

CASTA DIVA GROUP: FILED WITH THE TRADE COMPANIES' REGISTRY THE NOTICE OF RIGHTS ISSUE TO THE SHAREHOLDERS OF 129,500 SHARES AT THE NOMINAL PRICE OF EUR 2.30 PER SHARE

Milan, 13 February 2017

Casta Diva Group (CDG:IM), the AIM-listed multinational that operates in the communications sector, declares that, in the wake of its statement dated 10 February 2017, the Notice of Rights Issue regarding the shares subject to withdrawal has been filed with the competent Trade Companies' Registry.

The 129,500 shares for which the right of withdrawal had been exercised by the Company's shareholders, shall be offered to the shareholders at the unit price of Euro 2.30 and in proportion to the number of shares they hold in the measure of 1 share every 79,757 shares held. The rights shall be exercised only with regard to whole numbers of shares subject to withdrawal. The number of shares for which the right of withdrawal assignable for exercising the rights is determined by rounding down to the nearest whole number.

Casta Diva Group S.p.A. shall notify the results of the rights issue, taking into account the actual exercise of preemptive rights and of the terms and methods of payment and of transfer of the shares for which the right of withdrawal had been exercised, by issuing a press release circulated via SDIR and also by posting it on the Company's website.

The application form shall be available, as from 14 February 2017, on the website www.castadivagroup.com in the Investor Relations section (Rights issue).

The full text of the rights issue is as follows.

Rights Issue of 129,500 ordinary shares of Casta Diva Group S.p.A. pursuant to art. 2437-*quater*, §§ 1 and 2 of the Italian Civil Code.

Whereas:

- on 20 July 2016 the General Meeting of Blue Note S.p.A. (now Casta Diva Group S.p.A.) approved the project for merger by incorporation of Casta Diva Group S.r.l. into Blue Note S.p.A. and consequently acquired new bylaws;
- on 22 July 2017 ("**Registration Date**") the resolution indicated above was filed with the Trade Companies' Registry of Milan;
- the shareholders of Blue Note S.p.A. (now Casta Diva Group S.p.A.) who had not yet accepted the resolution of the extraordinary meeting mentioned above had the right to withdraw from the company, pursuant art. 2437, § 1, letter a) of the Italian Civil Code ("**Right of Withdrawal**"). In detail, the Right of Withdrawal could be exercised within fifteen calendar days from the Registration Date and, therefore, up until 6 August 2016. The withdrawal value of the ordinary shares of Blue Note S.p.A. for which the right of withdrawal had been exercised (the "**Shares**", or individually the "**Share**") amounted to EUR 2.30 per share. This value had been determined pursuant to art. 2437-*ter*, § 2 of the Italian Civil Code;
- by the end of the deadline, the Right of Withdrawal had been exercised for an overall amount of 129,500 ordinary shares of Blue Note S.p.A. (now Casta Diva Group S.p.A.) and, contextually, two shareholders had challenged the withdrawal value as indicated above;
- on 31 January 2017 the expert appointed by the Court of Milan pursuant to art. 2437-*ter*, § 6 of the Italian Civil Code determined the withdrawal price of the Shares to be EUR 2.28 per share;

- on 10 February 2017 the Board of Directors of Blue Note S.p.A. (now Casta Diva Group S.p.A.) deemed it necessary, based on the principle of fairness, to ensure the equal treatment of all shareholders, to use as share withdrawal value the higher amount of EUR 2.30 initially determined.

This stated, Casta Diva Group S.p.A. offers 129,500 Shares, pursuant to art. 2437-*quater*, § 1 of the Italian Civil Code, to the holders of Casta Diva Group S.p.A. ordinary shares for which the right of withdrawal has not been exercised, in the measure of **1 ordinary share (ISIN code IT0005003782) – with regular dividend rights, every 79,757 subscription rights held (the “Options”), regarding the ordinary shares of Blue Note S.p.A. (now Casta Diva Group S.p.A.) held, represented by coupon n. 1 – ISIN code IT0005212375 (“Rights issue”).**

The Options are not negotiable on the AIM Italia/Mercato Alternativo del Capitale organized and managed by Borsa Italiana S.p.A..

