Press release

SHAREHOLDERS' MEETING APPROVES NEW INCENTIVE PLANS AND AMENDMENT TO BYLAWS

Milan, 15 December 2021 - **DIGITAL360 S.p.A.**, an innovative SME listed on the Euronext Growth Milan market (formerly AIM Italy), announces that today the Company's Ordinary and Extraordinary Shareholders' Meeting was held and resolved on the approval of two new incentive plans and the implementation of the incentive plan defined under the investment agreement signed at the time of the acquisition of 49% of Effettodomino S.r.l..

In particular, it should be noted that the plan known as the "Italian Incentive Plan 2021-2024" ("**Italian Incentive Plan**") is reserved for certain directors, employees, collaborators and consultants of the Company or Group companies who will be specifically identified by the Board of Directors of the Company, based on their collaboration with the Company or its subsidiaries. This plan will be implemented through the allocation of options for the subscription of Digital360 ordinary shares resulting from a paid increase in share capital with the exclusion of option rights pursuant to Article 2441, paragraph five, of the **Italian** Civil Code ("**Capital Increase Plan Italy**"), approved by the shareholders' meeting today. The newly issued shares will be offered for subscription to the beneficiaries of the Italian Incentive Plan at a price for each newly issued share calculated using a predefined and determinable criterion (the "*strike price*") equal to the ratio of the Company's shareholders' equity - as shown in the latest financial statements or balance sheet approved by the Company - to the number of shares issued (calculated on the same date). The Incentive Plan Italy provides for the attribution to the beneficiaries of a maximum of 850,000 Options, which - if fully vested and exercised - confer the right to subscribe an equal number of new Digital360 shares deriving from the Capital Increase Plan Italy. It should be noted that each beneficiary may exercise 100% of the options assigned only on condition that the market price of the shares ("**Price**") at the time of exercise is equal to or greater than Euro 9.00. If the Price is lower, the percentage of exercisability will be proportionally reduced, up to the Price of Euro 4.70, which is the minimum threshold for exercising the options.

The Shareholders' Meeting also approved the plan called "International Incentive Plan 2021-2026" ("**International Incentive Plan**"), reserved for certain directors, managers, employees or collaborators of the Company or of the Group who will be specifically identified by the Board of Directors of the Company in connection with the growth objectives of the group with specific reference to the development of the *business* at an international level. The International Incentive Plan is designed to give concrete recognition to the contribution of the Beneficiaries to the increase in value of Digital360 and provides for the allocation of a maximum of 470,000 Options, which - if fully vested and exercised - confer the right to subscribe to an equal number of new Digital360 shares. The newly issued shares are the result of a paid increase in share capital with the exclusion of option rights pursuant to Article 2441, paragraph 5, of the Italian Civil Code ("**International Capital Increase Plan**"), approved by the Shareholders' Meeting today. The newly issued shares will also be offered for subscription to the beneficiaries of the International Incentive Plan at a price per share that can be calculated using a predefined and determinable criterion (known as the "*strike price*") equal to the ratio of the Company's shareholders' equity - as shown in the latest financial statements or balance sheet approved by the Company - to the number of shares issued (calculated on the same date).

Finally, the Extraordinary Shareholders' Meeting approved - subject to approval of the amendment to Article 6 of the Company's Articles of Association that makes it possible - the free increase in the Company's share capital pursuant to Article 2349, paragraph 1, of the Italian Civil Code ("Free Capital Increase") necessary to implement the free assignment of Digital360 shares to service an incentive remuneration mechanism ("Grant Plan") provided for in the investment agreement. ("Free **Capital Increase**") necessary to implement the free assignment of Digital360 shares to service an incentive remuneration mechanism ("**Grant Plan**") envisaged by the investment agreement signed at the time of the acquisition of 49% of Effettodomino S.r.l.. More precisely, the Grant Plan, to which the Free Capital Increase is functional, has the free attribution to a beneficiary, on reaching determined objectives, of a maximum of 100,000 ordinary Digital360 shares, which are equivalent to an increase in the share capital up to a maximum amount of Euro 10,000.

More details on the incentive plans described are available in the Illustrative Reports of the Board of Directors of Digital360 S.p.A. published on the company's website www.digital360.it Investor Relations/Corporate Governance and Shareholders' Meetings section as well as in the press release of November 22, 2021.

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

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DIGITAL360

DIGITAL360, a company listed on the Euronext Growth Milan Market (formerly Aim Italia) of the Italian Stock Exchange, has the objective of accompanying companies and public administrations in the understanding and implementation of digital transformation and favoring their encounter with the best technological suppliers. DIGITAL360 pursues this objective through two business units: one, called "Demand Generation" supports technology companies (vendors, software houses, system integrators, startups, etc.) in communication, storytelling, event management, and generation of business opportunities; the other, called "Advisory & Coaching" is aimed at all companies and public administrations that want to undertake any kind of digital transformation. 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 modernization of our country. For further information: www.digital360.it

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