

MINUTES OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

REPUBLIC OF ITALY

The year two thousand and twenty, on the thirtieth day...
of June

at 11.00 a.m.

In Milan, Galleria Pattari 2

30 June 2020

I, the undersigned, Mr SIMONE CHIANTINI, Notary Public in Milan, with office at Galleria Pattari 2, registered with the Registry of Notarial Districts of Milan, Busto Arsizio, Lodi, Monza and Varese,

have drafted and signed the minutes of the ordinary and extraordinary shareholders' meeting of "Dominion Hosting Holding S.p.A.", or, in abbreviated form, "DHH S.p.A." with registered office in Milan, Via Caldera 21, resolved share capital of EUR 223,739.50, subscribed and paid in for EUR 148,855.00, tax code, VAT number and registration number with the Companies Registry of Milan Monza Brianza Lodi 09150720960, a company incorporated under Italian law with securities traded on the AIM Italia market organised and managed by Borsa Italiana S.p.A. (hereinafter also referred to as the "**Company**" or the "**Incorporating Company**" or "**DHH**"), registered in the special section for Innovative SMEs. The meeting was called for today, at 11.00 a.m., in first call, to be held exclusively by means of telecommunications and specifically by video conference via the Zoom platform, in accordance with Article 106, Paragraph 2 of Decree Law No. 18 of 17 March 2020 (the "*Cura-Italia* Decree") converted by Law No. 27 of 24 April 2020, to discuss and resolve on the following

Agenda:

Ordinary Part

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

Extraordinary Part

1. Merger plan for the incorporation of Seeweb Holding S.r.l. into Dominion Hosting Holding S.p.A. Related and consequent resolutions, also under Article 49, Paragraph 1, point g) of Consob Regulation No. 11971/1999 for the purpose of exemption from the obligation to make a global takeover bid, including an amendment to Articles 2 (Registered Office), 6 (Capital and Shares), 7 (Financial Instruments), 8 (Bonds), 10 (Loans and Contributions), 11 (Transferability and Trading of Shares), 12 (Withdrawal), 13 (Company Subject to Management and Coordination), 14 (Provisions Concerning Takeover Bids), 15 (Information Obligations in relation to Significant Shareholdings), 16 (Calling and Place of Shareholders' Meetings),

19 (Powers of the Extraordinary Shareholders' Meeting), 20 (Quorums in Shareholders' Meetings), 22 (Shareholders' Meetings by Teleconference), 23 (Chairperson and Secretary of the Shareholders' Meeting. Minutes), 26 (Board of Directors), 29 (Chairperson and Minutes of Board of Directors Meetings), 30 (Board of Directors Meetings by Teleconference), 31 (Replacement of Directors), 32 (Termination of Office of Directors), 33 (Management Powers of the Board of Directors), 38 (Directors' Remuneration), 40 (Board of Statutory Auditors), 42 (Financial Statements and Profits) and 43 (Dissolution and Winding-up) of the Bylaws, elimination of Article 36 (Strategic Committee) and insertion of new Article 39 (Related Party Transactions) with consequent renumbering, all of which taking effect from the effective date of the merger vis-à-vis third parties.

I, the Notary Public, have connected by video conference from my office as agreed, and I acknowledge the following.

The Chairperson of the Company's Board of Directors, GIANDOMENICO SICA, born in Codogno on 26 June 1982 and domiciled for the purposes of the office at the Company's registered office, connected by video conference, identified by me in accordance with the provisions of Article 106, Paragraph 2 of Legislative Decree No. 18 of 17 March 2020, took the chair and asked me to draw up the minutes of this meeting, to be signed only by me, the Notary Public.

The chair noted that:

- the notice of call for this shareholders' meeting, held in first call, was published in the Official Gazette, Part Two, No. 63 of 28 May 2020 and on the Company's institutional website at <https://www.dhh.international/>, in the "For Investors" section, and was also sent to Borsa Italiana S.p.A.;

- as stated in the notice of call, in consideration of the COVID-19 health emergency and taking into account the provisions of Article 106 of Decree Law No. 18 of 17 March 2020 (known as the "*Cura-Italia* Decree"), intended to minimise travelling and gatherings, attendance at the meeting and exercise of voting rights could take place exclusively by video-conferencing by connecting through the following link <https://us02web.zoom.us/j/86336663372>;

- the Chairperson, GIANDOMENICO SICA, and Directors ANTONIO DOMENICO BALDASSARRA, born in Sora on 26 October 1965, and MATIJA JEKOVEC, born in Ljubljana (Slovenia) on 19 June 1978 of the Board of Directors were connected by video conference through Zoom;

- no members of the Board of Statutory Auditors were present, all of them having justified their absence;

- the subscribed and paid-in share capital amounted to EUR 148,855.00 (one hundred and forty-eight thousand eight hundred and fifty-five/00), divided into 1,488,550 (one million four hundred and eighty-eight thousand five hundred and fifty) shares with no par value;

