax losses of €37.8 million, referring almost entirely to the Italian companies and which may be fully carried forward indefinitely.

Tax losses on which deferred tax assets have been calculated amounted to €16.5 million. This income statement does not include any non-controlling interests.

## PERFORMANCE BY BUSINESS SEGMENT

As previously mentioned, for operational purposes, the DADA Group has been organized into two business divisions, "Domain and Hosting" and "Performance Advertising".

This breakdown reflects the application of IFRS 8, which requires Group segment information to be structured following the same criteria adopted for management reporting purposes.

This breakdown stems from the corporate reorganization of the prior year, which led to the formation of two separate branches of the Dada Group's organizational structure, each heading a particular business activity. Specifically, Domain and Hosting is managed by the wholly-owned subsidiary Register.it S.p.A., while Performance Advertising is managed by the wholly-owned subsidiary MOQU Adv S.r.l.. Corporate activities are considered so completely integrated with the two business segments that they no longer require qualification as a separate division.

## Main results by segment

The following table shows the main results of the “Domain and Hosting” and “Performance Advertising” divisions in 9M14 versus 9M13; mention should be made that, effective from 1 January 2014, a different corporate cost allocation method between the two segments has been adopted, which aims at allocating almost all common costs to each business. This led to a reduction of over €0.7 million in the Domain and Hosting division’s margins (this has no impact on the consolidated level).

Segment	30/09/2014 (9 months)					30/09/2013 (9 months)				
	Revenue	EBITDA	Margin %	EBIT	Margin %	Revenue	EBITDA	Margin %	EBIT	Margin %
Domain and Hosting	44,007	6,604	15%	1,156	3%	44,958	7,314	16%	2,752	6%
Performance Adv.	6,564	610	9%	176	3%	11,709	1,606	14%	1,202	10%
Adjustments	-	397	n.m.	99	n.m.	425	-846	n.m.	-1,717	n.m.
<b>Total</b>	<b>50,572</b>	<b>7,611</b>	<b>15%</b>	<b>1,432</b>	<b>3%</b>	<b>57,092</b>	<b>8,074</b>	<b>14%</b>	<b>2,237</b>	<b>4%</b>

## Geographical breakdown of consolidated revenue

The following table shows the breakdown of Italian and international consolidated revenue in 9M14 and 9M13:

Description	30/09/2014 (9 months)		30/09/2013 (9 months)	
	Amount	%	Amount	%
Revenue - Italy	19,473	39%	20,156	35%
Revenue - abroad	31,099	61%	36,936	65%
<b>Total</b>	<b>50,572</b>		<b>57,092</b>	



## Domain and Hosting Services

“Domain and Hosting” is the DADA Group division dedicated to professional digital services for the management of the online presence of individuals and businesses, either in self-provisioning mode or through direct contact and customized consulting. At 30 September 2014, in this business the Group counted over 520 thousand clients and more than 1.7 million domains under management on its platforms. It operates in Europe under the following brands: Register.it in Italy (headquartered in Florence, with branches in Milan and Bergamo), Nominalia in Spain, Names.co.uk and Poundhost in the UK, Amen Group in Portugal, France and the Netherlands, and Register365 in Ireland.

The Group offers a wide range of services and tools to enable businesses of all sizes, professionals and private individuals to manage their online presence in an efficient, professional and secure way, and to reap the opportunities generated by the new digital channels. Today, the portfolio of services includes:

- domain name registration - digital solutions for online identity;
- web hosting services and dedicated servers;
- professional solutions for website development;
- professional solutions for e-commerce website development;
- certified e-mail and e-mail services and Microsoft Office365;
- digital advertising services;
- online brand protection, mostly for large enterprises.

Through a proprietary Adserver, DADA also manages its own international advertising network (Simply.com), with about 3,000 active publishers. Sales in Italy are managed on an exclusive basis by an external agency.

In 9M14, the division’s revenue amounted to €44.0 million (approximately 87% of Group revenue) versus €45.0 million in 9M13, falling by about 2%. Net of the negative contribution of Simply (€1.4 million in 9M14 versus €2.0 million in 9M13) and revenue generated by the UK business (disposed of in August 2013, which had contributed approximately €0.4 million to the 2013 revenue) - the division’s revenue was in line with 9M13 levels; the Italian, English and Irish markets contributed 79% of the division’s revenue over the period, while the remaining 21% came from the French, Spanish, Portuguese and Dutch markets.

EBITDA came to €6.6 million versus €7.3 million in 9M13. The trend of this aggregate was mainly affected by:

- the duplication of certain operating costs (€0.6 million) associated with the new datacenter in the UK, arising from the expenses incurred from the previous suppliers (whose contracts terminated in 1Q14), along with the operating costs for the new facility, fully operational from April this year;
- a different corporate cost allocation accounting method between the divisions, effective from 1 January 2014.

Net of these effects, Domain and Hosting margins would be higher than in 9M13 (18% versus 16%).

Capitalized costs for man-hours related to product and service development expense amounted to €2.3 million, in line with 9M13.

Segment EBIT came to €1.2 million, net of depreciation and amortization, impairments and other non-operating items of €5.4 million.

## Performance Advertising Services

“Performance Advertising” is the Dada Group division dedicated to the management at an international level of a range of innovative online advertising solutions for web traffic monetization through vertical and scalable proprietary portals and partnerships with leading global search engines. The main proprietary brands through which it operates are superEva.com, Peeplo and Save’n Keep.

In 9M14, the division’s revenue amounted to €6.6 million, down €5.1 million (-44%) versus 9M13. Almost all the revenue is generated in Ireland and an increasing portion comes from web traffic from the new generation of tablets and smartphones. Revenue was heavily impacted by the repeated changes on a global scale of the procedures apply to advertisers to monetize traffic on the Google network - generally considered the main hub of online advertising worldwide - which have impacted negatively on the division’s revenue ever since October 2012, and have further impacted on the revenue trend since January 2014. New methods are being tested to find different and more profitable ways of monetizing traffic generated through mobile devices and tablets, also in order to tap into new sources of traffic other than Google and mitigate the drop in volumes versus the prior period.

EBITDA fell accordingly from €1.6 million in 9M13 to €0.6 million in 9M14, with margins on revenue dropping from 14% to 9%, owing mainly to a lower contribution from Gross Margin, albeit increasing on the division’s revenue, to cover fixed costs. Capitalized costs for research and development amounted to €0.5 million, in line with 9M13.

EBIT amounted to €0.2 million, net of depreciation and amortization, impairments and other non-operating items of €0.4 million.

## Financial position

The following table shows the total Net Financial Position of the Dada Group at 30 September 2014 versus the position at 31 December 2013:

NET FINANCIAL POSITION					
EUR/000		30-Sept-14	31-Dec-13	DIFFERENCE	
				Absolute	%
A	Cash on hand	20	19	1	5%
B	Bank and post office deposits	1,381	1,641	-260	-16%
C	Liquidity (A+B)	1,401	1,660	-259	-16%
D	Time deposits and other receivables	0	0	0	
E	Derivatives	0	0	0	
F	Other financial receivables (D + E)	0	0	0	
G	<b>Total Financial Assets (C+F)</b>	<b>1,401</b>	<b>1,660</b>	<b>-259</b>	<b>-16%</b>
H	Current credit lines and account overdrafts with banks	-9,806	-10,457	651	-6%
I	Current bank borrowings	-5,521	-716	-4,805	671%
L	Other current financial payables	0		0	
M	Current portion of derivatives	-176	-47	-129	274%
N	<b>Current debt (H+I+L+M)</b>	<b>-15,503</b>	<b>-11,220</b>	<b>-4,283</b>	<b>38%</b>
O	Non-current bank borrowings	-18,762	-21,303	2,541	-12%
P	Other non-current financial payables				
Q	Non-current portion of derivatives				
R	<b>Non-current debt (O+P+Q)</b>	<b>-18,762</b>	<b>-21,303</b>	<b>2,541</b>	<b>-12%</b>
S	<b>Total Financial Liabilities (N+R)</b>	<b>-34,265</b>	<b>-32,523</b>	<b>-1,742</b>	<b>5%</b>
T	<b>Total net financial position (G+S)</b>	<b>-32,864</b>	<b>-30,863</b>	<b>-2,001</b>	<b>6%</b>

At 30 September 2014, the Dada Group's total consolidated net financial position, which includes short and medium/long-term funding and loans, came to -€32.9 million versus -€30.9 million at 31 December 2013 and -€30.5 million at 30 September 2013.

The current Net Financial Position at 30 September 2014 came to -€14.1 million versus -€9.6 million at 31 December 2013 and -€14.7 million at 30 September 2013.

These differences are explained by Group cash flows during the period and by the rescheduling in 2013 of the non-current loan. Under the agreement, the first installment of the loan already expired within one year last June from the half-year report date, and was therefore classified as current already at that time, with a similar reduction in the non-current portion of debt. Further details on the rescheduling are found in Note 10 in this Report.

The item "current portion of derivatives" refers to the financial payable related to the mark-to-market measurement of the IRS hedging the mortgage at 30 September 2014. Specifically, agreements hedging the interest rate risk were entered into in 9M14, providing an overall 50% coverage against the risk of fluctuations on the base rate through two IRS contracts.

