

PROCEDURE FOR SETTING UP AND KEEPING A REGISTER OF PERSONS WITH ACCESS TO INSIDE INFORMATION

DOMINION HOSTING HOLDING S.P.A.

1. INTRODUCTION

This procedure (the “**Procedure**”) was adopted by Dominion Hosting Holding S.p.A. (the “**Company**”) to regulate the institution and the keeping of the register of persons with access to inside information (the “**Register**”).

This Procedure has been approved by the Company’s Board of Directors (the “**Board of Directors**”) on 24 June 2016 and 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. INSIDE INFORMATION

Pursuant to Article 7 of the European Regulations 596/2014 (“**Regulations 596/2014**” or “**M.A.R.**”) on market abuse, Inside Information (“**Inside Information**”) means any information of a precise nature, which has not been made public, relating, directly or indirectly, to the Company or one or more of its financial instruments listed on AIM Italia and which, if it were made public, would be likely to have a significant effect on the prices of such financial instruments or on the price of related derivative financial instruments prices (collectively, the “**Financial Instruments**”).

An Inside Information is considered of precise nature if:

- a) it indicates a set of circumstances which exists or which may reasonably be expected to come into existence, or an event which has occurred or which may reasonably be expected to occur; and
- b) it is specific enough to enable a conclusion to be drawn as to the possible effect of which set of circumstances or event described in paragraph a) above on the prices of the Financial Instruments. In this respect, in the case of a protracted process which is intended to bring about, or which results in, particular circumstances or a particular event, those future circumstances or

that future event, and also the intermediate steps of that process which are connected with bringing about or resulting in those future circumstances or that future event, may be deemed to be precise information. Furthermore, an intermediate step in a protracted process shall be deemed to be an Inside Information if, by itself, it satisfies the criteria of Inside Information as referred to described in this article.

An information which, if it were made public, would be likely to have a significant effect on the prices of the Financial Instruments shall mean information which a reasonable investor would be likely to use as part of the basis of his/her investment decisions.

3. NATURAL OR LEGAL PERSONS IDENTIFIED IN THE REGISTER

Pursuant to the Regulations (EU) 347/2016, the Register is composed of two sections:

- (a) the first section contains the name or company name of those natural and legal persons (the “**Persons**”) which, by reason of their working or professional activities or by reason of their functions carried out, have access to Inside Information on an occasional basis (**Model I**), such as, for example, the Company’s employees and the external consultants which, in respect of specific engagements, have access on an occasional basis to Inside Information;
- (b) the second section contains the name or company name of those Persons which, by reason of their working or professional activities or by reason of the functions carried out, have access to Inside Information on a regular basis (**Model II**), such as, for example, any Chief Executive Officer, the Investor Relator, the audit firm;

Without prejudice to the foregoing:

- (1) the registrations in Model I may be made for specific and non-recurring projects and activities, such as, for example, extraordinary financial transactions, acquisitions and disposals of assets, businesses, shareholdings;
- (2) the registrations in Model II may be made for recurring or continuing projects and activities, such as, for example, the processes of preparation and auditing of accounting data for the period and of the budget;

4. MANNER FOR KEEPING THE REGISTER

The Register is kept in electronic format and consists in a system accessible through Internet/Intranet, protected by appropriate security measures and access filters. There is only one Register for both the Company and its subsidiaries (the “**Subsidiaries**”) and is kept by Mr. Giandomenico Sica (the “**Keeper**”). In addition to any other functions described in this Procedure, the Keeper tends to the criteria and methods to be adopted for the keeping, management and search of the information contained in the Register, so as to ensure easy access, management, consultation, extraction and printing.

5. CONTENT, UPDATING AND RETENTION OF THE REGISTER

The Register, with reference to all the Persons registered therein, contains the following information:

- (a) number of registration;
- (b) registration date;
- (c) personal data (surname, name and tax code or company name, registered seat, number of registration in the Companies’ Register and tax code). For legal persons, entities or professional associations, also the personal data of the subject who is able to identify those who have specific access to an Inside Information are indicated;
- (d) reason for the registration in the Register;
- (e) date of notification of the communication to the Person of his/her registration;
- (f) date and time at which that Person obtained access to Inside Information;
- (g) date of the updating of the information already entered in the Register;
- (h) date of notification of the communication that the information contained in the Register has been updated;
- (i) date of cancellation of the Person from the Register;
- (j) reason of cancellation of the Person from the Register;
- (k) date of notification of the communication of cancellation from the Register.