- ten (10) shareholders were connected, personally or by proxy, by video conference through Zoom, holding a total number of

1,001,800 (one million one thousand eight hundred) shares representing 67.30% (sixty-seven point thirty percent) of the share capital;

- according to the Company's records and the communications received, the persons attending the shareholders' meeting who hold, directly or indirectly, a shareholding equal to or greater than 5% of the share capital are as follows:

** Seeweb Holding S.r.l., personally, for 360,000 (three hundred and sixty thousand) shares, equal to approximately 24.18% (twenty-four point eighteen percent) of the share capital;

** GIANDOMENICO SICA, personally, for 200,000 (two hundred thousand) shares, equal to approximately 13.44% (thirteen point forty-four percent) of the share capital;

** MARTIN ROMIH, by proxy to MATIJA JEKOVEC, for 108,350 (one hundred and eight thousand three hundred and fifty) shares, equal to approximately 7.28% (seven point twenty-eight percent) of the share capital;

** MATIJA JEKOVEC, personally, for 108,350 (one hundred and eight thousand three hundred and fifty) shares, equal to approximately 7.28% (seven point twenty-eight percent) of the share capital;

** MATJAZ JAZBEC, by proxy to MATIJA JEKOVEC, for 108,350 (one hundred and eight thousand three hundred and fifty) shares, equal to approximately 7.28% (seven point twenty-eight percent) of the share capital;

** UROS CIMZAR, by proxy to MATIJA JEKOVEC, for 108,350 (one hundred and eight thousand three hundred and fifty) shares, equal to approximately 7.28% (seven point twenty-eight percent) of the share capital;

- the shareholders attending the meeting, either in person or by proxy, to whom the respective intermediaries had sent the notice to attend the meeting in accordance with the law, were duly authorised to attend today's meeting, and shareholders MARTIN ROMIH, MATJAZ JAZBEC, UROS CIMZAR, TAMAZ KOSTIAL, "Marlborough European Multi-Cap Fund" and Biagio Piccolo were duly represented by their proxy, with the relevant proxy to be kept in the Company's records;

- as there were no statements following the invitation made by the chairperson to indicate any other significant shareholdings (i.e., persons who attended the shareholders' meeting holding, directly or indirectly, 5% or more of the share capital) known to the Company in addition to the above, no other persons holding other significant shareholdings were present;

- to the Company's knowledge, there are no shareholders' agreements relating to DHH's shareholdings;

- the Company does not hold treasury shares;

- all formalities and documents had been carried out and filed, respectively, as required by the law and regulations in relation to the agenda, including information obligations towards the public and Borsa Italiana S.p.A.;

- the file available on the Company's website for those entitled

to participate contained the documentation relevant to the agenda of today's shareholders' meeting, specifically the explanatory report of the Board of Directors on the proposals concerning the items on the agenda as well as the explanatory report prepared by the Board of Directors on the merger under Article 2501-*quinquies* of the Italian Civil Code, as well as other documents required by law;

- no lack of entitlement to vote under the regulations in force and no situations of exclusion from the right to vote were reported following the invitation made by the chairperson to state any such circumstance;

- those attending by videoconference stated that they had had access in the manner described above to the material and information prepared for the discussion of the items on the agenda so as to be able to follow the meeting, intervene and participate in real time in the discussion on the items;

- having informed those present that (i) compliance of the voting proxies had been verified in accordance with Article 2372 of the Italian Civil Code and the Bylaws; and (ii) in accordance with current privacy legislation, the personal data of the shareholders and those entitled to vote and acquired by the Company for the purposes of attendance at the shareholders' meeting would be processed, including by computerised means, for purposes strictly connected with the performance of shareholders' meeting and corporate obligations, and in any case in such a way as to ensure security and confidentiality, also reminding them that data subjects may exercise their rights, and accordingly request, among other things, to update and rectify their personal data.

At this point, the chairperson, having ascertained the identity and right to participate of the attendees connected by video conference and having obtained (as far as necessary) the consent of all those present to this meeting being held exclusively by telecommunication means, declared the meeting validly and regularly established and quorate to discuss and resolve on the agenda.

The chairperson took the floor and informed those present:

- that the list of attendees, either in person or by proxy, containing the number of shares represented by each of them, indicating any delegating shareholders as well as any persons voting as secured creditors, assignees (*riportatori*) and usufructuaries' (*usufruttuari*), would be attached to these minutes;

- that a summary of the speeches with the names of the related speakers, the answers given and any statements with comments would be included in the minutes of the meeting;

- that the names of the persons voting against, abstaining or leaving before voting a resolution and the relevant number of shares held would be recorded in the minutes of the meeting;

- that personnel appointed by the Company to provide

technical/operational support for today's shareholders' meeting would participate in this meeting, and that the chairperson could request that such personnel or the Company's consultants explain the agenda and answer questions raised in relation to specific items;

- that the office of the Chairperson could authorise using a recording device for this shareholders' meeting to facilitate recording its minutes, and that the relevant recording would be kept for the time strictly necessary for drafting the minutes and then be deleted; the use of other recording devices, cameras or video equipment would not be permitted.