In 9M14, non-recurring Group inflows/outflows resulted in a negative figure of €0.2 million, produced by the net effect of:

a) €0.3 million of inflows from the disposal of residual co-location assets of the subsidiary Namesco UK;

b) €0.3 million of outflows from non-recurring charges for: severance costs for the reorganization of a number of Group companies and €0.2 million from other non-operating costs and charges, which include payment of the instalment amount of the payment plan with the Regional Revenue Agency, already explained in previous financial reports.

In 3Q14 alone, cash flows from non-recurring items came to -€0.3 million, due entirely to the abovementioned severance.

The following table shows a summary of cash flow movements in 9M14 related to cash and cash equivalents compared with those in 9M13. For further details, reference should be made to the Cash Flow Statement included in the statements of this Report and to the relevant notes:

EUR/000	30 Sep. 2014 (9 months)	30 Sep. 2013 (9 months)
Cash flow from operating activities	5,013	5,997
Cash flow from taxes and interest paid	-2,298	-2,518
Cash flow from investing activities	-4,480	-7,758
Cash flow from financing activities	-2,647	-2,581
<b>Net cash flow (cash and cash equivalents)</b>	<b>-4,412</b>	<b>-6,862</b>

Regarding reconciliation between cash flow of the net financial position and cash flow shown in the consolidated financial report, reference should be made to Note 16 in this Report.

The following points provide detailed information on the main aggregates in the net financial position.

### Investing activities

In 9M14, as mentioned above, investments made by the DADA Group produced an overall financial impact of approximately €4.5 million, falling sharply versus €7.8 million in 9M13. Looking at investments (in terms of increase in own work capitalized, not in cash flows):

- investments in intangible assets in 9M14 amounted to €2.9 million, down 11% versus €3.3 million in 9M13. Approximately €2.8 million (basically in line with the figure at 30 September 2013) refer to costs for the development of the proprietary processes and

platforms needed to provide Domain & Hosting and Performance Advertising services, and €0.1 million to costs for the purchase of brands and licenses (€0.2 million at 30 September 2014). In 9M13, approximately €0.4 million had been invested in software, while no significant ones were made in 9M14;

- investments in property, plant and equipment amounted to €1.5 million, dropping sharply (-67%) versus €4.6 million in 9M13. As mentioned earlier, this trend is mainly attributable to the lower impact versus 9M13 of the investments in the datacenter project in the UK.

Investments in 9M14 referred almost exclusively to the purchase of network servers (including hardware for clients of dedicated servers) and new systems, and to other electronic equipment needed for the provision of Domain and Hosting services. No noticeable increases were seen in investments in furniture and fittings and other tangible assets (versus €0.2 million and €0.1 million respectively in 9M13).

### Financing activities

The Group's cash flow statement at 30 September 2014 came to -€2.6 million relating to "net difference in cash flow from financing activities", the sum of:

- a) the negative effect - €3.1 million - of the reclassification to the current portion (within one year) of the first instalment of €2.5 million of the loan with Banca Intesa, as renegotiated in December 2013, and of the repayment of other outstanding loans and lease agreements within the Dada Group;
- b) the positive effect - €0.6 million - of new loans taken out (bank loans and finance leases) to finance a number of investments in property, plant and equipment made by the Group;
- c) other changes - -€0.1 million - from current financial payables arising from derivative contracts.

The cash flow from financing activities in 9M13 had come to -€2.6 million. For details, reference should be made to the Interim Report at 30 September 2013.

These differences impact solely on "cash, cash equivalents and current bank borrowings", but are neutral on the "total Net Financial Position".

The breakdown of Net Working Capital and Net Capital Employed of the DADA Group at 30 September 2014 and at 31 December 2013 is shown below:

EUR/000	30-Sept-14	31-Dec-13	DIFFERENCE	
			Absolute	%
<b>Non-current assets</b>	<b>96,074</b>	<b>93,981</b>	<b>2,093</b>	<b>2%</b>
Current operating assets	14,337	16,335	-1,998	-12%
Current operating liabilities	-24,733	-28,022	3,289	-12%
<b>Net working capital</b>	<b>-10,396</b>	<b>-11,687</b>	<b>1,291</b>	<b>-11%</b>
Provision for termination indemnities	-748	-760	11	-1%
Provision for risks and charges	-988	-1,007	19	-2%
<b>Net capital employed</b>	<b>83,942</b>	<b>80,527</b>	<b>3,414</b>	<b>4%</b>

### Net working capital

The Dada Group's net working capital at 30 September 2014 was -€10.4 million versus -€11.7 million at 31 December 2013 and -€11.5 million at 30 September 2013.

A point worth mentioning is that the dynamics of net working capital over the various quarters of a year are generally linked to the performance of Group operations (especially for the Domain and Hosting business), which often report a larger portion of amounts collected from services provided in the first quarter of the year versus the other quarters, part of which are then recognized during the entire year as deferred income on a pro-rata basis. This trend begins to stabilize starting from the second quarter.

The decreasing trend in the first nine months of the year versus the end of the prior year is explained mainly by the Group's business performance in the period under review and by the settlement of a number of accounts payable to certain suppliers collected earlier than in prior years.

Looking at the single items forming the net working capital, it should be noted that trade receivables at 30 September 2014 amounted to €4.5 million versus €5.5 million at 31 December 2013, and mainly include receivables from advertising services referred to Performance Advertising and Simply, and certain Domain and Hosting services that have payment terms with lengthier time periods.

Trade payables showed a downward trend, falling from €10.3 million at 31 December 2013 to €7.2 million at 30 September 2014.

Other current liabilities include deferred income of approximately €12 million from the management of certain services on an accrual basis; these will not entail future financial outlays, but rather the recognition of revenue in the income statement. Deferred income at 31 December 2013 amounted to €11.3 million versus €11.2 million at 30 September 2013.

Other consolidated liabilities due beyond one year include termination indemnities and provision for risks and charges. These items are explained in the notes to this Report and to the previous half-year report.

The number of DADA Group employees at 30 September 2014 and at 31 December 2013 and split up by geographical area is shown below:

	Italy		Abroad		Total	
	30/09/14	31/12/13	30/09/14	31/12/13	30/09/14	31/12/13
Employees	217	222	159	173	376	395

### Alternative performance indicators:

This Interim Report provides the following economic and financial indicators in addition to those required by IFRS 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 the DADA Group calculates EBITDA.

**Pre-tax profit and 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 one year of 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 receivables and payables due beyond one year.

## **SIGNIFICANT EVENTS IN 9M14**

The events which had the most significant impact on the DADA Group in 9M14 are described below:

On 19 March 2014, the Board of Directors of the Company, besides approving the 2013 draft financial statements, called the Shareholders' Meeting in ordinary and extraordinary session on 24 April 2014 (28 April in second call) for their approval, to appoint a number of members of the Board of Directors, to renew the authorization to purchase and dispose of treasury shares, to approve the Remuneration Report pursuant to art. 123 *ter* of the TUF, and for certain amendments to the bylaws. It also resolved to submit to the Shareholders' Meeting a new stock option plan intended for Dada Group employees, and the consequent request for the delegation of powers to undertake the

relating capital increase, pursuant to art. 2443 and art. 2441, paragraph 8, for a maximum of 750,000 new shares.

On 28 April 2014, the Annual General Meeting of DADA S.p.A. was convened in ordinary and extraordinary session, adopting the following resolutions.

#### ORDINARY SESSION

##### Approval of the Statutory Financial Statements for the year ended 31 December 2013

The AGM approved the Statutory Financial Statements of DADA S.p.A. for the year ended 31 December 2013, as proposed by the Board of Directors of the Company at its meeting last 19 March. It also resolved to carry forward the Parent's loss for the year amounting to Euro 2,059,585.70.

##### Integration of the Board of Directors

Today's Meeting confirmed five of the six Board Members co-opted on 7 August 2013 - Khaled Bishara, Karim Beshara, Antonio Converti, Aldo Mareuse, Sophie Sursock - as Directors of the Company. It also appointed Ragy Soliman as new Board Member.

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

##### 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.

##### 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.

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.

On 14 May 2014, besides approving the Interim Report at 31 March 2014, the Board of Directors of the Company resolved on the appointment of Khaled Bishara as Chairman of the Board of Directors and of the current board members until expiry of their term of office.

On 4 August 2014, the Board of Directors of Dada S.p.A. convened to approve the half-year financial report, and also gave effect, in partial execution of the powers granted by the Shareholders on 28 April 2014, to the share-based incentive plan for 2014-2016 (the “Plan”), intended for Dada Group employees, in particular, for executives and managers of Dada S.p.A. and/or its Subsidiaries.

The Board, upon proposal of the Company’s Compensation Committee, approved the Regulations of the Plan, identified the beneficiaries and assigned a total of n. 705,000 options on the same amount of Dada ordinary shares at a subscription price of €3.596 per share, equal to the average official prices of Dada S.p.A. ordinary shares recorded in the period between the Option assignment date and the same day of the previous sixth calendar month, it being understood that during such period, the arithmetical calculation took into account only the trading days on the market of DADA ordinary shares; this subscription price could not in any event be less than the par value of the shares already issued.

The Board also determined that the exercise of the vested options is, inter alia, 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) based on reaching Group financial goals measured in the individual consolidated financial statements in the 2014-2016 period, and that it may generally take place during predetermined exercise periods, following approval by the AGM of the Company's financial statements for the year ending 31 December 2016, but no later than 19 December 2019.

The Board, therefore, approved a share capital increase against payment for a maximum par amount of Euro 119,850 to service the Plan with the exclusion of the option right, pursuant to paragraph 8 of art. 2441 of the Italian Civil Code.

