

FY 2017 RESULT

March 2018

















Disclaimer

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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 FY 2017 AND 2016

The main indicators for the years 2016 and 2017 have been analysed and commented according to a normalized view (pro forma data) to reflect the changes in the perimeter due to the sale of the subsidiary Europages and the 12.54 business segment, the disposal of Moqu's arbitration activities and to the accounting realignment of the subsidiary Consodata¹ occurred in 2016 and thus to enable comparison with FY 2017 results. As a result of the aforementioned changes, the comparative data as at 31 December 2016 show revenues of € 376.0 million (€ 389.5 million reported in 2016 Annual Financial Report) and EBITDA of € 63.9 million (\cdot €0.1 million vs 2016 reported data) the corresponding figures for 2017 show revenues of € 338.5 million (\cdot €335.9 million data reported in the 2017 Annual Financial Report) and EBITDA of € 67.7 million (in line with data reported in the 2017 Annual Financial Report).

¹ The 2016 account receivables related to the subsidiary. Consodata amounting to € 32 million had been written downentirely in terms of EBITDA and not of revenues to take into consideration the application of the accounting standard IFRS 5 (assets available for sale), in 2017 Consodata has been reinstated within the Group perimeter but a better assessment of the working capital revealed inconsistencies of € 2.5 million relating to Revenues of previous years, which have been deducted from the 2017 reported Revenues in compliance with the accounting standards. As a consequence of the above, for the purposes of a homogeneous representation of the business, the amount of the inconsistencies in the proforms: a) has been correctly deducted from the 2016 revenues and recovered in 2017 Revenues.





Digital for growth

Our mission is digitizing Italian companies



















Italiaonline | the leading Italian Internet Company



Who we are:

The top Italian internet company with leading audience (54%¹ market reach), strong foot print on the territory (766 sales rep²) and a complete digital products portfolio



Our mission: is digitizing Italian Companies



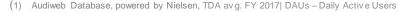
What we do:

digital advertising, media planning, web marketing, digital presence, lead generations and website creation



Our customer:

large and diversified customer base SMEs (250k³) and Large Accounts (700³)



^{(2) #} Sales Rep Dec. 2017 (3) # of customers 2017

FY 2017 HIGHLIGHTS



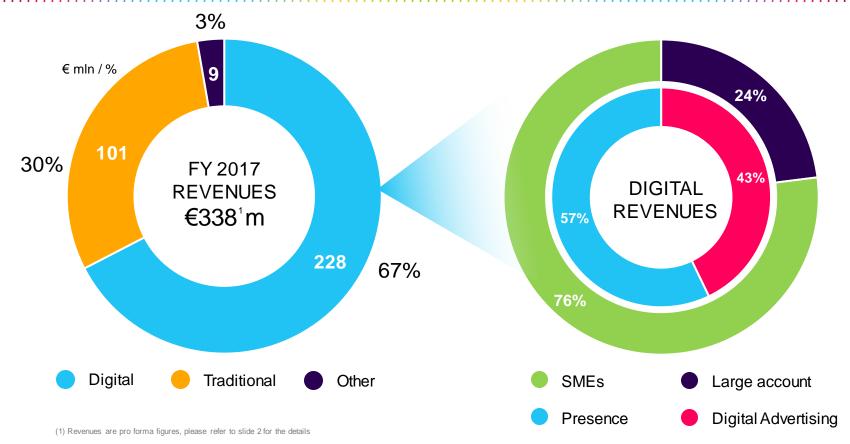
- FY2017¹ revenues at €338 m vs €376 m FY 2016 (-10% YoY)
- In 4Q 2017 digital revenues improved by +5% YoY
- Improved profitability with EBITDA at €68 m (+6% YoY)
- Improved net income at €26 m or +17% YoY
- Unl FCF at €50.4 m and EBITDA to Cash Conversion² at 74%
- Positive NFP at €73 mln, despite €80 million dividend distribution



- New digital top management team
- SME products the improvement of digital product portfolio continued
- Digital Advertising new partnerships and acquisitions to boost prospective revenue
- Increased audience +14% mobile daily audience +6.0% total daily audience
- (1) Revenues and EBITDA are pro forma figures, please refer to slide 2 for the details
- (2) Cash Conversion = Op FCF (Ebitda-Capex+ ΔNWC) adjusted to the tax amount paid/ EBITDA
- (3) Source: Audiweb Database, powered by Nielsen, Avg. 2017 vs Avg. FY.2016 | TDA: Total Digital Audience, DAUs: Daily Active User



Multiple revenues streams



March 19, 2018

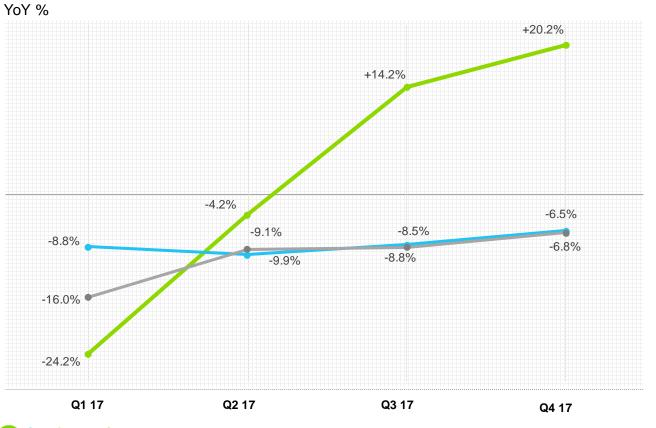
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Quarterly revenue trend improved thanks to the digital segment





