



Company Presentation

Genève, 29th November 2017



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Pursuant to art. 154-bis, paragraph 2, of the Italian Unified Financial Act of February 24, 1998, the executive in charge of preparing the corporate accounting documents at Italiaonline S.p.A., Gabriella Fabotti, declares that the accounting information contained herein correspond to document results, books and accounting records.

PRO FORMA 9M 2016

9M 2016 results have been normalized (pro-forma data) for an amount of revenues (-€ 15.7 million) and Ebitda (-€ 2.6 million) to reflect the change in the perimeter due to the sale and termination of certain business lines (Europages subsidiary, 12.54 business and Moqu arbitration agreement on Google Ad Sense market) in the course of 2016 and some changes in the directory publication calendar in 2017 vs 2016, and thus to enable comparison with 9M 2017 results. 9M 2016 NFP, Unlevered FCF and Net Income are reported data. In the presentation the comparison with 9M 2016 results, only for Revenue and EBITDA is made versus 9M 2016 pro-forma (as before described).

Digital for growth

Our mission is digitizing Italian companies



Italiaonline snapshot



We are the largest Italian internet company and we provide a complete product portfolio to digitize Italian companies



FY 2016 Revenues
€ 390 m
2017 9M
€ 249 m

FY 2016 EBITDA
€ 67 m⁽¹⁾ (margin 17.2%)
2017 9M
€ 56 m (margin 22.5%)



The undisputed Italian internet leader with
54% market reach⁽²⁾



Strong footprint on the territory

- **63 SME Media Agencies with 812 sales rep⁽³⁾**
- **35 Large Enterprises accounts**



Diversified Customer base

- **700 Large Enterprise⁽⁴⁾**
- **230,000 SMEs⁽⁴⁾**

(1) Ebitda FY 2016 before the write-down of Consodata S.p.A. trade receivables (€3.2m), as result of the decision to dispose the Company

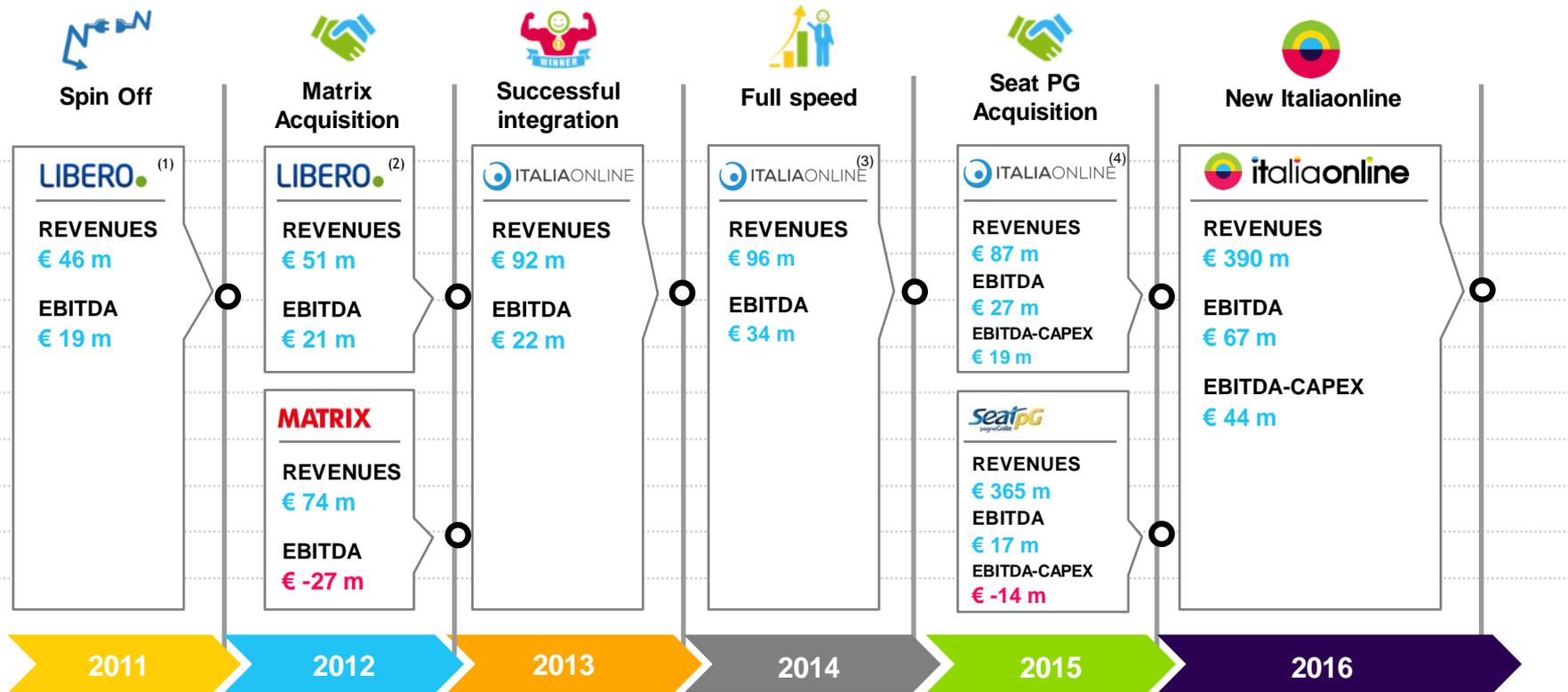
(2) Audiweb Database, powered by Nielsen, TDA avg. 9M 2017

(3) # of active agents at the end of September 2017

(4) # of customers at the end of June 2017



A history growth and of successfully executed M&A



(1) 2011 pro-forma data to represent FY revenues since spin-off from Wind Telecomunicazioni occurred on March '11

(2) EBITDA is adjusted for the Matrix acquisition cost of €2.1m

(3) EBITDA is adjusted for IPO costs effect (1.8€m)

(4) EBITDA is adjusted for extraordinary costs effect (8,0€m, mostly related to Seat deal)

Rich and integrated digital product portfolio



SME

iOL | Connect

Web Presence

iOL | Website

Website and eCommerce

iOL | Audience

Digital Marketing



Large
Accounts

iOL | Advertising

AD Sales House



Consumers

LIBERO.

V:RGILIO

 Pagine**Gialle**

SUPERQVA

LIBERO /
TECNOLOGIA.

Si Viaggia

Di Lei **V:VIDEO**

V:SPORT

V: MOTORI

QF
QuiFinanza
Economia, Finanza, Borsa

 **italiaonline**

Diversified Customer base



LARGE ACCOUNT 700 Customers

SMEs 230K Local Customers

Note: # of customers H1 2017

Direct partnership with top players

DIGITAL ADVERTISING PARTNERS



TECHNOLOGICAL PARTNERS



Management team of excellence



Antonio Converti – CEO

37 yrs of Experience



Maurizio Mongardi – COO

28 yrs of Experience



Gabriella Fabotti – CFO

25 yrs of Experience



Carlo Meglio – CDO

20 yrs of Experience



Ivan Ranza – CCO SME

23 yrs of Experience



Andrea Fascetti – CHRO

26 yrs of Experience



Andrea Chiapponi – CCO Large account

20 yrs of Experience

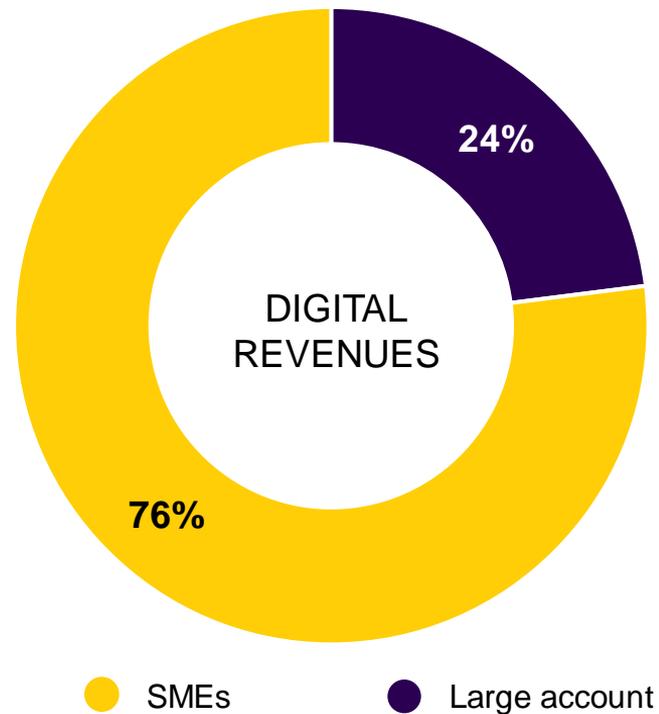
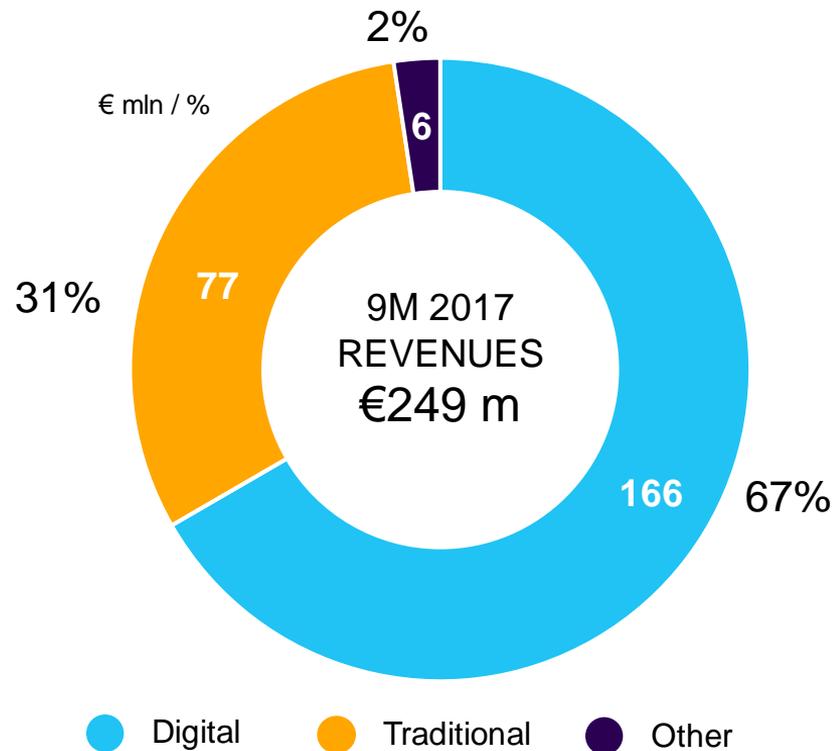


