



CASTA DIVA GROUP ANNOUNCED THE DEPOSIT OF THE OPTION OFFER AT THE COMPANIES REGISTER PURSUANT TO ART. 2437-QUATER, PARAGRAPH 2, CIVIL CODE

Milan, 12th July 2021

Casta Diva Group (CDG: IM), Innovative SME listed on the AIM Italia, active on an international level in the communication sector (hereinafter the "**Company**") announced that on the 12th July 2021, it was filed at the Companies Register in Milan, pursuant to of art. 2437-quater, paragraph 2, of the Civil Code, as follows

CASTA DIVA GROUP S.P.A. - OPTION OFFER PURSUANT TO ART. 2437-QUATER, PARAGRAPH 2, OF THE CIVIL CODE

Casta Diva Group S.p.A., Innovative SME listed on the AIM Italia active internationally in the communication sector,

having stated that

1. on the 19th May 2021 the Extraordinary Meeting of Casta Diva Group S.p.A. ("**CDG**", "**Issuer**" or "**Company**") has approved the amendments to art. 5 and 14 of the current Articles of Association and the introduction of art. 5-bis and 5-ter, to allow the Company to issue multiple votes shares ("**Resolution**");
2. as a consequence of the Resolution, filed at the Companies Register in Milan on the 9th of June 2021, the right, for **CDG's** shareholders who have not participated in the acceptance of the Resolution ("**Legitimate Shareholders**") of withdrawal from **CDG**, pursuant to art. 2437, paragraph 1, lett. g), civ. code ("**Right of Withdrawal**");
3. those entitled could exercise the Right of Withdrawal within fifteen days of the registration and by the 24th of June 2021, in accordance with the terms shared with relative notice;
4. the Resolution is suspensively subject to the fact that the Maximum Outlay of Withdrawal for the Company, not exceeding, in total, the amount of 100.000,00€ (one hundred thousand); the declarations of withdrawal made pursuant to art. 2437, paragraph 1, lett. g), civ. code will be effective only if the Maximum Withdrawal Outlay does not exceed the liquidation value of Euro 100,000.00 (one hundred thousand);
5. based on the communications received by the Company, it appears that the Right to Withdrawal was validly exercised for. 264.521 (two hundred and sixty-four thousand, five hundred and twenty-one) ordinary shares ("**Shares for Withdrawal**") equal to 1.42% (one point forty-two percent) approximately of ordinary share capital of CDG - corresponding

to approximately 1.35% of the capital company as will be modified as a result of the capital increase disclosed on date 22nd June 2021, at a liquidation value of **€ 0.465 ("Value of Liquidation ")** per share, therefore a total liquidation value equal to Euro 123,002.00 (one hundred twenty-three thousand and two), with suspensive conditions occurred that the Maximum Withdrawal Payout by the Company exceeds overall the amount of Euro 100,000.00 (one hundred thousand);

6. however, in this regard, the Company announced that the Board of Directors on 7th July 2021 it resolved on the waiver of the condition suspension, as allowed by the extraordinary shareholders' meeting resolution of 19th May 2021; therefore, based on the results of exercising the right of withdrawal taking into account the waiver of the suspensive condition approved by the Board of Administration, the Resolution is effective and the Withdrawal declarations made pursuant to art. 2437, paragraph 1, letter g), cod. civ. ;

7. pursuant to art. 2437-quater, paragraph 1, cod. civ., the liquidation of the Shares Subject of Withdrawal occurs first of all through the offer in option of the same to all the Issuer's shareholders holding shares for which the Right of withdrawal;

8. the option offer of the Shares Subject to Withdrawal contained in this notice was filed on the 12th July 2021 with the Milan Company Register and published on the Company's website www.castadivagroup.com and in other ways as in accordance with the law;

9. as required by art. 2437-bis, cod. civ., and the regulatory provisions applicable, the shares are made unavailable until their liquidation the intermediary authorized to keep the accounts,

OFFERS IN OPTION

pursuant to art. 2437-quater, paragraph 1, cod. civ., the Shares Subject to Withdrawal, under the terms and under the conditions set out below ("**Option Offer**").

