

Company Presentation

European Midcap Event Paris June 28-29 2017















Disclaimer

This presentation contains for introductory and informational purposes only certain forward-looking statements that reflect the Company's management's current views with respect to future events and financial and operational performance of the Company and its subsidiaries. These forward-looking statements are based on Italiaonline S.p.A.'s current expectations and projections about future events. Because these forward-looking statements are subject to risks and uncertainties, actual and future results or performance may differ materially from those expressed in or implied by these statements due to any number of different factors, many of which are beyond the ability of Italiaonline S.p.A. to control or estimate precisely, including changes in the regulatory environment, future market developments, fluctuations in the price, and other risks. You are cautioned not to place undue reliance on the forward-looking statements contained herein, which are made only as of the date of this presentation and shall not be deemed an indication of the state of affairs of the business nor shall it constitute an indication that there has been no change in the business or affairs of the business since the date hereof. Italiaonline S.p.A. does not undertake any obligation to publicly release any updates or revisions to any forward-looking statements to reflect events or circumstances after the date of this presentation. In furnishing this presentation, none of the Company, its subsidiaries, affiliates and/or their respective management undertakes any obligation to provide the recipients with access to any additional information. The information contained in this presentation does not purport to be comprehensive and has not been independently verified by any independent third party.

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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.

Accounting data

FY 2016 results are compared with FY 2015 "comparable" data, calculated as if the merger by incorporation of Italiaonline S.p.A. into Seat Pagine Gialle S.p.A. had taken place on January 1st, 2015 and normalized with respect to the revenue recognition criteria.

As it was already done for the FY 2015, Q1 2016, H1 2016 and 9M 2016 results, in order to enable comparison between the FY 2016 and FY 2015 results, the latter (with reference to Seat Pagine Gialle S.p.A. only) were reduced due to the non recurring effect arising from the change in revenue recognition criteria adopted from January 1st, 2015 on the PagineBianche® offer amounting to € 9.9 million at revenue level and € 9.4 million at Ebitda level in FY 2015.





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

FY 2016 EBITDA (1)

€ 67 m (margin 17.2%)



The undisputed Italian internet leader with 56% market reach(2)



Strong footprint on the territory

- 68 SME Media Agencies with 868 sales rep (3)
- 35 Large Enterprises accounts



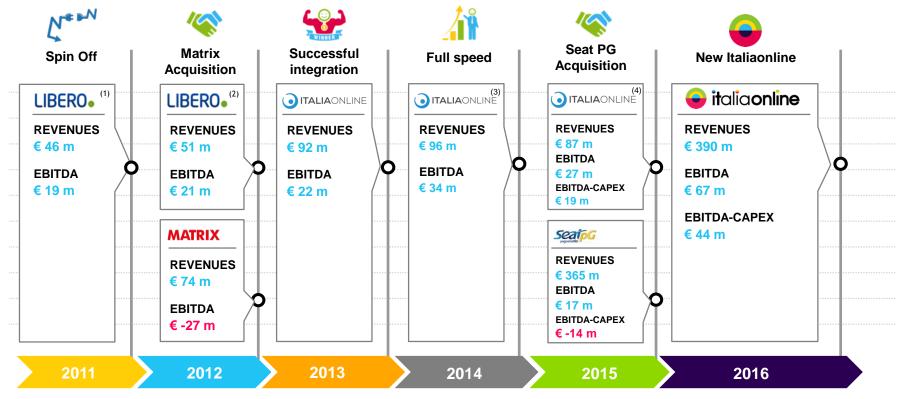
Diversified Customer base

- 700 Large Enterprise⁽⁴⁾
- 230,000 SMEs⁽⁴⁾
- Ebitda before the write-down of Consodata S.p.A. trade receivables (€3.2m), as result of the decision to dispose the Company
- Audiweb Database, powered by Nielsen, TDA avg. FY 2016
- # of active agents at the end of 2016
- # of customers FY 2016





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 $\ensuremath{\texttt{\fontfamily{180}}}\xspace.1$
- (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 digital product portfolio







