

NOMAD COMMUNICATION OBLIGATIONS PROCEDURE

DOMINION HOSTING HOLDING S.P.A.

1. INTRODUCTION

1.1 This procedure (the “**Procedure**”), governing the fulfillment of the communication obligations to the Nomad (as defined below) by Dominion Hosting Holding S.p.A. (the “**Company**”) pursuant to the AIM Italia Issuers’ Regulations – Mercato Alternativo del Capitale adopted by Borsa Italiana S.p.A. (“**Borsa Italiana**”) on 15th September 2014, as amended and integrated from time to time (“**AIM Italia Issuers’ Regulations**”), was approved by the Board of Directors of the Company on 24 June 2016 pursuant to Article 31 of the AIM Italia Issuers’ Regulations.

1.2 The Procedure regulates the process through which the Company provides the Nomad with any information which may be necessary, opportune or reasonably requested by the latter to fulfill its duties according to the AIM Italia Issuers’ Regulations and according to the AIM Italia - Alternative Capital Market Nominated Advisers Regulations, as amended and integrated from time to time (the “**Nomad Regulations**”).

1.3 The Nomad (as defined below) is obliged to assist and support the Company also in connection with the fulfillment of its communication obligations provided for under the European Regulations 596/2014 (“**Regulations 596/2014**” or “**M.A.R.**”), provided that the person which is responsible to the competent authority for the compliance with the M.A.R. is the Company, while the Nomad shall be responsible exclusively to Borsa Italiana for such activities of assistance and support.

1.4 This Procedure shall come into effect from the initial date of trading of the Company’s ordinary shares on AIM Italia – Mercato Alternativo del Capitale, a multi-lateral trading facility organized and managed by Borsa Italiana (“**AIM Italia**”).

2. DEFINITIONS

The terms and expressions capitalized are defined as follows:

Board of Statutory Auditors: means the Company's Board of Statutory Auditors in office from time to time.

Board of Directors: means the Company's Board of Directors in office from time to time.

Managing Director: means any director to which the Board of Directors has granted powers pursuant to Article 2381, paragraph 2, of the Italian Civil code.

Nomad: means the company acting as the Nominated Adviser of the Company in compliance with the provisions set forth in the AIM Italia Issuers' Regulations, the M.A.R. and the Nomad Regulations.

3. PROCEDURE ADDRESSEES

3.1 This Procedure is addressed to each Managing Director of the Company in order to ensure a timely and effective fulfillment of the obligations undertaken by the Company, also under contract, to the Nomad.

3.2 Each Managing Director, for individual tasks, although always under his/her own responsibility and supervision, may delegate other executive directors or one or more employees of the Company the operating activities related to the fulfillment of the abovementioned obligations.

4. NOMAD COMMUNICATION OBLIGATIONS

4.1. The Company shall communicate in a timely manner to the Nomad the following information:

- (a) any initiative or significant change to the ownership, capital or financial situation of the Company or its subsidiaries, or any significant internal and/or external event with regard to the appointment of the Nomad, including, without limitation, any planned corporate capital increase transaction (made also for coordinating with the Nomad the technical procedures for collecting contributions and the execution of the necessary communications to Borsa Italiana and Monte Titoli S.p.A.), the undertaking of significant spending commitments, investment or disinvestment in other companies or inter-company loans, as well as any initiative that may be considered as a significant transaction or a reverse take-over pursuant to Articles 12 and 14 of the AIM Italia Issuers' Regulation. Such significant information shall be deemed communicated in a timely manner to the Nomad with the delivery of the call notice of the Board of Directors (including the relevant agenda), called to resolve upon the relevant decisions/assessments and, where the Nomad is not present although invited to the Board of Directors'

meeting, with the subsequent forwarding of a draft of the minutes of the Board of Directors' meeting or, where the minutes have been already approved by the Board of Directors, with the forwarding of the copy of the minutes, within 10 working days following the date of the meeting;

- (b) any changes in the Board of Directors proposed to the Shareholders' meeting and/or to the Board of Directors; in this case the Company shall communicate in advance the calling of the Board of Directors to the Nomad with indication of the co-option proposals of directors to be debated by the Board of Directors, together with the resume and other necessary information concerning the profile of the candidates. Where the appointment of members of the Board of Directors is on the agenda of the shareholders' meeting, the timely communication of the call notice of the relevant Shareholders' meeting is considered sufficient to fulfill the above-stated requirements;
- (c) any request from the competent Regulatory Authorities and/or the Judicial Authority; the Company shall forward such request to the Nomad within the day after the receipt of said requests, in digital form, as an attachment to an e-mail;
- (d) the prior request of written consent to the communication of inside information including press releases and all information whose circulation is required by the AIM Italia Issuers' Regulations or any applicable laws and regulations for companies listed on multilateral trading facilities. This requirement shall always be deemed as timely executed when completed the day before the market disclosure or, in exceptional circumstances, during the day of the final deadline established by the regulatory and/or legal provisions of the communications which the Company must issue;
- (e) the prior calling of the Board of Directors of the Company, with the agenda of the meeting and the necessary information for attendance attached: forwarding shall be considered timely where sent on the same date as to the members of the Board of Directors of the Company;
- (f) any other information requested by the Nomad or to be communicated according to the obligations undertaken by the Company to the Nomad. The issue of the information in this paragraph shall always be considered timely where a specific deadline has not been set by the Nomad in its request or in the agreements with the Company.

4.2 All communications should be sent through e-mail to: direzione@dominion.it.

5. VERIFICATION OF THE STATE OF IMPLEMENTATION OF THIS PROCEDURE

5.1. The Chairman of the Board of Directors, in opening the Board of Directors meetings, verifies systematically the obligatory communications defined in this Procedure, deferring the handling of any matters not communicated to the Nomad, except with the written consent of the Nomad.

5.2 The Nomad, having ascertained non-fulfillment of the Procedure, shall inform the Board of Statutory Auditors which is held to report the above stated non-fulfillment for the necessary actions to a meeting of the Board of Directors.

6. AMENDMENTS TO THE PROCEDURE

6.1 The provisions of this Procedure will be updated and/or integrated by and at the expense of the Board of Directors of the Company, on the proposal of each Managing Director, in order to take account of all legal or regulatory provisions from time to time applicable and the application experience and best practice knowledge gained in this regard.

6.2 Where it is necessary to update and/or supplement individual provisions of this Procedure following any changes in the applicable legal or regulatory provisions, or specific requests from the Supervisory Authorities, from Borsa Italiana or from the Nomad, this Procedure shall be amended and/or integrated by the Board of Directors of the Company, on the proposal of each Managing Director.

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