Before moving on to the discussion of the items on the agenda, the chairperson invited the shareholders to examine the documents made available to them as indicated above.

After adequately informing the shareholders and verifying that there were no objections, the chairperson announced that, for the meeting to be conducted smoothly, the individual items on the agenda would be discussed with the relevant resolution proposals, after which questions could be made on the individual items discussed, followed by a break (if necessary) and then discussion with answers to the questions submitted and, finally, voting on the items discussed in a single session.

In this regard, the chairperson invited those present to submit requests to speak by duly requesting the floor at the end of the discussion of each item on the agenda; the chairperson then recommended that the shareholders, to make the shareholders' meeting quicker and smoother and to allow all those concerned to speak, follow the normal rules of good conduct as regards the duration, subject matter and number of speeches, taking into account that it was necessary to make statements that are relevant to the agenda; in any event, the chairperson informed those present that he intended to direct the discussion with reasonable flexibility, taking into account the need to allow all those entitled to speak.

In this regard, the chairperson stated that (i) the maximum duration of each speech is five minutes, (ii) speeches must be clear, concise and strictly relevant to the items on the agenda, (iii) those who have requested the floor have the right to reply only once and for a period not exceeding three additional minutes, and (iv) the chairperson of the shareholders' meeting has the right to invite those who request any detailed information he might not have to directly address persons indicated by the chairperson who have specific expertise in the matter, and the Company may also respond to individual requests outside the context of the shareholders' meeting.

Moving on to the discussion of the only item on the agenda of the ordinary session:

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

resolutions

the Chairperson invited the shareholders to consult the explanatory report of the Board of Directors on the proposals concerning the items on the agenda, as filed in accordance with the regulations at the registered office and published on the Company's website (hereinafter referred to as the "**Report**").

ANTONIO DOMENICO BALDASSARRA, representing shareholder Seeweb Holding S.r.l., asked for and obtained the floor. He proposed to those present that they omit the reading of the Explanatory Report with reference to the only item on the agenda of the ordinary session, as the shareholders had already had the opportunity to extensively review it before today's shareholders' meeting. He also asked the Chairperson to summarise its contents and then move on to the relevant resolution proposal.

After thanking the speaker - and having verified the unanimous consent of those present - the Chairperson, on behalf of the Board of Directors, recalled the reasons to authorise the Board of Directors of the Company, pursuant to Article 18 of the Bylaws, to carry out the merger with Seeweb Holding S.r.l. ("**Seeweb Holding**" or the "**Incorporated Company**") to be carried out through a (reverse) merger of Seeweb Holding into DHH.

In this regard, the Chairperson recalled that on 21 May 2020, DHH, Seeweb Holding's shareholders and Seeweb Holding signed a framework agreement to regulate, among other things, the terms and conditions for the implementation of said merger (the "**Merger**" or the "**Relevant Transaction**").

The Merger is a reverse take-over transaction pursuant to Article 14 of the AIM Italia Rules for Companies, and as such subject to an authorisation of the ordinary shareholders' meeting under Article 18 of DHH's Bylaws and the abovementioned Article 14 of the AIM Italia Rules for Companies.

The Relevant Transaction can be classified as a "significant" related party transaction as (i) Seeweb Holding has a relative majority shareholding in the Incorporating Company (and therefore exercises a significant influence over it) and (ii) Antonio Domenico Baldassarra (as majority shareholder and sole director of Seeweb Holding) is a Director of DHH.

On 14 May 2020, the Independent Director of DHH (in accordance with the "Equivalent Rules" of the Company procedure for transactions with related parties) expressed a favourable reasoned opinion on the Relevant Transaction (and the exchange ratio of the Merger) in light of the aforementioned relationships. The Merger is a reverse merger by virtue of the circumstance that at the date of this report Seeweb Holding holds a total of 360,000 ordinary shares in DHH amounting to 24.18% of the relevant share capital and therefore a shareholder of DHH (the incorporated company) will be incorporated into the company in which it holds shares (the incorporating company).

For further information on the Relevant Transaction and the Framework Agreement, please refer to the relevant Information

Document prepared by the Company pursuant to Article 14 of the AIM Italia Rules for Companies available on the Company's website at <https://www.dhh.international/>.

The ordinary shareholders' meeting was therefore requested, in preparation for the approval of the Merger, to authorise the completion of the Relevant Transaction as a whole in accordance with the provisions of the Bylaws and the regulations referred to above.