Website and eCommerce







Advertising Sales House



















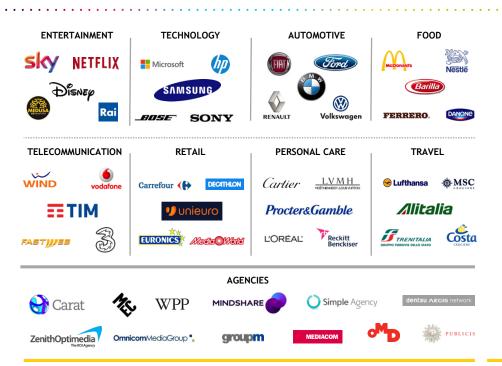








Diversified Customer base





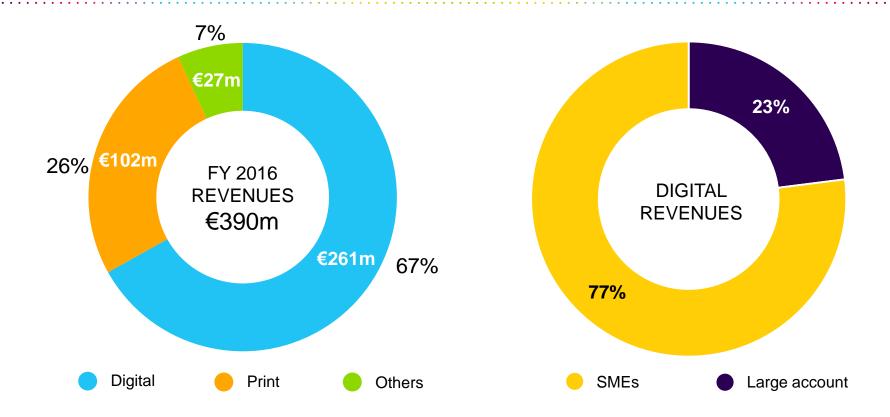
LARGE ACCOUNT 700 Customers

SMEs 230K Local Customers

Note: # of customers FY 2016



Multiple revenue streams





Management team of excellence



Antonio Converti - CEO

32 yrs of Experience









Maurizio Mongardi - COO

28 yrs of Experience

SONY FILA









Gabriella Fabotti - CFO

25 yrs of Experience

Gillette











Carlo Meglio - CDO

20 yrs of Experience accenture



moqu-adv



Ivan Ranza - CCO SME

23 yrs of Experience













Andrea Fascetti - CHRO

23 yrs of Experience accenture











Andrea Chiapponi - CCO Large account

20 yrs of Experience

McKinsey&Company GRUPPO240RE









Chiara Locati - IR

21 yrs of Experience





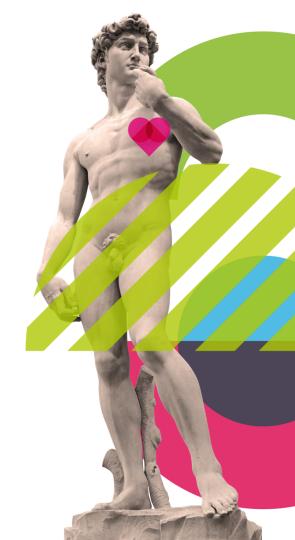








Italiaonline for SMEs









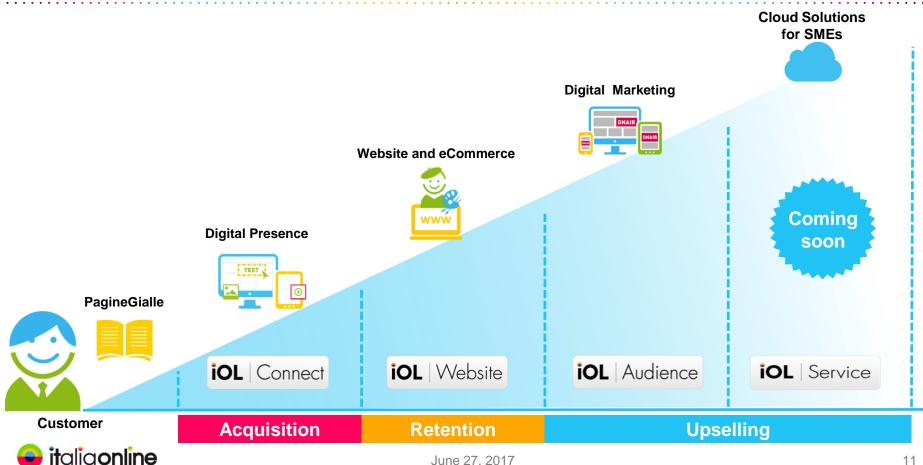








Products to lead the digital transformation of Italian SMEs



We put the SME businesses where people search for it







A familiar presence for Italian households





113 books, one for each Italian province(1)



16.1 million copies distributed to Italian households and businesses(1)