For further information on the terms and conditions of the Plan and the characteristics of the financial instruments assigned, reference is made to the Information Document prepared pursuant to art. 84-bis, paragraph 5 of CONSOB Regulation No. 11971 of 14 May 1999, which was issued and made publicly available at the registered office, at Borsa Italiana S.p.A. and on the Company's website [www.dada.eu](http://www.dada.eu) in accordance with prevailing laws.

#### **SIGNIFICANT EVENTS AFTER 30 SEPTEMBER 2014**

There are no significant events to report after the close of the third quarter of the year.

## OUTLOOK FOR THE CURRENT YEAR

The results achieved by the DADA Group in the first nine months of the year basically confirm the previously announced forecasts for both business lines. Specifically:

- in the **Domain and Hosting division**, in the absence of any currently unforeseeable event, an annual “mid-single digit” average growth in revenue over the 2014-2016 period (on a like-for-like basis and net of the negative contribution of Simply), with a stronger growth in the second part of the three-year period, and a more than proportional increase in profitability, thanks to increased structural efficiency and further optimization of operating costs;
- in the **Performance Advertising division**, in light of the further changes made over the past few months in Google’s network, further changes on a global scale cannot be ruled out and, therefore, it is not currently possible to estimate the medium/long term impact of these changes. Consequently, revenue and margins for the current year may presumably end lower than the figures in 2013, in line with the amounts reported in the last quarter.

**CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
AT 30 SEPTEMBER 2014**

## CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### DADA GROUP CONSOLIDATED INCOME STATEMENT AT 30 SEPTEMBER 2014

EUR/000	30 September 2014	30 September 2013
<b>Net revenue</b>	<b>50,572</b>	<b>57,092</b>
Chg. in inventories & inc. in own wk. capitalized	2,791	2,707
Service costs and other operating expenses	-30,816	-37,229
Payroll costs	-14,815	-14,301
Other operating revenue and income	19	512
Other operating costs	-325	-825
Provisions and impairment losses	-276	-277
Depreciation and amortization	-5,696	-5,442
Write-down of fixed assets	-23	-
<b>EBIT</b>	<b>1,432</b>	<b>2,237</b>
Investment income	579	376
Financial charges	-2,638	-2,613
<b>Profit/(loss) before taxes</b>	<b>-627</b>	<b>-</b>
Income taxes	-755	-475
<b>Net profit/(loss)</b>	<b>-1,382</b>	<b>-475</b>
Basic earnings/(loss) per share	-0.083	-0.029
Diluted earnings/(loss) per share	-0.079	-0.029

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME AT 30 SEPTEMBER 2014

EUR/000	30 September 2014	30 September 2013
<b>Net profit/(loss) for the period (A)</b>	<b>-1,382</b>	<b>-475</b>
<b>Other comprehensive profit/(loss) to be subsequently reclassified in profit/loss for the year (B):</b>	<b>2,761</b>	<b>-856</b>
Gains/(losses) on exchange rate derivatives (cash flow hedges)	-69	151
Tax effect on other gains/(losses)	19	-42
	-50	109
Gains/(losses) from the translation of foreign currency financial statements	2,811	-966
<b>Other comprehensive profit/loss not to be subsequently reclassified in profit/(loss) for the year:</b>	<b>-</b>	<b>-</b>
<b>Total comprehensive income/(loss) (A)+(B)</b>	<b>1,379</b>	<b>-1,332</b>
<i>Total comprehensive income/(loss) attributable to:</i> Shareholders of the parent company	1,379	-1,332

**DADA GROUP CONSOLIDATED STATEMENT OF FINANCIAL POSITION AT 30 SEPTEMBER 2014**

ASSETS	30 September 2014	31 December 2013
<i>Non-current assets</i>		
Goodwill	79,251	76,220
Intangible assets	7,952	7,911
Other property, plant and equipment	8,658	9,634
Financial assets	212	217
Deferred tax assets	6,319	6,527
<b>Total non-current assets</b>	<b>102,393</b>	<b>100,508</b>
<i>Current assets</i>		
Trade receivables	4,543	5,501
Tax and other receivables	3,476	4,308
Cash and cash equivalents	1,401	1,660
<b>Total current assets</b>	<b>9,419</b>	<b>11,468</b>
<b>TOTAL ASSETS</b>	<b>111,812</b>	<b>111,976</b>

## DADA GROUP CONSOLIDATED STATEMENT OF FINANCIAL POSITION AT 30 SEPTEMBER 2014

EQUITY AND LIABILITIES	30 September 2014	31 December 2013
<b>EQUITY AND LIABILITIES</b>		
<i>Capital and reserves</i>		
Share capital	2,836	2,836
Other equity instruments	34	-
Share premium reserve	33,098	33,098
Legal reserve	950	950
Other reserves	9,664	6,903
Retained earnings	5,877	7,225
Net profit/(loss)	-1,382	-1,348
<b>Total equity, Group share</b>	<b>51,077</b>	<b>49,664</b>
<b>Non-controlling interests</b>	<b>-</b>	<b>-</b>
<b>Total equity</b>	<b>51,077</b>	<b>49,664</b>
<i>Non-current liabilities</i>		
Bank loans (due beyond one year)	18,762	21,302
Provision for risks and charges	988	1,007
Provision for employee termination indemnities	748	760
<b>Total non-current liabilities</b>	<b>20,499</b>	<b>23,069</b>
<i>Current liabilities</i>		
Trade payables	7,199	10,320
Other payables	15,865	15,370
Taxes payable	1,669	2,333
Financial liabilities for derivative instruments	176	47
Bank overdrafts and financial payables (due within one year)	15,327	11,173
<b>Total current liabilities</b>	<b>40,236</b>	<b>39,243</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>111,812</b>	<b>111,976</b>

## DADA GROUP CONSOLIDATED CASH FLOW STATEMENT AT 30 SEPTEMBER 2014

EUR/000	30 September 2014	30 September 2013
<b>Operating activities</b>		
<b>Net profit (loss) for the period</b>	<b>-1,382</b>	<b>-475</b>
<i>Adjustments for:</i>		
Income from trading	-579	-376
Financial charges	2,638	2,613
Income taxes	755	475
Gains/losses	-8	-486
Depreciation	2,799	2,580
Amortization	2,897	2,862
Granting of stock options	34	232
Write-down of fixed assets	23	-
Other provisions and impairment losses	315	293
Increase/(decrease) in provisions	-274	-374
<b>Cash flow from operating activities before changes in working capital</b>	<b>7,218</b>	<b>7,343</b>
(Increase)/decrease in receivables	2,264	2,258
Increase /(decrease) in payables	-4,469	-3,605
<b>Cash flow from operating activities</b>	<b>5,013</b>	<b>5,997</b>
Income taxes paid	-493	-558
Interest (paid)/received	-1,805	-1,960
<b>Net cash flow from operating activities</b>	<b>2,715</b>	<b>3,478</b>
<b>Investing activities</b>		
Purchase of property, plant and equipment	-1,556	-4,445
Disposal of fixed assets	8	-
Other changes in fixed assets	5	-1
Purchase of intangible assets	-146	-605
Product development costs	-2,791	-2,707
<b>Net cash flow used in investing activities</b>	<b>-4,480</b>	<b>-7,758</b>



**DADA GROUP CONSOLIDATED CASH FLOW STATEMENT AT 30 SEPTEMBER 2014**

EUR/000	30 September 2014	30 September 2013
<b>Financing activities</b>		
Change in loans	-2,540	-2,910
Other changes	-107	329
<b>Net cash flow from/(used in) financing activities</b>	<b>-2,647</b>	<b>-2,581</b>
<b>Net increase/(Decrease) in cash and cash equivalents</b>	<b>-4,412</b>	<b>-6,862</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>-9,514</b>	<b>-7,718</b>
<b>Cash and cash equivalents at end of period</b>	<b>-13,926</b>	<b>-14,580</b>

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY AT 30 SEPTEMBER 2014

	Attributed to the shareholders of the Parent									
	Share capital	Share premium reserve	Legal reserve	Other reserves	Other equity instruments	Cash flow hedge res.	Translation reserve	Retained earnings	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	0
Profit/(loss) for the period									-1,382	-1,382
Other comprehensive income (losses)						-50	2,811			2,761
Total comprehensive income (losses)	-	-	-	-	-	-50	2,811	-	-1,382	1,379
Increase in share capital										
Other equity instruments					34					34
Balance at 30 September 2014	2,836	33,098	950	14,045	34	-76	-4,304	5,877	-1,382	51,077

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY AT 30 SEPTEMBER 2013

	Attributed to the shareholders of the Parent									
	Share capital	Share premium reserve	Legal reserve	Other reserves	Other equity instruments	Cash flow hedge res.	Translation reserve	Retained earnings	Net profit / (loss)	Total equity
Balance at 1 January 2013	2,756	32,070	950	14,045	213	-163	-6,251	5,840	939	50,399
Allocation of 2012 profit								939	-939	0
Profit/(loss) for the period									-475	-475
Other comprehensive income (losses)						109	-966			-856
Total comprehensive income (losses)	-	-	-	-	-	109	-966	-	-475	-1,332
Other equity instruments					-213			445		232
Other changes										
Balance at 30 September 2013	2,756	32,070	950	14,045	-	-54	-7,217	7,224	-475	49,299

## NOTES TO THE FINANCIAL STATEMENTS

### 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 stated at page 1 of this Report.

The DADA Group ([www.dada.eu](http://www.dada.eu)) is an international leader in domain and hosting services and in advanced online advertising solutions.

