

Press release

Approval of the resolution to authorise the purchase and disposal of own ordinary shares

Approval of the “Digital 360 Stock Option Plan” and the related capital increase.

Milan, 19 December 2017 – Digital 360 S.p.A. (“**Digital 360**” or the “**Company**”), company listed on the AIM market of the Italian Stock Exchange, announced that the Shareholders’ Meeting, held today in general Ordinary and Extraordinary sessions, examined and approved the proposals covered by the following agenda items.

Approval of a stock option plan aimed at certain directors, employees, collaborators and consultants of the Company or its subsidiaries.

The Ordinary Shareholders’ Meeting approved the adoption of a stock option incentive plan called the “Digital 360 Stock Option Plan” (the “**Stock Plan**” or “**Plan**”); the details of the Stock Plan are included in the Board of Directors’ Report available on the Company’s *website*, at www.digital360.it.

The Stock Plan, considered relevant to the achievement of the Company’s strategic objectives, is aimed at employees, collaborators, consultants and directors of Digital 360 and its subsidiaries. These shall be identified by Digital 360’s Board of Directors within sixty days following the approval of the Plan, taking into consideration the importance of their role in the Company’s development (the “**Beneficiaries**”). The Stock Plan has a three year term.

The Plan provides for the free allocation to each of the Beneficiaries of the right to purchase (the “**Option Right(s)**”) ordinary shares of the Company (the “**Shares**”), in the ratio of one Share for each Option Right exercised, at a price of €0.50. The Board of Directors may assign a maximum of 2.5 million Options. The Option Rights can be exercised on two dates, corresponding to the second and third anniversary of the approval date of the Stock Plan, subject to certain conditions being met.

Specifically, for each beneficiary, the Stock Option Plan regulations provide for the possibility of exercising 100% of the options granted, on the condition that, at the time the option is exercised, the share market price (“**Price**”) is higher than €2.00. In the event of a lower Price, the exercisability percentage shall be proportionally reduced, up to a Price of €1.15, representing the minimum threshold for exercising the options.

The objective of the Plan is to create the most favourable conditions for the growth and development of the Group, through a management incentive mechanism which aims to:

- i) introduce a system of variable and incentive compensation based on financial instruments in line with current practice by listed companies in Italy;
- ii) raise the level of *corporate retention* for key resources based on their current role or their future potential in the Company;

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iii) provide incentives to Beneficiaries through the planning of medium and long term objectives aimed at improving the Company's performance and increasing shareholder value;

iv) improve the Company's competitiveness in the job market, through the retention of key resources.

The shares subscribed by the Beneficiaries cannot be sold for a period of 90 days from the date of purchase. The shares may be sold, until the end of the aforementioned period, subject to the terms and conditions laid down in the Stock Plan regulations.

Approval of the proposal for the purchase and disposal of own shares.

The Ordinary Shareholders' Meeting approved the proposal presented by the Board of Directors, for the disposal and purchase of own shares.

Specifically, approval was sought in order to allow the company to:

- meet the obligations arising from debt instruments convertible into equity instruments;
- proceed with the purchase of own shares by Beneficiaries of incentive plans approved by the competent corporate bodies, in accordance with Article 5, paragraph 2, letter c) of EU Regulation 596/2014 of 16 April 2014 (“**MAR**” - Market Abuse Regulation);
- support the liquidity of the shares, in order to facilitate regular trading conditions and avoid price movements not in line with market trends, in accordance with common market practices identified by Supervisory Authorities at the time;
- use the shares as compensation in extraordinary corporate transactions conducted with other subjects (M&A), including the exchange of shares, with respect to operations of interest to the Company, in accordance with common market practices identified by Supervisory Authorities at the time;
- reduce the share capital.

In accordance with the resolutions of the Shareholders' Meeting, the Board of Directors can purchase, in one or several tranches, up to a maximum number of shares that shall not exceed 2% of the share capital *pro tempore*, taking into account the Treasury shares already held by the Company, for a maximum value of €500,000. The purchase authorisation has a term of 18 months, in accordance with Article 2357 of the Italian Civil Code, while no time limit has been established for the authorisation to dispose of own shares.

Purchases must be made in compliance with trading conditions set out in Article 3 of Regulation 1052, in implementation of the MAR, on the understanding that the consideration price cannot be less than 15% lower and cannot be more than 15% higher than the reference share price recorded during the previous day's trading session, for each operation, or to the different prices reflected by common market practice at the time or under the conditions provided for by applicable legislation. Moreover, the purchase shall be made within the limit of disposable earnings and available reserves shown in the latest approved Financial Statements at the time of the transaction.

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The disposal of own shares purchased pursuant to the aforementioned authorisation or of other shares owned by Digital360 can take place either directly or through intermediaries, in compliance with common market practices or applicable regulations and in the manner permitted by applicable laws and regulations, at the discretion of the Board of Directors.

Authorisation granted to the Board of Directors for an increase in the share capital, with the exclusion of option rights, in the amount of €250,000, plus any share premium, by issuing a maximum of 2.5 million ordinary shares.

The Extraordinary Shareholders' Meeting has granted the Board of Directors authorisation to increase the share capital on one or more occasions, pursuant to Article 2443 of the Italian Civil Code, for consideration and in one or more tranches, for a maximum amount of €250,000, plus any share premium, by issuing a maximum of 2.5 million shares. The capital increase shall be made to the exclusion of option rights, in accordance with Article 2441 Section 5 of the Italian Civil Code, as such a capital increase shall be reserved for the execution of the "Digital360 Stock Option Plan".

The authorisation conferred by the Shareholders' Meeting may be exercised within a period of five years from the date of the Shareholders' Meeting resolution to grant the mandate in question (i.e. by 19 December 2022).

For the purposes of exercising the aforementioned mandate, the Shareholders' Meeting attributed to the Board of Directors, any power required for the performance of the delegated functions, in particular, every power to set, for each individual tranche, the number and the unit price of ordinary shares issued (including any share premium).

The Company shall promptly communicate to the market its intent to exercise the aforementioned delegation.

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

Digital360

Digital360 aims to partner with businesses and public administrations assisting them in the understanding and implementation of digital transformation solutions, relying on the best technology providers on the market. Digital360 pursues this objective through a multichannel platform unique in Italy, referred to as the "MatchMaking Platform", composed of online portals, *white papers*, events, *webinars*, communications and marketing services, *lead generation* initiatives and *advisory/consulting*. Digital360 integrates a multidisciplinary and multicultural mix of professionalism and expertise, thanks to analysts, journalists, consultants and experts active in the digital world who all share a great passion and a common mission: digital innovation as an engine of growth and modernisation of our country. For more information: www.digital360.it

Investor relations:

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Emilio Adinolfi emilio.adinolfi@digital360.it telephone +39 0292852801

Digital360 Press Office: d'I comunicazione

Piero Orlando po@dicomunicazione.it mobile +39 3351753472

Nominated Adviser and Specialist: CFO SIM S.p.A.

ecm@cfosim.com, telephone +39 02303431

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