We put your business where people search for it











Pagine Gialle

































Book

Bianche

CAR NAVIGATION SYSTEMS









Cutting edge professional web site development

Presence

Website











ecwid ecwid

partnership with Duda, Spotzer, **Ecwid**



website and **eCommerce** production and maintenance



Professional web design with SEO optimization



responsive and mobile website builder



80,000 sites developed



live website creation with online web designer

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Website

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









360° media service for SMEs



Display Google Display Network (GDN) Italiaonline Network



Social Facebook Instagram



Search Google AdWords Bing



Remarketing Tracking tag Tagless Remaketing



Shopping **Ecommerce** Optimization



Email Marketing Libero/Virgilio email Third Party email













We have a unique sales network that our partners can rely on



Unique offer proposition





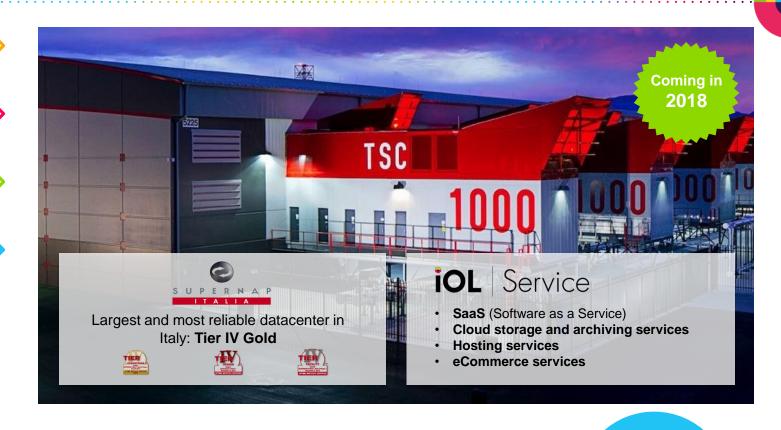
Most advanced datacenter to deliver SME cloud applications

Presence

Website

Digital Mktg

Cloud







Italiaonline Large Account

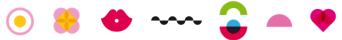
















Leader digital AD sales house with best programmatic skills

iOL Digital Solutions

DIRECT SALES

50%

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



PROGRAMMATIC SALES

50%

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































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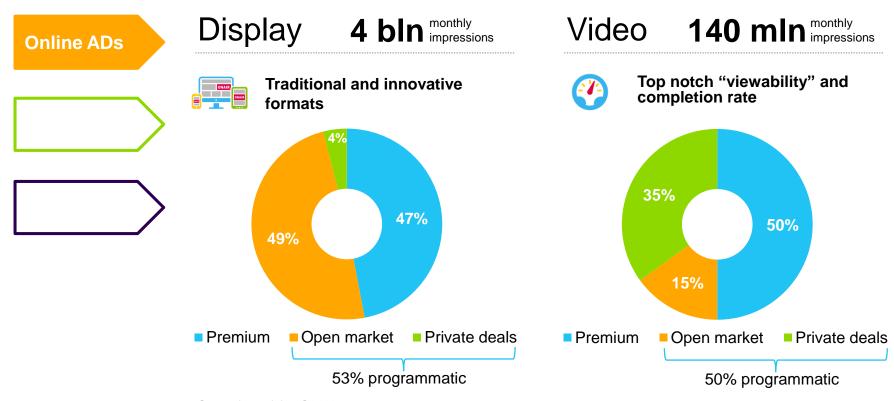
DMP (Data Management Platform)

Leveraging proprietary data for inventory enrichment and multivariable targeting

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



The largest Italian advertising inventory



Source: internal data Q1 2017



The most active email accounts



Email Marketing

Direct Marketing







Libero Mail Saas



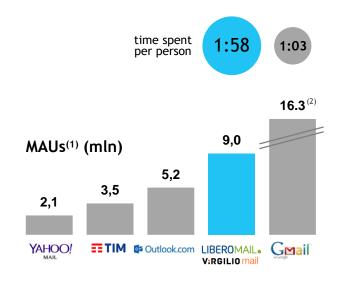
Subscription services



10.2 mln active accounts (1)



3.58 bln exchanged messages (1)



- (1) Source: internal data, 90 days active mailboxes, avg. FY 2016
- (2) Includes Android & Google accounts



One-stop-shop digital marketing solutions for leading brands

Online ADs

Bespoke Solutions

Direct Marketing

Custom Projects 20% Customer base benefits from bespoke solutions



Branded content



Creative formats



Websites / Minisites







Web Properties





libero.it | leader email and digital service provider





AUDIENCE PLATFORM

10.2 mln FREE SUBSCRIBERS(2)





9.4 mln
Unique Audience (1)



32.4%
Market Reach (1)



1.6 bln
Page Views (1)



8.2 mln
Active Subscribers (2)



1:51 h
Average Time Spent (1)
Per Person

(1) Source: Audiweb View, powered by Nielsen, TDA avg. FY 2016. | (2) Source: internal data, 90 days active mailboxes, avg. FY 2016



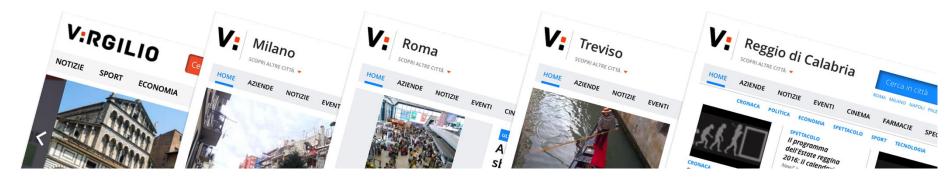
virgilio.it | engaging content and city portals





