

PRESS RELEASE

Notice of share capital variation for the purposes of art. 85-bis of the Issuers' Regulation, adopted by CONSOB with its resolution no. 11971 and of the art. IA.2.3.4 of the instruction of Borsa Italiana

Assago, 20 June 2016 – Pursuant to art. 85-bis of the Issuers' Regulation, adopted by CONSOB with its resolution no. 11971, Article 2.6.2 of Borsa Italiana S.p.A. Rule and the art. IA.2.3.4 of the instruction of Borsa Italiana we hereby notify you of the new composition of the share capital of Italiaonline S.p.A. ("Company" or "Italiaonline") following the transactions approved by the extraordinary shareholders' meetings of the Company held on 8 March and 12 May 2016 (filed respectively with the Turin Companies Register on 11 March and on 6 June 2016):

- i. issuance - in the context of the Merger by incorporation of Italiaonline S.p.A. - of No. 50,479,717 new ordinary shares (as grouped) without indication of nominal value, allocated to the shareholders of Italiaonline S.p.A. without a corresponding share capital increase; and
- ii. reverse stock split of the ordinary shares of the Company according to the ratio of No. 1 new ordinary share (ISIN IT0005187940 coupon No. 1) for every No. 1,000 outstanding ordinary shares of the Company (ISIN IT0005070633 coupon No 1) subsequent to the cancellation of No. 424 ordinary shares held by a consenting shareholder, with no reduction of the share capital since shares bear no nominal value.

As a consequence the share capital of the Company will be equal to Euro 20,000,142.97, represented by No. 114,752,181 ordinary shares and No. 6,803 savings shares.

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Here below in the tables the share capital composition:

TABLE 1

	Current share capital			Previous share capital		
	Euro	N. Shares	Par value	Euro	N. Shares	Par value
Total of which:	20.000.142,97	114.758.984	No par value	20.000.142,97	64.272.470.991	No par value
Ordinary shares (regular dividend: 1/1/2016) current coupon number: 1	19.998.957,35	114.752.181	No par value	20.000.140,85	64.272.464.188	No par value
Non-convertible savings shares (regular dividend: 1/1/2016) current coupon number: 1	1.185,62	6.803	No par value	2,12	6.803	No par value

TABLE 2

	N. exercised warrants	N. outstanding warrants
Warrant	--	3.386.582.000

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This press release is a translation. The Italian version will prevail.