Chiara Locati – IR

21 yrs of Experience



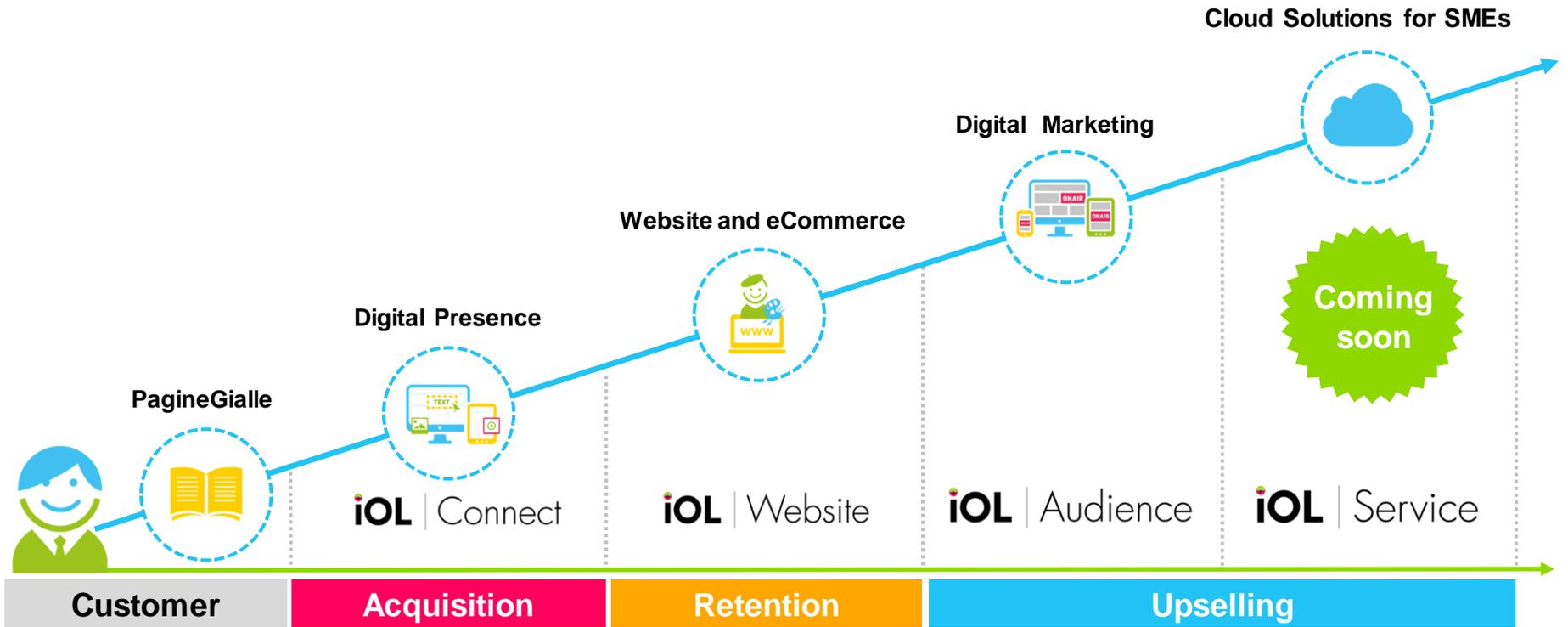
Multiple revenues streams



Italiaonline for SMEs



Products to lead the digital transformation of Italian SMEs



Our unique offering tailored to Italian SMEs

Cutting edge professional
web site development



Partner with

Spotzer, **duda**

80,000 sites developed

live website creation
with online web designer

We put your business
where people search for it

Google facebook Bing V:RGILIO



Partner with

yext

We do for SMEs what top AD
agencies do for top brands



Powered by

matchcraft

Trough the unique expertise
of **moqu·adv**

(100% controlled by IOL)

We help SMEs go digital



through unique sales network

Most advanced datacenter to deliver SME cloud applications



Largest and most reliable datacenter
in Italy: **Tier IV Gold**



Italiaonline Large Account



Leader digital AD sales house with best programmatic skills

iOL | Advertising

DIRECT SALES

50%

- Human sales to advertisers and Media Centers
- Both branding and performance goals



PROGRAMMATIC SALES

50%

- Deals (Human & Machine2machine)
- Open market (Machine2machine)



DMP (Data Management Platform)

Leveraging proprietary data for inventory enrichment and multivariable targeting

- 17 m users (TDA)
- 8 m email subscribers

A leading daily audience: IOL properties & our partnerships



5.7 mln

TDA
DAUs*



3.4 mln

MOBILE
DAUs*



12 min

TIME SPENT
PER PERSON*



3.5 bln

DISPLAY
MONTHLY IMPRESSIONS**



110 mln

VIDEO
MONTHLY IMPRESSIONS**

OUR WEB PROPERTIES



OUR PARTNERSHIPS



*Source: Audiweb Database, powered by Nielsen, Sept 2017 | Google, Facebook and Microsoft are not included – Figures refer to IOL web properties and partnerships | TDA – Total Digital Audience | DAUs – Daily Active Users. **Source: internal data 9M 2017 | Figures refer to IOL web properties and partnerships.

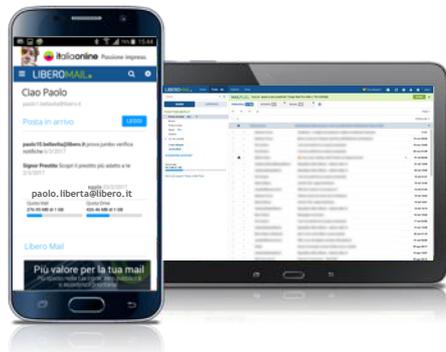
The most active email accounts



9.8 mln
active accounts⁽¹⁾

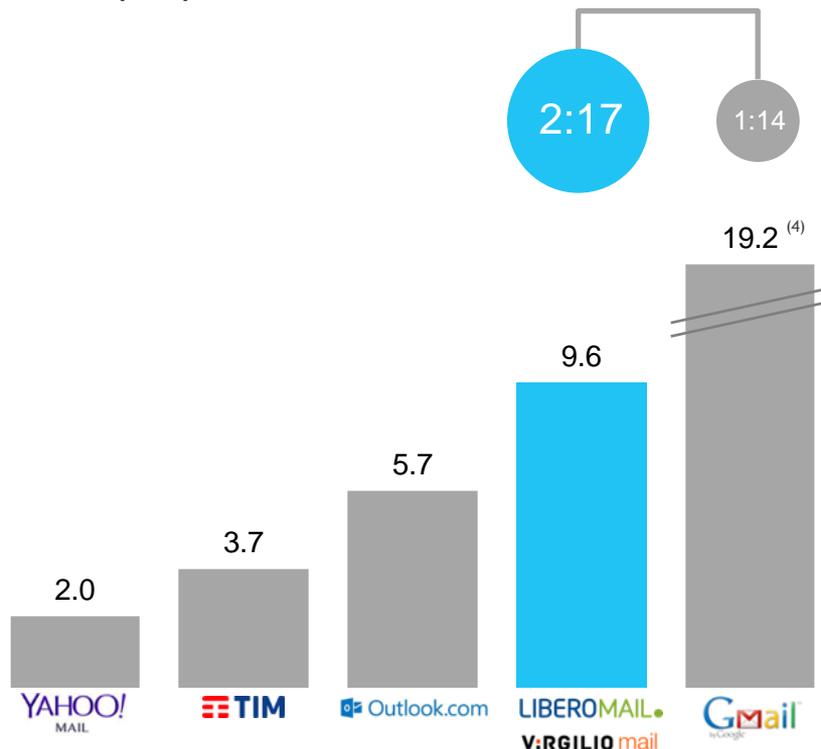


3.7 bln
exchanged messages⁽²⁾



MAUs⁽³⁾ (mln)

time spent per person (hh:mm)



- (1) Source: internal data, 90 days active mailboxes, average 9M 2017
- (2) Source: internal data, Sept 2017
- (3) Source: Audiweb View, powered by Nielsen, TDA average 9M 2017
- (4) Includes Android & Google accounts

One-stop-shop digital marketing solutions for leading brands

Bespoke solutions



- Branded content
- Creative formats
- Websites and mini-sites
- 20% Customer base benefits from bespoke solutions

Programmatic buy-house

- Best of breed campaign management buying platforms (DoubleClick/Google)
- Full access to Italian and international inventory and global AD Exchanges
- Accurate targeting through first and third party data
- Performance and branding campaigns



Web Properties



AUDIENCE PLATFORM

16.9 mln
MAUs (1)

LIBERO.