V:RGILIO

10.2 mln FREE SUBSCRIBERS(2)





12.1 mln
Unique Audience (1)



41.7% Market Reach (1)



0.4 bln
Page Views (1)



2.0 mln
Active Subscribers (2)



0:22 h
Average Time Spent (1)
Per Person

(1) Source: Audiweb View, powered by Nielsen, TDA avg. FY 2016. | (2) Source: internal data, 90 days active mailboxes, avg. FY 2016



paginegialle.it | online directory and home services marketplace













5.1 mln
Unique Audience (1)



17.6% Market Reach (1)



19.8 mln
Page Views (1)



16.1 mln Copies distributed



0:03h Average Time Spent (1) Per Person

(1) Source: Audiweb View, powered by Nielsen, TDA avg. FY 2016.



Vortal portfolio with content factory based on search/social trends



Data Driven Publishing

Topics selection based on realtime search and social trends







1.8 mln

1.6 mln

1.4 mln



Content Factory

Content production based on crowdsourcing and/or content syndication



1.2 mln



0.8 mln



0.9 mln



Viralization

Proprietary tools for optimizing engagement rate and making contents go viral



0.8 mln



0.2 mln

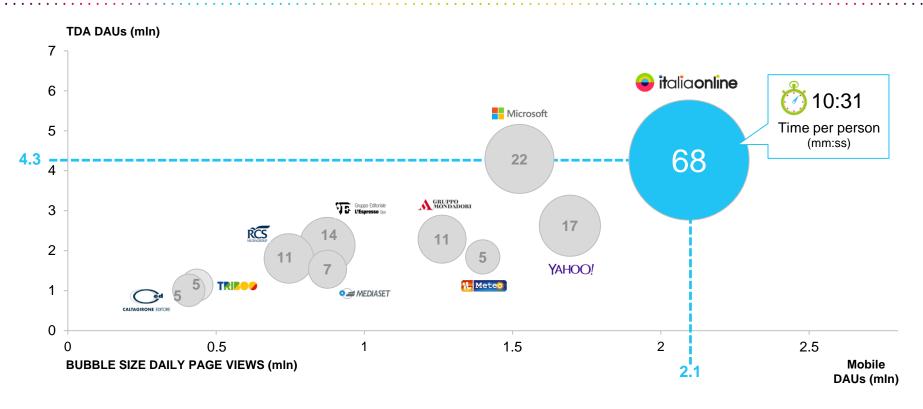


0.9 mln

Source: Audiweb View, powered by Nielsen, TDA avg. Apr'17 (12 months rolling)



The undisputed Italian internet leader | average daily audience 2016



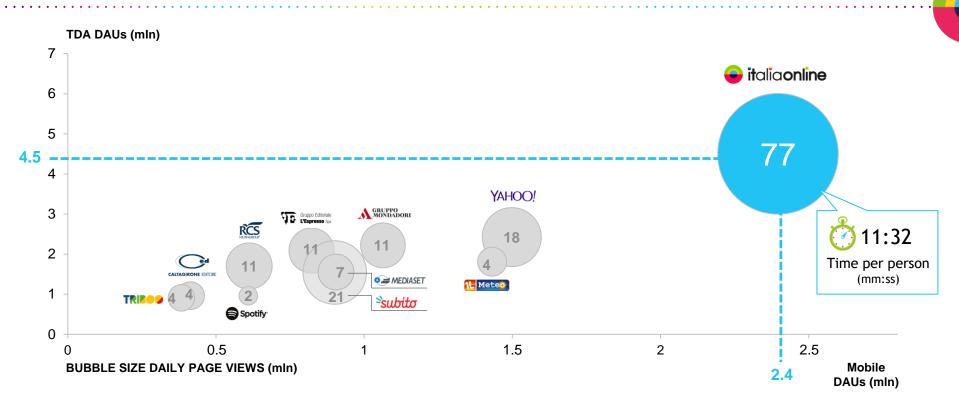
Source: Audiweb Database, powered by Nielsen | Google and Facebook are not in Audiweb Database Note: TDA – Total Digital Audience | DAUs – Daily Active Users



June 27, 2017

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The undisputed Italian internet leader | daily audience in March 2017



Source: Audiweb Database, powered by Nielsen, Mar. 2017 | Google, Facebook are excluded from the Audiweb Staring from 2017 also Microsoft is out from Audiweb Note: TDA – Total Digital Audience | DAUs – Daily Active Users