For further details, reference should be made to the Directors' Report.

### 2. Preparation criteria

This condensed quarterly report was prepared in accordance with the historical cost convention, with the exception of financial assets held for sale, measured at fair value.

It is expressed in Euro (€) as this is the 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.

It is comprised of the statement of financial position, income statement, statement of changes in equity, statement of cash flows, and these notes.

The publication of this Report was authorized by the Board of Directors on 12 November 2014.

### Statement of compliance with IAS/IFRS

The condensed quarterly report at 30 September 2014 was 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 condensed interim financial statements were prepared in summary form in accordance with IAS 34 and Art. 154 ter of the Consolidated Finance Act (Legislative Decree 58/1998). Therefore, they do 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 2013.

## Main accounting standards

The accounting standards adopted for the preparation of the interim financial statements at 30 September 2014 are the same as those used in the Group's annual financial statements for the year ended 31 December 2013, with the exception of the following new standards and interpretations applicable from 1 January 2014:

*Accounting standards, amendments and interpretations yet to be enforced, not adopted in advance by the Group and approved by the European Union:*

*IFRS 10 - Consolidated Financial Statements* - The standard, issued by the IASB in May 2011, supersedes *SIC 12 - Consolidation: special purpose entities (vehicles)* and parts of *IAS 27 - Consolidated and separate financial statements, renamed Separate financial statements*. It sets out the accounting requirements of equity investments in the separate financial statements. The new standard identifies a common control system applicable to all entities, including vehicles. It also provides guidance on determining control when control is difficult to assess. The IASB requires retrospective application from 1 January 2013. The competent EU bodies have completed the approval process of the standard, deferring the date of application to 1 January 2014, allowing however early adoption beginning from 1 January 2013. The adoption of this standard has not produced any noteworthy effect.

*IFRS 11 - Joint arrangements* - The standard, issued by the IASB in May 2011, supersedes *IAS 31 - Interests in Joint Ventures* and *SIC 13 - Jointly controlled entities: Non-monetary contributions by venturers*. The new standard provides criteria to identify joint arrangements based on the rights and obligations arising from the agreements, rather than on their legal form. It uses only the equity method to account for interests in joint ventures in the consolidated financial statements. Following issue of this standard, *IAS 28 - Investments in associates* was amended to include within its framework, from the effective date of the standard, interests in joint ventures. The IASB requires retrospective application from 1 January 2013. The competent EU bodies have completed the approval process of the standard, deferring the date of application to 1 January 2014, allowing however early adoption beginning from 1 January 2013. The adoption of this standard has not produced any noteworthy effect.

*IFRS 12 - Disclosure of interests in other entities* - The standard, issued by the IASB in May 2011, establishes the disclosure of additional information to provide on all types of interests, including those in subsidiaries, joint arrangements, associates, special purpose entities and other unconsolidated structured entities. The IASB requires retrospective application from 1 January 2013. The competent EU bodies have completed the approval process of this standard, deferring the date of application to 1 January 2014, allowing however early adoption beginning from 1 January 2013. The effects of the adoption of the new standard are limited to disclosure relating to interests in other entities, to provide in the notes to the annual consolidated financial statements. The adoption of this standard has not produced any noteworthy effect.

*IAS 27 (2011) - Separate financial statements* - Following issue of IFRS 10 in May 2011, the IASB narrowed the scope of application of IAS 27 only to the separate financial statements. The standard specifically governs the accounting treatment of investments in the separate financial statements and is applicable from 1 January 2014. The adoption of this standard has not produced any noteworthy effect.

*IAS 28 (2011) - Investments in associates and joint ventures* - Following issue of IFRS 11 in May 2011, the IASB amended the existing standard to include in its framework investments in joint ventures, and to govern the reduction of the interest which does not result in ceasing to apply the equity method. The standard is applicable from 1 January 2014. The adoption of this standard has not produced any noteworthy effect.

*Amendments to IAS 32 - Financial Instruments: Presentation* - The amendments, issued by the IASB in December 2011, clarify the application of criteria for the offsetting of financial assets and liabilities appearing in IAS 32. The amendments must be applied retrospectively from 1 January 2014. The adoption of this standard has not produced any noteworthy effect.

*Amendments to IFRS 10, IFRS 11 and IFRS 12 - Transition guidance amendments* - On 28 June 2012, the IASB published the amendments to IFRS applicable, together with the relevant standards, from financial periods beginning on or after 1 January 2013, unless applied earlier. The purpose of the document, among other things, is to amend IFRS 10 to clarify how an investor must retrospectively adjust the comparative period if the conclusions on the consolidation are not the same in accordance with IAS 27/SIC 12 and IFRS 10 at the "date of initial application". In addition, the Board also amended *IFRS 11 Joint Arrangements* and *IFRS 12 Disclosure of interests in other entities* to provide a similar option for the presentation or modification of the comparative information pertaining to the periods prior to the comparative period presented in the financial statements. IFRS 12 was further amended by limiting the request of presenting comparative information for disclosures regarding unconsolidated "structured entities" in periods prior to the date of application of IFRS 12. The adoption of this standard has not produced any noteworthy effect.

*Amendments to IFRS 10, IFRS 12 and IAS 27 - Investment entities* - The amendment issued by the IASB in October 2012 integrates IFRS 10 by clarifying the definition of investment entities and consolidation methods. The amendment to IFRS 12 integrates the standard by clarifying the disclosures to provide and the assessments on how to determine investment entities. The amendment to IAS 27 integrates the standard by establishing the disclosures that the investment entity is required to provide if it is also a controlling entity. The adoption of this standard has not produced any noteworthy effect.

*IAS 36 - Recoverable amount disclosures on non-financial assets* - The standard, issued by the IASB in May 2013, governs the disclosures to provide on the recoverable amount of impaired assets, if the amount is based on the fair value less costs of disposal. The amendments must be applied retrospectively to financial periods beginning on or after 1

January 2014. Early application is allowed for periods in which the entity has already applied IFRS 13. The adoption of this standard has not produced any noteworthy effect.

*IAS 39 - Financial instruments: recognition and measurement: "Novation of derivatives and continuation of hedge accounting"* - The standard, issued by the IASB in June 2013, clarifies that the amendments allow continuation of hedge accounting in the circumstance in which the derivative, which has been designated as an hedging instrument, is novated as a consequence of laws or regulations in order to replace the original counterparty to ensure performance of the obligation if certain conditions are met. The same amendment will also be included in IFRS 9 Financial instruments. These amendments must be applied retrospectively to financial periods beginning on or after 1 January 2014. The adoption of this standard has not produced any noteworthy effect.

*IFRIC 21 - Levies, an interpretation of IAS 37 Provisions, contingent liabilities and contingent assets.* The interpretation provides guidance on when to recognize liabilities for a levy imposed by a government, with the exception of those governed by other standards (i.e. IAS 12 - Income tax). IAS 37 establishes the recognition criteria of liabilities, one of which is the existence of a present obligation on an entity resulting from past events (obligating event). The interpretation clarifies that the obligating event that gives rise to liability for payment of a levy is explained by the relevant legislation that gives rise to its payment. IFRIC 21 is effective as from 1 July 2014 and must be applied to financial years beginning on or after 1 January 2014. The adoption of this standard has not produced any noteworthy effect.

*Accounting standards, amendments and interpretations yet to be enforced, not adopted in advance by the Group and not approved by the European Union*

*Improvement to IAS 19 - Employee benefits* - The amendment, issued by the IASB in November 2013, applies to employee contributions or defined benefit plans. The purpose of the amendments is to simplify the accounting of contributions that are independent of the number of years of service. The amendments are effective as from 1 July 2014; early application is allowed.

*Improvement to IFRS 2010-2012 Cycle* - The amendment issued by IASB in December 2013 contains a set of amendments to IFRS (IFRS2, IFRS3, IFRS 8, IFRS13, IAS 16, IAS 24 and IAS 28). These amendments arise from proposals contained in the Draft Annual Improvements to IFRS 2010-2012 Cycle, published in May 2012. The amendments are effective as from 1 July 2014; early application is allowed.

*Improvement to IFRS 2011-2013 Cycle* - The amendment, issued by the IASB in December 2013, contains a set of amendments to IFRS (IFRS1, IFRS 3, IFRS 13, and IAS 40). These amendments derive from proposals contained in the Exposure Draft Annual Improvements to IFRS 2011-2013 Cycle, published in November 2012. The amendments are effective as from 1 July 2014; early application is allowed.

## Consolidation procedures

This condensed interim report includes the results of the Parent Company DADA S.p.A. and of its subsidiaries at 30 September 2014.

The results of subsidiaries acquired or sold during the period 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.

Exchange differences between 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 allocated to "Other reserves" under equity.

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

Currency	Exchange rate on 30.09.2014	Average exchange rate 9 months 2014
US dollar	1.2583	1.35550
British pound	0.7773	0.81201

Currency	Exchange rate on 30.09.2013	Average exchange rate 9 months 2013
US dollar	1.3505	1.31711
British pound	0.83605	0.85211

## Scope of consolidation

There were no changes in the scope of consolidation versus the prior year.

## Risks

### 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, as well as the threat of new market competition; this 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.