9.8 mln
FREE SUBSCRIBERS(2)



9.1 mln
Unique Audience (1)



29.1%
Market Reach (1)



1.5 bln
Page Views (1)



8.0 mln
Active Subscribers (2)



2:07 h
Average Time Spent (1)
Per Person

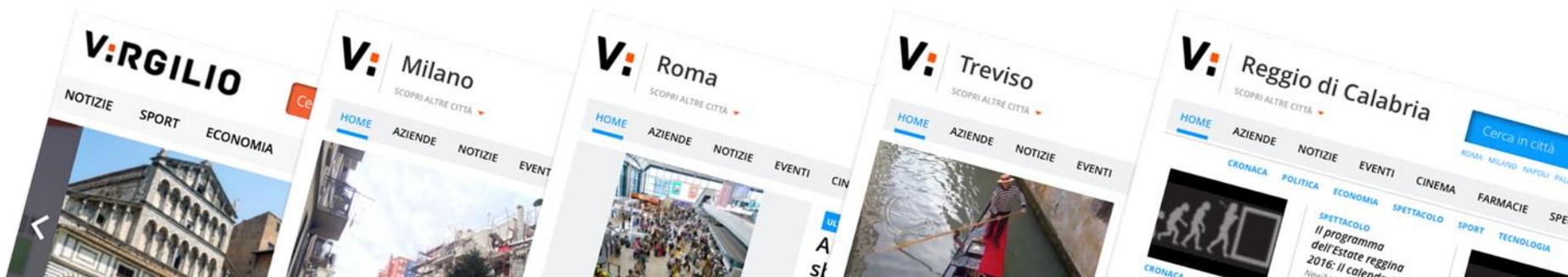
(1) Source: Audiweb View, powered by Nielsen, TDA avg. 9M 2017 | (2) Source: internal data, 90 days active mailboxes, avg. 9M 2017

AUDIENCE PLATFORM

16.9 mln
MAUs ⁽¹⁾

VIRGILIO

9.8 mln
FREE SUBSCRIBERS ⁽²⁾



11.6 mln
Unique Audience ⁽¹⁾



37.2%
Market Reach ⁽¹⁾



0.4 bln
Page Views ⁽¹⁾



1.8 mln
Active Subscribers ⁽²⁾



0:24 h
Average Time Spent ⁽¹⁾
Per Person

(1) Source: Audiweb View, powered by Nielsen, TDA avg. 9M 2017 | (2) Source: internal data, 90 days active mailboxes, avg. 9M 2017



4.2 mln
Unique Audience ⁽¹⁾



13.4%
Market Reach ⁽¹⁾



13.8 mln
Page Views ⁽¹⁾



16.1 mln
Copies distributed



0:06h
Average Time Spent ⁽¹⁾
Per Person

(1) Source: Audiweb View, powered by Nielsen, TDA avg. 9M 2017

Innovative content factory based on internet trends



Data Driven Publishing

Topics selection based on real-time **search** and **social** trends



Content Factory

Content production based on **crowdsourcing** and/or content syndication



Engagement

Proprietary tools for optimizing **engagement** rate and making contents go viral

Trend
ingestion

Trend
classification

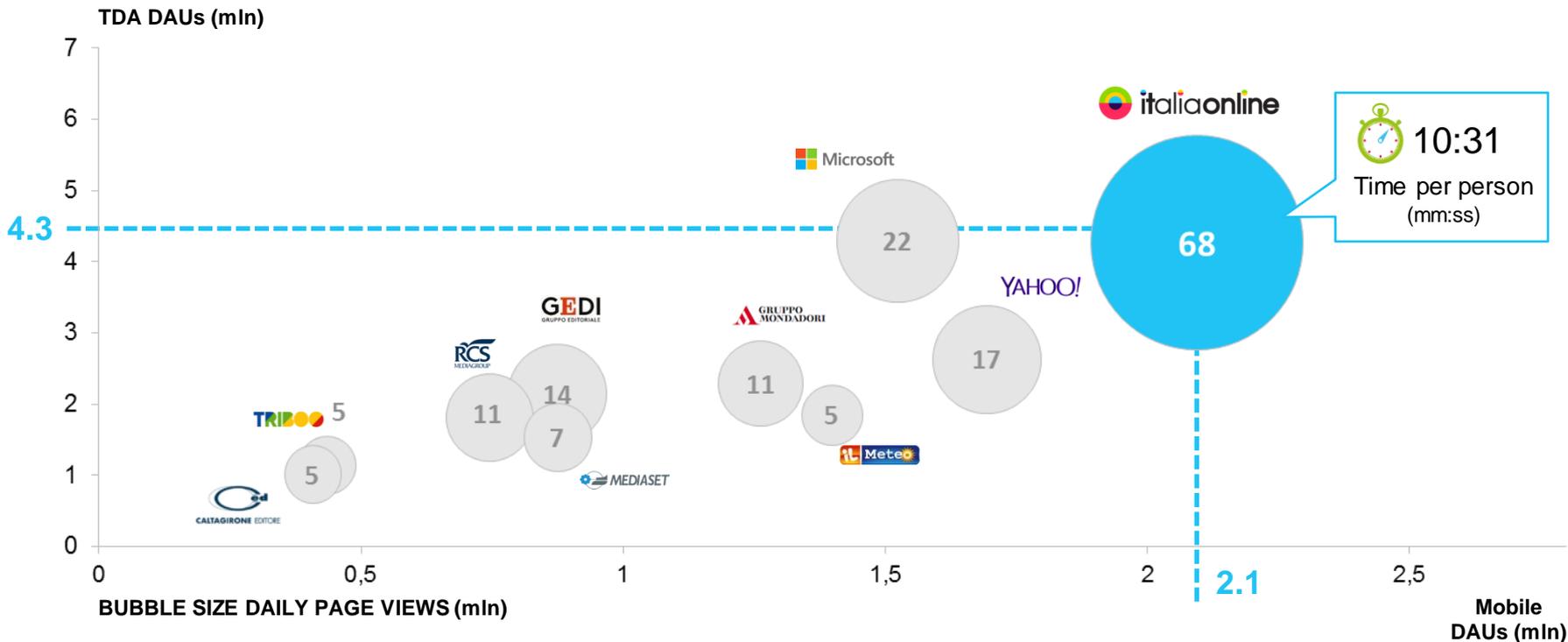
Topic selection
(engage editor)

Content acquisition
(Crowdsourcing/buy)

Publishing

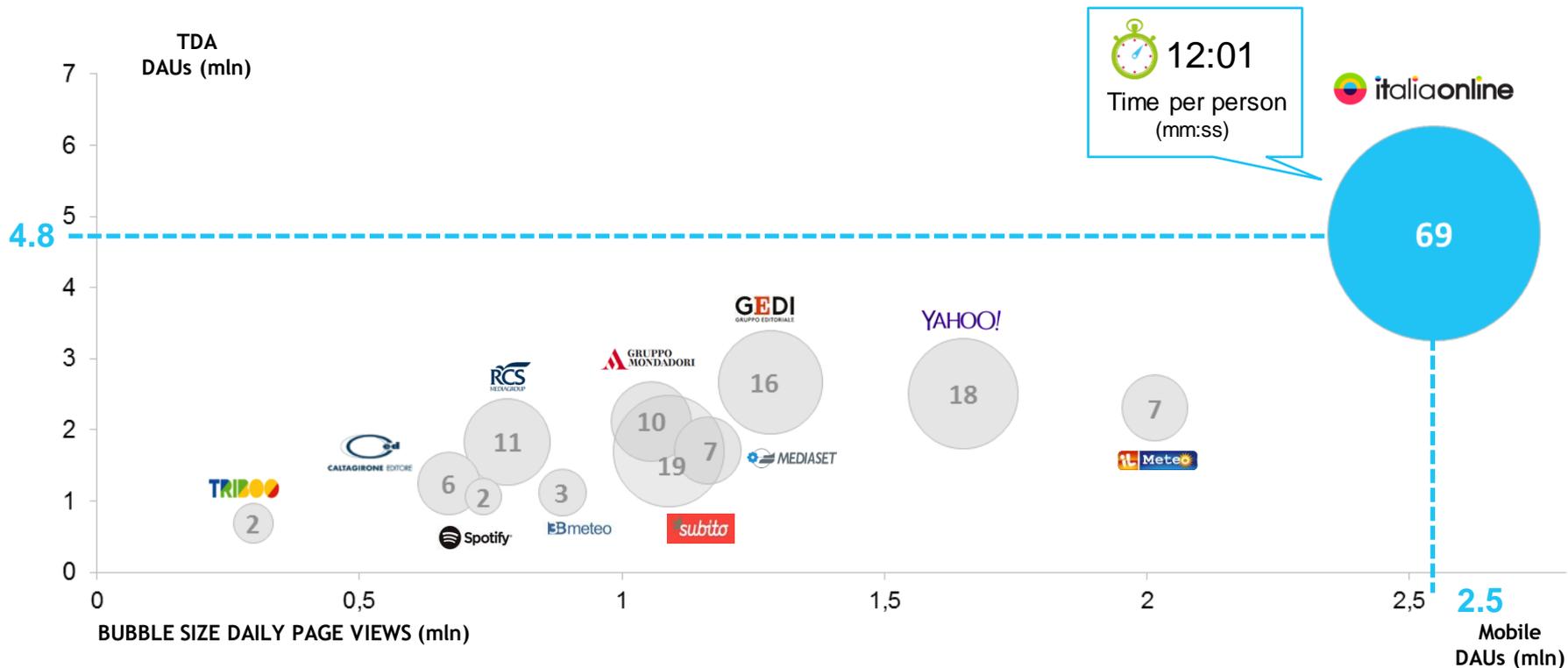
Optimization

The undisputed Italian internet leader | average daily audience 2016



Source: Audiweb Database, powered by Nielsen, Avg. FY.2016 | Google and Facebook are not in Audiweb Database
 Note: TDA – Total Digital Audience | DAUs – Daily Active Users

