

## **Publication of Notice of Call of Ordinary and Extraordinary Shareholders' Meeting**

*Milan, 28 May 2020.* DHH S.p.A. ("DHH") (DHH.MI | WDHH21.MI) (ISIN shares IT0005203622 | ISIN warrants IT0005203689), the cloud computing provider of Southeast Europe, announces that the ordinary and extraordinary shareholders' meeting will be held at the Mariconda Chiantini notary offices at via Pattari 2, Milan, 20122 on 30 June 2020 at 11:00 a.m. on first call and, if necessary, on second call on 6 July 2020 at the same place and time, to discuss and pass resolutions on the following

### **Agenda**

#### Ordinary Part

1. Authorisation of reverse takeover to be carried out through the merger by incorporation of Seeweb Holding S.r.l. into Dominion Hosting Holding S.p.A. Related and consequent resolutions.

#### Extraordinary Part

1. Merger by incorporation of Seeweb Holding S.r.l. into Dominion Hosting Holding S.p.A. Related and consequent resolutions, also as per Article 49, paragraph 1, g) of CONSOB Regulation No. 11971/1999 for the purpose of the exemption from the obligation to launch a public takeover bid; modifications to the following articles of association: Article 2 (Registered Office); 6 (Share Capital and Shares); 7 (Financial Instruments); 8 (Bonds); 10 (Loans and Contributions); 11 (Transferability and Trading of Shares); 12 (Withdrawal); 13 (Management and Coordination); 14 (Public Takeover Bids); 15 (Reporting Obligations Concerning Significant Shareholdings); 16 (Notices of Call and Location of Shareholders' Meetings); 19 (Powers of Extraordinary Shareholders' Meetings); 20 (Shareholders' Meeting Quorums); 22 (Shareholders' Meetings via Teleconferencing); 23 (Chair and Secretary of Shareholders' Meetings. Minutes); 26 (Board of Directors); 29 (Chair and Minutes of Board of Directors' Meetings); 30 (Meetings of the Board of Directors via Teleconferencing); 31 (Replacement of Directors); 32 (Loss of Office by Directors); 33 (Management Powers of the Management Body); 38 (Directors' Fees); 40 (Board of Statutory Auditors); 42 (Financial Statements and Profits); 43 (Winding Up and Liquidation); elimination of Article 36 (Strategic Committee); and inclusion of new Article 39 (Related-Party Transactions), with consequent renumbering, all with effect from the effective date of the above merger vis-à-vis third parties.

The date and/or the location of, and/or attendance and/or voting at, and/or unfolding of the shareholders' meeting indicated in the notice of call are subject to applicable legislation and provisions issued by the competent authorities with regard to the COVID-19 emergency, as well as to fundamental principles concerning the safeguarding of the health of shareholders, employees, representatives, and consultants of the company. Any changes and/or additions to the information contained in this notice of call will be made available on the company's website (<https://www.dhh.international/>) and in any other manner required by law or applicable regulations.

### SHARE CAPITAL AND VOTING RIGHTS

The company's share capital is €148.855,00, divided into 1.488.550 ordinary shares with no par value; each share grants the right to one vote in the company's ordinary and extraordinary shareholders' meetings.

### ATTENDANCE AND VOTING ELIGIBILITY

Under Article 83-*sexies* of Legislative Decree No. 58 of 24 February 1998, entitlement to attend the shareholders' meeting and exercise related voting rights is confirmed to the company by the intermediary for the party holding the voting right and based on the intermediary's records at the end of the 7th (seventh) trading day prior to the date of the shareholders' meeting on first call (i.e. 19 June 2020 – record date). Credit and debit entries on accounts after the above term will not be taken into account for the purpose of voting eligibility at the shareholders' meeting; therefore those who come to own shares after the above term will not be entitled to attend and vote in the shareholders' meeting. The company must receive the intermediary's communication by the end of the 3rd (third) trading day prior to the date of the shareholders' meeting (i.e. by 25 June 2020). Eligibility to attend and vote in the shareholders' meeting and exercise voting rights remains valid if the intermediary's communication is received by the company even after the above deadline, provided that they arrive before the start of the meeting.

### ADDITIONAL GUIDELINES FOR REMOTE ATTENDANCE

In light of the COVID-19 emergency and in consideration of Article 106 of Law Decree No. 18 of 17 March 2020 aimed at minimising travel and meetings, attendance and voting are to take place **exclusively via videoconferencing** at the following link <https://us02web.zoom.us/j/86336663372>. Those who wish to attend the shareholders' meeting must send, by 12:00 on 26 June 2020, a request to the company's email address, [info@dhh.international](mailto:info@dhh.international), attaching: *(i)* a copy of the intermediary's communication as per the section above (*Attendance and Voting Eligibility*); *(ii)* a copy of a valid photo I.D. If the attendee is a representative of a legal entity or a proxy as per the section below (*Proxy*

*Voting*), proof of the right to attend the meeting or to grant a proxy must also be submitted; and *(iii)* the duly signed proxy form. By the end of the day on 29 June 2020, the company will inform the parties that have duly provided the above documentation (responding to the same email address from which the documentation was sent) the PIN required to attend the shareholders' meeting. Parties that do not meet the above requirements will not be entitled to attend or to vote.

### **PROXY VOTING**

Those who are entitled to attend the shareholders' meeting may be represented through a written proxy, in compliance with applicable legislation. A shareholders' meeting proxy form is available on the company's website <https://www.dhh.international/> under the section "*For Investors*". Voting electronically or via correspondence is not allowed.

### **LOGISTICAL ASPECTS**

Shareholders (or their proxies) are asked to log in punctually via videoconferencing to ensure that the shareholders' meeting can take place as planned. Verification of attendees will start half an hour before the meeting begins.

### **DOCUMENTATION**

Upon the publication of this notice of call, the following documentation will be made available to the public at the Company's registered office at via Caldera 21, Milan and on its website <https://www.dhh.international/> under the section "*For Investors*", as well as in any other manner envisaged under applicable law and regulations: *(i)* the documentation concerning the merger, as per Article 2501-*septies* of the Italian Civil Code; *(ii)* the form that parties entitled to attend the shareholders' meeting can use for proxy voting; and *(iii)* the board of directors' report on the proposals concerning the agenda items. Shareholders have the right to obtain a copy of this documentation.

This notice of call will also be published on the company's website <https://www.dhh.international/> under the section "*For Investors*" and in the "Gazzetta Ufficiale", Parte II n. 63 of 28 May 2020.

For the Board of Directors

The Chairman

**Giandomenico Sica**



## **About DHH S.p.A.**

Established in July 2015 and located in Milan, DHH SpA (“DHH”) is a tech-group that provides the “virtual infrastructure” to run websites, apps, e-commerces and software as a service solutions to 100.000+ customers across Southeast Europe (the so-called “Adriatic Sea area”), a geographic area where expected growth rates are higher thanks to current lower digital penetration.

DHH is listed on AIM Italia, a Multilateral Trading Facility regulated by Borsa Italiana and registered as an SME Growth Market.

For more information please visit: [www.dhh.international](http://www.dhh.international)

## **Contact**

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