



# SPAFID CONNECT

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Informazione  
Regolamentata  
Nome utilizzatore : ITALIAONLINEN05 - MARZULLI  
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Diffusione presunta  
Oggetto : THE SHAREHOLDERS' MEETING  
APPROVES THE FINANCIAL  
STATEMENT AT 31 DECEMBER 2017

*Testo del comunicato*

Vedi allegato.

## PRESS RELEASE

### THE SHAREHOLDERS' MEETING APPROVES THE FINANCIAL STATEMENT AT 31 DECEMBER 2017

- **APPOINTED THE MEMBERS OF THE BOARD OF DIRECTORS AND OF THE BOARD OF STATUTORY AUDITORS**
- **APPROVED THE AUTHORIZATION FOR THE PURCHASE AND DISPOSAL OF OWN SHARES AND THE PERFORMANCE SHARES PLAN 2018-2021**

*Assago, 27 April 2018* - The Ordinary and Extraordinary Shareholders' Meeting of Italiaonline S.p.A. (the "Shareholders' Meeting") has been held today, in single call, and chaired by Antonio Converti.

#### FINANCIAL STATEMENT AT 31 DECEMBER 2017

The Shareholders' Meeting approved the financial statement for year 2017 of the holding company Italiaonline S.p.A., the draft of which had been approved by the Board of Directors' meeting on 15 March 2018.

The Shareholders' Meeting therefore resolved to allocate the net profit of Italiaonline S.p.A. equal to 23.923.126,16 as follows: (i) the distribution to savings shares of a unitary dividend of Euro 30 for the year 2017 for each of the outstanding savings shares, for a total of Euro 204,090.00 and (ii) to carry forward the residual profit equal to Euro 23,719,036.16.

This preferred dividend will be paid from 9 May 2018, with ex-coupon no. 2 on 7 May 2018 and record date, pursuant to art. 83-*terdecies* of Legislative Decree no. 58 of 24 February 1998, on 8 May 2018.

#### APPOINTMENT OF THE MEMBERS OF THE CORPORATE BODIES

The Shareholders' Meeting resolved:

- to set at 11 the number of members of the Board of Directors, establishing their term of office until the approval of the financial statement for year ended 31 December 2020, and to set the compensation;
- to appoint as Directors, taken from the sole list filed for the Shareholders' Meeting presented by the shareholder Libero Acquisition S.à r.l., Messrs. Tarek Aboualam, Antonio Converti, Pierre de Chillaz, Vittoria Giustiniani, Cristina Finocchi Mahne, Onsi Naguib Sawiris, Hassan Abdou, Corrado Sciolla, Sophie Sursock and Fred Kooij. Such list has been voted by the majority;
- to appoint, as further member of the Board of Directors, on the basis of the proposal made by the shareholder Libero Acquisition S.à r.l., pursuant to the penultimate period of art. 14 of the current By-laws, supplementing the candidates referred to in the aforementioned list, Mrs. Arabella Caporello;
- to further appoint Mr. Tarek Aboualam as Chairman of the Board of Directors;
- to appoint as Regular Auditors, until the approval of the financial statement ended at 31 December 2020, Messrs. Giancarlo Russo Corvace, Mariateresa Salerno and Felice De Lillo and, as Alternate Auditors, Messrs. Lucia Pagliari and Angelo Conte, also appointing Mr. Giancarlo Russo Corvace as Chairman of the Board of Statutory Auditors, setting the compensation. The Board of Statutory Auditors was appointed on the basis of the unique list filed for the Shareholders' Meeting, presented by the shareholder Libero Acquisition S.à r.l. and voted by the majority;





be increased by a number of ordinary shares not exceeding 10% of the aggregate number of ordinary shares outstanding as at the date of the exercise, if any, of the delegation and in any case by maximum 11,476,122 ordinary shares (i) pursuant to art. 2441, subsection 4, first period, of the Italian Civil Code, by way of contribution in kind of businesses, business units or shareholdings, as well as assets consistent with the corporate purpose of the Company and the companies participated thereby and/or (ii) pursuant to art. 2441, subsection 4, second period, of the Italian Civil Code, in case the newly issued shares are offered in subscription to institutional investors and/or industrial and/or financial partners deemed strategic by the Board of Directors for the Company's business.

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The minutes of the Shareholders' Meeting will be made available to the public in the forms and by the deadlines provided by law.

#### ITALIAONLINE

Italiaonline - a company listed on the electronic equity market (MTA) of Borsa Italiana - is the leading Italian Internet company with 5.4 million unique users\* that navigate its web property every day, of which 2.6 million from mobile devices, and with a 54% market reach. Italiaonline offers web marketing and digital advertising services, including management of advertising campaigns and the generation of leads through the social networks and search engines. The company's strategic objective is to consolidate its Italian leadership role in the market of digital advertising for large accounts and in local marketing services - with the mission of digitalising the country's SMEs. Italiaonline offers the SMEs - the country's real backbone - a portfolio complete with products integrated with the entire value chain of digital services, including online presence, digital advertising, web design, web marketing and cloud solutions.

Part of Italiaonline today are the portals Libero, Virgilio and superEva, the services for companies and citizens Pagine Gialle, Pagine Bianche and Tuttocittà, the online advertising agency iOL Advertising and over 60 media agencies scattered throughout the peninsula that with their more than 800 agents form the largest Italian network of services and products consultants for large and small enterprises, serving over 200,000 SMEs and 700 large customers.

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\* Source: Audiweb Database, powered by Nielsen, TDA December 2017. The Audiweb Database data do not include Google, Facebook and Microsoft at the moment.

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