Daily Audience | Month of September 2017

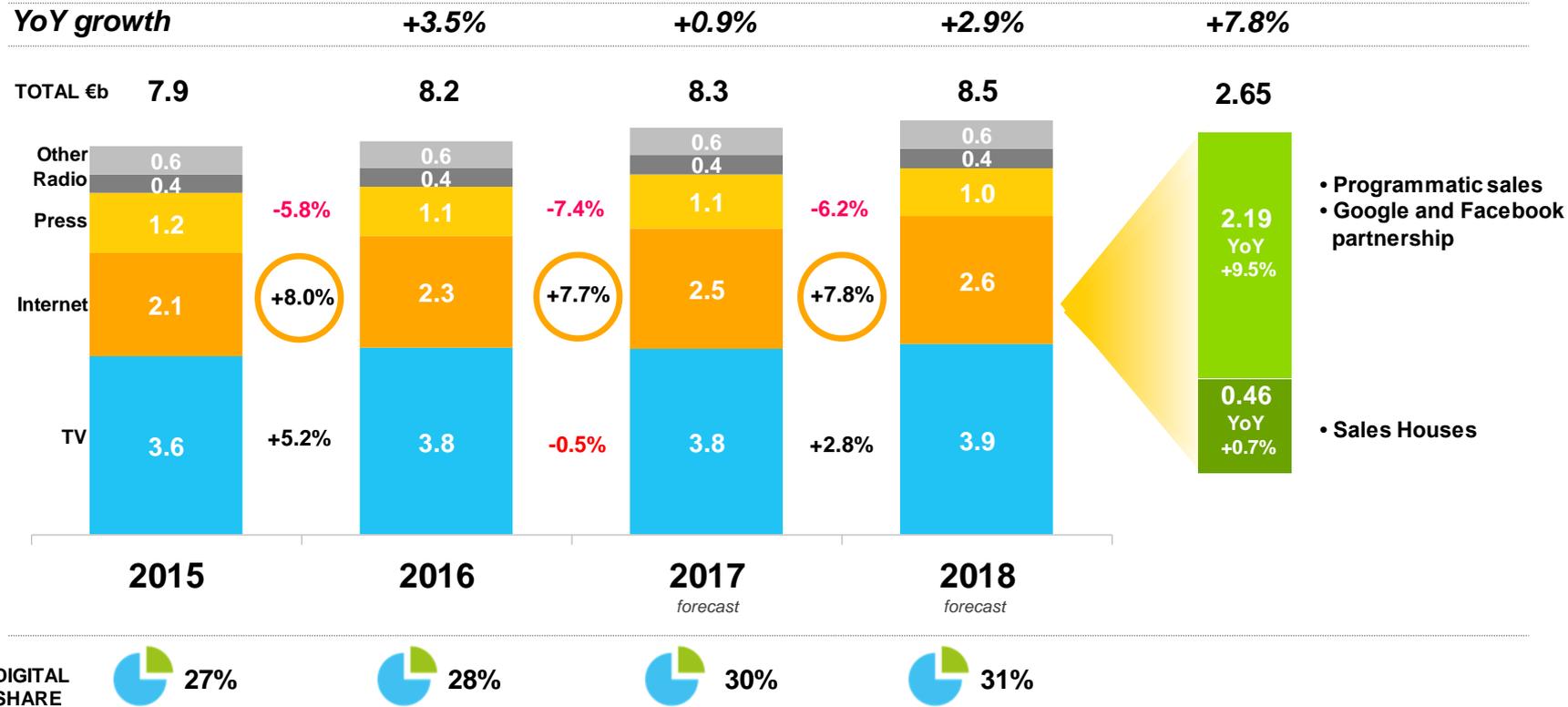


Source: Audiweb Database, powered by Nielsen, September 2017 | Google, Facebook and Microsoft are not in Audiweb Database
 Note: TDA – Total Digital Audience | DAUs – Daily Active Users

Market Outlook

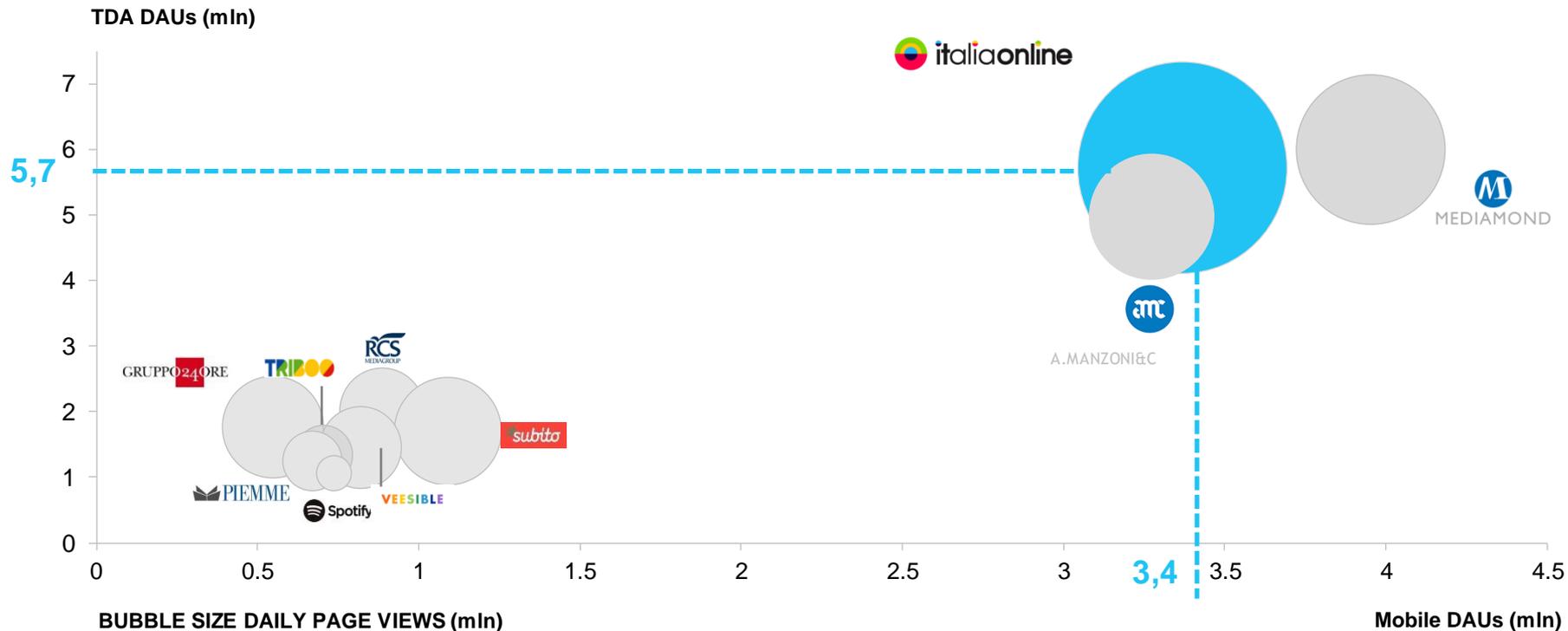


Internet is driving the advertising market growth



Source: Nielsen – Forecast Nov. 2017

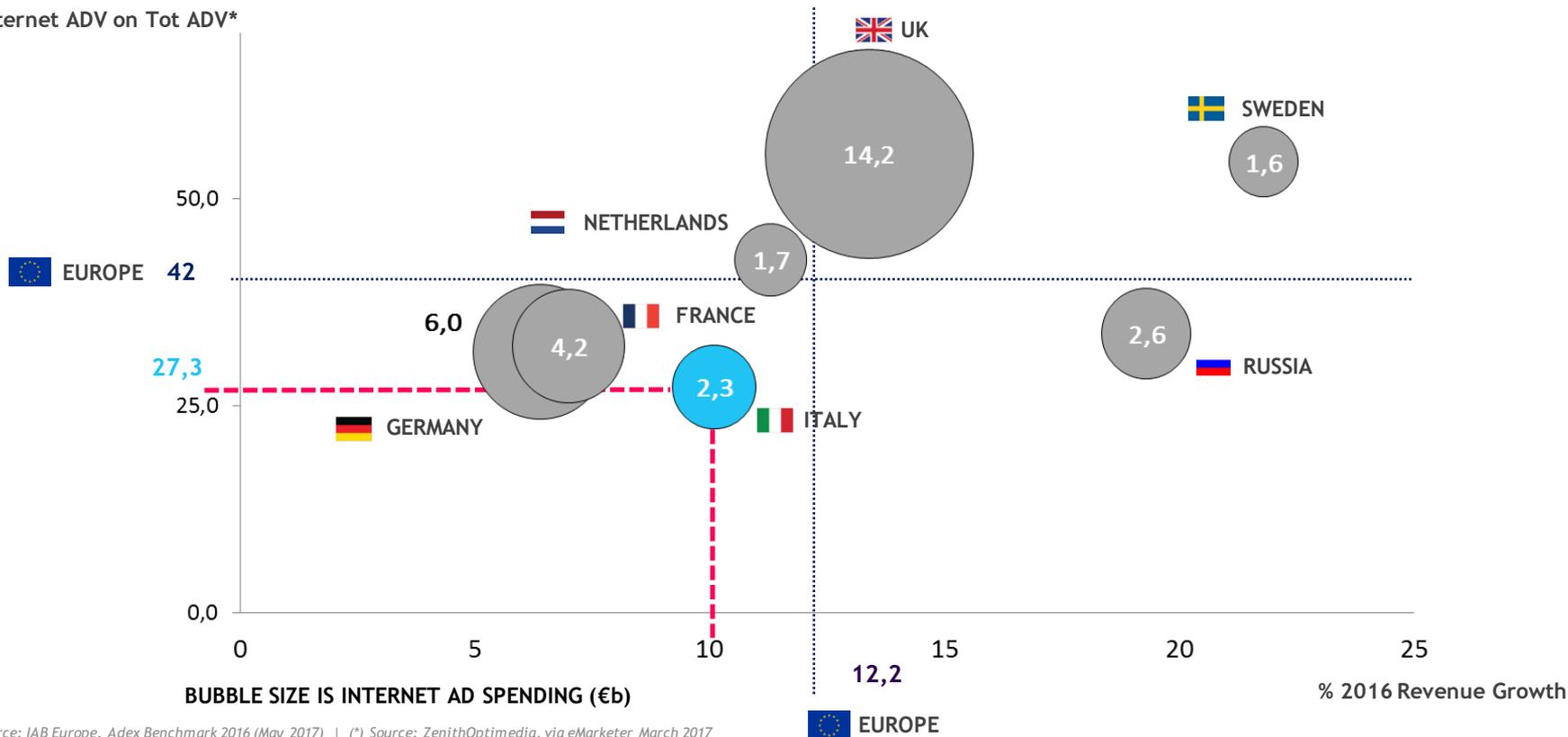
Sales Houses



Source: Audiweb Database, powered by Nielsen, September 2017 | Google, Facebook and Microsoft are included – Custom Properties: figures refer to IOL web properties and partnerships
Note: TDA – Total Digital Audience | DAUs – Daily Active Users