Furthermore, with regard to the Performance Advertising business, mention must be made of an important global commercial partner, Google, that is key to the reference market and, consequently to the Dada Group's business, as well. The relationship with Google, in fact, represents almost all the Performance Advertising business's costs and revenue. If the relationship with this commercial partner deteriorates or if the contract with Google should fail to be renewed, this business would be impacted. Moreover, Google is in a position to noticeably influence the dynamics of the reference market and periodically updates its policies which must be complied with by its commercial partners. The choices made in these policies can, therefore, affect the reference market as a whole and, consequently, the Dada Group's Performance Advertising business in terms of both sales and margins, as was the case in both 2013 and in the current year. The Dada Group's failure to comply with these policies could significantly impact the relationship with Google, who reserves a noticeable right to evaluate its relationships, and the overall results of this business. More in general, the Performance Advertising market is not a fully mature one and is still subject to, even significant, volatility.

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 be affected by supervisory or regulatory decisions regarding the provision of services, also in connection to the highly regulated services they offer, such as certified e-mail. At present, there is no information on the existence of significant potential liabilities arising from this type of risk.

### 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 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 ratios that give the lender certain rights, including the right to call in the loan, in the event such covenants are breached. Following the above renegotiation of the loan, the covenants apply from 2014, based on the figures posted in the financial statements at 31 December 2014.

Regarding IRS hedges, on 30 September 2014, a 3.81% IRS with a major bank was settled. In 1H14, two new IRS contracts were taken out with a major bank: a 0.7775% IRS



contract with an amortizing notional amount of €5 million at 30 September 2014; a 0.631% IRS contract with an amortizing notional amount of €5 million at 30 September 2014. Taken together, these derivatives account for 50% of the underlying loan, which is hedged against the interest rate risk to the minimum extent under the loan agreement. 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). At 30 September 2014 an interest rate cap with a strike rate of 3.5% was settled with a major bank; one with a strike rate of 3% on principal of €1.5 million remains in effect with a major bank. The fair value adjustment relating to both caps was posted in full to the income statement as the rules of hedge accounting do not apply.

### *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., Moqu Adv. S.r.l., 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, as well as Moqu Adv. S.r.l. with MOQU Adv. Ireland Ltd. At 30 September 2014, the Group had bank current and non-current credit lines (excluding unsecured credit and exchange and interest rate derivatives) of €40.2 million, approximately €36 million of which drawn down.

### *Exchange risk*

The Group's international expansion and scope of operations now 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 6% of the Group's sales are denominated in a currency other than the primary one (the euro), while about 37% of its service costs are expressed in foreign currency. In 9M14, the Group engaged in currency forwards in order to hedge its exchange rate risk.

### *Credit risk*

The Group's exposure to credit risk is related to trade and financial receivables. The Group assumes the credit risk associated with part of its advertising business, while the risk for the domain & hosting business is more limited as fees are generally paid in advance. With regard to financial receivables, liquidity is only invested with banks of the highest standing.

In 2013, a client that has an existing contract with a DADA Group company and an exposure of approximately €0.4 million at 30 September 2014, net of the write-down made in the 2013 financial statements (€0.4 million), was in financial distress and has thus applied for admission to the composition with creditors procedure (blank option); the procedure was approved by the Court of Turin on 3 October 2014; for further details, reference should also be made to Note 9.

#### *Price risk*

The Group is not exposed to significant price volatility risk.

For further details, reference should be made to the annex on information under IFRS 7, appearing in the financial statements at 31 December 2013.

#### *Risks still pending from the contract for the disposal of the BU Dada.net (hereinafter referred to as "the Contract") (the definitions are those set out in the Contract)*

##### *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, Dada.net 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.

##### *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 of the reduced scope of operations*

The sale of Dada.net has reduced the Group's scope of operations which, post-sale, is essentially focused on professional domain and hosting services and performance advertising. That said, Dada.net is active in extremely competitive business environments and has suffered decreasing performance in recent years.

##### *Risks associated with changes in the Dada Group due to the sale*

The sale of Dada.net resulted in significant changes in the Dada Group's business, corporate structure, organization and ownership of assets tangible and intangible, and therefore it is exposed to the problems, expenses and execution risks in connection with the refocusing process mentioned above.

Moreover, by contract, any events arising from such risks that concern the Dada.net companies being sold could generate liabilities or price adjustments for Dada.

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, wholly-owned by Dada.net, and relating to the 2008 tax return for a total disputed amount of 13.4 million Brazilian Reais (approximately €4.3 million). The Company, under the sale contract and in conjunction with the buyer, has established defense against such claim and has reserved the right, more specifically, to rebut the claim for compensation filed by the buyer. Based on the preliminary technical-legal indications received, the 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 information currently available on the preliminary analysis conducted, the Company deems it unnecessary to date to set up any case reserves.

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 along with Dada.net; 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). Regarding these claims, in respect of which the likelihood that the Group may incur liabilities cannot currently be quantified, the Company has reserved the right to rebut, more specifically, the claim for compensation received from the buyer. 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.

## 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 organized by business segment (Business Unit) comprising the "Domain and Hosting" and "Performance Advertising" divisions.

A structure which, by its nature, falls under the requirements of IFRS 8, envisaging the organization of segment information based on the same criteria used in internal management reports.

The organization in two divisions is the result of the strong growth achieved in prior years by performance advertising, with an increasingly significant impact on the volume of consolidated sales of the Dada Group, which led to greater focus on these activities and to the creation of a separate business unit.

This two-division structure is also a result of the corporate reorganization that led to the creation of two Group branches, each heading a specific business segment.

Corporate activities carried out by the Parent Dada S.p.A. are considered to be completely integrated with those of the abovementioned two segments and no longer qualify as a separate business segment.

The two divisions can be summarized as follows:

- a) **“Domain and Hosting”**, 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

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.

- b) **Performance Advertising** (the Performance CGU), management of online advertising, with a business model based on web traffic monetization through partnerships with major search engines. These activities are carried out mainly by the proprietary brands Peeplo and Save N Keep.

The Performance Advertising Division heads up the Italian company MOQU Adv S.r.l. (wholly-owned by Dada S.p.A.) and the Irish company MOQU Adv. Ireland Ltd, wholly-owned by MOQU Adv S.r.l..

Revenue from Dada S.p.A. corporate services refers mainly to amounts billed to its subsidiaries for services provided by central units such as administration, finance, tax, planning and control, procurement, legal and corporate affairs, communication, HR management, facility management, general services and ICT.

The consolidated income statements of the divisions shown further below have been prepared based on costs and revenue of each specific segment, excluding financing activities and income taxes.

Management monitors the operating results of its business units so it can decide on resource allocation and performance assessment. Segment performance is measured by turnover and operating profit. Financial results (including financial income and expenses) and income taxes are managed at Group level and are therefore not allocated to each business segment.

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

## Income statement by business segment at 30 September 2014

30/09/2014				
Segment reporting	D&H	Scalable	Adjustments	Consolidated
Revenue - Italy	19,452	21		19,473
Revenue - abroad	24,555	6,544		31,099
<b>Net revenue</b>	<b>44,007</b>	<b>6,564</b>	-	<b>50,572</b>
Increase in own work capitalized	2,329	462		2,791
Service costs	-27,632	-5,330		-32,962
Payroll costs	-12,101	-1,085		-13,187
<b>Segment EBITDA</b>	<b>6,604</b>	<b>610</b>	-	<b>7,214</b>
Depreciation and amortization	-4,925	-449		-5,374
Provisions, impairment losses and non-recurring income/charges	-523	15		-508
<b>Segment EBIT</b>	<b>1,156</b>	<b>176</b>	-	<b>1,333</b>
				Amort. and depr. fix. assets corp. -322
				Provisions, impairment losses and non-recurring income/charges 24
				Unallocated overheads/other income 397
				<b>EBIT 1.432</b>
				Net financial charges -2,059
				<b>Profit (loss) before taxes -627</b>
				Income taxes -755
				<b>Group &amp; non-controlling interests profit (loss) -1,382</b>
				Non-controlling interests
				<b>Group net profit (loss) -1,382</b>

## Income statement by business segment at 30 September 2013

30/09/2013				
Segment reporting	D&H	Scalable	Adjustment s	Consolidat ed
Revenue - Italy	19,635	96	425	20,156
Revenue - abroad	25,323	11,613		36,936
<b>Net revenue</b>	<b>44,958</b>	<b>11,709</b>	<b>425</b>	<b>57,092</b>
Increase in own work capitalized	2,251	455		2,707
Service costs	-28,636	-9,386	-425	-38,447
Payroll costs	-11,259	-1,172		-12,431
<b>Segment EBITDA</b>	<b>7,314</b>	<b>1,606</b>	<b>0</b>	<b>8,921</b>
Depreciation and amortization	-4,677	-392		-5,069
Impairment and provisions	115	-12		103
<b>Segment EBIT</b>	<b>2,752</b>	<b>1,202</b>	<b>0</b>	<b>3,954</b>
	Amort. and depr. fix. assets corp.			-373
	Provisions, impairment losses and non-recurring income/charges			-499
	Unallocated overheads			-846
	<b>EBIT</b>			<b>2,237</b>
	Net financial income/charges			-2,237
	<b>Profit (loss) before taxes</b>			<b>0</b>
	Income taxes			-475
	<b>Group &amp; non-controlling interests profit (loss)</b>			<b>-475</b>
	Non-controlling interests			
	<b>Group net profit (loss)</b>			<b>-475</b>

## Geographical breakdown of DADA Group revenue

	30/09/2014 (9 months)		30/09/2013 (9 months)	
	Amount	% of total	Amount	% of total
Revenue - Italy	19,473	39%	20,156	35%
Revenue - abroad	31,099	61%	36,936	65%
<b>Total</b>	<b>50,572</b>		<b>57,092</b>	

## 4. Related-party transactions

Transactions with related parties are within the normal scope of operations and are carried out at arm's length. They are similar to those described in the notes to the consolidated financial statements for the year ended 31 December 2013, to which reference is made. Related-party transactions are governed by a specific procedure approved by DADA S.p.A.'s Board of Directors.