Market Outlook











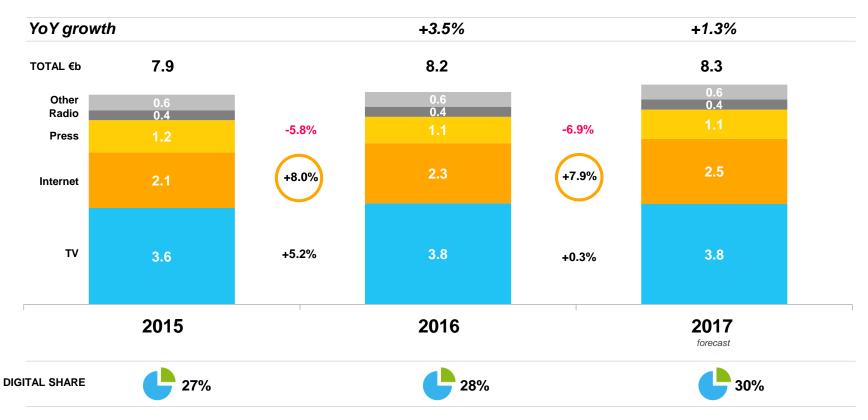








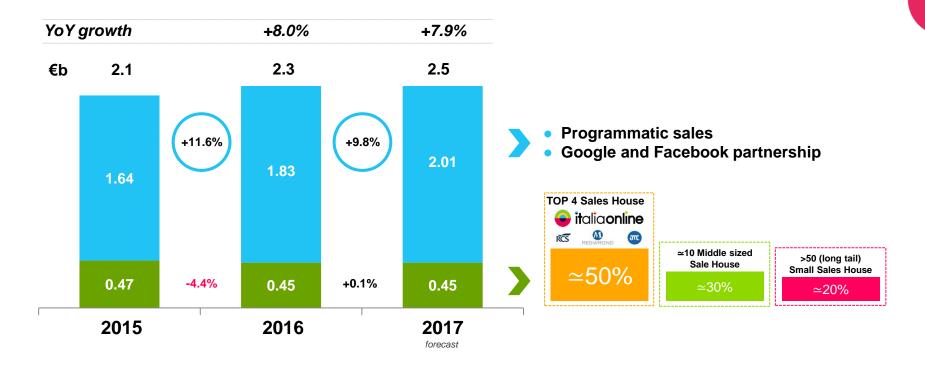
Internet is driving the advertising market growth



Source: Nielsen, June 2017



Internet is driving the advertising market growth



Source: Nielsen, June 2017 $\,\,$ Others: operators not associated with FCP.



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



Spain 61.3%





OIL		
52.1	%	

	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



Investments and M&A opportunities





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 trhough 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





Financial Overview



















Key Results

€m	FY 2016	Q1 2016**	Q1 2017	
			Result	Δ
Revenues	390	84	70	-16%
EBITDA	67*	6	10	64%
EBITDA Margin	17.2%	7.6%	14.8%	7.2 pp
CAPEX	23	6.0	7	16%
Unl.FCF	54	21	30	40%
NFP	122	N/A	145	+23m
Cash Holdings	122	N/A	144	+23m

^{*}Ebitda Adj before the write-down of Consodata S.p.A. trade receivables (€3.2m), as result of the decision to dispose the Company. Ebitda FY2016 €64 mln +44.9%

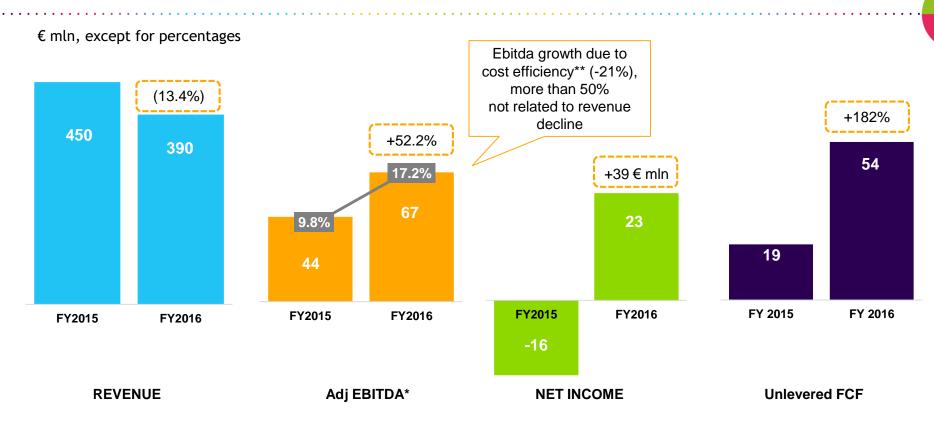
**Q1 2016 results normalized (pro-forma data) and consequently reduced for an amount of revenues equal to € 6.0 million and of Ebitda equal to € 0.7 million, to reflect the change in the perimeter due to the sale and termination of certain business lines in the course of 2016 and thus to enable comparison with Q1 2017 results