The Chairperson then read out the proposed resolution on the first item on the agenda of the ordinary session of this meeting, inviting the shareholders to vote on the following after the end of the discussions:

"The Ordinary Shareholders' Meeting of Dominion Hosting Holding S.p.A.,

- having seen and approved the report of the Board of Directors;*
- having acknowledged the information document prepared in accordance with Article 14 of the AIM Italia Rules for Companies*

resolves

- 1. to authorise the Board of Directors, pursuant to Article 18 of the Bylaws, to carry out the reverse takeover transaction to be carried out through a merger by incorporation of Seeweb Holding S.r.l. into Dominion Hosting Holding S.p.A., in accordance with the provisions of Article 14 of the AIM Italia Rules for Companies, as proposed and explained in the Board of Directors report, and, as a result, to carry out any activities in this regard, all of which subject to the approval by the extraordinary shareholders' meeting of the relevant merger plan, which will also imply the adoption of a new and consequent text of the Bylaws;*
- 2. to confer all powers on the Board of Directors and, on its behalf, on all the members of the Board of Directors in office for the time being, separately from each other, to carry out said transaction, and to carry out all further actions and consequent formalities".*

The Chairperson then declared the discussion open on the first item of the ordinary session of the agenda, inviting those entitled to submit their questions, indicating their name and shares represented, either in person or by proxy.

Ms STELLA D'ATRI took the floor, representing shareholder BIAGIO PICCOLO. She commended the Chairperson for enabling the shareholders to attend the meeting and regretted the absence of all members of the Board of Statutory Auditors, also in view of the possibility of connecting to the meeting by telecommunication means.

No one else took the floor.

Moving on to discuss the only item on the agenda of the extraordinary session:

1. Merger plan for the incorporation of Seeweb Holding S.r.l. into Dominion Hosting Holding S.p.A. Related and consequent resolutions, also under Article 49, Paragraph 1, point g) of

Consob Regulation No. 11971/1999 for the purpose of exemption from the obligation to make a global takeover bid, including an amendment to Articles 2 (Registered Office), 6 (Capital and Shares), 7 (Financial Instruments), 8 (Bonds), 10 (Loans and Contributions), 11 (Transferability and Trading of Shares), 12 (Withdrawal), 13 (Company Subject to Management and Coordination), 14 (Provisions Concerning Takeover Bids), 15 (Information Obligations in relation to Significant Shareholdings), 16 (Calling and Place of Shareholders' Meetings), 19 (Powers of the Extraordinary Shareholders' Meeting), 20 (Quorums in Shareholders' Meetings), 22 (Shareholders' Meetings by Teleconference), 23 (Chairperson and Secretary of the Shareholders' Meeting. Minutes), 26 (Board of Directors), 29 (Chairperson and Minutes of Board of Directors Meetings), 30 (Board of Directors Meetings by Teleconference), 31 (Replacement of Directors), 32 (Termination of Office of Directors), 33 (Management Powers of the Board of Directors), 38 (Directors' Remuneration), 40 (Board of Statutory Auditors), 42 (Financial Statements and Profits) and 43 (Dissolution and Winding-up) of the Bylaws, elimination of Article 36 (Strategic Committee) and insertion of new Article 39 (Related Party Transactions) with consequent renumbering, all of which taking effect from the effective date of the merger vis-à-vis third parties

the Chairperson invited the shareholders to consult the Board of Directors Explanatory Report prepared in accordance with Article 2501-*quinquies* of the Italian Civil Code. (the "**Report under Article 2501-quinquies**").

ANTONIO DOMENICO BALDASSARRA, representing shareholder Seeweb Holding S.r.l. asked for and obtained the floor again. He proposed omitting the reading of the Report with reference to the first item on the agenda of the extraordinary session and of the Report under Article 2501-*quinquies*, as the shareholders had already had the opportunity to extensively review it before today's shareholders' meeting. He asked the Chairperson to summarise its contents and then move on to the relevant resolution proposal. After thanking the speaker - and having verified the unanimous consent of those present - the Chairperson, on behalf of the Board of Directors, referred to the reasons already contained in the documentation made available to the shareholders for the purposes of the shareholders' meeting, stating that was is advisable at today's meeting to discuss and resolve on the merger by incorporation into the Company of "Seeweb Holding S.r.l.", with registered office in Frosinone, Via Armando Vona 66, share capital of EUR 95,199.00 fully paid-up, tax code, VAT number and registration number in the Companies Registry of Frosinone 03043960602, on the basis, within time limits and in the manner described in the merger plan approved by the boards of directors of both companies involved in the merger on 21 May 2020.

The Chairperson announced that all the formalities required to complete the proposed merger had been completed and specifically

that the merger plan had been registered on 26 May 2020 at the Companies Registry of Milan Monza Brianza Lodi for DHH and on 27 May 2020 at the Companies Registry of Frosinone for Seeweb Holding.

