

*Press release issued on behalf of Libero Acquisition S.à r.l. and Dali Holdings Limited*

**HGCAPITAL ENTERED INTO AN AGREEMENT TO ACQUIRE FROM LIBERO ACQUISITION S. À R.L. 69.432% OF THE ORDINARY SHARES IN DADA S.p.A.**

(press release pursuant to article 114 of  
Legislative Decree 24 February 1998, n. 58, as subsequently amended)

- Executed a binding agreement for the acquisition in cash of no. 11,581,325 ordinary shares representing approximately 69.432% of the share capital of DADA S.p.A.
- EUR 4.00 per-share price
- Closing of the transaction not subject to any conditions precedent
- After closing, the Italian acquisition vehicle designated by HgCapital Mercury 2 Nominees Limited will launch a mandatory tender offer to acquire all the outstanding ordinary shares of DADA S.p.A. then in issue at the same price of EUR 4.00 per-share

**Luxemburg / London, 23 October 2017** – On the date hereof Dali Holdings Limited (“**Dali Holdings**”), a limited liability company incorporated under the laws of England and Wales wholly owned by HgCapital Mercury 2 Nominees Limited (“**HgCapital**”), as purchaser, has signed a binding share purchase agreement (the “**SPA**”) with Libero Acquisition S.à r.l., as seller (a wholly owned subsidiary of Orascom TMT Investments S.à r.l.) (“**Libero**”), for the acquisition of the 69.432% interest owned by Libero in DADA S.p.A. (“**DADA**”), an Italian company and leading European player operating in the professional digital services business, aimed at building online presence of customers (including, domain registration, hosting, servers, website creation, e-commerce and brand protection). The shares of DADA are traded on the STAR Segment of the *Mercato Telematico Azionario* (the “**MTA**”) organized and managed by Borsa Italiana S.p.A.

Pursuant to the SPA, Dali Holdings will purchase from Libero no. 11,581,325 DADA ordinary shares (the “**Shares**”) at a price per share equal to EUR 4.00, for a total consideration of EUR 46,325,300.

The transaction will be carried out by Dali Holdings with its own means. The closing of the transaction is expected to occur within the end of November 2017 and is not subject to any conditions precedent.

Dali Holdings, following completion of the purchase of the Shares, will hold a shareholding equal to 69.432% of the share capital and of the voting rights of DADA and, therefore, pursuant to art. 106, par 1, of the Legislative Decree 24 February 1998, n. 58 (the “**TUF**”), will launch (through a designated Italian vehicle to be incorporated) a mandatory tender offer on the remaining ordinary shares of DADA at the same price of EUR 4.00 per share (the “**Mandatory Tender Offer**”). The total expected valuation for 100% of DADA’s share capital is equal to EUR 66,720,276.

HgCapital’s plan is to confirm the current top management, with particular reference to the CEO Mr. Claudio Corbetta and the GM & CFO Mr. Lorenzo Lepri, who hold shares in DADA, and that have signed an agreement whereby they have undertaken to sell to the Italian vehicle of Dali Holdings, in the context of the Mandatory Tender Offer, the shares that they will respectively hold in DADA.

Upon completion of the Mandatory Tender Offer, Dali Holdings intends to pursue the delisting from the MTA of the DADA shares.

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