For further information, reference should be made to the section on significant events in 9M14.

## 5. Non-recurring income and charges

Non-recurring items had a negative impact of €0.1 million, -€154 thousand of which from charges for the optimization of the Group structure, and €8 thousand from non-recurring income which arose during the year from the disposal of a residual portfolio of assets by a UK subsidiary in 2013.

## 6. Property, plant and equipment

Investments in plant and equipment in 9M14 amounted to €1.5 million versus €4.6 million in 9M13. These are largely explained by the purchase of network servers and installation of new equipment to enhance the server farm, as well as the networking and storage systems pertaining primarily to the subsidiaries Register.it and to UK companies Namesco and Poundhost.

The prior year was heavily influenced by the investment in the new datacenter in the UK, which started operations at the end of July 2013. Depreciation runs, therefore, from that date. Investments continued in 9M14, albeit to a minor degree.

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

Furniture and fittings refer to expenses incurred in prior years for the new headquarters of DADA Group companies both in Italy and abroad. No significant increases were reported in 9M14. The depreciation rate here is mainly 12%.

Other fixed assets under development and advances were written off, following entry into service of Register.it plants as from January 2014.

## 7. Intangible assets

Increases in 9M14 in intangible assets amounted to €2.9 million versus €3.3 million in 9M13. Investments mainly regarded the development of products and internal processes, which amounted to €2.8 million (€2.7 million in 9M13).

Specifically, increases for "product/service development costs" refer to the capitalization of internal expenses incurred by the Group to develop new products and services concerning the domain and hosting and performance advertising services.

More specifically, these activities in 9M14 referred to:

- the gradual development of the Dedicated Servers, the new developments on hosting products, email, the new General Top Level Domains released by ICANN in 2014, and the Dada store for domain and hosting activities;
- the ongoing development of the Save'n keep platform and the Peeplo, Kuidle and SuperEva search engines in the performance advertising segment.

The recognition of intangible assets is based on the future profitability calculated in accordance with the applicable international accounting standards.

Their recognition was supported by careful evaluation of the future economic benefits of these services.

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

## 8. Equity investments, financial assets and deferred tax assets

The following table shows financial assets and deferred tax assets at 30 September 2014 and at 31 December 2013:

	30/09/14	31/12/13	Change	% change
Financial receivables and other non-current assets	212	217	-5	-2%
<b>Total financial assets</b>	<b>212</b>	<b>217</b>	<b>-5</b>	<b>-2%</b>
<b>Deferred tax assets</b>	<b>6,319</b>	<b>6,527</b>	<b>-208</b>	<b>-3%</b>

Movements in deferred tax assets between 31 December 2013 and 30 September 2014 are shown below:

	31/12/2013	Increases	Utilizations	Exchange differences	Other movements	30/09/2014
Deferred tax assets	6,526	28	-283	30	19	6,319
<b>Total</b>	<b>6,526</b>	<b>28</b>	<b>-283</b>	<b>30</b>	<b>19</b>	<b>6,319</b>

"Financial receivables and other non-current assets" consist of security deposits which include those for the rental of business premises.

Deferred tax assets of €6.3 million stem from both prior Group fiscal losses and from temporary differences originating from increased recoveries shown in tax returns to be recovered in the future. Fiscal losses that can be carried forward to subsequent years amount to €37.8 million. These can be fully carried forward indefinitely and are 80% recoverable in each financial year (under the new Italian law).

The fiscal losses based on which the deferred tax assets were calculated amount to €16.5 million.



For the sake of prudence, deferred tax assets have been recognized in the amount for which they will likely be recovered.

"Utilizations" refer to the recovery of temporary differences in respect of the tax burden for the year, while "Other movements" include the tax effect of the 9M14 portion of the "Cash flow hedge reserve".

## 9. Trade receivables

Consolidated trade receivables at 30 September 2014 amounted to €4.5 million, decreasing versus €5.5 million recorded at 31 December 2013.

The average turnover on trade receivables is 45 days (measured as the ratio of receivables outstanding at the financial statements date and total turnover of the Group), and varies from one Dada Group product to the next. Specifically, the Domain & Hosting business collects receivables very quickly (or even in advance), while there is a longer turnover period in the online advertising business.

There are no trade receivables due beyond one year that would require an assessment of financial loss.

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

In 9M14, the provision for doubtful accounts increased by €61 thousand, 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.

The provision, which amounted to €0.8 million at 30 September 2014, is deemed sufficient to cover potential losses on trade receivables.

Trade receivables include those from Seat PG Italia S.p.A., which amount to €0.7 million gross at 30 September 2014 (€0.22 million net of the write down), and refer to receivables expired at the date of approval of this Report for services provided at 6 February 2013, the date the company applied for admission to the composition with creditors procedure (blank option). There are no new receivables since the new agreements have established quarterly advance payments.

In this respect, mention should be made that on 7 July 2013, Seat P.G. announced that the Turin court had opened the composition procedure by appointing the relevant bodies.

On 20 December 2013, Seat P.G. informed Register.it S.p.A. of the inclusion of the trade receivables in unsecured credit and the proposal to pay up to 20% in a period of 4 months from the approval of the procedure. At the 2013 balance sheet date and based on the above, the Dada Group adjusted the impairment loss on the receivable from Seat P.G. to an amount corresponding to the uncollected portion in the event of approval of the procedure (80%), without prejudice to the potential recovery of the related portion of VAT.

The creditors regularly met on 10 July 2014 and approved the proposal for admission to the composition procedure.

Finally, on 3 October 2014, the Court of Turin, based also on the favourable opinion of the court-appointed receiver, approved the procedure according to the terms laid out.

## 10. Cash and cash equivalents and net debt

Total liquidity, which comprises liquidity at major banks, cash on hand and current financial receivables, amounted to €1.4 million at 30 September 2014 versus €1.7 million at 31 December 2013. Italian bank deposits, concentrated mainly at two banks, pay interest at the one-month Euribor less a spread of 0.1%-0.25%.

The table below shows loans and borrowings and their movements between 31 December 2013 and 30 September 2014:

	Balance at 31/12/13	Increases	Decreases	Other changes	Balance at 30/09/14
<b>PAYABLES</b>					
Non-current portion of loans due to banks	21,304	491	-3,095	61	18,761
<b>Subtotal</b>	<b>21,304</b>	<b>491</b>	<b>-3,095</b>	<b>61</b>	<b>18,761</b>
Current portion of loans due to banks	715	5,554	-806	59	5,522
Account overdrafts	10,457	814	-1,466	-	9,805
<b>Subtotal</b>	<b>11,172</b>	<b>6,368</b>	<b>-2,272</b>	<b>59</b>	<b>15,327</b>
<b>Grand total</b>	<b>32,477</b>	<b>6,859</b>	<b>-5,367</b>	<b>120</b>	<b>34,089</b>

The Dada Group's current loan agreements include 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.

### *Description of loans held by the Dada Group at 30 September 2014:*

#### Register.it S.p.A.

The loan agreement with Intesa Sanpaolo has a remaining balance at 30 September 2014 of €20.0 million versus €22.4 million at 30 September 2013. Here are the main features:

- the loan maturity is 31 December 2018, and the schedule calls for bullet repayments for the first 18 months, with maturity starting on 30 July 2015, followed by 7 half-yearly instalments of €2.5 million due on 31 December and 30 June each year;
- the interest rate is the six-month Euribor plus a spread of 4.60%. Regarding IRS hedges, on 30 June 2014 a 3.81% IRS with a major bank was settled. In 1H14, two new IRS contracts were taken out: a 0.7775% IRS contract (on 11 March 2014) and a 0.631% IRS contract (on 15 May 2014), with maturity of the underlying amounts set in 2018 and an amortizing notional amount for both contracts of 25% of the loan. Taken together, these derivatives account for 50% of the underlying loan, which is hedged against the interest rate risk to the minimum extent under the

loan agreement; at 30 June 2014, the fair value of the IRS was approximately €0.1 euro million; these derivative instruments were treated in hedge accounting, since both passed the effectiveness test. At 30 June 2014, an interest rate cap with a strike rate of 3.5% was settled; one with a strike rate of 3% remains in effect; the cap failed to qualify as hedge and was treated, as in the past, in hedge accounting.

In 1H14, two finance leases were entered into with major leasing institutes. Here are the main features:

- lease agreement entered into on 22 January 2014 for a total of €428 thousand and a duration of 42 months, with an initial larger payment equal to 20% of the value of the lease for €86 thousand, monthly installment of €9 thousand and final redemption equal to 1% for €4 thousand; the residual balance at 30 September 2014 was €289 thousand.
- lease agreement entered into on 10 April 2014 for a total of €400 thousand and a duration of 42 months, with initial larger payment equal to 20% of the value of the lease amounting to €80 thousand, monthly installment of €8 thousand and final redemption equal to 1% for €4 thousand; the residual balance at 30 September 2014 was €299 thousand.

