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MINUTES OF THE ORDINARY SHAREHOLDERS' MEETING HELD ON 26TH APRIL

2017

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On 26th April 2017, at 14.00, at Eunomia – Studio di Avvocati, Via Fieno 1, 20123, Milano, is held the Ordinary Shareholders' Meeting of Dominion Hosting Holding S.p.A., with a share capital equal to Euro 142,000 (one hundred and forty two thousand) fully paid up, tax code and registration number in the Milan Companies Register 09150720960, R.E.A. no. MI - 2073142, listed on the AIM Italia – Alternative Investment Market, organized and managed by Borsa Italiana S.p.A. (the “**Company**”). Pursuant to Article 23 of the Bylaws, the Chairman of the Board of Directors, Giandomenico Sica, takes the chair of the Meeting and, after having welcomed the participants, announces:

- that the share capital of Euro 142,000 (one hundred and forty two thousand) is divided into no. 1,420,000 (one million four hundred and twenty thousand) ordinary shares, without expressed par value;
- that the shares of the Company are currently traded on the AIM Italia – Alternative Investment Market managed by Borsa Italiana S.p.A;
- that the Meeting being held today had been duly convened in ordinary session pursuant to the law and the Bylaws, by means of notice published in the newspaper Milano Finanza on 11th April 2017 and made available on the Company's website on the same date;
- that for the Board of Director are present, in addition to the Chairman, the Directors Antonio Domenico Baldassarra, Matija Jekovec and Uroš Čimžar;
- that, for the Board of Statutory Auditors, Umberto Lombardi, Stefano Pizzutelli and Pierluigi Pipolo have justified their absence;
- that there are currently 7 participants entitled to vote, in person or via proxies (the relevant proxies are kept in the Company's files), holding a total of 1,000,000 (one million) shares, representing 70.422% (seventy/422) of the share capital. A list of the names of the shareholders participating directly or via proxies, with an indication of the shares held by each of them, drafted in compliance with article 2375, paragraph 1, of the Italian civil code, is attached hereto sub annex A;
- that, for the shares currently represented in this Meeting, the fulfilments envisaged by the law have been met;
- that he will communicate any variation in the number of participants during the Shareholders' Meeting, in order to keep that number updated;

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- that the identity and the entitlement of the participants have been ascertained and, in particular, the compliance of the proxies to the applicable provisions of the law and the Bylaws has been verified by personnel authorized by the Chairman;
- that, according to the Shareholders' journal and the additional communication and information available to the Company, the following directly or indirectly hold shares with voting right in an amount equal or greater than 5% of the share capital with voting rights (pursuant to AIM Regulation):

SHAREHOLDER	SHARES	% OF SHARE CAPITAL
Seeweb S.r.l.	360.000	25,352%
Giandomenico Sica	200.000	14,085%
Martin Romih	108.350	7,630%
Matija Jekovec	108.350	7,630%
Matjaž Jazbec	108.350	7,630%
Uroš Čimžar	108.350	7,630%

- that the Company is not aware of any shareholders agreement under article 2341-*bis* of the Italian Civil Code;
- that the Company currently doesn't hold any treasury share.

The Chairman:

- since the documentation regarding the agenda (in particular, the Report of the Board of Directors on the items of the Agenda) was made available to the public at the Company's registered office and on the Company's website, and therefore is available to all participants, proposes to omit their reading, limiting the same to the resolution proposal contained in the Report of the Board of Directors. The Shareholders unanimously agree to skip the reading of the Report on the items on the Agenda;
- informs that votes in this Shareholders' meeting will be casted by a show of hands.

The Chairman invites the Shareholders to declare the possible existence of impeding causes or causes of suspension to the right of vote relevant to the items of the agenda. None of those present declared such causes.

The Chairman therefore declares the Shareholders' meeting properly constituted and able to discuss and decide on the items listed on the agenda and appoints the lawyer Stefano Zangrando, who accepts, as Secretary of this Meeting, inviting the Shareholders to confirm such appointment.

Then, the Chairman reads the agenda:

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1. Approval of the financial statements of Dominion Hosting Holding S.p.A. and Report of the Board of Directors on Management. Presentation of the consolidated financial statements as of 31st December 2016.
2. Increase in the number of members of the Board of Directors from 4 to 5 and consequent appointment of a member possessing independence requirements. Related and consequent resolutions.
3. Determination of the compensation due to the Board of Directors.
4. Authorization to the purchase and sale of treasury shares.

