



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

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

### **APPROVAL OF A STOCK OPTION PLAN AND DELEGATION OF POWERS TO THE BOARD OF DIRECTORS FOR ITS IMPLEMENTATION AND FOR THE SHARE CAPITAL INCREASE THEREOF TO SERVICE THE PLAN**

**Florence, 18 January 2017** - The Shareholders' Meeting of DADA S.p.A. met today in ordinary and extraordinary session, and adopted the resolutions below.

#### **ORDINARY SESSION**

##### **Share-based incentive plan for 2017-2019**

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 2017-2019 (the "2017-2019 Incentive Plan or the "Plan"), intended for executives and managers and in any case employees of DADA S.p.A. and/or its Subsidiaries, aimed at providing incentives and retaining the beneficiaries by making them active participants in and jointly responsible for the Dada Group's growth process and value creation.

In this regard, mention should be made that:

- the beneficiaries of the Plan, who will be selected by the Board of Directors of DADA following the resolutions adopted by the Meeting on the proposal of the Remuneration Committee, may also include parties falling in the categories referred to in art. 152-sexies, paragraph 1, let. c. (c-1, c-2) of the Consob Regulations, if such parties are DADA Group employees;
- under the Plan, beneficiaries will be granted option rights for the subscription of a maximum of n. 950,000 DADA new ordinary shares. The number of options granted to each beneficiary of the Plan will be decided by the Board of Directors on exercise of the authorization to increase the share capital proposed to the Shareholders' Meeting, and will consider the organizational role held within the Group;
- under the Plan, which, as mentioned, is intended for DADA Group employees pursuant to art. 2441, paragraph 8 of the Italian Civil Code, the issue price of the Shares, arising from the subscription of the option rights, is to be equal to the official average price of DADA S.p.A. ordinary shares recorded over the trading days in the period between the grant date of the Options and the previous calendar semester. The



above method to determine the exercise price of the Options applies to all and every Option. However, the Options may be granted in different stages. Their actual exercise price may vary depending on the different grant date;

- The actual possibility of exercising the Options under the 2017-2019 Plan will be, among other things and with some exceptions described in the Plan regulation, subject to the meeting of a performance condition depending on the achievement by the DADA Group of a consolidated and cumulative revenue and EBITDA target for 2017-2019, as set out by the Board, based on the three-year plan of the DADA Group. 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 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 all the Options.
- 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 identified by the Company as executive directors or 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 Beneficiaries identified by the Company as executive directors or 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.

Further information regarding the Plan, including the selection of the beneficiaries and number of options granted, will be made available to the public within the time limits and manners of law.

## **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 share capital against payment with the exclusion of option rights - in one or more tranches in separate issues - to service the 2017-2019 Incentive Plan, for a maximum par value of € 161,500



through issue of a maximum of n. 950,000 DADA ordinary shares for a par value of € 0.17 each; consequent change art. 6 by-laws.

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This press release is also available on the Company's website [www.dada.eu](http://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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