The merger plan, with attached the bylaws of the Incorporating Company containing the amendments submitted for the approval of this shareholders' meeting, DHH's financial statements for the last three financial years with, if applicable, the managements reports and the auditor reports, and the financial statements for the year ended 31 December 2019 (as the company has closed only one financial year) with, if applicable, the managements reports and the auditor report, the interim balance sheet of Seeweb Holding as at 29 February 2020 and the reports under Articles 2501-*quinquies* and 2501-*sexies* of the Italian Civil Code of the companies involved in the merger were filed at the registered offices of those companies on 21 May 2020.

The Chairperson specified that there were no holders of financial instruments conferring voting rights in either of the merging companies and pointed out that there had been no significant changes to the assets and liabilities between the date of filing the merger plan at the registered office and today's date and that this circumstance had been notified to the Board of Directors of the other merging company.

Having acknowledged that the formalities required by the law for implementing the planned merger had been completed, the Chairperson explained the methods by which the transaction could be implemented, which had already been specifically indicated in the merger plan.

Specifically, the Chairperson acknowledged that the proposed merger constituted a reverse take-over since Seeweb Holding held a total of 360,000 ordinary shares of DHH amounting to 24.18% of the relevant share capital, meaning that a shareholder of DHH (the Incorporated Company) would be incorporated into a company in which it holds shares (the Incorporating Company), and recalled that the Transaction constituted a reverse take-over under Article 14 of the AIM Italia Rules for Companies.

The merger would be resolved with regard to the Incorporating Company on the basis of the financial statements as at 31 December 2019, as approved by DHH's shareholders' meeting on 27 April 2020, and, with regard to the Incorporated Company, on the basis of the interim balance sheet as at 29 February 2020, as approved by Seeweb Holding's shareholders' meeting on 18 March 2020 (the "**Financial Positions**").

The exchange ratio for the Merger ("**Exchange Ratio**") was determined in good faith between the parties and, for the purposes of determining the respective economic values of the companies involved in the merger (the "**Merging Companies**") and the Exchange Ratio, the Merging Companies' boards of directors were supported by high-repute experts with proven experience in the sector. On the basis of the economic values of DHH and Seeweb Holding,

the directors determined the Exchange Ratio and the resulting number of DHH shares to be issued and assigned to the Seeweb Holding shareholders by virtue of the Merger.

Specifically, in line with the results of the discounted cash flow method with application of the terminal value, as regards DHH, and the equity criterion, as regards Seeweb Holding, and specifically taking into account the values resulting from these methods, the directors determined the following Exchange Ratio, to be submitted to the respective Shareholders' Meetings, as a result of the business combination:

31,828.92 ordinary shares of DHH, with no par value and same entitlement date and rights as DHH's ordinary shares outstanding at the date of the Merger, for every EUR 1,000.00 of Seeweb Holding's share capital

without providing for any cash adjustment.

The Chairperson acknowledged that if the Merger were carried out, on the basis of the Exchange Ratio, DHH would issue a total of 3,030,081 ordinary shares, with no par value, corresponding to a capital increase for the purposes of the Merger for a total nominal value of EUR 303,008.10.

The ordinary shares for the Exchange Ratio would be made available to Seeweb Holding's shareholders, according to the procedures for dematerialised shares centralised in Monte Titoli S.p.A., starting on the effective date of the Merger, if on a trading day, or on the next trading day. Notice of this date would be given to the market by means of a special notice distributed through the SDIR eMarket system and on the Incorporating Company's website at <https://www.dhh.international/>.

The shares of the Incorporating Company to be issued in exchange to Seeweb Holding's shareholders would have the same entitlement and rights as DHH's outstanding shares as at the effective date of the Merger and would grant their holders the same rights as those of the holders of the Incorporating Company's outstanding shares at the time of allotment. They would also be traded on AIM Italia, like the other outstanding ordinary shares.

The Chairperson also specified that the fact that DHH incorporates its shareholder Seeweb Holding in the Merger has an effect on the shares owned by the Incorporated Company in DHH. Specifically, as a result of the Merger, the Incorporating Company would hold 360,000 treasury shares pursuant to Article 2357-bis, Paragraph 1, point 3) of the Italian Civil Code. The DHH shares held by Seeweb Holding in the Incorporating Company would not be cancelled or allocated (not even partially) in exchange to the shareholders of the Incorporated Company as a result of the Merger, but would be acquired into DHH's assets, without prejudice to the prohibition of allocation under Article 2504-ter of the Italian Civil Code, which does not apply to this case. Consequently, the increase in the number of DHH's ordinary shares required for the exchange would be independent of the number of treasury shares that DHH would acquire as a result of the Merger. Following the Merger, therefore, DHH would hold (taking into account the capital

increase for the Merger and without considering any further purchases made by DHH on the market) a total of 360,000 treasury shares equal to 7.97% of the number of ordinary shares outstanding after the Merger. The Chairperson acknowledged that the report pursuant to Article 2501-*sexies* of the Italian Civil Code had been prepared by WPartners S.r.l. auditing firm, with registered office in Milan, Via Macedonio Melloni 10, tax code and VAT No. 06513430964, appointed by the Court of Milan on 7 November 2019 - following a joint request by DHH and Seeweb Holding - as the joint expert in charge of drawing up the report on the fairness of the exchange ratio.

