PRESS RELEASE

CLOSING OF THE TRANSACTION REFERRED TO IN THE INVESTMENT AGREEMENT SIGNED BETWEEN THE FOUNDERS OF DIGITAL360 AND THE THREE HILLS CAPITAL PARTNERS FUND AND CO-OPTION OF A NEW DIRECTOR

Milan, 27 July 2023 - **DIGITAL360 S.p.A.** (the "**Company"** or "**Digital360**"), a benefit company admitted to trading on the Euronext Growth Milan market, multilateral trading system, organised and managed by Borsa Italiana S.p.A. ("**EGM**"), referring to the press release of last May 19, announces the completion, occurred today, of the transaction under the binding investment agreement ("**Investment Agreement**") signed between the *private capital* fund Three Hills Capital Partners, through TH Alessandro S.r.l. ("**THCP**") and the shareholders Andrea Rangone, Mariano Corso, Alessandro Perego, Gabriele Faggioli and Raffaello Balocco (jointly, the "**Reference Shareholders**") and the reinvestment commitments indicated below, as a result of which D360 Holding S.p.A. ("**D360 Holding**" or the "**Offeror**"), a newly incorporated company, came to hold no. 16,228.771 shares. This represents 79% of the Company's share capital (the "**Initial Shareholding**"), thus allowing for D360 Holding to promote a public tender offer for the Company's ordinary shares, compulsory under the latter's bylaws and aimed at *delisting them* (altogether the "**Transaction**").

In particular, it should be noted that D360 Holding's purchase of the Initial Shareholding derives from the execution: (i) the Investment Agreement; (ii) the commitments undertaken by certain shareholders of the Company and already disclosed to the market on 19 May 2023, pursuant to which such shareholders of the Company undertook on the *closing* date, as the case may be, to sell or contribute to D360 Holding the shares in the Company held by them on the same economic terms and conditions as the Reference Shareholders; (iii) additional commitments made by further shareholders of the Company between 18 July and 26 July 2023, by virtue of which such parties undertook on the date of the *closing, as the* case may be, to contribute to D360 Holding, or to sell to D360 Holding on the same economic terms and conditions as the Reference Shareholders, additional shares in the Issuer. It should also be noted that Equita Capital SGR S.p.A. - in the name and on behalf of the Equita Smart Capital ELTIF fund - has subscribed in three *tranches, to* a capital increase in D360 Holding, including share premium, for a maximum amount of Euro 3,999,999.99 with the issue of 747,661 shares, of which 219,419 shares were subscribed today.

Among other things, the transaction allows the Digital360 group, in a context of uncertainty in the financial markets, to have a solid and stable financial *partner* such as THCP to support the implementation of its future growth strategy. In this regard, it should be noted that THCP has made itself available, subject to an agreement on terms and conditions, to make available to the Digital360 group up to a maximum of an additional Euro 40 million to support any future growth opportunities.

The Issuer will be able to rely on the full managerial continuity and support of the Offeror, its international network and its execution capabilities, with a view to growth in Italy and abroad aimed, in particular, at increasing geographical penetration and expanding its customer base.

With the promotion of the Offer, the Offeror intends, finally, to offer to the shareholders of the Issuer a divestment opportunity after 6 years from the entry on Euronext Growth Milan, which has increased the capitalisation of the Issuer from Euro 17.7 million to approximately Euro 110 million and with a growth of the share price, from Euro 1.15 to Euro 5.35, equal to 365%. The publication of the notice pursuant to Article 102, Paragraph 1, of Legislative Decree no. 58 of 24 February 1998 and article 37 of the implementing regulation of the TUF, concerning the discipline of issuers, was approved by CONSOB with resolution no. 11971 of 14 May 1999, concerning the public tender offer for all the ordinary shares of Digital360 S.p.A., compulsory pursuant to article 12 of the articles of association of Digital360, to which reference should be made for further details.

Finally, it should be noted that today in the context of the Transaction, the Company's Board of Directors received the voluntary and irrevocable resignation of director Maria Grazia Bruschi, effective as of today's date.

In this context, the Board of Directors, also on the basis of the agreements signed with THCP and pursuant to Article 2386, paragraph 1 of the Italian Civil Code, co-opted Michele Prencipe, partner of Three Hills Capital Partners. As a new member of the Board of Directors, Prencipe will remain in office until the next Shareholders' Meeting.

For the Leading Shareholders and the Company, Mediobanca acted as financial advisor and RSAdvisor as strategic advisor, while the legal and tax aspects were followed by ADVANT Nctm. THCP used Linklaters as legal advisor, BCG as commercial due diligence, EY for accounting and tax due diligence. Financial advisor Gatti Pavesi Bianchi Ludovici was employed for tax structuring activities and AON for insurance due diligence.

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This press release is available on the Company's website at www.digital360.it.

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DIGITAL360, a Benefit Company listed on the Euronext Growth Milan market, aims to accompany companies and public administrations in understanding and implementing digital transformation and to encourage them to meet the best technology suppliers. DIGITAL360 pursues this objective through two business units: one, called "Demand Generation" supports technology companies (vendors, software houses, system integrators, start-ups, etc.) in communication activities, storytelling, event management and generation of business opportunities; the other, called "Advisory & Coaching" is aimed at all companies and public administrations wishing to undertake any digital transformation path. NetworkDIGITAL360, transversal to both Business Units, is the largest network of online publications dedicated to all topics of Digital Innovation. DIGITAL360 integrates a multidisciplinary and multicultural mix of professionalism and skills thanks to analysts, journalists, consultants and experts in the digital world, united by a great passion and mission: digital innovation as an engine for the growth and modernisation of our country. For further information: www.digital360.it.

THREE HILLS CAPITAL PARTNERS Three Hills Capital Partners was founded in 2013 as a pioneer in the asset class of preferred capital in Europe. Over the past 10 years, THCP has funded over 20 mid-cap companies investing approximately Euro 1.3 billion through flexible capital instruments in the alternative credit world. With approximately Euro 2.3 billion AuM, THCP is backed by an extensive network of international investors, major European industrialists and family offices. To date, the group boasts a team of around 70 professionals spread across offices in London, Milan and Luxembourg. Since December 2022 Three Hills has been recognised as a B Corporation. www.threehills.com

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