The Register must be promptly updated by the Keeper when:

- (a) the reason for which the Person is registered in the Register changes, including the case in which the registration of the Person must be changed from one section of the Register to the other;
- (b) a new Person must be registered in the Register;
- (c) it must be noted that a Person registered in the Register no longer has access to the Inside Information, specifying the date from which the access no longer take place.

The Keeper shall always specify the date and time when the change triggering the updating occurred.

The information on the Persons registered in the Register is kept by the Company for 5 (five) years from the registration or the updating.

6. NOTICE TO THE PERSONS REGISTERED IN THE REGISTER

Immediately after the registration of a Person in the Register, the Keeper shall inform him/her:

- (a) of his/her registration in the Register;
- (b) of all legal and regulatory obligations deriving from having access to Inside Information; and
- (c) of all applicable sanctions in the event of commission of Insider Trading, unauthorized dissemination of Inside Information and Market Manipulation offences.

This notice is given by a communication in accordance with the form in **Annex 1**, sent by e-mail. The Keeper also informs the Persons already registered in the Register of any updates that regard them, by means of communication in accordance with the form in **Annex 2**, sent by e-mail, as well as if they are cancelled from the Register, by means of a communication in accordance with the form in **Annex 3** to be sent by e-mail.

The Keeper keeps a copy of all communications sent on a durable support to ensure proof and traceability of compliance with the notification obligations.

The Keeper provides the Persons who request it with a print copy of all information regarding them contained in the Register.

7. COMMUNICATION OF THE PERSONS TO THE KEEPER

Every Persons shall:

- (a) alternatively (i) return by e-mail, duly signed for receipt, a copy of this Procedure (in pdf format), accepting its contents, or (ii) accept this Procedure accepting its contents by electronic confirmation;
- (b) comply with the provisions contained herein.

8. SANCTIONS

8.1 Without prejudice to the right of the Company to take action for any damage and/or liability that might derive for it from conduct in violation of this Procedure by the interested parties, pursuant to the specific procedure concerning the management and handling of Inside Information, strictly linked to this Procedure, it is reminded that Insider Trading and Market Manipulation are crimes and the relevant offenders are punishable with both penal sanctions (pursuant to articles 184 and 185 of the TUF) and administrative sanctions (pursuant to articles 187-*bis* and 187-*ter* of the TUF).

8.2 When a person outside the Company and the Subsidiaries is engaged to take the task, on their own behalf or in their name of, the duty of filing, updating and keeping the Register, the Company remains fully responsible to the compliance of this Procedure; in any case, the Company keeps always the right to access to the Register.

9. FINAL PROVISIONS

The Keeper sends a copy of the Register to Borsa Italiana S.p.A. as soon as possible upon request.

The Keeper takes the task of updating the Procedure in light of all legal provision which are applicable from time to time and of the gained application experience, submitting to the Board of Directors, through a Chief Executive Officer (if the Keeper is a Chief Executive Officer), the proposals for any change and/or supplementation to the Procedure deemed necessary and opportune.

The Keeper shall promptly communicate in writing to the Persons every change and/or supplementation of the Procedure and obtain acceptance of the new contents of the Procedure in the forms and in the manner described in Article 7 above.

ANNEX 1

Registration in the Register

[place], [date]

In compliance with all laws and regulations as well as the Procedure of Dominion Hosting Holding S.p.A. (the “**Company**”) for the keeping and updating of the register of persons with access to Inside Information (the “**Register**”), I, in my capacity as Responsible for the keeping and updating of such Register, inform you that you have been registered in the Register for the following reason: [●] [*specify reason*]

We remind you that persons who have access to Inside Information must comply with the applicable laws and regulations regarding persons with access to inside information as well as with the Procedure and with the provisions contained in the “Internal procedure for the management and handling of confidential information and for the outside communication of documents and information” adopted by the Company, available on the website [www.](#) [●]

Sanctions

Please find below a brief description of the sanctions provided for under the TUF in the event of crimes of (i) Insider Trading and (ii) Market Manipulation¹:

(a) “Insider Trading” (article 184 and article 187-bis of the TUF)

Pursuant to article 184 of the TUF, the crime of Insider Trading is committed by any person:

1. who, possessing inside information by virtue of his membership of the administrative, management or supervisory bodies of an AIM Italia Issuer, his holding in the capital of an AIM Italia Issuer or the exercise of his employment, profession, duties, including public duties, or position (primary insider):
 - (i) buys, sells or carries out other transactions involving, directly or indirectly, for his own account or for the account of a third party, financial instruments using such information;

¹ For a more detailed description of such provisions herein described please refer to Part V, Title I-bis of the TUF.

