



# CONSOLIDATED INTERIM PRO-FORMA\* REPORT AS AT 30 JUNE 2020

Financial Statements prepared in accordance with IAS/IFRS principles

- All amounts are in Euro -

**DHH - Dominion Hosting Holding S.p.A.**

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(\*)The consolidated pro-forma represent the effect of the RTO between DHH S.p.A. and Seeweb Holding S.r.l. as appear at 30/06/2020 considering the effects starting from 01/01/2020

# INTRODUCTION

The preparation of the consolidated Financial Statements pro-forma, that include the Statement of Financial Position, the Statement of Income and Comprehensive Income and the Cash Flows, are drawn up for represent the effect of the RTO (Reverse Take Over) between DHH S.p.A. and Seeweb Holding S.r.l. as appear at 30/06/2020 considering the effects starting from 01/01/2020.

The consolidated financial statements pro-forma as at 31/12/2019 is audited and approved and it is included in the Information Document of 21/05/2020 related to RTO between DHH SpA. and Seeweb Holding S.r.l..

The Pro-Forma Statements have been drawn up for illustrative purpose only and are prepared according to the same criteria of the previous one.

The following paragraphs include:

- The consolidated interim pro-forma Statement of Financial Position as at 30 June 2020
- The consolidated interim pro-forma Statement of Income and Comprehensive Income as at 30 June 2020
- The consolidated interim pro-forma Statements of Cash Flows for the six months ended 30 June 2020

The consolidated pro-forma is audited and has been prepared in order to represent the main effects on the statement of Financial Position of the Issuer as at 30 June 2020 and the statement of income and comprehensive income of the Issuer for the first semester ended 30 June 2020.

The Pro-forma Statements have been prepared in order to simulate the statement of financial position and the Profit & Loss statement of the Issuer with the main effects of the RTO as if it had virtually happened, in accordance with assessment criteria consistent with historical data and in accordance with laws:

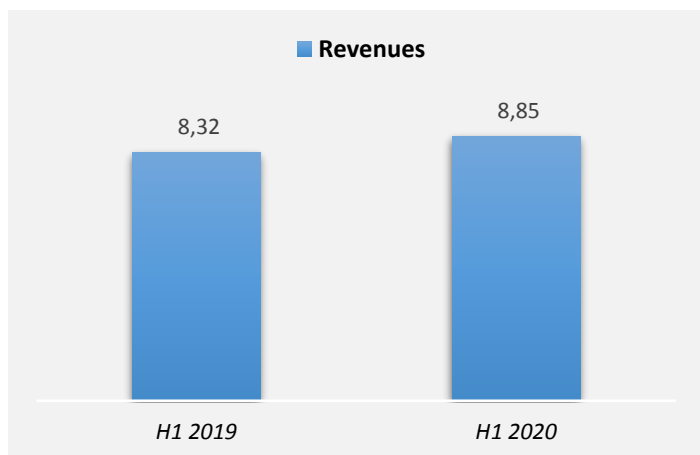
- At the date 1 January 2019, relatively to Pro-Forma Statements as at 31 December 2019 and as at 30 June 2019.
- At the date 1 January 2020, relatively to Pro-Forma Statements as at 30 June 2020.

However, as indicated above, the information contained in the Pro-Forma Statements represent a simulation of the recognized effects that arise from the RTO it is for illustrative purpose only. In particular, since the pro-forma data have been drawn up to retroactively reflect the effects of subsequent Transactions there are limits related to the nature of pro-forma data, despite the respect of commonly accepted rules and the use of reasonable assumptions. So, it should be noticed that if the RTO actually took place at the hypothetical dates, not necessarily would have been obtain the same results shown in Pro-Forma Statements. In addition, considering the different aims of pro-forma data compared to historical data and the different ways of calculation of the effects of RTO on Statement of the Consolidated Pro-Forma Financial Position and the Consolidated Pro-Forma Profit & Loss statement, such documents should be read and understood without to research accounting links between them.

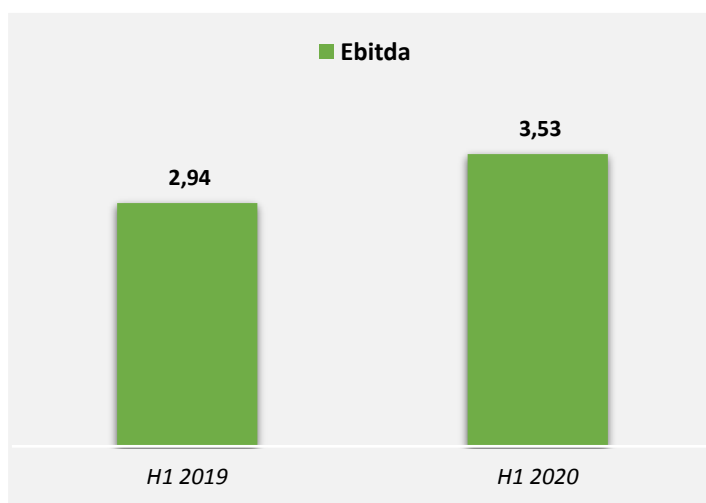
In the end, it should be noticed the Pro-Forma Statements do not in any way represent a forecast of results of the Group DHH and have not to be used in this sense.