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FY 2016 | strong EBITDA growth exceeding business plan

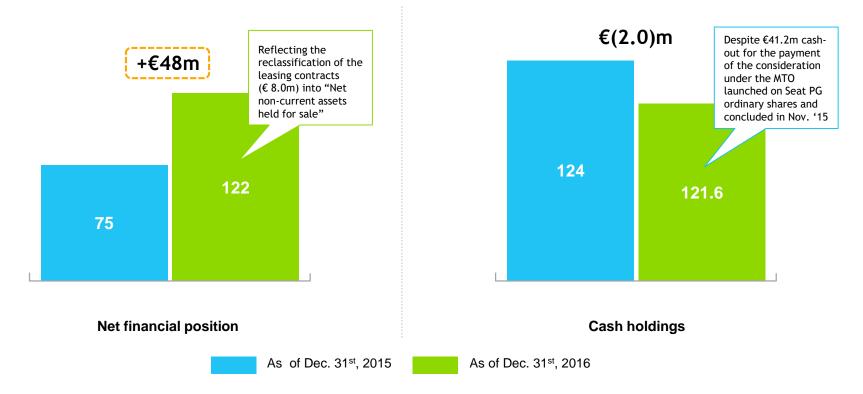


^{*}Ebitda Adj before the write-down of Consodata S.p.A. trade receivables (€3.2m), as result of the decision to dispose the Company. Ebitda FY2016 €64 mln +44.9% **Cost efficiency figure referred to IOL core business only



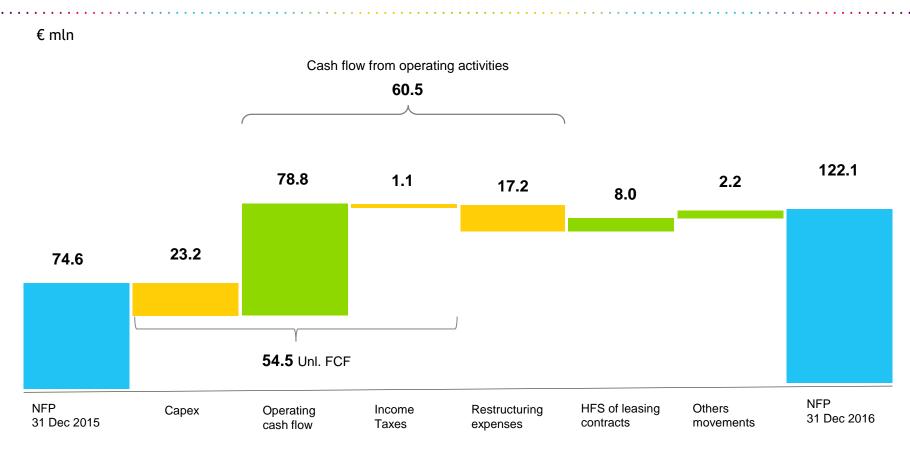
FY 2016 | improving positive Net Financial Position

€ mln



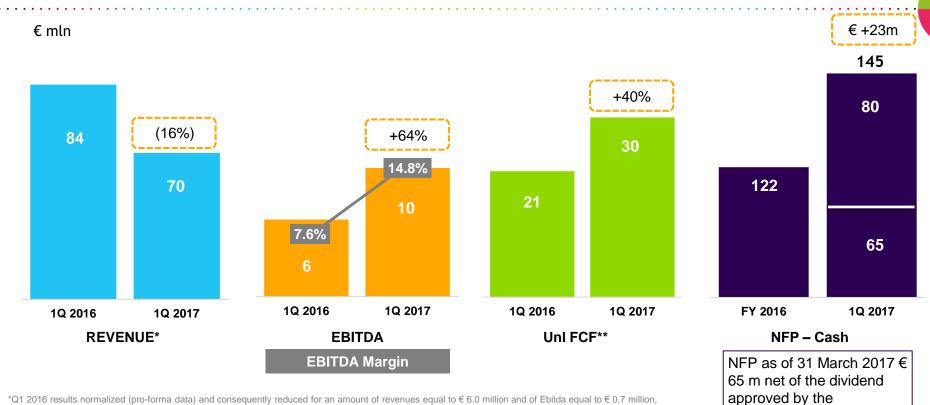


FY 2016 | change in Net Financial Position





Q1 2017 Results | strong EBITDA and FCF improvement



^{*}Q1 2016 results normalized (pro-forma data) and consequently reduced for an amount of revenues equal to € 6.0 million and of Ebitda equal to € 0.7 million, to reflect the change in the perimeter due to the sale and termination of certain business lines in the course of 2016 and thus to enable comparison with Q1 2017 results

^{**}FCF Unlevered : Operating Cash Flow – Capex – Income Taxes



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Shareholders' Meeting of

April 27, 2017

Business plan 2017-2019 guidelines (organic growth only)

Revenues

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

EBITDA

Stedy 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.

