



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

2017-2019 SHARE-BASED INCENTIVE PLAN APPROVED

Florence, 24 January 2017 - Today, the Board of Directors of Dada S.p.A., listed in the STAR segment of the Milan Stock Exchange, pursuant to the powers granted by the Shareholders' General Meeting of 18 January 2017, executed the share-based incentive plan for 2017-2019 and for a total amount of No. 950,000 shares (the "Plan"), intended for DADA Group employees, in particular, 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.

The Board, upon proposal of the Company's Compensation and Nomination Committee and considering the positive opinion of Committee for Related Party Transactions for the aspects of its competence, approved the Regulations of the Plan, identified the beneficiaries and assigned a total of No. 950,000 options (the "Options") on the same amount of DADA ordinary shares (the "Shares") at a subscription price of €2.248 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. In particular, the beneficiaries have been identified by the Board of Directors and, in implementation of the Plan, as at today's date, there are No. 13 beneficiaries, among whom also the current Executive Directors of DADA S.p.A., Claudio Corbetta and Lorenzo Lepri. Taking account of their functions and roles held within DADA S.p.A., the Plan is considered "of particular relevance" pursuant to article 114-bis, paragraph 3 of the TUF and article 84-bis, paragraph 2 of the Issuers Regulation.

The Board of the Company also determined that the exercise of the vested options will be, among other things generally subject to the meeting of a performance condition depending on the achievement by the DADA Group of a consolidated and cumulative revenue and EBITDA targets for 2017-2019, as set out today by the Board, based on the three-year plan of the DADA Group, 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 2019, but no later than 19 December 2023. Specifically, were the DADA Group to achieve at least 85% of the cumulative EBITDA target for 2017-2019, and at least 90% of the cumulative revenue target for 2017-2019, as identified today by the Board for the DADA Group based on the three-year plan approved by the Company, this would constitute a satisfaction of the performance condition and the full vesting of the Options.



The Board therefore approved a Company's share capital increase against payment for a maximum par amount of Euro 161,500 to service the Plan with the exclusion of the option right, pursuant to paragraph 8 of art. 2441 of the Italian Civil Code.

In this regard, mention should be made that:

- The Plan provides that, with some exceptions described in the Plan Regulation, a number of shares with a value equal to 20% of the net profit of the transfer of the Shares subscribed by way of exercising option rights by the beneficiaries Claudio Corbetta e Lorenzo Lepri identified by the Company as executive directors and managers with strategic responsibilities may not be transferred until the 24th month after the subscription date (lock-up).
- The Plan, with some exceptions described in the Plan Regulation, provides for a black-out period clause according to the applicable law and a claw-back clause, pursuant to which in case within 5 years of the vesting date of option rights, was ascertained that the level of achievement of the financial target that triggered the vesting of option rights has been calculated based on manifestly wrong or falsified data and the difference between used data and adjusted data would be such to have caused, if timely known, the non-vesting of options rights, the Board will be entitled to ask the two above - mentioned Beneficiaries identified by the Company as executive directors and managers with strategic responsibilities to return an amount equal to the share price as at the vesting date of the option rights deducted the exercise price, or an amount equal to the theoretical gain that Beneficiaries would not have obtained in case the adjusted data had been timely known.

For any 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 will be issued and made publicly available at the Registered Office, on the authorized storage system NIS-storage www.emarketstorage.com, managed by Blt Market Services, and on the Company's website www.dada.eu (Governance /Remuneration Section) in accordance with the law.



This press release is also available on the Company's website www.dada.eu in the Investors/Financial Press Releases section.

*Dada S.p.A. - listed in the STAR segment of the Milan Stock Exchange - is an international leader in online presence and visibility services (domains, hosting, servers, online brand protection) for European SMEs. With over 600 thousand business clients, 1.9 million domains under management, 1.8 million email accounts and 650 thousand active hosting plans, Dada is one of the leading names in the European **Domain & Hosting** segment and is a key player in its markets of operation: in Italy through its established brand Register.it, as well as in the UK, Ireland, Spain, France, Portugal and Holland under the Namesco, Simply Hosting & Servers, Register365, Nominalia and Amen brands, respectively.*

For further information

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