

DIGITAL360 S.P.A. - EXTRAORDINARY SHAREHOLDERS' MEETING APPROVES ADOPTION OF "BENEFIT CORPORATION" STATUS

Milan, 31 May 2021 - DIGITAL360 S.p.A., an innovative SME listed on the AIM Italia market of the Italian Stock Exchange, announces that today the Extraordinary Shareholders' Meeting, meeting in first call, has approved the amendments to the Articles of Association for the adoption of the status of "Benefit Corporation", as well as some changes to the corporate purpose in line with the expansion of the Company's business activities. The adoption of the status of "Benefit Corporation" formalizes DIGITAL360's commitment to pursuing common good objectives, in particular related to the diffusion of a greater digital culture and the promotion of digital innovation as a lever for sustainable economic growth and an inclusive labour market.

In particular, the amendments to the articles of association concerning the qualification as a Benefit company aim to integrate the following purposes among the company's objectives:

1. the **dissemination of digital culture at all levels**, with the aim of accelerating the process of digital innovation in the economic-productive fabric, the public administration and society as a whole, with important beneficial effects on the country's competitiveness, productivity, sustainability and inclusiveness;
2. **mentoring entities or organisations** of any kind to help them fully understand the opportunity offered by digital innovation to develop sustainable and inclusive growth paths;
3. **the promotion of a more inclusive labour market**, in particular by facilitating the entry into the digital labour market also of those categories of people who show various forms of fragility - social, cultural, ethnic, physical, psychological, gender, etc. - and who have been disadvantaged in the past;
4. **the growth of its people**, fostering their wellbeing in both the professional and personal spheres, seeking to promote diversity and to make the most of the aptitudes and aspirations of each individual, in a working environment characterised by a corporate culture that expresses a positive impact on society and the environment, in which forms of remote work are also used that reduce environmental impact.

For further information on the amendments to the Articles of Association, please refer to the explanatory report prepared by the Board of Directors, available at the Company's registered office and on the Company's website www.digital360.it.

"I am delighted with the Assembly's support for the Board of Directors' proposal to adopt the status of "Benefit Corporation", which reinforces the path taken by DIGITAL360 to spread digital culture in the country, together with an ever-increasing focus on responsibility, sustainability and transparency - says **Andrea Rangone**, President of DIGITAL360 -. Digital innovation today represents the greatest lever for sustainable and inclusive development: it accelerates economic growth, increasing productivity and competitiveness of any organisation; it reduces waste, resource consumption and pollution; it reduces inequality, creating opportunities for all to enter the world of work. The status of "Benefit Corporation" is the best way to enhance our vision and vocation, in line with the way of thinking and acting carried out in recent years. With this new step, we formalise our commitment to pursuing precise objectives for the common good".



In this regard, it should be noted that a resolution to amend the corporate purpose, including for the purpose of adopting the status of "Benefit Corporation", constitutes an amendment to the Articles of Association concerning voting or participation rights pursuant to Article 2437(1)(a) of the Italian Civil Code.

Consequently, the shareholders of Digital360 who did not participate in the resolution approving the new bylaws will have the right of withdrawal. Shareholders who have exercised this right will be paid a cash consideration of Euro 2.09 per share, determined pursuant to Article 2437-ter, paragraph 2, of the Italian Civil Code.

In this context, it should be noted that the proposed amendment to the Bylaws is subject to the condition precedent that the amount in cash to be paid, if any, by DIGITAL360 to the shareholders who have exercised their right of withdrawal pursuant to Article 2437 et seq. of the Civil Code is not equal to or does not exceed a total of EUR 400,000 (four hundred thousand) ("**Maximum Withdrawal Disbursement**"). Consequently, the withdrawal declarations made, in turn, shall be effective only if the maximum withdrawal outlay does not equal or exceed the liquidation value of Euro 400,000.00 (four hundred thousand).

The Maximum Disbursement of the Withdrawal will be calculated net of the amounts to be paid by the shareholders or holders of the convertible bonds who exercise their option and pre-emption rights pursuant to Article 2437-quater, of the Italian Civil Code, as well as by any third parties, as part of the liquidation procedure, unless the suspensive condition is waived by the Board of Directors after the deadline for exercising the right of withdrawal pursuant to Article 2437-bis, of the Italian Civil Code, and within 30 (thirty) days from the verification of the non-fulfilment of the condition.

The terms and procedures for exercising the right of withdrawal and conducting the winding-up proceedings pursuant to Article 2437-quater of the Italian Civil Code will be disclosed by means of a specific press release issued pursuant to applicable regulations following the registration of the shareholders' resolution legitimising it with the competent register of companies.

For further information on the right of withdrawal, reference should be made to the illustrative report on the liquidation value prepared by the Board of Directors, which is available, together with the opinions expressed by the Board of Statutory Auditors and the auditing firm BDO Italia S.p.A., at the Company's registered office, as well as on the Company's website www.digital360.it.

It should also be noted that the Extraordinary Shareholders' Meeting also approved the proposed amendments to the Articles of Association necessary to bring them into line with the new provisions of the AIM Italy Issuers' Regulations.

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



DIGITAL360

DIGITAL360, a company listed on the AIM Market of the Italian Stock Exchange, has the objective of accompanying companies and public administrations in the understanding and implementation of digital transformation and encouraging 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 their communication, storytelling, event management, and business opportunity generation activities; 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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