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With regard to the **first item on the agenda**, the Chairman takes the floor and reminds the shareholders that they are called to approve the financial statements of the Company as of 31st December 2016. The Chairman recalls that the financial statements, jointly with reports and other documents requested by applicable law, has been made available to the public in compliance with the law. The Chairman provides the participants with the main data arising from the financial statements of the Company and the consolidated financial statements of the group. In particular, the Chairman points out the presence of losses of the Company equal to Euro 521,812.73 (five hundred twenty-two thousand eighty twelve/73) (essentially caused by costs linked to the admittance to the listing of the Company on the AIM – Alternative Investment Market), losses that is deemed appropriate to cover through the use of the Share Premium reserve.

Having said that, the Chairman reads the resolution proposal relevant to the first item on the agenda: *‘The Shareholders’ Meeting of the Company, having examined the data of the financial statement of Dominion Hosting Holding S.p.A. as of 31st December 2016, the Board of Director’s Report on Management, Board of Statutory Auditors’ Report and Auditing Company’s report*

resolves

- (i) *to approve the financial statements of the Company as of 31st December 2016, accompanied by the Board of Director’s Report on Management, Board of Statutory Auditors’ Report and Auditing Company’s report;*
- (ii) *to cover the losses equal to Euro 521.812,73 from the 2016 financial year through the use of the Share Premium reserve;*
- (iii) *to grant to the Chairman of the Board of Directors, Giandomenico Sica, the broadest power, also through proxies, in accordance with law, in order to implement this resolution and deposit it for registration in the Registro delle Imprese, making formal and non-substantial changes and integrations, if necessary or appropriate, that may be requested by the competent authorities;*

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(iv) to acknowledge the presentation of the consolidated financial statements as of 31st December 2016”.

Once finished the reading of the resolution proposal, the Chairman opens the discussion of the first item on the agenda.

With no one asking to take the floor, the Chairman puts the above resolution to the vote.

At the end of the voting, the Chairman declares that the aforementioned resolution is unanimously approved.

*

The Chairman moves on to the discussion of the **second item on the agenda** and, in this respect, he reminds the shareholders that they have been summoned this Ordinary Shareholders Meeting in order to resolve upon the increase in the number of members of the Board of Directors from 4 (four) to 5 (five) and the simultaneous appointment of a member possessing independence requirements pursuant to articles 147-*quater* and 148, paragraph 3, of *Testo unico delle disposizioni in materia di intermediazione finanziaria* (D.lgs. 58/1998) and Corporate Governance Code for Listed Companies, in the person of Dr. Guido Busato. The Chairman recalls that such appointment would be appropriate in order to grant the Company the contribution of a Director of great professional experience, who will express minority shareholders’ interest, for the benefit of the whole corporate governance.

The documents relevant to Dr. Busato, in particular his *curriculum vitae*, the acceptance of the office and the declaration of possession of independence requirements, are attached hereto sub annex B.

The mandate of the independent director will expire together with the mandate of other directors, i.e. with the shareholder’s meeting to approve the financial statements as of 31st December 2018.

That having been said, the Chairman reads the resolution proposal relevant to the second item on the agenda:

“The Shareholders’ Meeting of the Company

resolves

- (i) to approve the increase in the Board of Directors from four to five members;*
- (ii) to appoint Dr. Guido Busato, born in Milano on 12 March 1963 as independent director of the Company, whose mandate will expire together with the mandate of other directors, i.e. with the shareholder’s meeting to approve the financial statements as of 31st December 2018;*
- (iii) to grant to the Chairman of the Board of Directors, Giandomenico Sica, the broadest power, also through proxies, in accordance with the law, in order to implement this resolution and deposit it for registration in the Registro delle Imprese, making formal and non-substantial changes and integrations, if necessary or appropriate, that may be requested by the competent authorities”.*

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Once finished the reading of the resolution proposal, the Chairman opens the discussion of the second item on the agenda.

With no one asking to take the floor, the Chairman puts the above resolution to the vote.

At the end of the voting, the Chairman declares that the aforementioned resolution is unanimously approved.

*

With regard to the **third item on the agenda**, the Chairman states that, pursuant to article 38 of the Company's Bylaws and article 2389 of Italian civil code, the Shareholders' Meeting is called to resolve upon the compensation of the Board of Directors for the year 2017. Upon proposal of the Board of Directors, the Chairman proposes to grant to each director an attendance fee of Euro 500 (five hundred/00) for each Board meeting in which each director will take part in 2017 and therefore, with regard of the third item on the agenda, the Chairman reads the following resolution proposal:

“The Shareholders’ Meeting of the Company

resolves

- (i) to grant to each director an attendance fee of Euro 500 (five hundred/00) for each Board meeting in which each director will take part in 2017;*
- (ii) to grant to the Chairman of the Board of Directors, Giandomenico Sica, the broadest power, also through proxies, in accordance with law, in order to implement this resolution, making formal and non-substantial changes and integrations, if necessary or appropriate, that may be requested by the competent authorities”.*

Once finished the reading of the resolution proposal, the Chairman opens the discussion of the third item on the agenda.