Internet Advertising Market in Europe (2016)

% Internet ADV on Tot ADV*



Source: IAB Europe, Adex Benchmark 2016 (May 2017) | (*) Source: ZenithOptimedia, via eMarketer March 2017

Italy is the country of SMEs, there is a substantial room for growth

Italian SMEs represent **68.0%** of the total **added value** over the national economy, the highest ratio among main European Countries



	Number of SMEs	
	Number	%
SMEs	3,733,146	99.9%
Corporates	3,086	0.2%
Total	3,736,232	100.0%



 SME Customers: **230,000**

 Market penetration: **6.1%**

 Large Account Customers: **700**

 Market penetration: **22.7%**

Source: European Commission, 2016 SBA Fact Sheet

Growth Strategies

Organic & M&A



Six organic growth pillars



SMEs

1 Churn Reduction

- Shift to evergreen contracts
- Dedicated retention team
- Customer profiling for churn prevention

2 Win Back

- Improve penetration in segments w/o web
- Win back on web Customer
- Improve sales channel balance

3 Up Selling

- Multi channel strategy based on ARPA
- Maximize digitization of Customers
- Focus on website sales



Large Account

1 Custom Projects

- Special Advertising
- Branded Content / Native Advertising
- Digital Marketing Solutions

2 Programmatic

- Rich Inventory
- Header Bidding / Google Exchange Bidding
- Programmatic Sales House

3 3rd Party Sales

- Acquire third party inventories
- Increase market share
- Grow brand portfolio and audience

M&A opportunities to accelerate digital revenues growth



CLOUD



COMMERCE



CONTENT

STRATEGY

Acquire applications and/or technology company to improve product portfolio for SMEs

Acquire e-commerce and marketplaces company

Acquire premium content and creative platforms

OBJECTIVE

Strengthen Italiaonline market position in digital offer for SMEs

- Develop the “*Made in Italy*” marketplace
- Improve local growth through switching and gig economy

- Increase market share and advertising inventory
- Acquire valuable customers’ segments

RESULTS

Revenues increase and improve marginality through disintermediation and synergies

Revenue increase and complete offer for SMEs

Revenues increase and improve growth speed

Other small opportunistic targets may also be considered

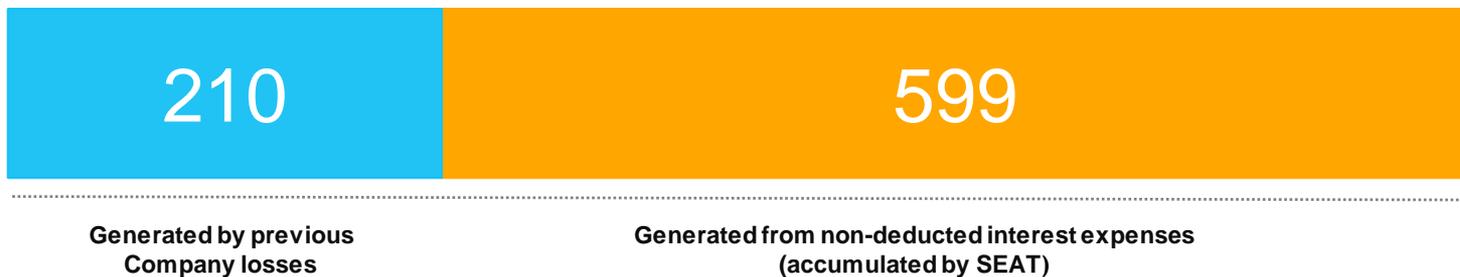
M&A opportunities – Tax Assets



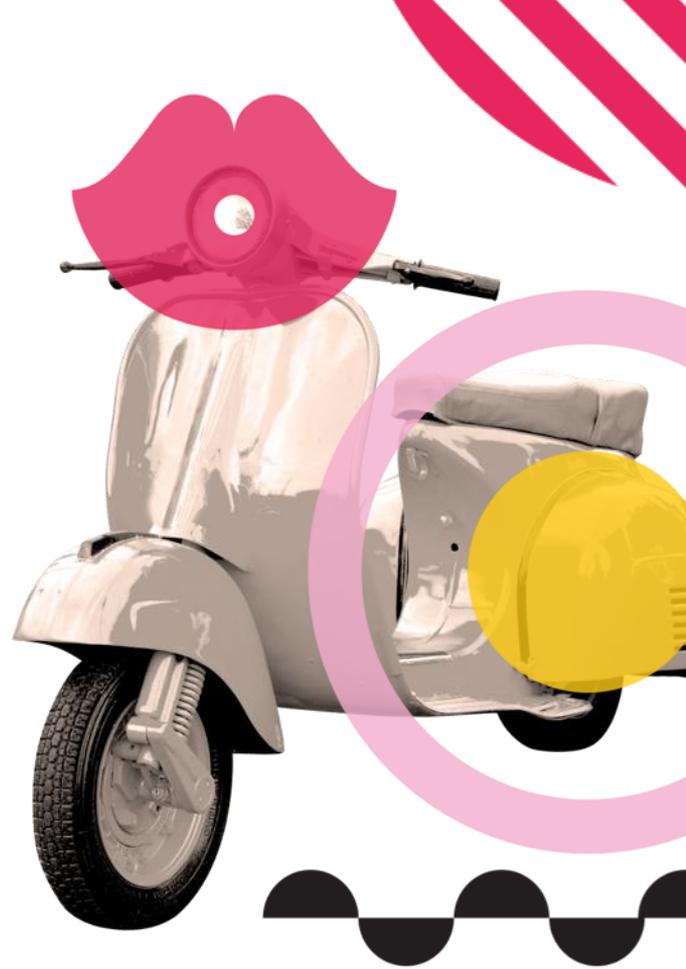
Tax Assets would provide a tax shield
in any M&A deals which involve the consideration of profits



Tax assets as of 31 Dec. 2016 €808 m



Financial Overview



9M 2017 | Financial highlights



In Q3 2017 recovery of **digital segment** and in particular of **Digital ADV** reduces the revenues decline



9M 2017 **Revenues** at € 249 m vs € 280 m pro forma⁽¹⁾ 9M 2016



Increasing profitability: +5.7% yoy Ebitda, Ebitda margin 22.5% + 3.6 pp vs 9M 2016



Still **good cash flow generation**: Unlevered FCF €51 m (+5% yoy), Ebitda **Cash Conversion**⁽²⁾ 91%



Positive **Net Financial Position** at **€77 m**, vs € 69 m at 30 June 2017



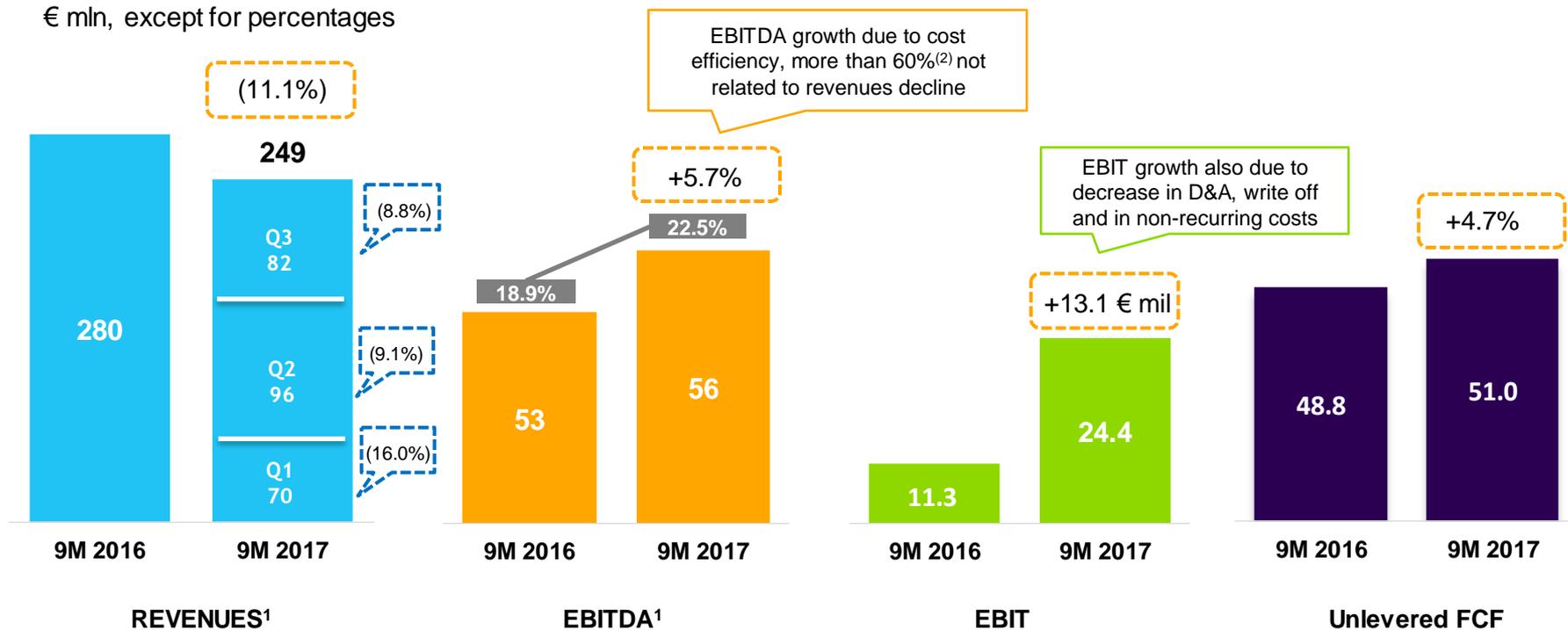
Increased Audience⁽³⁾:  **+12% Mobile DAUs**  **+10 % Time per person**  **+9% TDA DAUs**