The Pro-Forma Statements have been prepared in accordance with the International Financial Reporting Standards and elaborated in accordance with the CONSOB Communication no. DEM/1052803 on 5 July 2001 that governs the methodology of preparation of pro-forma data.

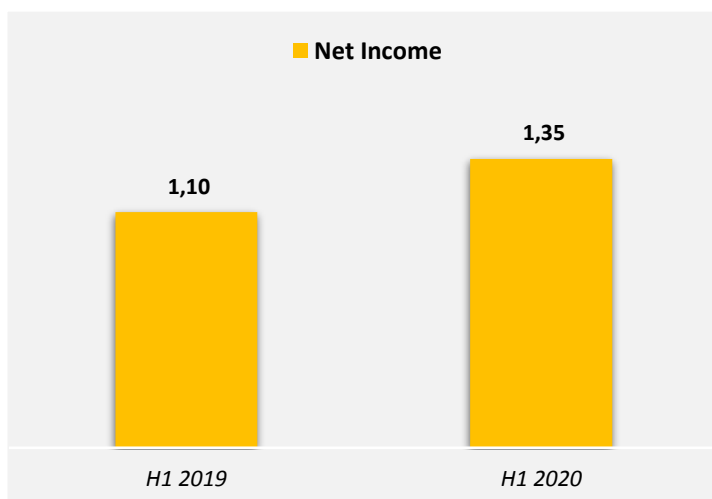
# FINANCIAL HIGHLIGHTS



Consolidated  
**REVENUES**  
equal to  
**8,85M EUR**  
**+6%\***



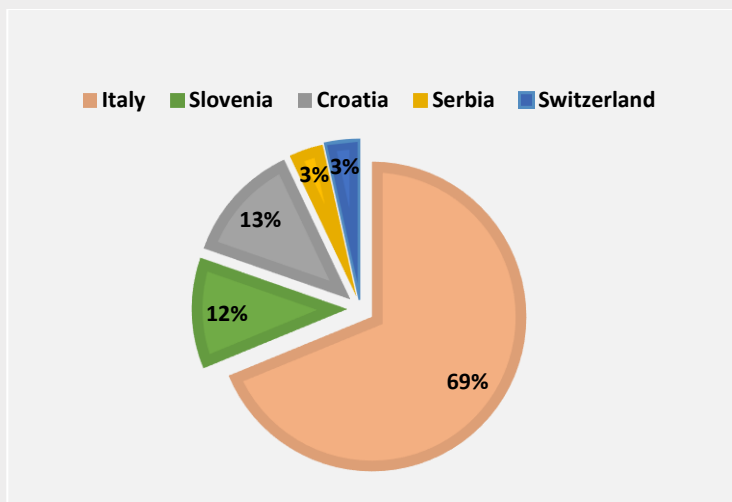
Consolidated  
**EBITDA**  
equal to  
**3,53M EUR**  
**+20%\***



Consolidated  
**NET INCOME**  
equal to  
**1,35M EUR**  
**+23%\***

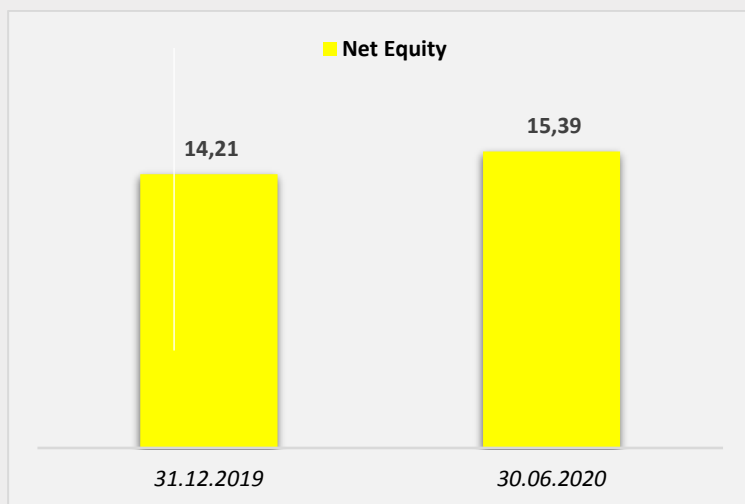
\* The change is calculated on the previous semester pro-forma (H1-2019).