With no one asking to take the floor, the Chairman puts the above resolution to the vote.

At the end of the voting, the Chairman declares that the aforementioned resolution is unanimously approved.

*

With regard to the **fourth and last item on the agenda**, the Chairman informs the Shareholders that the Company has not yet purchased any treasury share under the authorization granted by the Shareholders' Meeting on 9th June 2016; so, in order to maintain the Company's ability to purchase and sale treasury shares, within limits set forth by the law, is deemed appropriate to renovate such authorization for the following eighteen months. To this end, the Chairman, after having recalled the benefit deriving to the Company from the purchase and sale of its own shares, proposes to resolve an

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authorization to purchase and sale of shares with no significant variation compared with the authorization resolved by the Shareholders' Meeting on 9th June 2016.

Having said that, the Chairman deems that the participants can move to the vote relevant to the fourth and last item on the agenda; therefore he puts forward for a vote the following resolution proposal:

'The Shareholders' Meeting of the Company

resolves

- i) to revoke the previous authorization for the purchase and sale of treasury shares of 9th June 2016;*
- ii) to authorize, in accordance with Article 2357 of the Italian civil Code, the Company to purchase and sell treasury shares, at the price and under terms and conditions specified below:*
 - a) the maximum number of shares purchased shall have an aggregate par value – inclusive the possible shares purchased by controlled companies – not exceeding 20% (twenty per cent) of the share capital pro tempore (in any case, in compliance with the applicable regulation of AIM Italia, with particular regard with the free float and equal treatment requirements);*
 - b) the purchase and sale of treasury shares will be made, in the Company's interest and in compliance with the applicable law and equal treatment principle, in order to pursue the following goals: (i) intervene through authorised intermediaries to support the liquidity of the stock on the market, in order to ensure the regular trend of trading pursuant to the market good practice identified by Supervisory Authority; (ii) create a securities portfolio pursuant to the market good practice from time to time identified by Supervisory Authority; (iii) purchase treasury shares from beneficiaries of possible stock options plan; (iv) enable the use of treasury shares within transaction linked to the ordinary business of the Company or to projects consistent with Company's strategy, in relation to which the opportunity to shares exchange will materialize; (v) enable the investment in treasury shares in order to make an efficient use of the cash generated by the ordinary business of the Company (vi) any other purpose provided by any applicable, national and European, law and regulation;*
 - c) the purchase of treasury shares shall be made pursuant to Articles 2357 and following of the Italian Civil Code, Rules for Companies of AIM and to any other applicable law and regulation, national and European, and consistent with market practices allowed by Consob pursuant article 180, paragraph 1, lett. c), TUF, at a price that could not be 20% (twenty per cent) higher and lower than the reference price registered by the security in the Stock Exchange trading session preceding each individual transaction. The aforementioned parameters are deemed to be adequate in order to identify the price range within which the purchase is deemed appropriate with regard to the interest of the Company; d) the disposal and in particular the sale of treasury shares under the shareholders' authorizations could be made: (i) through transaction*

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in cash, and in such case the sales shall be made within the stock exchange in which the Company is listed or off-exchange, at a price that could not be 20% (twenty per cent) higher and lower than the reference price registered by the security in the stock exchange trading session preceding each individual transaction; or (ii) through cash transaction or via exchange, contribution, or other disposal not in cash, and in such case, without price limits;

- e) the purchase, also in several tranches, shall be made within the limits of distributable profits and available reserves as shown on the most recently approved financial statements, including interim financial statements, duly approved at the moment of the transaction;*
- f) the maximum number of treasury shares that can be purchased on a daily basis could not be 25% (twenty five per cent) higher than the average daily shares traded on the market during the previous 20 (twenty) days, without prejudice to the provisions and exceptional cases identified by Regulation 2273/2003/CE and, if applicable, from Schedule 1 of Consob resolution 16893/2009 ("Ammissione della prassi di mercato prevista dall'art. 180, comma 1, lettera c), del TUF inerente all'attività di sostegno della liquidità del mercato") or, in any case, the possible different measure provided for in subsequent provisions of the law applicable from time to time;*

iii) to grant to the Board of Directors, the broadest power necessary to execute the purchases and disposals and to otherwise carry out the authorisation here described, in compliance with any requirements of the competent authorities;

iv) to set out that the authorization to purchase treasury shares is valid until a different resolution and, in any case, for a period not exceeding 18 (eighteen) months;

v) to set out that the authorization to the disposal of treasury shares has no time limits".