Quarterly revenue trend shows double digit growth of digital ADV

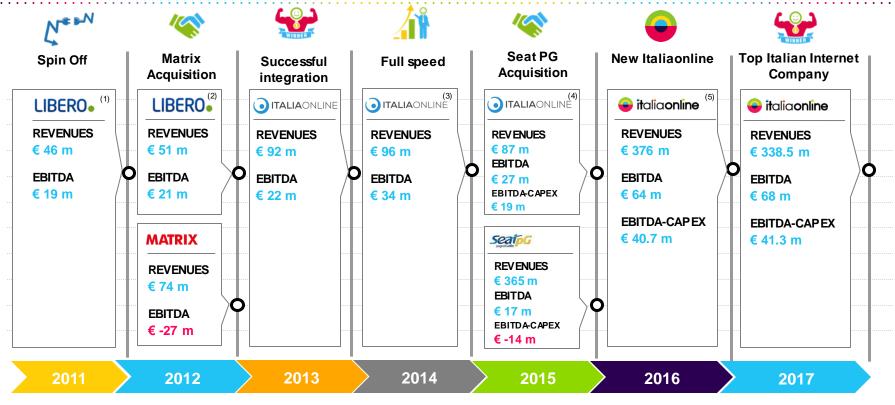




Total	FY2017 vs FY2016 -10.0% YoY
Digital	FY2017
Advertising	-0.2% YoY
Presence	FY2017 -8.4% YoY
Traditional	FY2017
& Others	-19% YoY



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

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



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⁽⁵⁾ FY 2016 - FY 2017 Revenues | EBITDA pro forma, see slide 2

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

New management team of excellence



Antonio Converti - CEO

37 yrs of Experience olivetti









Gianluca Pancaccini - CTO 32 yrs of Experience

TELECOM









Gabriella Fabotti - CFO

25 yrs of Experience

Gillette











Carlo Meglio - CDO

20 yrs of Experience

accenture ()DADA

moqu.adv



Ivan Ranza - CCO SME

23 yrs of Experience













Andrea Fascetti - CHRO

26 yrs of Experience

accenture A









Andrea Chiapponi - CCO Large account

20 yrs of Experience

McKinsey&Company GRUPPO24ORE







Maurizio Mongardi - COO

28 yrs of Experience











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A unique and integrated business model



WEB PROPERTIES

a leading audience and advertising inventory



V:RGILIO



















DIGITAL ADVERTISING

programmatic and direct sales, special projects





DIGITAL AGENCY

solutions for local business to get digital and be found

iOL Connect

iOL Website

iOL Audience

B2C Consumers

B2B Large Accounts

B2B SMEs



Diversified customer base



5.4 mln
TDA DAUs¹



2.6 mln
MOBILE DAUS¹



10 min

TIME SPENT PER PERSON¹

INTERNET

18m Users¹

(average montly)



LARGE ACCOUNT

700 Customers



SMEs 250k Active Customers²

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² The number of Customers who subscribed at least one contract in 2016 was about 230k.



¹ Source: Audiweb / Nielsen, December 2017 | TDA - Total Digital Audience | DAUs - Daily Active Users.

