



Registration of the resolutions of the extraordinary shareholders' meeting of Casta Diva Group S.p.A. on 19th May 2021. Information relating to the exercise of the right of withdrawal and for the purposes of registration in a list of those entitled to conversion into Multiple Voting Shares.

Milan, 09th June 2021 - Casta Diva Group SpA, Innovative SME listed on the AIM Italia active internationally in the communication sector ("**CDG**" or "**Company**"), announces that on the 09th June 2021 ("**Registration Date**") it is the resolution by which the extraordinary shareholders' meeting of CDG on 19th May 2021 approved the amendments to arts. 5 and 14 of the Articles of Association and the introduction of Articles 5-bis and 5-ter, to introduce multiple voting shares ("**Amendments to the Articles of Association**").

Please note that the Issuer's shareholders who did not participate in the approval of the Bylaws Changes (the "**Qualified Shareholders**") are entitled to exercise the right of withdrawal pursuant to art. 2437, paragraph 1, let. g), civ. code (the "**Right of Withdrawal**"). As already communicated on May 3rd 2021, the liquidation value of the CDG shares for which the Right of Withdrawal is exercised was determined, pursuant to art. 2437-ter, paragraph 2, cod. Civil Code, in Euro 0.465 (zero point four hundred and sixty five) for each share (the "**Liquidation Value**"). The reimbursement of the withdrawing shareholder in the event of non-placement will take place within 180 (one hundred and eighty) days from the notification of withdrawal pursuant to the provisions of art. 2437 quarter, 5th paragraph, civ. Code.

Please note that the Statutory Amendment is subject to suspension on the fact that the Maximum Withdrawal Payout by the Company does not exceed the total amount of Euro 100,000.00 (one hundred thousand). It is understood that the declarations of withdrawal made pursuant to art. 2437, paragraph 1, letter g), civ. code, in turn, will be effective only in the event that the Maximum Withdrawal Outlay does not exceed the liquidation value of Euro 100,000.00 (one hundred thousand). It is also specified that the Maximum Withdrawal Disbursement will be calculated net of the amounts to be paid by the shareholders who exercise their option and pre-emption rights pursuant to Article 2437-*quater*, civ. code as well as by any third parties, as part of the liquidation procedure, unless the Board of Directors waives the condition precedent from the deadline for exercising the right of withdrawal pursuant to art. 2437-*bis*. civ. code and within 30 (thirty) days from the verification of the non-fulfillment of the condition.

The verification of the fulfillment of this suspensive condition, which will in any case be waived by the Board of Directors, may require that the outcome of the sale process of the shares be known with reference to which the Right of Withdrawal was exercised. The Company will promptly notify the market of the fulfillment (or waiver, where applicable) of the aforementioned suspensive condition.

The Right of Withdrawal may be exercised by Qualified Shareholders, for all or part of their shares, only by registered letter ("**Declaration of Withdrawal**") to be sent to the Company pursuant to art. 2437-bis civ. code no later than 15 calendar days from the Registration Date and, therefore, by the 24th June 2021 ("**Deadline**"), at Via Lomazzo 34, 20154 - Milan, Italy, with the subject: "Notice of Withdrawal". Where possible, the Declaration of Withdrawal must be sent in advance by e-mail (to the e-mail address:

investor.relations@castadivagroup.com) without prejudice to the need, pursuant to and for the purposes of the law, to send the Declaration of Withdrawal by registered letter.

The Declaration of Withdrawal, which will be irrevocable, must contain the following information:

- the personal details of the withdrawing shareholder, including personal data, tax code, address (and, where possible, a telephone number and an *e-mail* address), for communications relating to the right of withdrawal;
- the number of shares for which the right of withdrawal is exercised and the relative equivalent in terms of liquidation, based on the liquidation value described above;
- the details and coordinates of the current account of the withdrawing shareholder on which the liquidation value of the shares must be credited; is
- the indication of the intermediary with whom the account on which the shares for which the right of withdrawal is exercised are registered, with the data relating to the aforementioned account.

It should be noted that, pursuant to Article 43 of the Single Provision on post trading of Consob and the Bank of Italy of 13th August 2018 containing the "*Rules for central counterparties, central depositories and centralized management activities*" ("**Provision**"), The legitimacy to exercise the right of withdrawal is certified by a communication from the intermediary to the Company ("**Communication**"). Therefore, CDG shareholders who intend to exercise the right of withdrawal are required to request their intermediary, under penalty of inadmissibility of the Withdrawal Declaration, to send it to the Company (only by registered letter to the attention of the Board of Directors at the address Via Lomazzo 34, 20154 - Milan, Italy), no later than the Deadline, of the attestation on the legitimacy to exercise the right of withdrawal pursuant to art. 83-*quinquies*, paragraph 3, d. lgs. 58/1998 ("CLF")

