



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

## **SHAREHOLDERS' ANNUAL GENERAL MEETING APPROVED:**

- THE FINANCIAL STATEMENTS AT 31 DECEMBER 2012
- NEW MEMBERS OF THE BOARD OF DIRECTORS AND BOARD OF STATUTORY AUDITORS
- THE COMPENSATION REPORT AND THE SHARE BUY-BACK PLAN

**Florence, 11 April 2013** - Today the Annual General Meeting of DADA S.p.A., held in ordinary session and on first call, approved DADA S.p.A.'s Separate Financial Statements at 31 December 2012 and proceeded with other resolutions, as described below.

### **Approval of the Parent Company Financial Statements at 31 December 2012**

Shareholders approved DADA S.p.A.'s Separate Financial Statements for the year ended 31 December 2012, as proposed by the Board of Directors of the Company during the meeting held on 22 February 2013. The Shareholders resolved to carry forward the Parent Company's loss for the year of €1,993,664.10.

The DADA Group closed 2012 with consolidated Revenue of €84.8 million, an EBITDA<sup>1</sup> of €12.0 million and a net profit of €0.9 million; the Net Financial Position at 31 December 2012 decreased to -€26.2 million from -€27.0 million at 31 December 2011.

### **New members of the Board of Directors and Board of Statutory Auditors**

#### **Board of Directors**

Maurizio Mongardi, previously co-opted by DADA S.p.A.'s Board of Directors on 22 February following the resignation with immediate effect of Monica Alessandra Possa, was confirmed new Director by today's AGM.

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



To replace Riccardo Stilli, whose resignation took effect on 1 March 2013, today the AGM also appointed Riccardo Taranto as new Director of the Company.

Both appointments derived from the only proposal formulated to the AGM by the controlling shareholder RCS MediaGroup S.p.A.. Both Directors remain in office until expiration of the term of the current Board, that is, up to the AGM called to approve the Financial Statements for FY 2014.

#### Board of Statutory Auditors

To replace the Standing Auditor Cesare Piovene Porto Godi, whose resignation on 22 February took effect from today's Meeting, Maria Stefania Sala, candidate from the only proposal formulated by the shareholder RCS MediaGroup S.p.A. and former Alternate Auditor of DADA S.p.A., was appointed Standing Auditor until expiration of the term of the current Board of Statutory Auditors, that is, up to the AGM called to approve the Financial Statements for FY 2014.

The Shareholders' Meeting therefore appointed Agostino Giorgi as new Alternate Auditor of the Company, approving again the only proposal formulated by the controlling shareholder RCS MediaGroup S.p.A..

The curricula vitae of the appointed Directors and Statutory Auditors are available at the Company's registered office and on the Company's website, [www.dada.eu](http://www.dada.eu) (Corporate Governance/Board of Directors and Control Bodies).

#### Approval of the Compensation Report and the Share Buy-Back plan

The Shareholders approved the Compensation Report in accordance with Art. 123 *ter* of Legislative Decree 58/98 and lastly, renewed the authorization, after revoking the previous one granted on 24 April 2012, 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 as of the date of this authorization, for a period of up to 18 months.

The purpose of this authorization is to give the Company a means of strategic and operational flexibility. It will be allowed, among other things, to dispose of any treasury shares acquired and to carry out transactions such as purchases/sales, swaps and assignments.

According to the Board's proposal, treasury shares may be purchased at a price which is not less than 20% or more than 10% of the official Stock Price registered on the trading day before each purchase. The shares are to be purchased under the laws and regulations of the Italian Stock Exchange organized and managed by Borsa Italiana S.p.A., as per the procedures established by the latter which prohibit the direct matching of bid prices with predetermined ask prices.

The sale of treasury shares, rather, may be done at a price or valuation which is not less than 95% of the average stock price registered for a period of ninety trading days prior to the disposal or any previous binding offers made in this regard, in accordance with the law and the applicable accounting standards. Neither the Company nor its subsidiaries currently hold any treasury shares.



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**Statement by the Manager responsible for preparing the Company's Financial Reports**

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

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

*With 510 thousand business clients and more than 1.8 million domains under management, DADA is one of the leading names in the European Domain & Hosting sector and is a key player in the markets where it is active: in Italy through its brand Register.it, as well as Spain, UK, Ireland, France, Portugal and the Netherlands under the brands Nominalia, Namesco, PoundHost, Register365 and the Amen Group, respectively. With regard to online advertising, DADA continues with the strategy of international expansion of its Performance Advertising business.*

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