(1) 9M 2016 normalized results (pro-forma data) for an amount of revenues (-€ 15.7 m) and Ebitda (-€ 2.6 m) to reflect the change in the perimeter due to the sale and termination of certain business lines (Europages SA, 12.54 business and Moqu arbitration agreement on Google Ad Sense market) in the course of 2016 and some changes in the directory publication calendar in 2017 vs 2016 and thus to enable comparison with 9M 2017 results. 9M 2016 Ebit and Unl FCF reported data.

(2) Cash Conversion = Unl. FCF / EBITDA Reported - (3) Source: Audiweb Database, powered by Nielsen, figures Month Sept 2017, YOY performance | TDA: Total Digital Audience, DAUs: Daily Active User

9M 2017 | Improved profitability and still good cash generation

€ mln, except for percentages

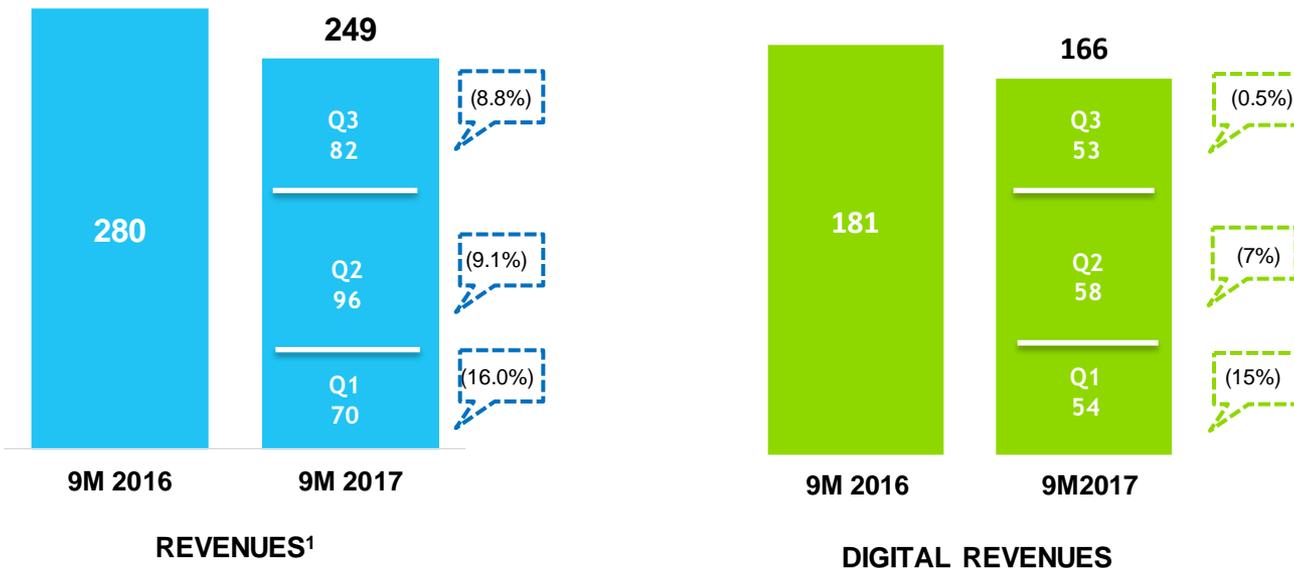


(1) 9M 2016 results have been normalized (pro-forma data) for an amount of revenues (-€ 15.7 million) and Ebitda (-€2,6 million) to reflect the change in the perimeter due to the sale and termination of certain business lines (Europages subsidiary, 12.54 business and Moqu arbitration agreement on Google Ad Sense market) in the course of 2016 and a new directory publication calendar in 2017 vs 2016 and thus to enable comparison with 9M 2017 results

(2) Figure referred to IOL core business only

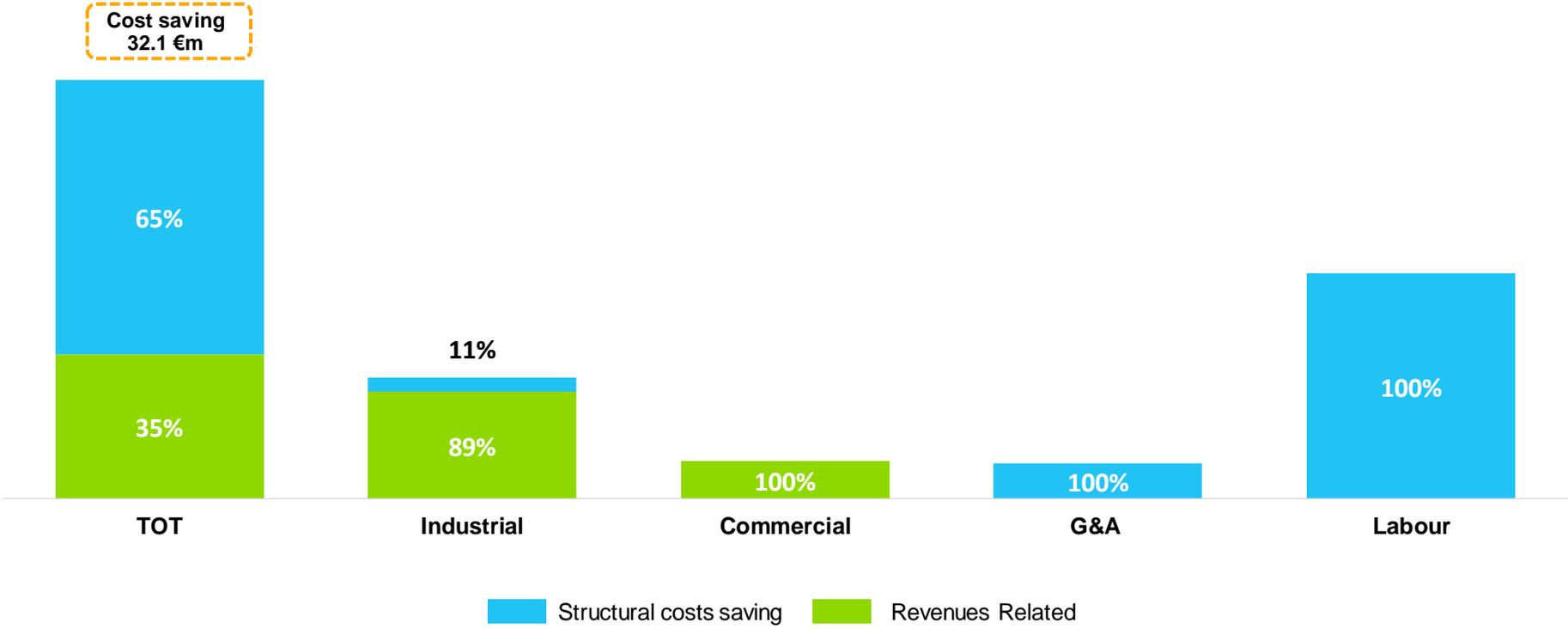
9M 2017 | Digital segment leads revenues trend recovery

€ mln, except for percentages (YoY performances)



(1) 9M 2016 results have been normalized (pro-forma data) for an amount of revenues (-€ 15.7 million) and Ebitda (-€2,6 million) to reflect the change in the perimeter due to the sale and termination of certain business lines (Europages subsidiary, 12.54 business and Moqu arbitration agreement on Google Ad Sense market) in the course of 2016 and a new directory publication calendar in 2017 vs 2016 and thus to enable comparison with 9M 2017 results.