- (ii) discloses such information to others outside the normal exercise of his employment, profession, duties or position;
 - (iii) recommends or induces others, on the basis of such information, to carry out any of the transactions referred to in paragraph (i) above;
2. who, possessing Inside Information by virtue of the preparation or execution of criminal activities, carries out any of the actions referred to in paragraph 1 above.

The penal sanction for the crime of Insider Trading regarding transactions that concern financial instruments admitted to trading on an Italian multilateral trading facility (MTF) is a fine up to Euro one hundred and three thousand two hundred ninety-one and the arrest up to 3 (three) years.

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As anticipated, Article 187-bis, paragraph 1, of the TUF is applicable to all transactions concerning the financial instruments admitted to trading on an Italian multilateral trading facility (MTF). Pursuant to such article, without prejudice to the penal sanctions applicable when the Insider Trading constitutes a criminal offence, a pecuniary administrative sanction for an amount from Euro twenty thousand to Euro three million shall be imposed on any person who, possessing inside information by virtue of his membership of the administrative, management or supervisory bodies of an AIM Italia Issuer, his holding in the capital of an AIM Italia Issuer or the exercise of his employment, profession, duties, including public duties, or position:

- (a) buys, sells or carries out other transactions involving, directly or indirectly, for his own account or for the account of a third party, financial instruments using such information;
- (b) discloses such information to others outside the normal exercise of his employment, profession, duties or position;
- (c) recommends or induces others, on the basis of such information, to carry out any of the transactions referred to in paragraph (a) above.

The same sanction is applied to anyone who, possessing inside information by virtue of the preparation or execution of criminal activities, carries out any of the actions described in Article 187-bis, paragraph 1 of the TUF, and to anyone who, possessing inside information, knowing or capable of knowing through ordinary diligence its inside nature

based on ordinary diligence, carries out any of the actions referred to therein.

The abovementioned administrative fine can be increased up to three times or up to the higher amount of ten times the product or the profit of the crime where considering the personal situation of the guilty party or the magnitude of the product or the profit of the crime, the fine appears inadequate even if the maximum is applied.

For the cases referred to in the Article 187-bis, paragraph 1 of the TUF, attempted violations shall be treated as completed violations.

(b) Market Manipulation (article 185 and article 187-ter of the TUF)

Pursuant to article 185 of the TUF, anyone who disseminates false information or sets up sham transactions or employs other devices concretely likely to produce a significant alteration in the price of financial instruments is punished, regarding transactions concerning the financial instruments admitted to trading on an Italian multilateral trading facility (MTF) and for which the admission was requested or authorized by the AIM Italia Issuer, with a fine up to Euro one hundred and three thousand two hundred ninety-one and the arrest up to 3 (three) years.

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Pursuant to Article 187-ter of the TUF, without prejudice to the penal sanctions applicable when the action constitutes a criminal offence, a pecuniary administrative sanction for an amount from Euro twenty thousand to Euro five million shall be imposed on anyone:

- (a) who, through the media, including the Internet, or by any other means, disseminates information, rumours or false or misleading news that give or are likely to give false or misleading signals as to financial instruments;
- (b) who carries out:
 - (i) buy or sell transactions or places orders to buy or sell which give, or are likely to give, false or misleading signals as to the supply of, demand for or price of financial instruments;
 - (ii) carries out buy or sell transactions or places orders to buy or sell which secure, by a person or persons acting in collaboration, the price of one or several financial instruments at an abnormal or artificial level;

- (iii) carries out buy or sell transactions or places orders to buy or sell which employ fictitious devices or any other form of deception or contrivance;
- (iv) employs other fictitious devices likely to give false or misleading signals as to the supply of, demand for or price of financial instruments.