Once finished the reading of the resolution proposal, the Chairman opens the discussion of the fourth item on the agenda.

With no one asking to take the floor, the Chairman puts the above resolution to the vote.

At the end of the voting, the Chairman declares that the aforementioned resolution is unanimously approved.

* * *

There being nothing left to discuss, the Chairman declared the meeting closed at 14.41, following the reading, approval and signing of this minutes by the Chairman and the Secretary.

Attached to this report:

- A) list of the names of the shareholders participating directly or via proxies, with an indication of the shares held by each of them and the results of the vote for each item on the agenda;

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B) documents relevant to Dr. Guido Busato.

The Chairman
Giandomenico Sica

The Secretary
Stefano Zangrando

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ANNEX A

LIST OF PARTICIPANTS, DIRECTLY OR VIA PROXIES, WITH INDICATION OF THE SHARES HELD BY EACH OF THEM

SHAREHOLDER	SHARES	% OF THE SHARE CAPITAL	PROXY	PROXY HOLDER	SIGNATURE
SEEWEB S.R.L. (legally represented by Antonio Baldassarra)	360.000	25,352%	NO		
GIANDOMENICO SICA	200.000	14,085%	NO		
MATIJA JEKOVEC	108.350	7,630%	NO		
UROŠ ČIMŽAR	108.350	7,630%	NO		
MATJAŽ JAZBEC	108.350	7,630%	YES	MATIJA JEKOVEC	
MARTIN ROMIH	108.350	7,630%	YES	MATIJA JEKOVEC	
TOMAŽ KOŠTIAL	6.600	0,465%	YES	MATIJA JEKOVEC	
TOTAL	1.000.000	70,422%			

1. APPROVAL OF THE FINANCIAL STATEMENTS OF DOMINION HOSTING HOLDING S.P.A. AND REPORT OF THE BOARD OF DIRECTORS ON MANAGEMENT. PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS AS OF 31ST DECEMBER 2016.

SHAREHOLDER	IN FAVOUR	AGAINST	ABSTEINED
SEEWEB S.R.L.	✓	-	-
GIANDOMENICO SICA	✓	-	-
MATIJA JEKOVEC	✓	-	-
UROŠ ČIMŽAR	✓	-	-
MATJAŽ JAZBEC	✓	-	-
MARTIN ROMIH	✓	-	-
TOMAŽ KOŠTIAL	✓	-	-
TOTAL	7	0	0

2. INCREASE IN THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS FROM 4 TO 5 AND CONSEQUENT APPOINTMENT OF A MEMBER POSSESSING INDEPENDENCE REQUIREMENTS. RELATED AND CONSEQUENT RESOLUTIONS.

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SHAREHOLDER	IN FAVOUR	AGAINST	ABSTEINED
SEEWEB S.R.L.	✓	-	-
GIANDOMENICO SICA	✓	-	-
MATIJA JEKOVEC	✓	-	-
UROŠ ČIMŽAR	✓	-	-
MATJAŽ JAZBEC	✓	-	-
MARTIN ROMIH	✓	-	-
TOMAŽ KOŠTIAL	✓	-	-
TOTAL	7	0	0

3. DETERMINATION OF THE COMPENSATION DUE TO THE BOARD OF DIRECTORS.

SHAREHOLDER	IN FAVOUR	AGAINST	ABSTEINED
SEEWEB S.R.L.	✓	-	-
GIANDOMENICO SICA	✓	-	-
MATIJA JEKOVEC	✓	-	-
UROŠ ČIMŽAR	✓	-	-
MATJAŽ JAZBEC	✓	-	-
MARTIN ROMIH	✓	-	-
TOMAŽ KOŠTIAL	✓	-	-
TOTAL	7	0	0

4. AUTHORIZATION TO THE PURCHASE AND SALE OF TREASURY SHARES.

SHAREHOLDER	IN FAVOUR	AGAINST	ABSTEINED
SEEWEB S.R.L.	✓	-	-
GIANDOMENICO SICA	✓	-	-
MATIJA JEKOVEC	✓	-	-
UROŠ ČIMŽAR	✓	-	-
MATJAŽ JAZBEC	✓	-	-
MARTIN ROMIH	✓	-	-
TOMAŽ KOŠTIAL	✓	-	-
TOTAL	7	0	0

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ANNEX B

DOCUMENTS RELEVANT TO DR. GUIDO BUSATO