9M 2017 | 65% of costs saving is structural

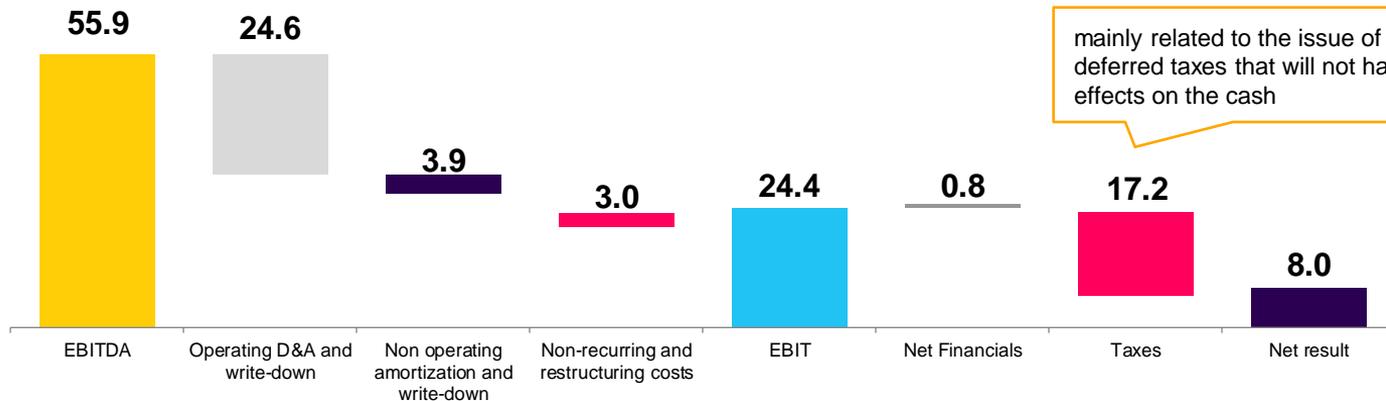


Note: Based on 9M 2017 vs 9M 2016 Pro-forma figures referred to Core business costs only | Italiaonline+DLS+Moqu

9M 2017 | From EBITDA to Net Result

9M
2017

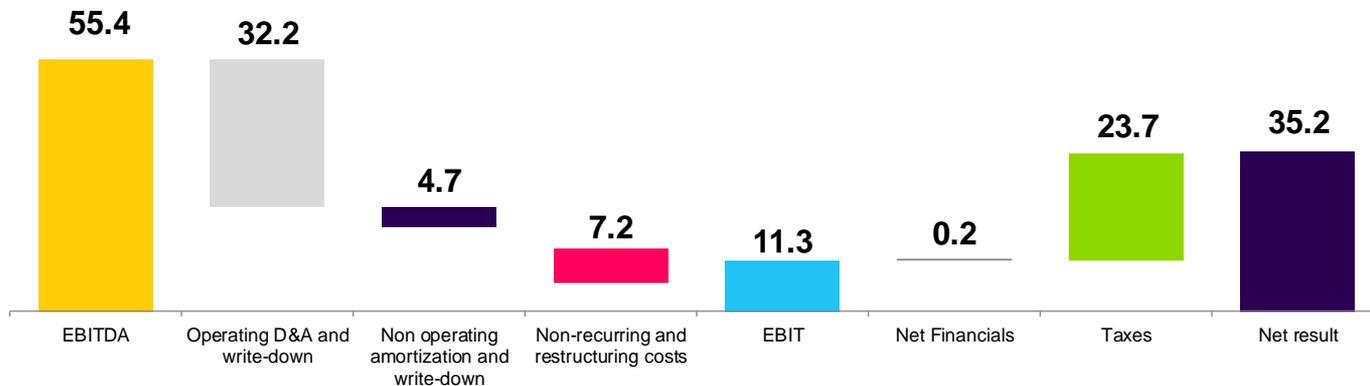
€ MLN



mainly related to the issue of net deferred taxes that will not have any effects on the cash

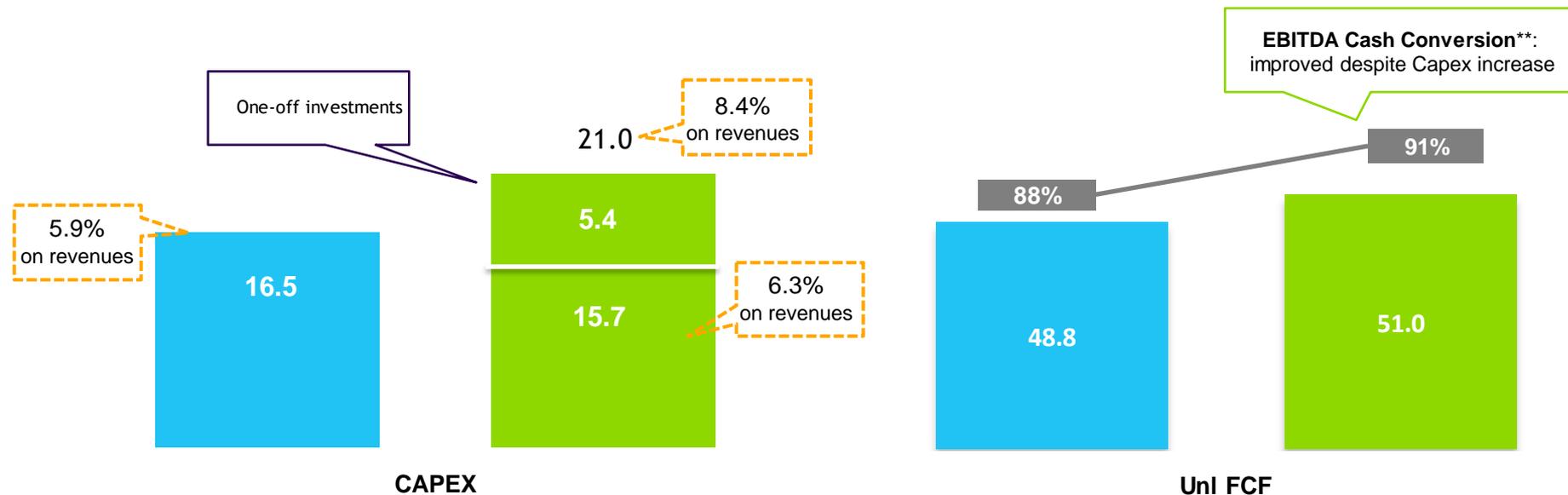
9M
2016
reported

€ MLN



9M 2017 | Capex and Ebitda Cash Conversion

€ mln Net of one-off investments 9M 2017 capex were €15.7m, down 5.3% YoY, at 6.3% of revenues