This Communication must certify:

i (i) the uninterrupted ownership, by the withdrawing shareholder, of the CDG shares in relation to which the Right of Withdrawal is exercised, from before the opening of the meeting whose resolution legitimized the exercise of the Right of Withdrawal, and up to the date of issue of the Communication, and in any case up to the date of exercise of the Right of Withdrawal if the release of the Communication by the intermediary was subsequent to that date, taking into account the provisions of Article 127-*bis*, paragraph 2, CLF;

ii (ii) the absence of pledge or other constraint on CDG shares in relation to which the Right of Withdrawal is exercised; in the event of a pledge or other constraint on the shares in relation to which the Right of Withdrawal is exercised, the withdrawing shareholder will have to provide to CDG within the Deadline, as a condition for the admissibility of the Withdrawal Declaration, a specific declaration made by the creditor pledge, or by the person in favor of whom there is another constraint on the shares, with which such person gives his irrevocable and unconditional consent to the liquidation of the shares subject to withdrawal in accordance with the instructions of the withdrawing shareholder.

It is up to the withdrawing shareholders to ensure the accuracy of the information contained in the Withdrawal Declaration and to ensure that it is sent to CDG within the deadline, as indicated above, not assuming any responsibility in this regard. Withdrawal Declarations sent after the aforementioned deadline, or without the necessary information, or not promptly accompanied by the relevant Communication, will not be taken into consideration.

As required by art. 2437-*bis* civ. code and by the regulatory provisions in force, the actions subject to the Communication referred to in art. 43 of the Provision are made unavailable, by the intermediary, until their liquidation.

In the event that one or more shareholders exercise the right of withdrawal, the liquidation procedure will take place in accordance with the provisions of Article 2437-*quater* of the Italian Civil Code; the Issuer will communicate any related information in the manner prescribed by the applicable legal and regulatory provisions and on the website www.castadivagroup.com.

For further information on the Right of Withdrawal, please refer to the report of the Board of Directors on the liquidation value made available to the shareholders, together with the opinions expressed by the Board of Statutory Auditors and by the auditing company BDO Italia SpA, with the methods and terms provided for by the applicable regulations as well as on the Company's website www.castadivagroup.com.

Please note that, as required by the Bylaws Amendments, by 15 days from the Registration Date, by 24th June 2021, each shareholder will have the right to make a request to the Company ("**Reservation Request**") for registration purposes. In a list of those entitled to convert Ordinary Shares into Multiple Voting Shares ("**List**"). In order for the subject to be registered on the List, the ordinary share must have belonged to the same shareholder for a continuous period starting from 10th May 2021 until the date of the Reservation Request ("**Uninterrupted Possession**") without any Transfer occurring, or Change of Control or Change of Mandate, which does not fall within the hypothesis of Permitted Transfers (as defined by the Statutory Amendments), and the shareholder must certify the Uninterrupted Possession in the Booking Request, which must result from the certification of the relevant intermediaries participating in the centralized management of dematerialized financial instruments. The Booking Request must be sent by registered letter to Via Lomazzo 34, 20154 - Milan, Italy or by certified e-mail to bluenotemilano@pec.it, accompanied by the Intermediary's certification and / or related documentation.

Booking Requests must be made, in accordance with the provisions of art. 5-ter, even before the suspensive condition occurs, while also remaining suspensively conditioned on the fact that the Maximum Withdrawal Payout by the Company does not exceed the total amount of Euro 100,000.00 (one hundred thousand).

For more information, please refer to what is described in the Explanatory Report relating to the Statutory Amendments, available on the website www.castadivagroup.com, and the resolutions passed by the extraordinary shareholders' meeting on the 19th May 2021.

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CASTA DIVA GROUP (CDG: IM - ISIN IT0005003782) is a multinational company, active in the communication sector, for the production of branded content, viral videos, digital content, films and live music entertainment. It is located in 4 continents with offices in 15 cities: Milan, Rome, London, Manchester, Prague, Beirut, Istanbul, New York, Los Angeles, Buenos Aires, Montevideo, Cape Town, Dubai, Mumbai and Shanghai. The Group's brands are Casta Diva Pictures, District, Casta Diva Events, G.2 Events, Casta Diva Financial Events, K2 Com, Blue Note Milano and Blue Note Off. It represents the largest network of advertising, films and events production worldwide, built through an active and continuous interaction between the different offices and the experience of its professionals in digital communication and live entertainment. It is a talent hub capable of winning Oscar awards and engaging with celebrities from all over the world as well as of discovering and attracting new creative talents that deliver very high standards of excellence. Casta Diva Group and its managers have offered innovative and creative communication strategies to over 100 major brands, reinterpreting conventional communication rules. Since been founded in 2005, the group has grown and has won more than 120 international awards, including numerous Lions at the Cannes Lions International Festival of Creativity, Mobius Award, LIA - London International Awards, EuBEA - European Best Event Awards.

The Group owns Blue Note Milano, the best known jazz club and restaurant in continental Europe, opened in 2003 producing over 300 shows a year, invoicing about 25% (source: Siae) of the jazz collection in Italy.

Press release available on www.castadivagroup.com and www.emarketstorage.com

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