For the abovementioned crimes under paragraphs (i) and (ii) above, anyone who demonstrate that he/she acted for legitimate reasons and in accordance with the accepted market practice of the interested market cannot be punished with an administrative sanction.

The abovementioned administrative fine can be increased up to three times or up to the higher amount of ten times the product of the crime or the profit therefrom when, in view of the personal situation of the guilty party or the magnitude of the product of the crime or the profit therefrom, the fine appears inadequate even if the maximum is applied.

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Processing of Personal data

Pursuant to Section 13 of Legislative Decree 196/03, the Personal Data Protection Code (“Decree”), the Company, as Data Controller, is obliged to provide concerned parties with information on the processing of their personal data (“Processing”), meaning thereby any information regarding the concerned parties themselves.

This privacy notice allows you to know the nature of your processed personal data, the purposes and the methods of the processing, any recipients of the data, and the rights to which you are entitled under the Decree.

Your personal data which are the object of processing in the Register under the cited provisions are: last name, first name, fiscal code, the company you belong to, and the reason for registration in the Register.

No data are processed in addition to those mentioned.

For the future, other personal data of the same nature may be collected and processed for the purposes indicated herein.

The processing is carried out by Dominion Hosting Holding S.p.A., for the purpose of fulfilling the obligations set forth by the cited legal and regulatory provisions, as the Company is listed on regulated markets.

Data Processing Methods

In keeping with the provisions in force in this regard, the data are processed manually and electronically by means of the collection, cataloguing and custody of the documents containing the data. The data in question will be stored at the company's registered office in Via Caldera n. 21, Milan, in archives kept in locked cabinets. The personnel has been properly instructed so as to ensure confidentiality and to avoid loss, destruction, unauthorized access or impermissible processing of the data in question.

Refusal to allow the processing of your personal data will make it impossible for the Company to comply with its legal responsibilities.

The processing is carried out solely with logics and by means of organizational forms that are closely connected with the obligations, duties and purposes of this privacy notice.

The data will be kept for a period not exceeding the time necessary for the purposes for which they were collected or subsequently processed in conformity with what is provided by the legal obligations and will be destroyed within five years of such time as the reason for their processing has ceased to exist.

Prompt communication will be given of your cancellation from the Register.

The company's Personal Data Processor is the Legal and Corporate Affairs Department of the Company.

Categories of Parties to Whom the Data Must Be Communicated

The recipient of your personal data, communicated within limits strictly pertinent to the obligations, duties and purposes set out above, is Consob.

We guarantee that we will take the utmost care that the communication of your personal data to the aforesaid recipient regards exclusively those data necessary for achieving the specific intended purposes.

The Decree provides that concerned parties may exercise the rights set forth in Section 7, the text of which is appended hereto.

In the spirit of absolute transparency and correctness with which the company intends to manage this matter, we assure you of our complete availability for any necessary clarifications and of our cooperation in complying with the requirements.

Best regards

**The Responsible for keeping and
updating the Register**

ANNEX 2

Updating of data entered in the Register

[place], [date]

In compliance with the applicable laws and regulations as well as the Procedure Dominion Hosting Holding S.p.A. (the “**Company**”) for the keeping and updating of the register of persons with access to Inside Information (the “**Register**”), I, in my capacity as Responsible for such Register , inform you that on [●] [*specify date*] Your personal data that are the object of processing were updated and in particular [●][*specify which one among: surname, name, fiscal code, company of reference, reason for the registration*] for the following reason: [●] [*specify reason*]

Best regards

**The Responsible for keeping and
updating the Register**

ANNEX 3

Cancellation from the Register

[place], [date]

In compliance with the applicable laws and regulations as well as the Procedure Dominion Hosting Holding S.p.A. (the “**Company**”) for the keeping and updating of the register of persons with access to Inside Information (the “**Register**”), I, in my capacity as Responsible for such Register , inform you that on [●] [*specify date*] the reason for Your registration in the Register ceased to exist. Accordingly, Your personal data that are the object of processing(surname, name, fiscal code, company of reference, reason for the registration) shall be cancelled after 5 (five) years from [●] [*repeat the date specified above*]

Best regards

**The Responsible for keeping and
updating the Register**