The Chairperson recalled that, as provided in the Merger Plan under Article 2504-*bis* of the Italian Civil Code, the effects of the Merger would be as follows:

- for civil law purposes and for the purposes of effects vis-à-vis third parties, the effective date of the Merger would be the date on which the last of the entries is made in the Companies Registry for the deed of merger ("**Deed of Merger**") as provided under Article 2504-*bis*, Paragraph 2 of the Italian Civil Code, or any different time limit (subsequent to the last entry) as established in the Deed of Merger;
- for accounting purposes, the Incorporating Company's transactions would be recorded in the Incorporating Company's financial statements from the first day of the current financial year to the date on which the Merger becomes effective pursuant to the point above;
- likewise, for income tax purposes in accordance with Article 172, Paragraph 9 of Presidential Decree 917/86, the effects of the Merger would begin from the first day of the current financial year to the date on which the Merger becomes effective civil law purposes.

The Chairperson acknowledged that DHH's shareholders would not be entitled to withdraw under Article 2437 of the Italian Civil Code following any resolution approving the Merger Plan, since none of the causes provided in the Bylaws or by applicable law are satisfied. In this regard, it should be noted that there are no amendments to the provisions of the Bylaws that could give rise, pursuant to Article 2437 of the Italian Civil Code, to the right of withdrawal for shareholders who did not participate in the relevant resolutions.

The Chairperson confirmed and specified:

- that no special treatment is reserved for particular categories of shareholders or holders of securities other than shares or quotas;
- that the Incorporating Company has issued a total of 1,420,000 warrants called "*Warrant Dominion Hosting Holding S.p.A. 2016-2021*", whose rules are available on DHH's website, subjected to dematerialisation under Article 83-*bis et seq.* of the Consolidated Law on Finance (TUF) and admitted to trading on AIM Italia. As of the date hereof, none of these warrants have been exercised and, as a result of the Merger, DHH being the Incorporating Company, the warrants would not undergo any changes or adjustments to the exercise ratio;

- that no special advantages have been proposed in favour of the directors of the merging companies;

- that the companies involved in the merger are not being wound up or subject to insolvency proceedings;

- that the conditions for applying the provisions of Article 2501-*bis* of the Italian Civil Code to this merger are not met. Finally, the Chairperson explained to the shareholders' meeting the reasons why it would be appropriate, as provided in the merger plan, to make a number of amendments to the Bylaws of the Incorporating Company, effective from the effective date of the merger.

Specifically, the Incorporating Company's Bylaws - in addition to the changes resulting from the Merger and in relation to the share capital increase and the number of DHH's ordinary shares in connection with the Merger exchange ratio - would undergo certain changes to bring them in line with the best practices of the AIM Italia market, thus providing for the opportunity to revise them in the context of the Merger.

These amendments to the Bylaws, also specified in the text of the Bylaws attached to the merger plan, would concern specifically the following:

- Article 2 (Registered Office): alignment with Article 33 of the Bylaws (as per the proposed amendment), regarding the possibility for the Board of Directors to transfer the registered office within the Italian territory;
- Article 6 (Capital and Shares): indicating the new share capital and number of shares resulting from the Merger and including the possibility of scrip issues and/or issues to employees;
- Article 7 (Financial Instruments): providing for the possibility, pursuant to the law, to issue shares of different classes and/or entailing different rights, and a consequent change to the title of the article;
- Article 8 (Bonds): specifying the possibility of issuing registered or bearer bonds;
- Article 10 (Loans and Contributions): specifying the possibility of making net equity payments in addition to loans with a repayment obligation;
- Article 12 (Withdrawal): inserting a new type of withdrawal in the case of resolutions leading to exclusion from trading;
- Article 14 (Provisions concerning Takeover Bids): including a purchase obligation and right ("squeeze-out") referred to in the cases under Articles 108 and 111 of the Consolidated Law on Finance (TUF) (for the latter provision, also on a voluntary basis for financial instruments other than shares) and consequent changes necessary for the functioning of said provisions;
- Article 15 (Information Obligations in relation to Significant Shareholdings): including the consequences of non-compliance with the provision and the possibility of

requesting information on shareholdings with a consequent change to the title of the article;

