

PRESS RELEASE

DIGITAL360: signed the acquisition of Inside Comunicazione S.r.l. , a marketing agency specialising in MarTech

Milan, 07 November 2022 - **DIGITAL360 S.p.A.** ("DIGITAL360" or the "Company"), an innovative SME listed on the Euronext Growth Milan market, announces that today it has signed an agreement to acquire a 51% stake in the company Inside comunicazione S.r.l. ("Inside").

Inside is a communications agency which has specialised in digital solutions to support B2B marketing (MarTech).

In addition to a team specialised in digital communication and marketing, Inside brings a broad customer base, ranging from the manufacturing sector to large-scale retail, from fashion to utilities and the medical sector. The entry of Inside will thus strengthen the DIGITAL360 Group's positioning in these sectors.

Inside ended the financial year to 31 December 2021 with a value of production of EUR 2.8 million (an increase of more than 30 per cent over the 2020 financial year), an Ebitda of about EUR 0.8 million (with an *Ebitda Margin* close to 30 per cent) and a net financial position (NFP) in credit of about EUR 0.25 million.

The acquisition of 51% of Inside's shares will occur at a price of EUR 2.22 million, including EUR 0.12 million for the pro-rata share of the NFP, to be paid as follows:

- Up to a maximum of EUR 0.2 million in DIGITAL360 shares, valued at EUR 4.70 each;
- In the amount of EUR 1.12 million in cash at closing;
- In the amount of EUR 0.9 million in cash within 12 months of the closing.

The transaction is scheduled to close in November 2022.

The agreement between the parties includes, among other stipulations, an active involvement of the current shareholder and sole director, Luca Targa, in the future management of Inside.

A three-year lock-up commitment was also agreed upon for Targa on any shares received in payment of the price, and a non-competition obligation for a period of four years from the closing.

Lastly, the agreement allows for both parties to exercise cross options (put and call) for the purchase or sale of the remaining 49% of Inside, the price of which will be established on the basis of the weighted average EBITDA recorded by the company in the financial years 2023, 2024 and 2025, in addition to the NFP, as of the approval of the financial statements for the year ending 31/12/2025.

"With the entry of Inside, the DIGITAL360 Group accelerates its strategy of creating a leading hub in B2b digital marketing & sales, continuing what has already been put in place through the



acquisitions of Digital Sales and Del Monte, which took place in 2022," says Raffaello Balocco, CEO of DIGITAL360. "With Inside we bring to the group a brilliant entrepreneur, who has been working in the sector for many years, and a company with a very strong positioning on clients complementary to those of the DIGITAL360 group".

Adds Inside CEO Luca Targa: "The decision to merge into DIGITAL360 is part of a long-standing strategy that has allowed us to become a point of excellence in integrated communication in the B2B sector, aware that only the joining of forces and experience will allow us to consolidate our leadership in a constantly evolving market, increasingly integrating digital solutions into the planning and development processes for companies".

For the legal and tax aspects of the transaction DIGITAL360 was advised by the law firm ADVANT Nctm, Inside of BP&Associati.

DIGITAL360

DIGITAL360, a company listed on the Euronext Growth Milan Market, aims to accompany companies and public administrations in the understanding and implementation of digital transformation and to encourage them to meet the best technology suppliers. DIGITAL360 pursues this objective through two business units: one, called "Demand Generation" supports technology companies (vendors, software houses, system integrators, start-ups, etc.) in communication activities, storytelling, event management and generation of business opportunities; the other, called "Advisory & Coaching" is aimed at all companies and public administrations wishing to undertake any digital transformation path. NetworkDIGITAL360, transversal to both Business Units, is the largest network of online publications dedicated to all topics of Digital Innovation. DIGITAL360 integrates a multidisciplinary and multicultural mix of professionalism and skills thanks to analysts, journalists, consultants and experts in the digital world, united by a great passion and mission: digital innovation as an engine for the growth and modernisation of our country. For further information: www.digital360.it.

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