#### Dada S.p.A.

Dada S.p.A. has account overdrafts with major banks which amount to €9.8 million, with interest charged at one-month Euribor plus a spread of between 2% and 6%. On 3 June 2014, Dada took out a non-earmarked loan in euro with a major bank up to 28 February 2015 for the amount of €2 million with a 2% spread, fully drawn down at 30 September 2014.

#### Namesco Ltd

To finance the investment in the new datacenter, on 24 October 2012 a loan of £0.8 million was taken out, with payment of the first monthly instalment on 6 August 2013 and following 35 instalments, for a period of 3 years and 6 months up to 6 August 2016; the interest rate applied is the Bank of England Base Rate plus a spread of 3%; the residual balance at 30 September 2014 was £0.5 million (€0.6 million). On 13 November 2013, an additional loan of £0.6 million was taken out, with payment of the first monthly instalment on 3 January 2014 and following 35 instalments, for a period of 3 years up to 3 December 2016; the interest rate applied is the Bank of England Base Rate plus a spread of 3%; the residual balance at 30 September 2014 was £0.5 million (€0.6 million). Both loans include financial covenants tied to EBITDA and interest expense on an annual basis. The covenants apply to the 2014 period only at year-end based on the balance sheet at 31 December 2014.

#### Poundhost Ltd

At 30 September 2014, the residual balance of financial leases was £394 thousand (€507 thousand) as described below:

- Finance lease with Lombard Technology Services Ltd for the amount of £130 thousand (€168 thousand) starting July 2013 with monthly installments up to May 2016;
- Finance lease with Dell Ltd for the amount of £92 thousand (€119 thousand) starting September 2013 with quarterly installments up to June 2016;
- Finance lease with Lombard Technology Services Ltd for the amount of £92 thousand (€119 thousand) starting November 2013 with monthly installments up to October 2016;
- Finance lease with Lombard Technology Services Ltd for the amount of £79 thousand (€102 thousand) starting April 2014 with monthly installments up to January 2017.

## 11. Provisions for payroll, risks and charges

The table below shows movements in the provision for employee termination indemnities from 31 December 2013 to 30 September 2014:

	Balance at 31/12/2013	Increases	Utilizations	Advances	Other movements	Balance at 30/09/2014
Provision for termination indemnities	760	413	-20	-7	-398	748
<b>Total</b>	<b>760</b>	<b>413</b>	<b>-20</b>	<b>-7</b>	<b>-398</b>	<b>748</b>

At 30 September 2014, the provision amounted to €0.7 million, and reflects the total liability to employees, in accordance with the law and the terms of the collective employment contract. "Other movements" refer to payments made to INPS (social security).

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 accrued obligation.

The table below shows movements in the provision for risks and charges between 31 December 2013 and 30 September 2014:

	Balance at 31/12/2013	Increases	Utilizations	Recovery in the income statement	Other movements	Exchange differences	Balance at 30/09/2014
Provision for risks and charges	921	376	-257	-161	-	3	882
Provisions for tax disputes	86		-5		25		106
<b>Total</b>	<b>1,007</b>	<b>376</b>	<b>-262</b>	<b>-161</b>	<b>25</b>	<b>3</b>	<b>988</b>

The provision for risks and charges, with a balance of €1 million at 30 September 2014, covers probable liabilities from pending contractual and legal disputes and reorganization charges regarding certain areas of the Group.

The increases versus the prior year are mainly due to the recognition of charges for the optimization of the Group structure.

“Recovery in the income statement” includes the recovery of prior provisions made for staff reorganization, as well as legal disputes brought to a positive outcome. In this regard, the provisions for risks and charges have been reallocated on a consolidated level among the different companies of the Group. This explains the increases and the recovery in the income statement in the above table. The overall effect of these two items is a net provision to the income statement of €0.2 million.

Utilizations, amounting to €0.3 million, refer to severance costs for employees who terminated employment and to legal disputes settled in 9M14.

“Other movements”, amounting to €25 thousand, refer to a provision for potential tax disputes. The relating balancing entry is recognized in the income statement and classified under current taxes.

Exchange differences refer to the adjustment to rates at the end of the period of the provisions for risks and charges of companies with non-euro financial statements.

At 30 September 2014, the provision for risks and charges was made up of €0.4 million for staff reorganization charges, of €0.5 million for business/legal disputes, and of €0.1 million for tax disputes.

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

## 12. Trade payables

Trade payables are amounts due for purchases of a commercial nature and other costs strictly related to the Group's operations. At 30 September 2014, they amounted to €7.2 million versus €10.3 million at 31 December 2013, decreasing by about 30%.

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

## 13. Other payables and liabilities

Taxes payable, amounting to €1.7 million (€2.3 million at 31 December 2013), include withholding tax on salaries and consultants' pay for the month of September, 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 €15.9 million, mainly comprises:

- bonus salaries due to employees (*tredecimesima* and *quattordicesima*), pay in lieu of holiday, and other amounts payable for a total of €3.5 million, as well as €0.3 million in social security payments due;
- deferred income of €12 million (€11.3 million at 31 December 2013), originating from contract revenue on domain, hosting, and other resale services pertaining to future periods.

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

## 14. Non-current assets of relevance to the cash flow statement

The table below shows movements in non-current intangible and tangible assets:

	Balance at 31/12/13	Increases	Decreases	Impairment losses	Exchange differences	Amort./deprec.	Balance at 30/09/14
Goodwill	76,220				3,032		79,251
<b>Total goodwill</b>	<b>76,220</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,032</b>	<b>-</b>	<b>79,251</b>
Product/service development costs	6,915	2,791			17	-2,442	7,281
Concessions, licenses, brands	165	90			2	-182	74
Other	831	57		-17	-	-273	597
<b>Total intangible assets</b>	<b>7,911</b>	<b>2,937</b>		<b>-17</b>	<b>19</b>	<b>-2,897</b>	<b>7,952</b>
<b>Total</b>	<b>84,131</b>	<b>2,937</b>	<b>-</b>	<b>-</b>	<b>3,050</b>	<b>-2,897</b>	<b>87,203</b>

	Balance at 31/12/13	Incr.	Decr.	Impairment losses	Other movem.	Exchange diff.	Amort./deprec.	Balance at 30/09/14
Plant and EDP machines	8,526	1,480	-8	-5	430	303	-2,628	8,097
Furniture and fittings	327	18			-2	2	-86	259
Other	353	25				10	-84	303
Other under development	428				-428			-
<b>TOTAL</b>	<b>9,634</b>	<b>1,522</b>	<b>-8</b>	<b>-5</b>	<b>-</b>	<b>315</b>	<b>-2,799</b>	<b>8,658</b>

Regarding goodwill:

the increase in "exchange differences" relating to goodwill is explained by exchange differences on goodwill expressed in other currencies, in particular for the UK company Namesco Ltd. (in British pounds), offset by the translation reserve recognized under consolidated equity reserves.

In this regard, at the end of this quarter, an assessment was made to verify the absence of substantial differences between the quarterly forecasts used in the annual impairment test at 31 December 2013 and the actual results of the Dada Group at 30 September 2014. For further details, reference should be made to the consolidated financial statements at 31 December 2013.

With regard to the main increases in non-current intangible and tangible assets, reference should be made to the above section relating to increases in property, plant and equipment and intangible assets (Notes 6 and 7, respectively).

For the purposes of the cash flow statement, mention should be made that cash used in investing activities amounted to €4.3 million and refers to investments made in 9M14 (€2.9 million in intangible assets and €1.5 million in property, plant and equipment), excluding purchases not resulting in changes in cash flows, increased by investments made in the prior year and paid during the period under review.

## 15. Changes in equity reserves

At 30 September 2014, Dada S.p.A.'s share capital was comprised of n. 16,680,069 ordinary shares with a par value of Euro 0.17 each, for a total of €2,836 thousand. There were no increases in 9M14.

Movements in equity items in 9M14 are shown in the statements at page 34.

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. It can only be used in the amount exceeding one fifth of the share capital. At 30 September 2014, it had a balance of roughly €1 million, unchanged versus 31 December 2013.

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 September 2014, it had a balance of €33.1 million. There were no increases in 9M14.

Other equity instruments: it includes the payroll costs incurred from the Group's stock option plans. At 30 September 2014, it amounted to €34 thousand, while at 31 December 2013, it amounted to zero. Movements over the period refer to the recognition of the portion of the Stock Option Plan allocated to the income statement.

### Composition of other reserves:

- *FTA reserve*, built for the first-time adoption of IFRS, at 30 September 2014, it had a negative balance of €6.2 million.
- *Extraordinary reserve* of €19.1 million, unchanged in 9M14.
- *Cash flow hedge reserve*, net of tax effects, it shows a negative balance of €76 thousand at 30 September 2014, with a net change of -€50 thousand versus 31 December 2013.
- *Translation reserve*, containing the differences arising from the translation of subsidiaries' separate financial statements prepared in currencies other than the euro, with a negative balance of €4.3 million at 30 September 2014 (negative balance of €7.1 million at 31 December 2013). Movements in the period, totaling approximately €2.8 million, arose mostly from the translation of the financial statements and goodwill of the subsidiaries Poundhost and Namesco.
- *Other reserves*, these are the reserves produced by the deconsolidation of the Dada.net Group, amounting to €1.1 million.