- Article 16 (Calling and Place of Shareholders' Meetings): better specification of the law on how to convene the shareholders' meeting and including an additional daily newspaper ("Italia Oggi") for the purposes of calling shareholders' meetings;
- Article 19 (Powers of the Extraordinary Shareholders' Meeting): including the possibility of delegating to the Board of Directors the power to increase the share capital and issue convertible bonds in accordance with the law;
- Article 20 (Quorums in Shareholders' Meetings): specifying any increases in voting rights and including a reinforced quorum of 90% of the votes of those present at the shareholders' meeting for resolutions for indirect delisting through resolutions involving said event;
- Article 22 (Shareholders' Meetings by Teleconference) and Article 30 (Meetings of the Board of Directors by Teleconference): better specification in relation to the methods of holding meetings by audio/video conference also light of the current possibilities provided by legislation;
- Article 26 (Board of Directors): including a minimum number of directors satisfying the requirement of independence pursuant to Article 148 of the Consolidated Law on Finance (TUF) and providing for list voting for the appointment of the Board of Directors;
- Article 31 (Replacement of Directors): adjustment based on the need to always provide for a minimum number of independent directors;
- Article 32 (Termination of Office of Directors): better specification of the '*simul stabunt simul cadent*' clause (whereby if a director ceases to hold office, the entire board ceases to hold office);
- Article 33 (Management Powers of the Board of Directors): providing for the possibility for the Board of Directors to carry out transaction that may be delegated to it in accordance with Article 2365, Paragraph 2 of the Italian Civil Code (i.e., on the approval of simplified mergers and demergers, establishing secondary offices, indicating directors with powers of representation, reduction of capital in the event of withdrawal, adjustments to legal provisions, transfer of the registered office within the Italian territory);
- Article 36 (Strategic Committee): deleting the provision and consequent renumbering of Articles 36 to 40;
- Article 38 (Directors' Remuneration): including the possibility of providing, in accordance with the law, for an overall basket for remuneration to be distributed subsequently within the Board of Directors;
- Article 39 (Related Party Transactions): insertion of a new

provision necessary to set out the methods and time limits for the approval/carrying out of related party transactions;

- Article 40 (Board of Statutory Auditors): including list voting for the appointment of the board of statutory auditors;
- Article 43 (Dissolution and Winding-up): clarifying the powers that can be delegated to the liquidator and powers delegated to the shareholders;
- Article 11 (Transferability and Trading of Shares), Article 13 (Company Subject to Management and Coordination), Article 23 (Chairperson and Secretary of the Shareholders' Meeting. Minutes), Article 29 (Chairperson and Minutes of Board of Directors Meetings) and Article 42 (Financial Statements and Profits): deleting outdated and no longer applicable provisions, correcting typos or inserting/eliminating definitions and/or terms defined with capital/lowercase letters.

The Chairperson then read out the proposed resolution on the first item on the agenda of the extraordinary session of this shareholders' meeting, inviting the shareholders to vote on the following after the end of the discussions:

"The Shareholders' Meeting of Dominion Hosting Holding S.p.A., having examined, discussed and acknowledged:

- (a) the merger plan drawn up in accordance with Article 2501-ter of the Italian Civil Code and the draft Bylaws which will enter into force on the effective date of the merger, attached to the merger plan;
- (b) the explanatory report of the Board of Directors on the merger plan drafted pursuant to Article 2501-quinquies of the Italian Civil Code;
- (c) the merger financial position consisting of the annual financial statements as at 31 December 2019, pursuant to Article 2501-quater of the Italian Civil Code;
- (d) the report of WPartners S.r.l., as expert appointed by the Court of Milan pursuant to Article 2501-sexies of the Italian Civil Code;
- (e) the further documents filed in copy at the registered office of Dominion Hosting Holding S.p.A. in accordance with Article 2501-septies of the Civil Code

resolves

1. to approve the merger plan filed and registered in accordance with the law and attached to these minutes, and consequently to proceed with the merger by incorporation of Seeweb Holding S.r.l. into Dominion Hosting Holding S.p.A., expressly approving the merger;
2. to increase the share capital of the incorporating company, Dominion Hosting Holding S.p.A., for the purposes of the merger, by a nominal amount of EUR 303,008.10 through the issue of 3,030,081 new ordinary shares with no par value, with dividend rights, all according to the following exchange

ratio: 31,828.92 ordinary shares of DHH, with no par value and same entitlement date and rights as DHH's ordinary shares outstanding at the date of the Merger, for every EUR 1,000.00 of Seeweb Holding's share capital; provided that a total of 360,000 ordinary shares of Dominion Hosting Holding S.p.A. owned by the incorporated company will be acquired to the company's assets as treasury shares in accordance with Article 2357-bis, Paragraph 1, point 3) of the Italian Civil Code;