Option offer

The Shares Subject to Withdrawal are offered as an option, pursuant to art. 2437-quater of the Italian Civil Code, to all holders of CDG shares for which the Right of Withdrawal has not been exercised, an option right being attributed to each of these shares - represented by coupon 4 (the "Option" and, collectively, the "Options") - in the following report:

n. 1 Action for every 73 Options.

The Options (ISIN: IT0005452575) will not be negotiable on AIM Italia and may be exercised only for a whole number of Shares Subject to Withdrawal. The number of Shares Withdrawal object that can be assigned in respect of the exercised Options is determined with rounding down to the unit.

The aforementioned option ratio may be subject to changes should they be received further declarations of withdrawal legitimately sent within the deadline provided for by art. 2437-bis cod. civ. and not received for facts not attributable to the withdrawing shareholder. Of such if necessary, adequate information will be given by means of a specific notice.

Price

The Withdrawal price of the Shares is equal to Euro 0.465 per share (hereinafter the "Price") and corresponds to the Liquidation Value of the Shares Subject to Withdrawal established in accordance with the provisions of art. 2437-ter, paragraph 3, cod. civ.

Period of the Option Offer

Those entitled to do so will be able to exercise the Options, under penalty of forfeiture, starting from the 12th July 2021 and until the 10th September 2021 (inclusive) ("**Acceptance Period**").

How to join

Subscription to the Offer in Option must take place through financial intermediaries participants in the centralized management system Monte Titoli S.p.A., through the signing of a specific form prepared in accordance with the model available at the Company's registered office and on the Company's website www.castadivagroup.com ("**Acceptance Form**") and subject to verification by the the same intermediaries, of the entitlement of the participant to purchase the Subject Shares of Withdrawal.

Qualified shareholders must submit the Acceptance Form, duly completed and signed, to the depositary intermediary where their shares are register, so that CDG will make sure that CDG receives the Application Form earlier the expiry of the Acceptance Period. In particular, the Application Form must be sent to Casta Diva Group S.p.A., Via Lomazzo 34, 20154 - Milan, or by e-mail to the certified email address bluenotemilano@pec.it.

Right of first refusal

Those who exercise the Options, provided they make a simultaneous request in Acceptance Form, will have the right of first refusal in the purchase - at the price of the Offer in Option - of the Shares Subject to Withdrawal that remained unexercised at the outcome of the Offer in Option (the "**Inopted Shares**").

To this end, shareholders must indicate in the appropriate section of the Acceptance Form the maximum number of inoperative shares for which they intend to exercise this right.

If the number of shares requested in pre-emption is greater than the quantity of Inoptate shares, we will proceed to the allotment among all applicants in proportion to the number of Option Rights held by each of them, with rounding down to the unit e subsequently proceeding with the assignment of the remaining shares on the basis of criterion of the greater rest.

The shares that will not be purchased at the time of the Option Offer or through exercise of the right of pre-emption pursuant to art. 2437-quater of the Italian Civil Code. civ. will be subject to placement with third parties pursuant to art. 2437-quater, paragraph 4, cod. Civ.

Results of the Offer in Option and settlement of the Shares Subject to Withdrawal

CDG will communicate the results of the Option Offer (also in light, if of case, of the exercise of the right of pre-emption) by publishing specific communicated on the website www.castadivagroup.com and, in any case, as provided by the applicable laws and

regulations. This notice will also contain the terms and the methods of payment and transfer of the Shares Subject to Withdrawal.

The number of shares assigned to participants in the Option Offer and, possibly, a those who have exercised the right of pre-emption will be communicated to the interested parties by authorized intermediaries in accordance with their respective timelines and internal procedures.

Exclusions

The Withdrawal Shares and Options have not been and will not be registered in the United States of America under the United States Securities Act of 1933, in Australia, Japan, Canada or any other country in which the offer of the Shares Subject to Withdrawal to investors resident in these countries is not permitted in the absence of specifications authorizations by the competent authorities (the "Countries"), and have not been and have not they may be offered or sold in the United States of America or in any other country in which the Option Offer is not permitted in the absence of a specific authorization in accordance with the applicable legislation, or in derogation from the same.

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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 ì 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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