Offer price

The shares are offered on option at the unit price of EUR 2.30, equivalent to the related withdrawal value.

Subscription period

The period for subscribing to the Rights Issue, within which the shareholders legitimately able to apply may exercise, under penalty of expiration, the right to purchase the Shares, is from 14 February 2017 to 14 May 2017 (all days of the period included).

Participation

Participation in the Rights Issue shall occur through the brokers participating in the centralized management system Monte Titoli S.p.A. by sending the share purchase form prepared according to the facsimile available, on request, from Computershare S.p.A., to the following e-mail address operations@computershare.it (“**Share Purchase Form**”) and only after the brokers have ascertained the legitimacy of the subscribers’ application for purchase of the Shares. The copy intended for the Issuer of the Share Purchase Form shall be sent by the brokers by no later than 14 May 2017 to Computershare S.p.A. – via L. Mascheroni n. 19 – 20145 Milano, after sending an advance copy by e-mail to: operations@computershare.it.

Pre-emptive rights

Those exercising the option rights on the Shares, subject to contextual request, shall also have the right to purchase any non-exercised right share options (“**Pre-emptive Rights**”). To this end, the shareholders shall indicate, in the specific section of the Subscription Form, the maximum number of Shares for which they intend to exercise the pre-emptive right. Should the number of shares requested by pre-emption be higher than the number of non-exercised options at the end of the Rights Issue period, distribution shall be performed in proportion to the number of shares and therefore of Options held.

It should be noted that, should any Shares be left at the end of the procedure indicated above that includes the Rights Issue and the exercise of any Pre-emptive Rights, they shall be sold as per the provisions of the Italian Civil Code.

Payment methods and terms and transfer of Shares

By subscribing the Share Purchase Form, the shareholders participating in the Rights Issue thereby vest the broker, after paying him/her the overall countervalue for the purchase of the Shares (including any those requested by pre-emption), with the assignment of paying Casta Diva Group S.p.A. the countervalue (or the lower countervalue in the

case of distribution of the Shares requested under pre-emption) and of receiving from Casta Diva Group S.p.A. the Shares purchased, without prejudice to the fact that the payment of the Shares purchased and their transfer shall be performed within the terms and via the procedures envisaged by the law in force, that subsequently shall be indicated by Casta Diva Group S.p.A..

Notification of assignment of the Shares shall be sent to the shareholders participating in the Rights Issue by the respective brokers, within the terms and via the procedures applicable by the latter. Payment of the Shares shall anyhow be performed at the end of the liquidation procedures described above.

View this press release at www.castadivagroup.com and www.emarketstorage.com

Casta Diva Group (CDG:IM) is a multinational that works in the sector of communication for the production of branded content, viral videos, digital content, films and corporate events. It is present in 4 continents with offices in 13 cities: Milan, Rome, London, Manchester, Prague, Beirut, Istanbul, New York, Los Angeles, Buenos Aires, Montevideo, Cape Town, Mumbai. The Group's brands are Casta Diva Pictures, Egg Events, Bin Jip and, thanks to a commercial agreement, Adacto. It is the world's most extensive production network for advertising films and events and for international events, built up through the active and continuous interaction between its various headquarters and the experience of its 62 digital communication and live entertainment experts. It is a talent hub capable of retaining Oscar winners and celebrities from across the world as well as of attracting new creative talent that guarantee very high standards of excellence. Casta Diva Group and its managers have offered innovative and creative communication strategies to over 100 major brands, reinterpreting the conventional rules of communication. Since its establishment in 2005, the Group has grown constantly and has been regularly awarded a large number of prizes and recognitions, including various Lions at the Cannes Lions International Festival of Creativity, Mobius Awards, LIA - London International Awards, and EuBEA – European Best Event Awards. It owns Blue Note Milano, the jazz club and upscale restaurant opened in 2003 and part of the Blue Note international network, a famous venue for international jazz, that in via Borsieri, in the Isola district, (and not only) holds about 300 concerts a year, with a turnover amounting to about 25% (source: Siae) of all jazz revenues in Italy.

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