## 16. 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:

	30/09/14	30/09/13
Change in net financial position	-2,001	-4,280
Change in long-term loans	-2,540	-2,910
Change in non-cash derivatives	129	-110
Current account with RCS	0	-561
Change in other receivables	0	1,000
<b>Change in cash and cash equivalents per statement of cash flows</b>	<b>-4,412</b>	<b>-6,862</b>

Current account overdrafts, in accordance with the accounting policies, are counted as part of the change in cash and cash equivalents. In 9M14, the changes are largely explained by the increase in non-current loans, while in 9M13, the changes had also involved repayment of the current account with the former controlling entity RCS MediaGroup S.p.A..

## 17. Commitments

The table below shows changes in commitments between 31 December 2013 and 30 September 2014:

	Balance at 31/12/2013	Increase for the period	Decrease for the period	Other changes	Balance at 30/09/2014
Guarantees	3,648	99	-187	118	3,678
<b>Total</b>	<b>3,648</b>	<b>99</b>	<b>-187</b>	<b>118</b>	<b>3,678</b>

The period's increase is entirely attributable to the guarantee issued for the tax agency on behalf of Fueps for VAT credit refunded in 1H14.

Decreases refer to the closure of a letter of credit issued on behalf of Amen Ltd.

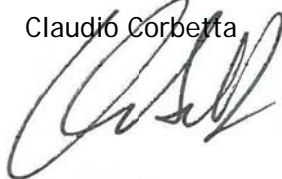
Other changes include the net effects of the exchange adjustments of the guarantees issued in currencies other than the euro.

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



Florence, 12 November 2014

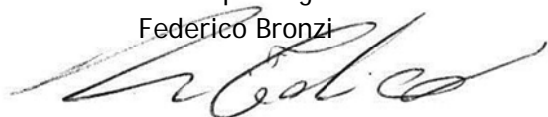
For the Board of Directors  
Chief Executive Officer  
Claudio Corbetta



Statement by the Financial Reporting Officer

Pursuant to Art. 154 bis (2) of the Consolidated Finance Act (Testo Unico della Finanza), it is hereby declared that the figures contained in this interim management statement correspond to the company's records, ledgers and accounting entries.

Financial Reporting Officer  
Federico Bronzi



## ANNEX 1

### RECLASSIFIED CONSOLIDATED INCOME STATEMENT AT 30 SEPTEMBER 2014

EUR/000	30-Sept-14 9 months		30-Sept-13 9 months		DIFFERENCE	
	Amount	%	Amount	%	Absolute	%
<b>Net revenue</b>	<b>50,572</b>	<b>100%</b>	<b>57,092</b>	<b>100%</b>	<b>-6,520</b>	<b>-11%</b>
Chg. in inventories & inc. in own wk. capitalized	2,791	6%	2,707	5%	84	3%
Service costs and other operating expenses	-30,937	-61%	-37,424	-66%	6,487	-17%
Payroll costs	-14,815	-29%	-14,301	-25%	-514	4%
<b>EBITDA*</b>	<b>7,611</b>	<b>15%</b>	<b>8,074</b>	<b>14%</b>	<b>-463</b>	<b>-6%</b>
Depreciation and amortization	-5,696	-11%	-5,442	-10%	-254	5%
Non-recurring income/(charges)	-146	0%	-103	0%	-43	42%
Write-down of fixed assets	-23	0%	0	0%	-23	
Impairment losses and other provisions	-315	-1%	-293	-1%	-22	7%
<b>EBIT</b>	<b>1,432</b>	<b>3%</b>	<b>2,237</b>	<b>4%</b>	<b>-806</b>	<b>-36%</b>
Financial income	579	1%	376	1%	203	54%
Financial charges	-2,638	-5%	-2,613	-5%	-24	1%
<b>Profit/(loss) before taxes</b>	<b>-627</b>	<b>-1%</b>	<b>0</b>	<b>0%</b>	<b>-627</b>	
Income taxes	-755	-1%	-475	-1%	-280	59%
<b>Group net profit/ (loss)</b>	<b>-1,382</b>	<b>-3%</b>	<b>-475</b>	<b>-1%</b>	<b>-907</b>	<b>n.m.</b>

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

## ANNEX 2

### RECLASSIFIED CONSOLIDATED INCOME STATEMENT AT 30 SEPTEMBER 2014

EUR/000	3Q14		3Q13		DIFFERENCE	
	Amount	%	Amount	%	Absolute	%
Net revenue	15,747	100%	17,372	100%	-1,625	-9%
Chg. in inventories & inc. in own wk. capitalized	839	5%	748	4%	92	12%
Service costs and other operating expenses	-9,459	-60%	-11,655	-67%	2,196	-19%
Payroll costs	-4,710	-30%	-4,707	-27%	-3	0%
<b>EBITDA*</b>	<b>2,418</b>	<b>15%</b>	<b>1,759</b>	<b>10%</b>	<b>659</b>	<b>37%</b>
Depreciation and amortization	-1,963	-12%	-1,947	-11%	-16	1%
Non-recurring income/(charges)	-146	-1%	-103	-1%	-43	42%
Write-down of fixed assets	-23	0%	0	0%	-23	-
Impairment losses and other provisions	148	1%	-172	-1%	320	-186%
<b>EBIT</b>	<b>434</b>	<b>3%</b>	<b>-463</b>	<b>-3%</b>	<b>897</b>	<b>n.s.</b>
Financial income	296	2%	64	0%	232	n.s.
Financial charges	-944	-6%	-633	-4%	-311	49%
<b>Profit/(loss) before taxes</b>	<b>-213</b>	<b>-1%</b>	<b>-1,031</b>	<b>-6%</b>	<b>819</b>	<b>-79%</b>
Income taxes	-320	-2%	-148	-1%	-172	116%
<b>Group net profit/ (loss)</b>	<b>-533</b>	<b>-3%</b>	<b>-1,179</b>	<b>-7%</b>	<b>647</b>	<b>55%</b>

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

## ANNEX 3

### DADA GROUP NET WORKING CAPITAL AND NET FINANCIAL POSITION AT 30 SEPTEMBER 2014

EUR/000	30-Sept-14	31-Dec-13	DIFFERENCE	
			Absolute	%
<b>Fixed assets</b>	<b>96,074</b>	<b>93,981</b>	<b>2,093</b>	<b>2%</b>
Current operating assets	14,337	16,335	-1,998	-12%
Current operating liabilities	-24,733	-28,022	3,289	-12%
<b>Net working capital</b>	<b>-10,396</b>	<b>-11,687</b>	<b>1,291</b>	<b>11%</b>
Provision for termination indemnities	-748	-760	11	-1%
Provision for risks and charges	-988	-1,007	19	-2%
<b>Net capital employed</b>	<b>83,942</b>	<b>80,527</b>	<b>3,414</b>	<b>4%</b>
Bank loans (due beyond one year)	-18,762	-21,302	2,540	-12%
<b>Shareholders' equity</b>	<b>-51,077</b>	<b>-49,664</b>	<b>-1,413</b>	<b>3%</b>
Current bank borrowings	-15,327	-11,173	-4,153	37%
Current financial receivables and derivatives	0	0	0	-
Current financial payables and derivatives	-176	-47	-129	274%
Cash and cash equivalents	1,401	1,660	-259	-16%
<b>Current net financial position</b>	<b>-14,102</b>	<b>-9,561</b>	<b>-4,541</b>	<b>48%</b>
<b>Total net financial position</b>	<b>-32,864</b>	<b>-30,863</b>	<b>-2,001</b>	<b>6%</b>

## ANNEX 4

NAME	REGISTERED OFFICE	CURRENCY	SHARE CAPITAL	HELD BY	% held	Consolidation period
Dada S.p.A. (Parent company)	Florence	Euro	2,835,612	Parent company		Jan.-Sept. 2014
Agence des Medias Numerique Sas	Paris	Euro	37,000	Register.it S.p.A.	100	Jan.-Sept.2014
Amen Ltd.	London	GBP	2	Register.it S.p.A.	100	Jan.-Sept.2014
Amen Nederland B.V.	Amsterdam	Euro	18,000	Register.it S.p.A.	100	Jan.-Sept.2014
Amenworld Servicios internet	Lisbon	Euro	10,000	Register.it S.p.A.	100	Jan.-Sept.2014
Clarence S.r.l.	Florence	Euro	21,000	Dada S.p.A.	100	Jan.-Sept.2014
Fueps S.p.A.	Florence	Euro	1,500,000	Dada S.p.A.	100	Jan.-Sept.2014
Namesco Inc.	New York (USA)	USD	1,000	Namesco Ltd.	100	Jan.-Sept.2014
Namesco Ltd.	Worcester	GBP	100	Register.it S.p.A.	100	Jan.-Sept.2014
Namesco Ireland Ltd	Dublin	Euro	1	Namesco Ltd.	100	Jan.-Sept.2014
Nominalia Internet S.L.	Barcelona	Euro	3,000	Register.it S.p.A.	100	Jan.-Sept.2014
Poundhost Internet Ltd	Worcester	GBP	200	Namesco Ltd.	100	Jan.-Sept.2014
Register.it S.p.A.	Florence	Euro	8,401,460	Dada S.p.A.	100	Jan.-Sept.2014
Simply Virtual Servers Limited	Worcester	GBP	2	Namesco Ltd.	100	Jan.-Sept.2014
Simply Transit Limited	Worcester	GBP	2	Namesco Ltd.	100	Jan.-Sept.2014
Moqu Adv S.r.l.	Florence	Euro	10,000	Dada S.p.A.	100	Jan.-Sept.2014
Moqu Adv Ireland Ltd	Dublin	Euro	1	Moqu Adv S.r.l.	100	Jan.-Sept.2014