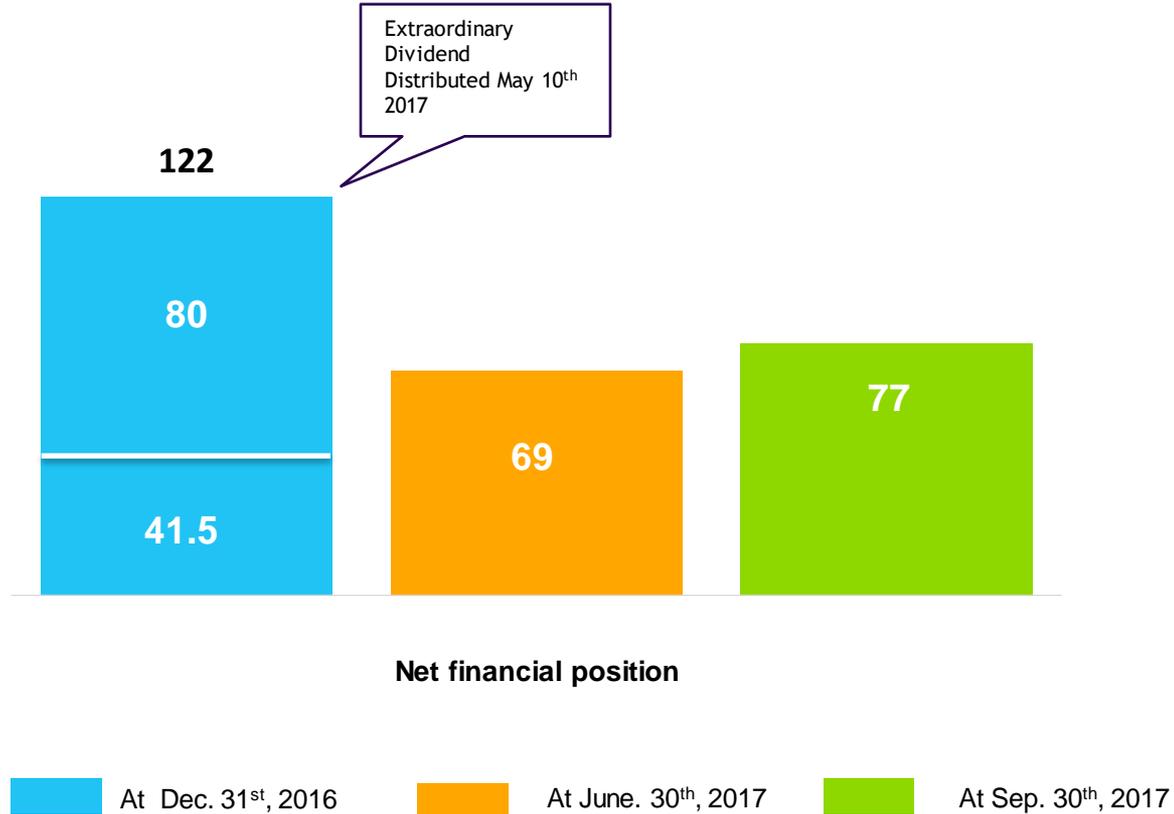
* Revenues 9M 2016 pro-forma

** Cash Conversion = Unl. FCF / EBITDA Reported

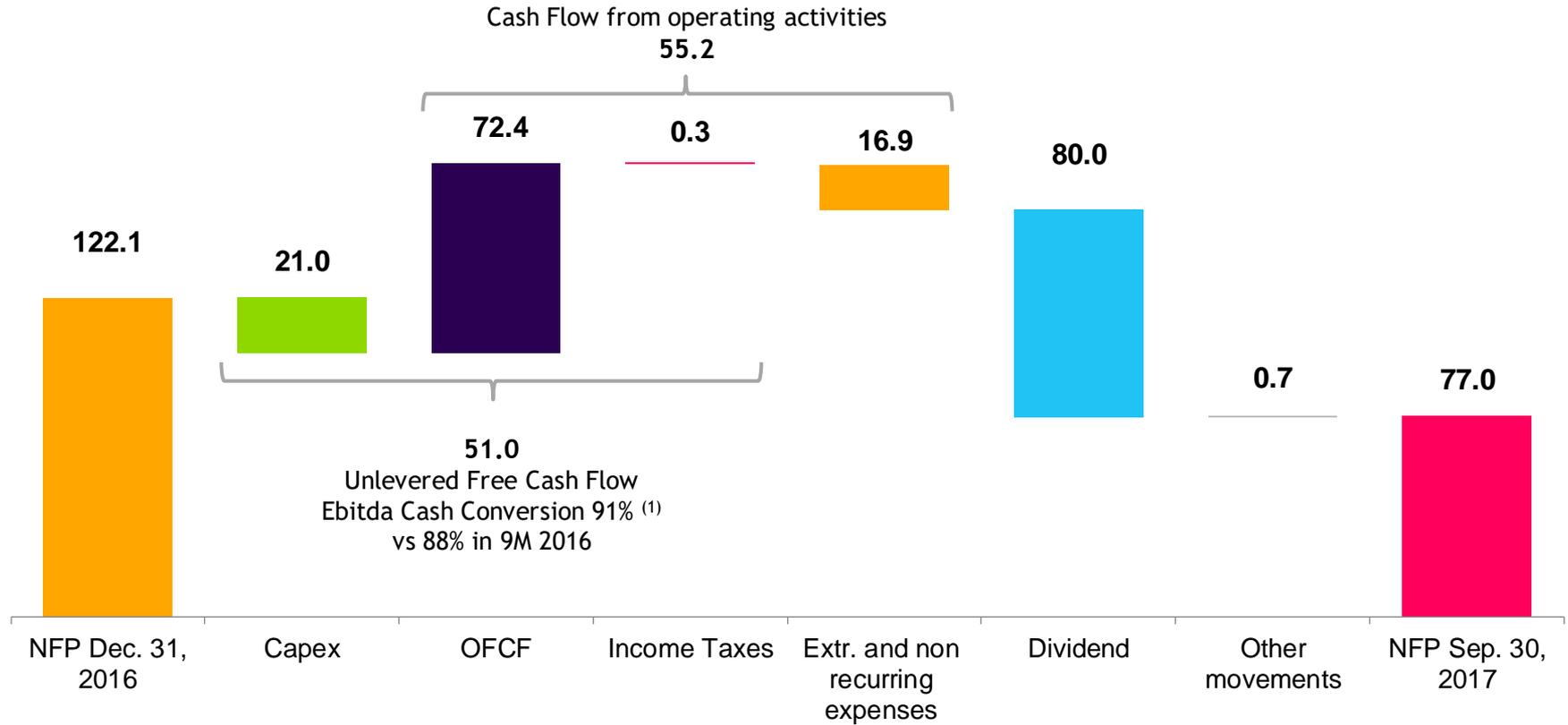
9M 2016 9M 2017

9M 2017 | Improved positive Net Financial Position

€ mln



9M 2017 | Change in Net Financial Position



(1) Cash conversion = Unl FCF / EBITDA Reported

Business plan 2017-2019 guidelines (organic growth only)

Revenues

Revenues are expected to grow with a CAGR 2015 - 2019 of [0%÷0.4%]

EBITDA

Steady growth of marginality to reach 22%÷27% EBITDA margin in 2019

CAPEX

CAPEX expected to decline during the plan and to stabilize at about 6% of revenue in 2019

FCF

Free cash flow generation to improve during the plan and reach the 55%÷60% cash conversion of the EBITDA from 2018

2017 guidance confirmed

- Revenue is expected to continue to decrease, mainly because of the physiological contraction of some traditional businesses, despite the gradual improvement in the performance of digital activities
- Profitability: Ebitda margin improvement vs FY 2016

BP as approved by the BoD of March 15th 2017

Italiaonline Share

IOL versus indices: June 20, 2016 – November 21, 2017

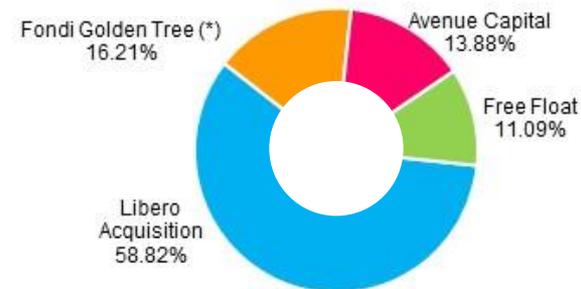
Prezzo di riferimento (base al 20/06/2016 = 100)



Source: Thomson Reuters EIKON



Shareholders structure

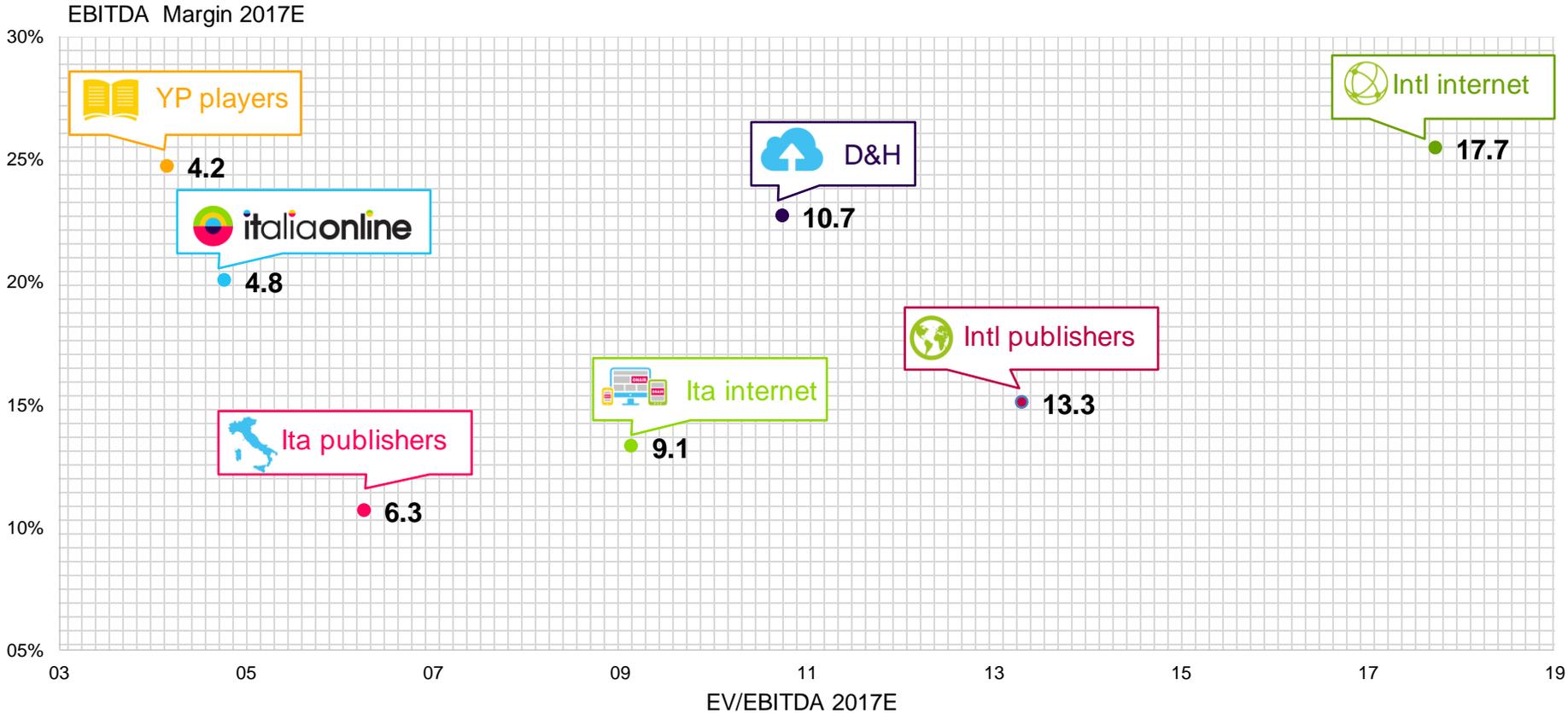


(*) GoldenTree Asset Management Lux S.à r.l., GoldenTree SG Partners L.P., GT NM L.P. e San Bernardino County Employees Retirement Association

Share data as of November 21, 2017

MARKET	MTA
NOSH Ord (€mln)	114.8
PRICE (€)	3.1
MKT CAP Ord (€mln)	352
PERFORMANCE (from June 20, 2016)	+50.3%
RELATIVE PERF.vs FTSE MIB (from June 20, 2016)	21.6%
AVG DAILY VOLUMES YTD (€)	315,055
Saving Share: NOSH 6.803 Closing Price (€) 303 Market Cap (€ mln) 2.1	

IOL vs Baskets of Peers (average values)



Source Thomson Reuters EIKON – data as of 21 Nov 2017 and company analysis | Companies Market Cap (Average 3M)

Investment Case



Key investment highlights

- 1 Largest internet company in Italy, best positioned to capture market growth
- 2 Market opportunities – Increasing Digital Advertising Market - Internet usage in Italy still lags compared to European Average
- 3 Solid geographical footprint and sales network in Italy
- 4 High quality/diversified Customer base
- 5 Unique capability to digitize Italian SMEs, technological partnership with leading internet player and strategic relationship with Google and Facebook
- 6 Clear path to sustainable profitable growth
- 7 Experienced management team with a solid track record in M&A execution

Appendix



Group Structure as of 30 June 2017



- (1) Italiaonline also holds a 20% stake in Gold Five S.r.l. "in liquidazione", a 100% stake in Couponing Italia S.r.l. "in liquidazione" and a 100% stake in Telegate Holding GmbH "in liquidazione"
- (2) Moqu Adv S.r.l. holds a 100% stake in Moqu Adv Ireland Ltd "in liquidazione"
- (3) 63 active territorial units ("DLS") established as single shareholder limited liability companies directly owned by Italiaonline S.p.A.
- (4) As the plan of Parent Company to sell the equity holding in Consodata S.p.A. has been put on hold, the assets and liabilities referred to this company were no longer classified "net non-current assets held for sale", pursuant to IFRS 5.

Thank you!

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