Strong footprint on the territory

Largest Italian sales network¹ to reach and support both large accounts and SMEs



766
Sales rep for SMEs



32 Key account for Large Corporates

(1) # of sales rep as of end of December 2017





Audience | Italian leadership further improved in 2017



2017 strategic partnerships with market leaders

DIGITAL ADVERTISING PARTNERS

















TECHNOLOGICAL PARTNERS























Market and iOL Positioning











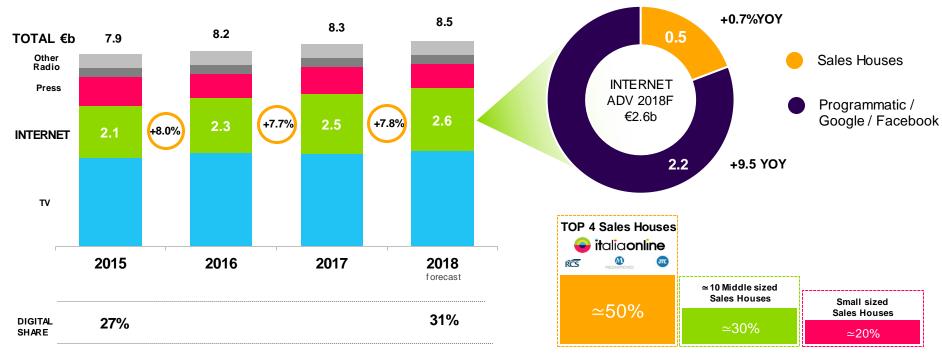








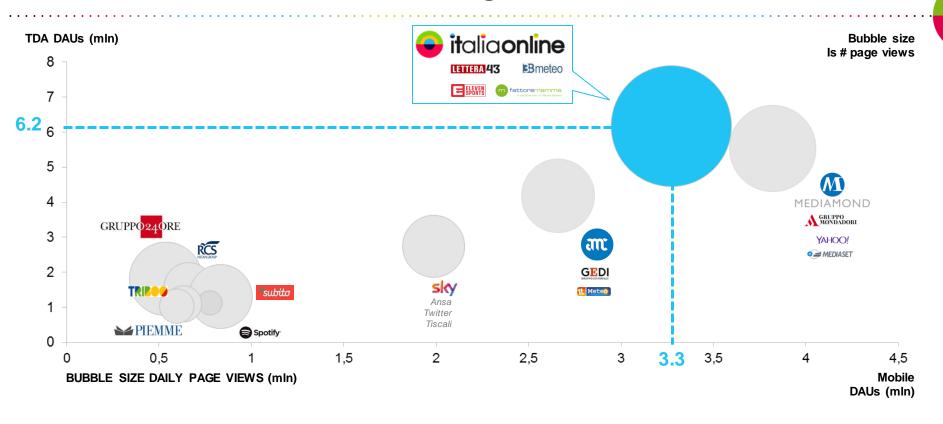
Internet is driving the Italian advertising market growth



Source: Nielsen - Forecast Nov. 2017



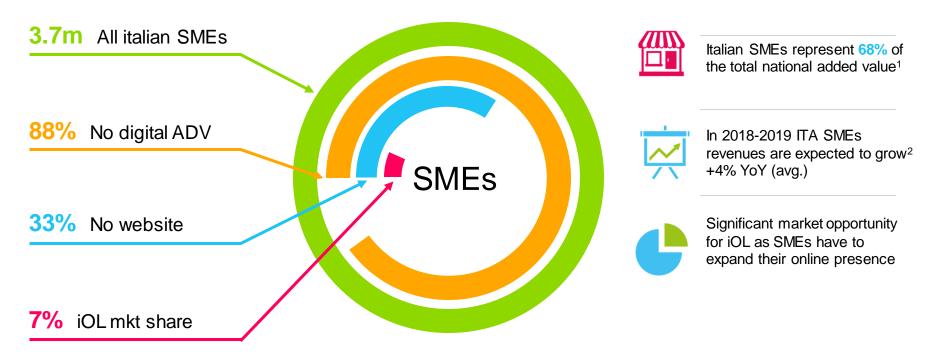
Italiaonline is also a leader Italian digital sales house



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



Large and underserved market

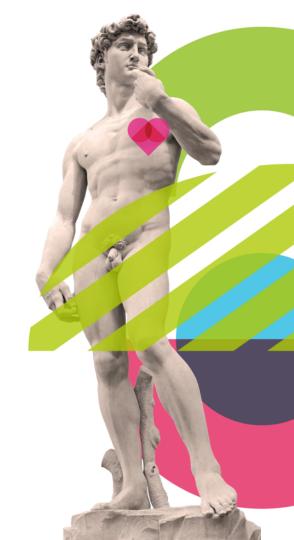


 $1. Sources: European Commission - SME Performance Review 2017 - Pragma CNR - Company Analysis \\ 2. Cerved PMI 2017- figure refers to SMEs (9-50 employees)$





Italiaonline for SMEs









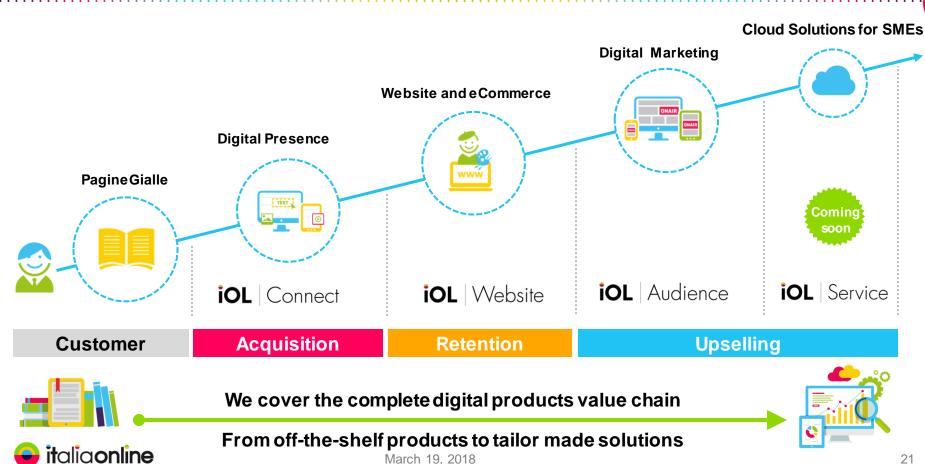








Product portfolio completed to lead SME digital transformation



Our unique offering tailored to Italian SMEs



We put your business where people search for it



Google facebook | Bing V:RGILIO

Partner with **yext**

iOL | Website

Cutting edge professional web site development



80k sites developed
live website creation with online web designer

Partner with

"Spotzer



iOL | Audience

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



Trough the unique expertise of moqu-adv (100% controlled by IOL)