BP as approved by the BoD of March 15th 2017



Italiaonline Share

Share data as of 20 June 2017 MTA **MARKET** NOSH Ord (€mln) 114.8 PRICE (€) 2.8 MKT CAP Ord (€mln) 318 PERFORMANCE (from June 20, 2016) +35.8% RELATIVE PERF.vs FTSE MIB (from June 20, 2016) +15.9% AVG DAILY VOLUMES YTD (€) 405,828 Saving Share: NOSH 6,803 | Closing Price (€) 320.0 | Market Cap (€ mln) 2.2

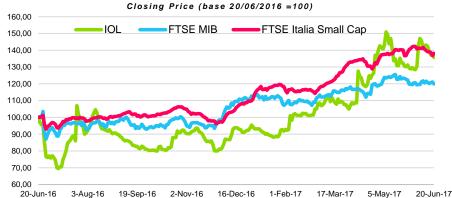


(*) GoldenTree Asset Management Lux S.à r.l., GoldenTree SG Partners L.P., GT NM L.P. e San Bernardino County Employees Retirement Association

IOL prices & volumes: June 20, 2016 - June 20, 2017 Closina Price (€)



IOL versus indices: June 20, 2016 - June 20, 2017 Closing Price (base 20/06/2016 = 100)



Data: Nasdag IR Insight





Investment Case



















Key investment highlights

- 1 Largest internet company in Italy, best positioned to capture market growth
- 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
- 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 31 March 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) 68 active territorial units ("DLS") established as single shareholder limited liability companies directly owned by Italiaonline S.p.A.



FY 2016 | Group Profit & Loss

(In millions of Euro)	FY 2016	FY 2015 Comparable data ⁽¹⁾	Change	
			mln	%
Revenues from sales and services	389.5	449.6	(60.1)	(13.4)%
Costs	(303.7)	(381.7)	78.0	20.4%
Gross operating profit (GOP)	85.7	67.9	17.9	26.3%
as % of revenues	22.0%	15.1%		
Bad debt, risk provisions and others	(21.8)	(23.7)	2.0	8.2%
EBITDA	63.9	44.1	19.8	44.9%
as % of revenues	16.4%	9.8%		
Operating D&A and write-down	(48.1)	(49.5)	1.4	2.9%
Non operating amortization and write-down	(6.0)	(4.6)	(1.4)	(29.7)%
Non-recurring and restructuring costs, net	(9.1)	(16.9)	7.8	46.2%
EBIT	0.7	(27.0)	27.7	n.s.
as % of revenues	0.2%	(6.0)%		
Interest expense, net	0.1	(2.6)	2.7	n.s.
Value adjustments of financial assets and losses from subsidiaries disposal	(1.5)	(6.6)	5.1	77.3%
Net income from composition with creditors	0.0	5.9	(5.9)	(100.0)%
Profit (Loss) before income taxes	(0.7)	(30.3)	29.6	97.7%
Income taxes	23.3	13.7	9.7	70.9%
Profit (loss) on continuing operations	22.7	(16.6)	39.3	n.s.
Profit (loss) from non-current assets held for sale and discontinued operations	0.0	0.2	(0.2)	(100.0)%
Profit (Loss) for the period	22.7	(16.4)	39.1	n.s.

⁽¹⁾ FY 2015 figures shown on a comparable basis (see slide 2)



FY 2016 | Group Cash flow statement

(In millions of Euro)	EV 2046	FY 2015 Comparable data ⁽¹⁾	Change	
	FY 2016		mln	
EBITDA	63.9	44.1	19.8	44.9%
Decrease (increase) in operating working capital	15.4	18.9	(3.6)	(18.8)%
Capital expenditure	(23.2)	(38.8)	15.6	40.3%
Other changes and movements	(0.6)	(3.1)	2.6	82.2%
Operating FREE CASH FLOW	55.6	21.1	34.5	162.9%
Payment of income taxes	(1.1)	(1.8)	0.7	37.7%
Unlevered FREE CASH FLOW	54.5	19.3	35.1	182.0%
Cash-in of interest expense, net	1.9	1.0	0.9	90.2%
Payment of non-recurring and restructuring expense	(17.2)	(27.0)	9.8	36.2%
Cash-in under the settlement for the action of responsibility	0.0	30.0	(30.0)	(100.0)%
Effects related to leases agreements	8.0	23.2	(15.2)	(65.6)%
Other movements	0.5	(0.7)	1.2	n.s.
Change in NET FINANCIAL DEBT	47.6	45.8	1.8	3.8%

⁽¹⁾ FY 2015 figures shown on a comparable basis (see slide 2)