3. to adopt, with effect from the effective date of the merger towards third parties, the Bylaws attached to the merger plan (see Annex A) consequently approving the amendments to Articles 2 (Registered Office), 6 (Capital and Shares), 7 (Financial Instruments), 8 (Bonds), 10 (Loans and Contributions), 11 (Transferability and Trading of Shares), 12 (Withdrawal), 13 (Company Subject to Management and Coordination), 14 (Provisions Concerning Takeover Bids), 15 (Information Obligations in relation to Significant Shareholdings), 16 (Calling and Place of Shareholders' Meetings), 19 (Powers of the Extraordinary Shareholders' Meeting), 20 (Quorums in Shareholders' Meetings), 22 (Shareholders' Meetings by Teleconference), 23 (Chairperson and Secretary of the Shareholders' Meeting. Minutes), 26 (Board of Directors), 29 (Chairperson and Minutes of Board of Directors Meetings), 30 (Board of Directors Meetings by Teleconference), 31 (Replacement of Directors), 32 (Termination of Office of Directors), 33 (Management Powers of the Board of Directors), 38 (Directors' Remuneration), 40 (Board of Statutory Auditors), 42 (Financial Statements and Profits) and 43 (Dissolution and Winding-up) of the Bylaws, elimination of Article 36 (Strategic Committee) and insertion of new Article 39 (Related Party Transactions) with consequent renumbering;
4. to grant the Board of Directors, and on its behalf, all the members of the Board of Directors in office for the time being, separately from each other:
 - a. also by means of specifically appointed special attorneys-in-fact, the broadest powers, without any exclusion whatsoever, to implement the merger, in the manner and within the time limits provided in the merger plan, as well as in this resolution, without any limitations whatsoever, to
 - (i) draw up and sign the public deed of merger, as well as any acknowledgment, supplementary, instrumental and/or amending deed that may be necessary or appropriate, determining all relevant terms, conditions, clauses, time limits and procedures in compliance with the merger plan;
 - (ii) include in the deed of merger any changes, additions or specifications that may be necessary

or appropriate, including the effective date under Article 2504-bis, Paragraph 2 of the Italian Civil Code;

- (iii) file and publish, in accordance with the law, the text of the Bylaws updated with the changes made under this resolution and following its implementation;
- (iv) generally carry out anything else that is required, necessary, useful or merely appropriate for the complete implementation of the above resolutions, allowing for transfers, registrations, annotations, modifications and rectifications of registrations in public registries and any other competent offices, and submit to the competent authorities any applications, requests, notifications or authorisation requests that may be required or necessary or appropriate for the purposes of the transaction;

- b. the broadest rights to make to shareholders' resolutions any non-substantial changes, additions or deletions that may be necessary, at the request of any competent authority or at the time of registration in the Companies Registry, for and on behalf of the company".

The Chairperson then declared the discussion open on the first item of the extraordinary session on the agenda, inviting those entitled to submit their questions, indicating their name and shares represented, either in person or by proxy.

No one took the floor.

Since no one requested to speak and there was no need to temporarily interrupt the meeting, the Chairperson declared the discussion definitively closed at 11.52 a.m.

Having ascertained that there had been no changes in attendance compared to what had previously been communicated, no one asking for the floor, the Chairperson invited all those present to vote on the proposed resolutions as previously read out.

Therefore, after the voting procedures had been explained, I, the Notary Public, acknowledged that the shareholders' meeting,

in ordinary session

approved

1. the resolution proposal of the Board of Directors on the first item of the ordinary session of the agenda by unanimous vote of the share capital represented at the shareholders' meeting, i.e.:
Votes in favour: 1,001,800 (one million one thousand eight hundred) shares, equal to 67.30% (sixty-seven point thirty percent) of the share capital;

Votes against: 0 shares;

Abstaining: 0 shares.

in extraordinary session,

approved

1. the resolution proposal of the Board of Directors on the first item of the extraordinary session of the agenda by unanimous vote of the share capital represented at the shareholders' meeting, i.e.:

Votes in favour: 1,001,800 (one million one thousand eight hundred) shares, equal to 67.30% (sixty-seven point thirty percent) of the share capital;

Votes against: 0 shares;

Abstaining: 0 shares.

There being no further business to discuss and no one asking for the floor, the Chairperson, having ascertained the affirmative voting result, declared this meeting closed at 11.56 a.m.

The following are attached to these minutes, signed by me, the Notary Public:

- a list of shareholders attending the meeting specifying the number of shares owned by each of them under "A";
- a photocopy of the Explanatory Report of the Board of Directors on the proposals concerning the items on the agenda under "B";
- a photocopy of the Explanatory Report of the Board of Directors drafted pursuant to Article 2501-*quinquies* of the Italian Civil Code under "C";
- a photocopy of the merger plan with the relevant annex, extracted from the records of the Chamber of Commerce, under "D".

This deed was signed, together with the annexes, by me, the Notary Public at 12.08 p.m.

Typed by a person whom I trust on ten sheets for thirty-eight pages, and part of the thirty-ninth up to here, with some parts handwritten by me, the Notary Public.

Signed: Simone CHIANTINI, Notary Public