Powered by

matchcraft



Most advanced datacenter to deliver SME cloud applications





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







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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)



















⊚utbrain









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DMP (Data Management Platform)

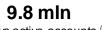
Leveraging proprietary data for inventory enrichment and multivariable targeting

- 18 m users (TDA)
- 9.8 m email subscribers



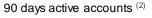
Italiaonline products | Webmail

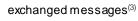






3.75 bln



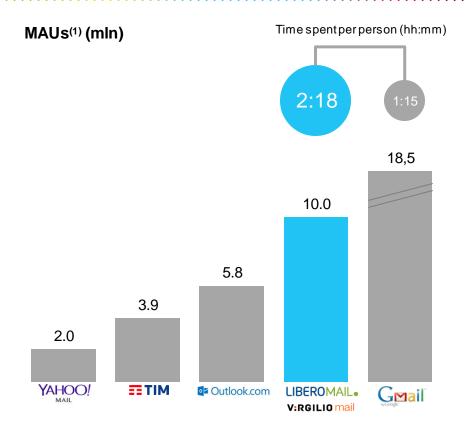












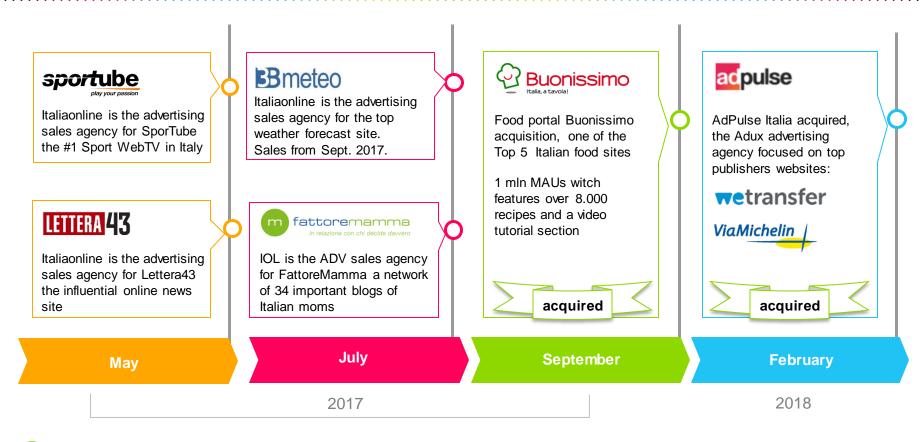


(1) Source: Audiweb View, powered by Nielsen, TDA Avg. FY 2017 | (2) Source: internal data, 90 days active mailboxes, Avg. FY 2017 | (3) Source: internal data, monthly figures, Avg. FY 2017

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2017 acquisitions and new commercial partnerships





One-stop-shop digital marketing solutions for leading brands

Bespoke solutions



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















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Web Properties





















Italiaonline products | libero.it

AUDIENCE PLATFORM





9.4 mln Unique Audience (1)



29.7% 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 FY 17 | (2) Source: internal data, 90 days active mailboxes, Avg FY 17



Italiaonline products | virgilio.it

AUDIENCE PLATFORM





11.7 mln
Unique Audience (1)



36.8% Market Reach (1)



0.4 bln
Page Views (1)



1.8 mln
Active Subscribers (2)



0:25 h
Average Time Spent (1)
Per Person

(1) Source: Audiweb View, powered by Nielsen, TDA Avg FY 17 | (2) Source: internal data, 90 days active mailboxes, Avg FY17



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

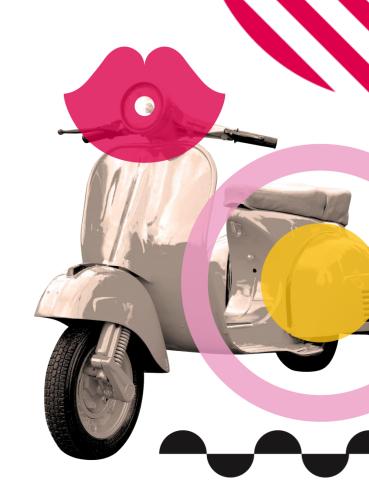
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Topic selection Content acquisition Trend Pubblishing Optimization (Crowdsourcing/buy) classification (engage editor) **OUR VORTALS** Viaggia ⟨⟨⟩ Buonissimo SUPERQXA Di∘Lei QF QuiFinanza **TECNOLOGIA** V: NOTIZIE **V:** SPORT V: MOTORI