FY 2016 | Group Balance sheet

(In millions of Euro)	31/12/2016	31/12/2015 Comparable data ⁽¹⁾	Change
Goodwill & marketing related intangible assets	277.7	283.7	(6.0)
Other non-current assets	77.6	91.8	(14.2)
Non-current liabilities	(59.8)	(83.5)	23.7
Working capital	(48.1)	(31.2)	(16.9)
Net non-current assets held for sale and discontinued operations	(2.1)	2.3	(4.4)
Net invested capital	245.2	263.1	(17.9)
Equity of the Group	367.3	288.2	79.1
Non-controlling interests	0.0	49.5	(49.5)
Total equity (A)	367.3	337.7	29.7
Current financial assets, cash and cash equivalent	122.2	124.4	(2.2)
Current financial debts	(0.1)	(42.0)	41.9
Non-current financial debts	0.0	(7.8)	7.8
Net financial position (B)	122.1	74.6	47.6
Total (A-B)	245.2	263.1	(17.9)

⁽¹⁾ FY 2015 figures shown on a comparable basis (see slide 2)



FY 2016 | Core Business Cost breakdown

In millions of Euro)	EV 2046	FY 2015 Comparable data ⁽¹⁾	Change	
	FY 2016		mln	
Revenues	373.0	431.2	(58.2)	(13.5)%
Costs	(288.2)	(363.4)	75.2	20.7%
as % revenues	77.3%	84.3%		
Industrial costs	(111.6)	(139.9)	28.3	20.2%
as % revenues	29.9%	32.4%		
Commercial costs	(59.0)	(85.8)	26.8	31.2%
as % revenues	15.8%	19.9%		
General costs ⁽²⁾	(31.6)	(43.9)	12.3	28.0%
as % revenues	8.5%	10.2%		
Labour costs ⁽³⁾	(86.0)	(93.8)	7.8	8.3%
as % revenues	23.1%	21.8%		
Gross operating profit (GOP)	84.8	67.7	17.1	25.2%
as % revenues	22.7%	15.7%		
Bad debt, risk provisions and others	(17.8)	(22.8)	5.0	22.0%
as % revenues	4.8%	5.3%		
EBITDA	67.0	44.9	22.1	49.2%
as % revenues	18.0%	10.4%		

⁽¹⁾ FY 2015 figures shown on a comparable basis (see slide 2)

⁽³⁾ Does not include capitalized labour costs



⁽²⁾ Includes advertising costs

FY 2016 Group Results | Actual versus Business Plan

In millions of Euro FY 2016 BP ⁽¹⁾	EV 2016 PD(1)	FY 2016E ⁽²⁾		FY2016A	Δ
	min	max	FIZUIOA	Δ	
Revenues	425	391 ⁽³⁾	401	390(3)	-8%
EBITDA	52	64	67	67 ⁽⁴⁾	+29%
Ebitda <i>margin</i>	12.2%	16.4%	16.7%	17.2%	+5ppt
Ebitda - Capex	14	39	42	44	3x
Cash holdings	81	115	120	122	+51%
Net financial position	81	107	112	122	+51%

⁽¹⁾ Business Plan announced last January 15, 2016

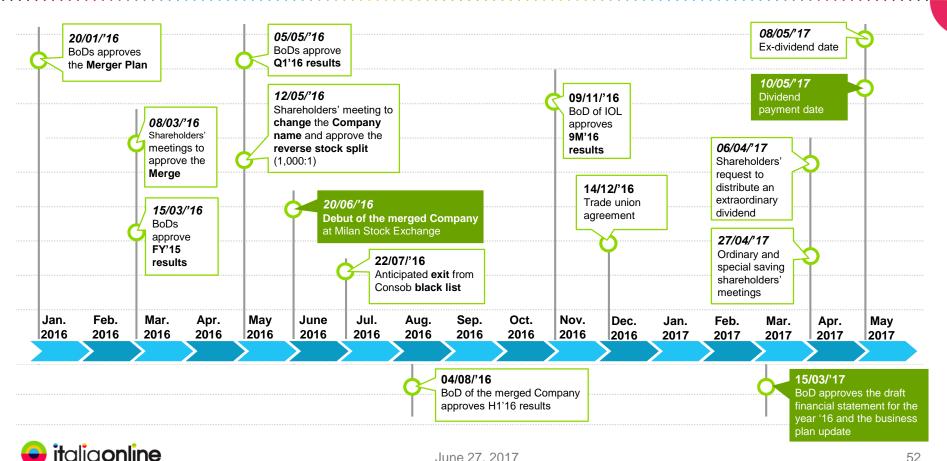
⁽⁴⁾ Adjusted EBITDA



⁽²⁾ Group FY 2016 guidance issued last August 4, 2016

⁽³⁾ On November 9, 2016 the Company anticipated FY 2016 revenues close to the lower-end of the guidance

Financial Road Map | Jan 2016 - May 2016





Thank You!















