



ANNOUNCEMENT UNDER ARTICLE 11 OF THE AIM ISSUERS' REGULATION

(Disclosure of Price Sensitive Information)

The shareholders' meeting of MailUp S.p.A. approves the financial statements for the 2017 and appoints a new Director as replacement for a resigned Director

New authorization for purchase and disposal of company's own shares

Milan, 26 April 2018. MailUp S.p.A. (the "Company" or "MailUp"), a company listed on AIM Italia multilateral trading system, and operating in the marketing technology field (Reuters: MAIL.MI) (Bloomberg: MAIL IM) (ISIN IT0005040354), announces that the ordinary shareholders' meeting, convened in a single call, was held today at the Company's operational headquarters at 3, Via Dell'Innovazione Digitale, Cremona.

The Shareholders' Meeting approved the financial statements as at 31 December 2017 (as proposed by the Board of Directors on 27 March 2018), which reflect the production value of euro 13,245,684 and the net profit of euro 1,059,104.

Further, the Shareholders' Meeting reviewed the consolidated financial statements as at 31 December 2017 (approved by the Board of Directors on 27 March 2018), which reflect the production value of euro 27,319,610, Ebitda of euro 2,879,407 and the profit of euro 611,809.

Allocation of Profits

The shareholders' meeting resolved to allocate the profits equal to euro 1,059,104 as follows: (i) to the "statutory reserve" in the amount of euro 20,000; (ii) to the "extraordinary reserve" in the amount of euro 1,039,104.

Appointment of MailUp's new Directors

In the Board of Director held on March 27, 2018, the Executive Director Giandomenico Sica resigned from his position as member of the Board of Directors with immediate effect (*for more information please see the press release published on the same date*).

In the Ordinary Shareholders' Meeting held today, the Company therefore appointed Mr Ignazio Castiglioni as Independent Director.

The new governing body is thereby composed as follows:

- Matteo Monfredini (Chairman of the Board of the Directors);
- Nazzareno Gorni;
- Ignazio Castiglioni;
- Armando Biondi
- Micaela Cristina Capelli

The new Director declared to meet the independence requirements that will be verified (and subsequently reported) during the first appropriate board meeting.

Approval of Authorization to Purchase and Dispose of Company's Own Shares

In addition to the above, the Shareholders' Meeting resolved:

- to revoke the previous resolution dated 27 April 2017 to authorize the purchase and disposal of Company's own shares, effective immediately;
- to authorize the governing body to perform transactions of purchase and disposal of Company's own shares aimed at:
 - (i) using Company's own shares as financial instruments involved in investments for efficient use of the liquidity;
 - (ii) purchasing Company's own shares from beneficiaries of stock option plans or implementing new plans or free-of-charge allocation to shareholders or meeting obligations arising from warrants, convertible financial instruments, involving mandatory conversion or exchangeable into shares (based on existing transactions or transactions subject to approval / implementation);
 - (iii) enabling the use of Company's own shares in ordinary business transactions or projects consistent with the Company's strategy, including by way of share exchange, with the main objective of performing M&A transactions with potential strategic partners; and
 - (iv) taking action, in compliance with the regulations in force, including through intermediaries, to limit any irregular movement in the share prices and regulate the trend of trading and stock pricing;
- to establish the procedure for purchasing and disposing of shares for an 18-month term beginning from the date of the resolution, up to a maximum number of Company's own shares which, taking into account of the shares held from time to time by the Company and its controlled companies, may not exceed 10% of the share capital.

Depositing of Documentation

The minutes of the Shareholders' Meeting will be made available to the public and placed in the "Investor Relations" section on the Company's website, in accordance with the time limits and procedures laid down by the regulations in force.

The *curriculum vitae* of the member of the governing body is enclosed with the documents relating to the shareholders' meeting and available on the "Corporate Governance" section on the Company's website.



The **MailUp Group** is a result of technological research and entrepreneurial success of MailUp S.p.A. (MAIL.MI) (ISIN IT0005040354), the parent company that developed a digital cloud computing platform used by SMEs and large corporations to communicate with customers via email and SMS. Upon establishing itself as a leader in the ESP industry and listing on the AIM market of the Italian Stock Exchange, MailUp has embarked on a path of growth through acquisitions acquiring both established companies and startups: Acumbamail (Spanish and Latam markets), Globase (Nordics market), and Agile Telecom (wholesale SMS market). The brand portfolio is completed by BEE, an email editor launched in 2017 as a complementary business line, which already has thousands of customers worldwide. Today, the MailUp Group is a leading European player in the field of marketing technologies thanks to more than 18,600 customers and 900 resellers on the international market, in over 100 countries. www.mailupgroup.com

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