FY 2017 Financial Overview











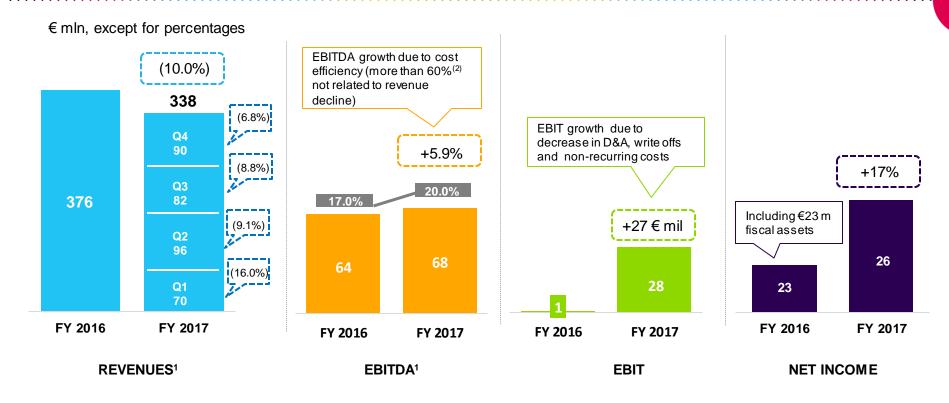








FY 2017 | Profitability improved and revenues trend improved

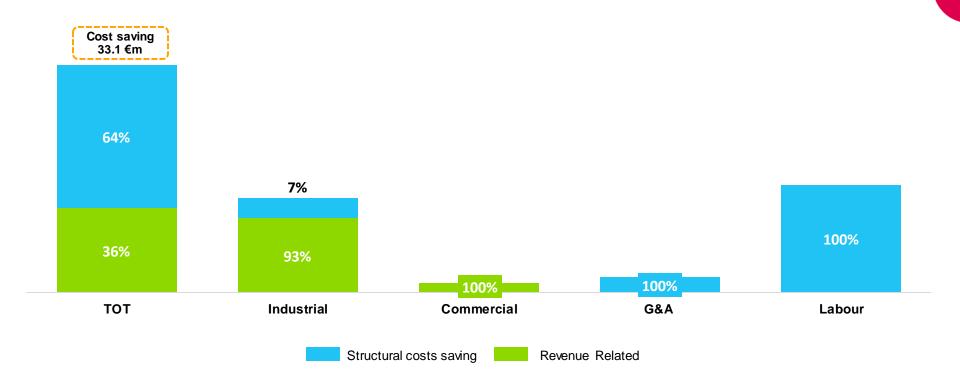


⁽¹⁾ Revenues and EBITDA are proforma figures, please refer to slide 2 for the details

⁽²⁾ Figure referred to IOL core business only



FY 2017 | 64% of costs saving is structural



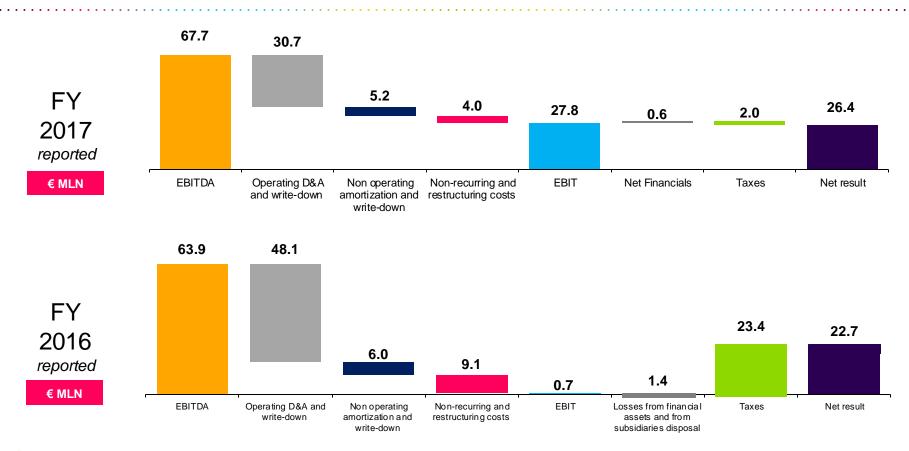
Note: Based on FY 2017 vs FY 2016 pro-forma figures referred to Core business costs only | Italiaonline+DLS+Moqu



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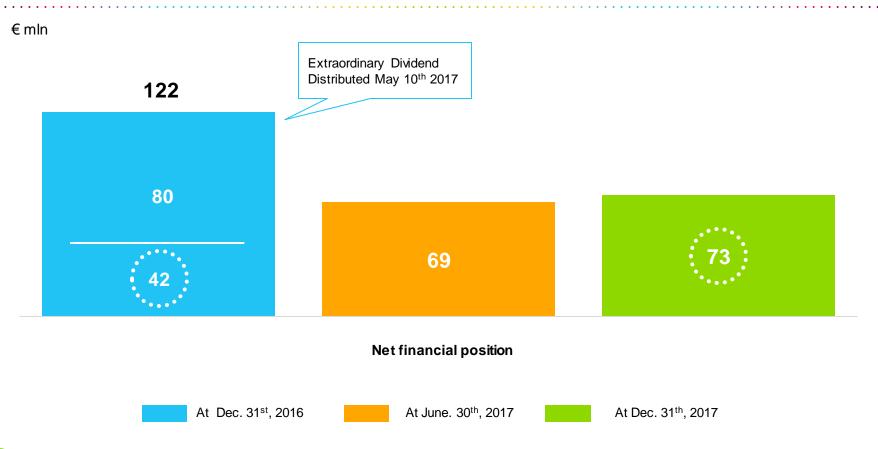
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FY 2017 | From EBITDA to Net Result



