



Dominion Hosting Holding S.p.A.

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www.dhh.international

DIRECTORS' REPORT CONCERNING THE ITEMS ON THE AGENDA OF THE
ORDINARY SHAREHOLDERS' MEETING CALLED ON 30 APRIL 2018

Milan, 11 April 2018

This report is available at the Company's registered office and on the Company's website www.dhh.international

Dear Shareholders,

you have been called to the Ordinary Shareholders Meeting of Dominion Hosting Holding S.p.A. (the "**Company**") on 30 April 2018, at 10:30, in single call, at Eunomia – Studio di Avvocati, Via Fieno no. 1, to discuss and resolve on the following

AGENDA

1. *Approval of the financial statements of Dominion Hosting Holding S.p.A. as at 31 December 2017. Presentation of the consolidated financial statements as of 31 December 2017;*
2. *Determination of the compensation due to the Board of Directors.*

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1. **Approval of the financial statements of Dominion Hosting Holding S.p.A. as at 31 December 2017. Presentation of the consolidated financial statements as of 31 December 2017.**

With regard to the first item on the agenda, after the approval by the Board of Directors of the Company on 28th March 2018 of the draft financial statements of the Company as of the 31st December 2017, the Shareholders' meeting is called to approve the financial statements of the Company, pursuant to article 2364, paragraph 1, no. 1, of the Italian Civil Code.

Copies of the draft financial statements related to the financial year ended on 31st December 2017, the Board of Statutory Auditors' Report and Auditing Company's report are available to Shareholders at the Company's registered office as well as on Company's website. Please refer to such report to have a global illustration of the first item on the agenda.

In particular, the abovementioned draft financial statements shows that the Company as a single entity reported a profit of EUR 1,738.00. In light of the above, the Board of Directors deems appropriate to propose to the Shareholders' Meeting to allocate such operating result to the legal reserve.

We take this opportunity to present to the Shareholders' Meeting the consolidated financial statements as of 31st December 2017 which is already approved by the Board of Director's resolution on 28 March 2018.

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In light of the above, we invite you to take the following resolutions:

“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 2017, the Board of Statutory Auditors’ report and Auditing Company’s report

resolves

- (i) to approve the financial statements of the Company as of 31st December 2017, accompanied by the Board of Statutory Auditors’ report and Auditing Company’s report;
- (ii) to allocate a profit of EUR 1,738.00 of the Company to legal 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;
- (iv) to acknowledge the presentation of the consolidated financial statements as of 31st December 2017”.

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2. Determination of the compensation due to the Board of Directors

With regard to the second item on the agenda, article 38 of the Company's by-laws, regulating the compensation of the Board of Directors, in addition to provide the reimbursement of expenses incurred in connection with the office, refers to article 2389 of the Italian Civil Code.

The Shareholders' meeting is called to resolve upon the compensation of the Board of Directors for the year 2018. The Board of Directors propose to grant to each director an attendance fee of Euro 500 (500/00) for each Board meeting in which each director will take part in 2018.

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In light of the above, we invite you to take the following resolutions:

“The Shareholders' Meeting of the Company

resolves

- (i) to grant to each director an attendance fee of Euro 500 (500/00) for each Board meeting in which each director will take part in 2018;
- (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”.

Milan, 11 April 2018

On behalf of the Board of Directors

The Chairman

Giandomenico Sica

