



Digital Media Solutions Announces 1-for-15 Reverse Stock Split and Favorable Amendment of Credit Agreement

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CLEARWATER, Fla., Aug. 18, 2023 (GLOBE NEWSWIRE) -- Digital Media Solutions, Inc. (NYSE: DMS) today announced that its Board of Directors approved a reverse stock split of the Company's Class A common stock and Class B common stock at a ratio of 1-for-15. Earlier, on April 28, 2023, a majority of the Company's stockholders approved a reverse stock split subject to the Board of Directors determining the final ratio. The reverse stock split is expected to be effective after market close on August 28, 2023 (the "Effective Time"). The Company's Class A common stock will begin trading on a split-adjusted basis on the New York Stock Exchange (NYSE) at the market open on August 29, 2023.

At the Effective Time, every 15 issued and outstanding shares of the Company's Class A common stock and Class B common stock will be converted automatically into one share of the Company's Class A common stock and Class B common stock, respectively, without any change in the par value per share. Once effective, the reverse stock split will reduce the number of shares of Class A common stock issued and outstanding from approximately 40.9 million to approximately 2.7 million and Class B common stock issued and outstanding from approximately 25.1 million to approximately 1.7 million.

No fractional shares will be issued in connection with the reverse stock split. Stockholders who otherwise would be entitled to receive a fractional share will instead be entitled to receive one whole share of common stock in lieu of such fractional share.

The reverse stock split will affect all stockholders uniformly and will not alter any stockholder's percentage interest in the Company's equity, except to the extent that the reverse stock split would result in a stockholder owning a fractional share and such shareholder receives a whole share in lieu thereof. Proportional adjustments will be made to the terms of the Company's Series A and Series B preferred stock, its stock options, performance stock units, restricted stock units and warrants.

Holders of the Company's Class A common stock and Class B common stock held in book-entry form or through a bank, broker or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to a broker's particular processes, and do not need to take any action in connection with the reverse stock split. Stockholders of record will be receiving information from Continental Stock Transfer & Trust Company, the Company's transfer agent, regarding their stock ownership post-split. Stockholders who hold shares in brokerage accounts should direct any questions concerning the reverse stock split to their brokers; all other stockholders may direct questions to the transfer agent, Continental Stock Transfer & Trust Company, who can be reached at 212-509-4000.

The reverse stock split will not modify any rights or preferences of the Company's Class A common stock or Class B common stock. The reverse stock split is intended to increase the market price per share of the Company's Class A common stock to ensure the Company regains full compliance with the NYSE share price listing rule and maintains its listing on the NYSE. As previously announced, the Company can regain compliance with the NYSE's continued listing standards if, as of the last trading day of any calendar month during the six-month cure period that ends September 29, 2023, the Company's Class A common stock has a closing share price of at least \$1.00 and an average closing share price of at least \$1.00 over the prior 30 trading-day period. The Company anticipates that the effects of the reverse stock split will be sufficient for the Company to regain compliance with the NYSE's continued listing standards.

The trading symbol for the Company's Class A common stock will remain "DMS." The new CUSIP number for the Company's Class A common stock following the reverse stock split will be 25401G 403.

Additionally, DMS today also announced that its bank lender group has unanimously agreed to amend the Company's Credit Agreement.

The amendment provides flexibility to the business while navigating the challenging insurance industry environment, including through covenant relief and the optional ability to pay in kind for the next four quarters.

"We express our sincere appreciation to our lender group for their continued confidence and unwavering support as we strategically position the Company for future growth," commented Joe Marinucci, DMS CEO. "Their steadfast commitment remains pivotal as we navigate toward an exciting horizon of opportunities."

The First Amendment is qualified in its entirety by reference to the full text thereof, which is attached to our Current Quarterly Report on Form 10-Q for the period ended June 30, 2023, as Exhibit 10.1.

About DMS:

Digital Media Solutions, Inc. (NYSE: DMS) is a leading provider of data-driven, technology-enabled digital performance advertising solutions connecting consumers and advertisers within the auto, home, health, and life insurance, plus a long list of top consumer verticals. The DMS first-party data asset, proprietary advertising technology, significant proprietary media distribution, and data-driven processes help digital advertising clients de-risk their advertising spend while scaling their customer bases. Learn more at <https://digitalmediasolutions.com>.

Forward-Looking Statements:

This press release includes "forward-looking statements" within the meaning of that term in Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended, and are made in reliance upon such acts and the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. DMS's actual results may differ from its expectations, estimates and projections and consequently, you should not rely on these forward-looking statements as predictions of future events. These forward statements are often identified by words such as "expect," "estimate," "project," "budget," "forecast," "anticipate," "intend," "plan," "may," "will," "could," "should," "believes," "predicts," "potential," "continue," and similar expressions. These forward-looking statements include, without limitation, (i) the impact of the reverse stock split on the trading

market for the Company's common stock and the Company's warrants, including the trading price, liquidity, trading volume, volatility and marketability of the common stock and the Company's warrants after the reverse stock split; (ii) public perception of the reverse stock split in light of the history of reverse stock splits for other companies and the potential impacts on the trading market or price of the common stock and the Company's warrants; (iii) the likelihood that the reverse stock split will result in any permanent increase in the trading price per share of common stock or price per warrant; and (iv) whether or not the reverse stock split will cure any deficiency with respect to its under, and allow the Company to regain compliance with, Section 802.01C of the NYSE Listed Company Manual. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. Most of these factors are outside DMS's control and are difficult to predict. Factors that may cause such differences include, but are not limited to: (1) DMS's ability to attain the expected financial benefits from the ClickDealer transaction, (2) any impacts to the ClickDealer business from our acquisition thereof, (3) the COVID-19 pandemic or other public health crises; (4) management of our international expansion as a result of the ClickDealer acquisition; (5) changes in client demand for our services and our ability to adapt to such changes; (6) the entry of new competitors in the market; (7) the ability to maintain and attract consumers and advertisers in the face of changing economic or competitive conditions; (8) the ability to maintain, grow and protect the data DMS obtains from consumers and advertisers, and to ensure compliance with data privacy regulations in newly entered markets; (9) the performance of DMS's technology infrastructure; (10) the ability to protect DMS's intellectual property rights; (11) the ability to successfully source, complete and integrate acquisitions; (12) the ability to improve and maintain adequate internal controls over financial and management systems, and remediate material weaknesses therein, including any integration of the ClickDealer business; (13) changes in applicable laws or regulations and the ability to maintain compliance; (14) our substantial levels of indebtedness; (15) volatility in the trading price of our common stock and warrants; (16) fluctuations in value of our private placement warrants; and (17) other risks and uncertainties indicated from time to time in DMS's filings with the SEC, including those under "Risk Factors" in DMS's Annual Report on Form 10-K and its subsequent filings with the SEC. There may be additional risks that we consider immaterial or which are unknown, and it is not possible to predict or identify all such risks. DMS cautions that the foregoing list of factors is not exclusive. DMS cautions readers not to place undue reliance upon any forward-looking statements, which speak only as of the date made. DMS does not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based.

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