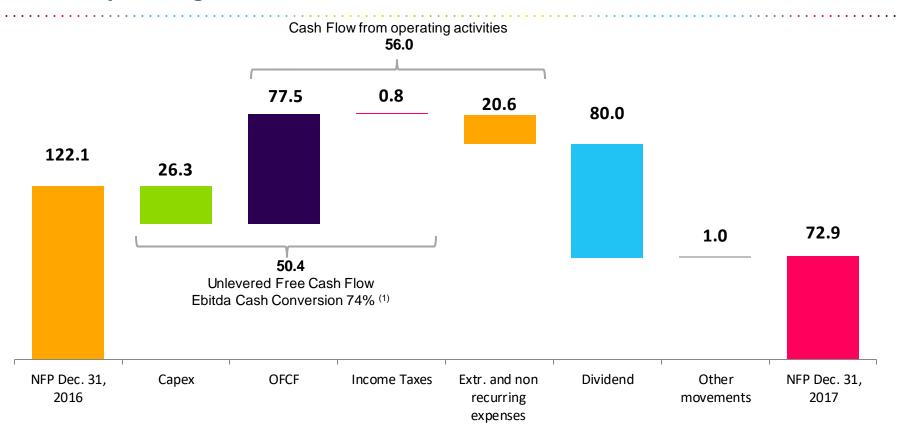


FY 2017 | Positive Net Financial Position





FY 2017 | Change in Net Financial Position



(1) Cash conversion = Unl FCF / EBITDA Reported



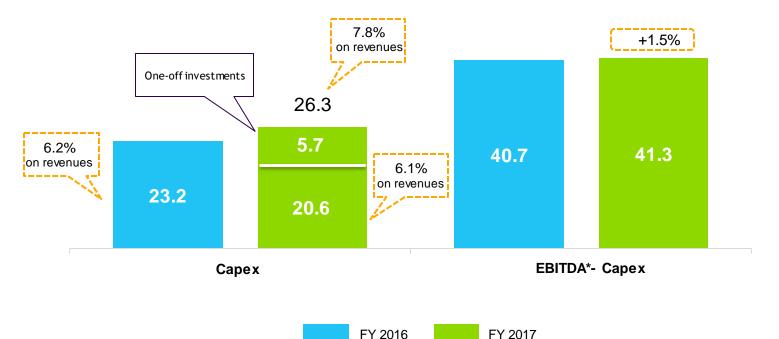
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FY 2017 | Capital Expenditures & EBITDA

€ mln

FY 2017 capex, net of one-off investments, amounted to €20.6m, down 11.1% YoY, at 6.1% of revenues We expect Capex to stabilize at about 6% of revenues







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Tax assets update







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

220

Generated by previous Company losses 579

Generated from non-deducted interest expenses (accumulated by SEAT)





BUSINESS PLAN UPDATE 2018-2020

















BP 2018-2020 | Strategic Guidelines

DIGITAL ADVERTISING

- Consolidate sales house leadership and address growth through partnerships and/or acquisitions
- Further develop commercial and technical partnerships to strenghted leadership in programmatic advertising

DIGITAL AGENCY

- Consolidation and optimization of current **Digital Local Services** (DLS) to guarantee proximity to Customers through a suite of digital off-the-shelf solutions
- Development of about 15 <u>Digital Agencies</u> to provide a 360 digital marketing services to the higher segment of SMEs
- Develop SME CB through churn reduction, Customer win-back and upselling

TRADITIONAL BUSINESS

 Initiatives to manage the natural decline of the tradtional directory business to reduce impact on marginality and accelerate full digital conversion of Customers



BP 2018- 2020 | SEAT PG legacy

OPERATIONAL TURNAROUND

- Turnaround of the IT infrastructure by adopting the Salesforce platform to support sales, CRM, production and Customer care
- Optimization and streamlining of the main company processes through automation, simplification of activity flows and extend the adoption of the "agile" methodology
- Improve the digital workforce mix through the recruitment of 100 highly skilled digital professionals and the reduction of about ~ 400 FTEs (o/w ~ 300 currently in CIGS)
- The outcome of the operational turnaround will greatly improve the digital delivery capabilities and operational efficiency of the company and bring a cumulated cost saving in the BP period (2018-2020) of about € 50 m



Business plan 2018-2020 guidelines

	2018	2018-2020 GUIDANCE
Revenues	STABLE	CAGR [4% ÷ 6%]
EBITDA	Double digit increase	Ebitda Margin 2020 [23%÷25%]
CAPEX	< 7% of revenues	to stabilize at about 6% of revenues
Cash Generation	Double digit increase YE cash position	EBITDA to cash conversion [55%÷60%]

Notes:

- BP as approved by the BoD of March 15th 2018
- Adoption of new accounting standards (IFRS 15 and IFRS 16) from 1st January 2018



M&A strategy to accelerate digital revenues growth





COMMERCE



DIGITAL ADVERTISING

TARGET

Applications and/or technology company to improve product portfolio for SMEs

e-commerce and marketplaces company

Digital content / Digital Advertising companies

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

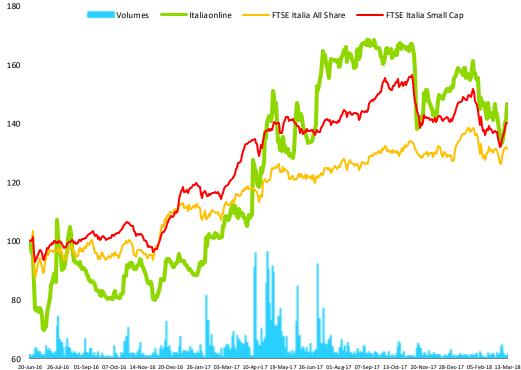
Revenues increase and improve growth speed

Available for M&A: 10% approved capital increase, cash and tax assets (up to € 799 m)

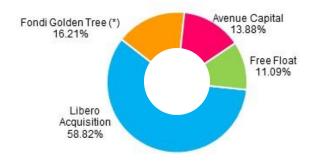


Italiaonline Share

IOL versus indices: June 20, 2016 - March 13, 2018 FTSE Italia All Share FTSE Italia Small Cap



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

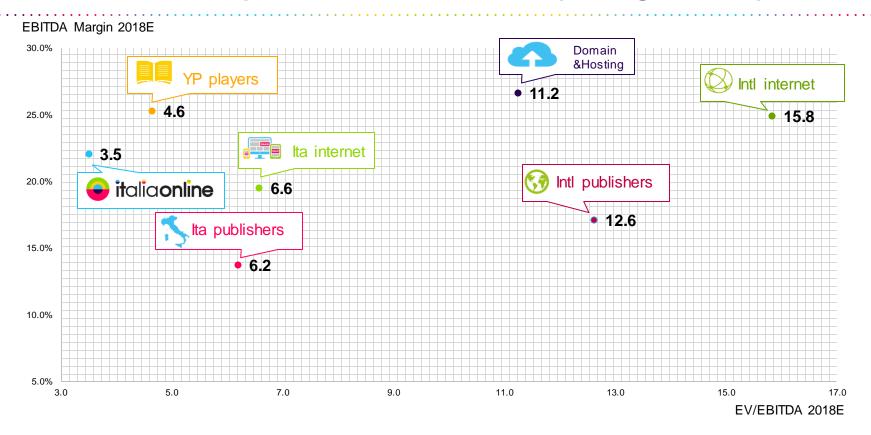
Share data as of March 13, 2018

MARKET	MTA
NOSH Ord (€mln)	114.8
PRICE (€)	3.0
MKT CAP Ord (€mln)	343
PERFORMANCE (from June 20, 2016)	+46.5%
RELATIVE PERF.vs FTSE MIB (from June 20, 2016)	15.8%
AVG DAILY VOLUMES YTD (€)	256,351
Saving Share: NOSH 6.803 Closing Price (€) 294 Market Cap (€ mln) 2.0	

Source: Thomson Reuters EIKON



IOL vs baskets of peers EV/EBITDA 2018E (average values)



Source Thomson Reuters EIKON - data as of 13 March 2018 and company analysis





Investment Case



















Investment Summary



- Top Italian digital company
- leading audience and the largest advertising inventory
- 2 National Footprint
 - Largest Italian sales network sales (~ 800 sales rep and 63 agencies)
 - Unique capability to reach and support local business
- (3) Unique & Integrated Business Model
 - Complete product offering to digitize ITA companies and strategic partnerships
 - High quality/diversified Customer base



Large Market Opportunity

- Significant market opportunity as SMEs continue to expand their online presence.
- Act as consolidator (M&A) in a fragmented sector, thanks to strong financial profile
- 5

Attractive Financial Profile

- Cash Flow generation (≈ 74% EBITDA to cash conversion in 2017) and Positive NFP (€ 73 m)
- Improving profitability



6 Best in class management

Long standing experience in digital sector

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Solid track-record in M&A execution





Appendix



















FY 2017 | Group Profit & Loss

(In williams of France)	FY 2017	FY 2016	Change	
(In millions of Euro)	reported	reported	mln	%
Revenues from sales and services	335.9	389.5	(53.6)	(13.7)%
Costs	(258.0)	(303.7)	45.7	15.1%
Gross operating profit (GOP)	77.9	85.7	(7.8)	(9.1)%
as % of revenues	23.2%	22.0%		
Bad debt, risk provisions and others	(10.2)	(21.8)	11.6	53.0%
EBITDA	67.7	63.9	3.7	5.8%
as % of revenues	20.1%	16.4%		
Operating D&A and write-down	(30.7)	(48.1)	17.4	36.2%
Non operating amortization and write-down	(5.2)	(6.0)	0.8	13.0%
Non-recurring and restructuring costs, net	(4.0)	(9.1)	5.1	56.2%
EBIT	27.8	0.7	27.0	n.s.
as % of revenues	8.3%	0.2%		
Interest expense, net	0.7	0.1	0.6	n.s.
Value adjustments of financial assets and losses from subsidiaries disposal	0.0	(1.5)	1.5	100.0%
Net income from composition with creditors	0.0	0.0	0.0	n.s.
Profit (Loss) before income taxes	28.4	(0.7)	29.1	n.s.
Income taxes	(2.0)	23.3	(25.4)	n.s.
Profit (loss) on continuing operations	26.4	22.7	3.8	16.6%
Profit (loss) from non-current assets held for sale and discontinued operations	0.0	0.0	0.0	n.s.
Profit (Loss) for the period	26.4	22.7	3.8	16.6%
of which pertaining to the Group	26.4	22.7	3.8	16.6%
of which non-controlling interest	0.0	0.0	0.0	n.s.



FY 2017 | Group Cash flow statement

to william of Empl	FY 2017	FY 2016	Cha	Change	
In millions of Euro)	reported	reported			
EBITDA	67.7	63.9	3.7	5.8%	
Decrease (increase) in operating working capital	11.7	15.4	(3.6)	(23.6)%	
Capital expenditure	(26.3)	(23.2)	(3.2)	(13.7)%	
Other changes and movements	(1.9)	(0.6)	(1.4)	n.s.	
Operating FREE CASH FLOW	51.2	55.6	(4.5)	(8.0)%	
Payment of income taxes	(0.8)	(1.1)	0.4	30.7%	
Unlevered FREE CASH FLOW	50.4	54.5	(4.1)	(7.5)%	
Cash-in of interest expense, net	0.4	1.9	(1.4)	(77.5)%	
Payment of non-recurring and restructuring expense	(20.6)	(17.2)	(3.4)	(19.7)%	
Payment of dividend	(80.0)	0.0	(80.0)	n.s.	
Effect related to lease agreements	0.0	8.0	(8.0)	(100.0)%	
Other movements	0.7	0.5	0.2	45.4%	
Change in NET FINANCIAL DEBT	(49.2)	47.6	(96.7)	n.s.	



FY 2017 | Group Balance sheet

(In millions of Euro)	31/12/2017 reported	31/12/2016 reported	Change
Goodwill & marketing related intangible assets	272.5	277.7	(5.2)
Other non-current assets	73.4	77.6	(4.1)
Non-current liabilities	(50.4)	(59.8)	9.4
Working capital	(52.8)	(48.1)	(4.7)
Net non-current assets held for sale and discontinued operations	0.0	(2.1)	2.1
Net invested capital	242.6	245.2	(2.6)
Equity of the Group	315.6	367.3	(51.7)
Non-controlling interests	0.0	0.0	0.0
Total equity (A)	315.6	367.3	(51.7)
Current financial assets, cash and cash equivalent	75.1	122.2	(47.0)
Current financial debts	(2.2)	(0.1)	(2.1)
Non-current financial debts	0.0	0.0	0.0
Net financial position (B)	72.9	122.1	(49.2)
Total (A-B)	242.6	245.2	(2.6)



FY 2017 | Core Business Revenue breakdown

(In millions of Euro)	FY 2017	FY 2016 reported	Change	
(III HIIIII GIS GI EUI O)			mln	
Revenues	330.2	373.0	(42.8)	(11.5)%
Digital ⁽¹⁾	228.2	240.2	(12.0)	(5.0)%
as % total revenues	69.1%	64.4%		
Traditional ⁽²⁾	101.0	127.7	(26.7)	(20.9)%
as % total revenues	30.6%	34.2%		
Others ⁽³⁾	1.1	5.1	(4.0)	(78.8)%
as % total revenues	0.3%	1.4%		

⁽¹⁾ Includes IOL Presence, IOL Website, IOL Audience, Custom Projects and IOL Advertising



⁽²⁾ Includes Print, Voice and Third Party Products

⁽³⁾ Includes other revenues

FY 2017 | Core Business Cost breakdown

(In millions of Figs)	FY 2017	FY 2016 reported	Change	
(In millions of Euro)			mln	
Revenues	330.2	373.0	(42.8)	(11.5)%
Costs	(249.0)	(288.2)	39.2	13.6%
as % revenues	75.4%	77.3%		
Industrial costs	(95.8)	(112.0)	16.2	14.5%
as % revenues	29.0%	30.0%		
Commercial costs	(57.2)	(59.0)	1.7	2.9%
as % revenues	17.3%	15.8%		
General costs ⁽¹⁾	(28.4)	(31.2)	2.7	8.8%
as % revenues	8.6%	8.4%		
Labour costs ⁽²⁾	(67.5)	(86.0)	18.5	21.5%
as % revenues	20.5%	23.1%		
Gross operating profit (GOP)	81.2	84.8	(3.6)	(4.2)%
as % revenues	24.6%	22.7%		
Bad debt, risk provisions and others	(11.7)	(17.8)	6.1	34.1%
as % revenues	3.6%	4.8%		
EBITDA	69.5	67.0	2.5	3.7%
as % revenues	21.1%	18.0%		

⁽¹⁾ Includes advertising costs



⁽²⁾ Does not include capitalized labour costs

Investor Relations





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