# FINANCIAL HIGHLIGHTS



Net sales are approx.:

-  6,1M Eur in Italy (1H20 +0,8% YoY)
-  1,03M Eur in Slovenia (1H20 +23% YoY)
-  1,12M Eur in Croatia (1H20 +4% YoY)
-  314k Eur in Serbia (1H20 +21% YoY)
-  306k Eur in Switzerland (1H20 +167% YoY)



Consolidated  
**NET EQUITY**  
 equal to  
**15,39M EUR**  
**+8%\***

\*The change is calculated on the previous period pro-forma (31.12.2019).

## Consolidated Interim pro-forma Statement of Financial Position as at 30 June 2020

ASSETS	CONSOLIDATED PRO-FORMA 30.06.2020	CONSOLIDATED PRO-FORMA 31.12.2019
All amounts are in Euro		
Goodwill	10.638.389	10.731.115
Tangible fixed assets	1.712.617	1.766.574
Right of Use Assets	4.834.541	5.721.813
Intangible assets	1.229.154	970.459
Investments	259.601	259.601
Non current financial assets	18.390	18.263
Other non current assets	178	177
Deferred tax assets	196.355	179.864
<b>NON CURRENT ASSETS</b>	<b>18.889.225</b>	<b>19.647.866</b>
Trade receivables	2.443.652	2.088.816
Current financial assets	209.899	470.132
Other current assets	630.031	505.891
Tax receivables	197.611	200.641
Cash and cash equivalents	5.265.816	4.562.133
<b>CURRENT ASSETS</b>	<b>8.747.008</b>	<b>7.827.612</b>
<b>TOTAL ASSETS</b>	<b>27.636.233</b>	<b>27.475.479</b>

LIABILITIES and NET EQUITY	CONSOLIDATED PRO-FORMA 30.06.2020	CONSOLIDATED PRO-FORMA 31.12.2019
All amounts are in Euro		
<b>TOTAL NET EQUITY</b>	<b>15.386.480</b>	<b>14.211.800</b>
Non current financial payables	3.430.853	4.704.218
Severance reserves	568.556	559.511

Provisions for risks and future liabilities	-	-
Other non current liabilities	-	-
Liabilities for deferred taxes	20.786	21.314
<b>NON CURRENT LIABILITIES</b>	<b>4.020.195</b>	<b>5.285.044</b>
Trade payables	2.109.150	2.169.520
Other current liabilities	2.946.526	2.816.802
Current financial liabilities	2.386.071	2.501.527
Tax payables	787.811	490.786
<b>CURRENT LIABILITIES</b>	<b>8.229.558</b>	<b>7.978.634</b>
<b>TOTAL LIABILITIES</b>	<b>12.249.753</b>	<b>13.263.678</b>
<b>TOTAL LIABILITIES and NET EQUITY</b>	<b>27.636.233</b>	<b>27.475.479</b>

The relevant impacts include as IFRS adjustments on the Balance Sheet statements at 30 June 2020 are mainly due to the following effects:

- Application of IFRS 16

In accordance with the provisions of IFRS 16, it is necessary to assess if a contract is or can contain a lease, i.e. if, in exchange for a payment, the contract confers the right to control the use of a specified asset for a period of time.

The assets "controlled" by lease agreements are recognized as assets in the item "Intangible assets" as "right of use".

The corresponding liability to the lessor is shown in the balance sheet under financial liabilities, reduced on the basis of the repayment plan of the principal.

- Application of IAS 19 (Provision for employee benefits)

Provision for employee termination benefits has been evaluated in accordance with IAS 19 and has been considered as a post employment-benefit in a defined-benefit plan kind, that is a defined benefit, calculated for accounting purpose with actuarial methodologies.

- Consolidation of the society Seeweb

The shareholding representative of the entire stake of Seeweb, granted to Antonio Domenico Baldassarra and Enrico Vona in Seeweb Holding on 24 February 2020, is not consolidated; for the purpose of this document, the full consolidation was carried out.

It should be notice that, despite preliminary analyzes of the financial statements at 31 December 2019 of Seeweb and Seeweb Holding has been carried out, as well as the financial statements of Seeweb at 31 December 2018, with regard to the potential effects related to the application of IFRS and for the purpose of homogenizing the assessment and classification criteria with those applied by DHH, it is not possible to exclude that further differences may emerge when the detailed analysis is finalized.

## Explanatory note to the consolidated interim pro-forma statements of financial position at 30 June 2020

The consolidated interim pro-forma statement of financial position at 30 June 2020 includes:

- the consolidated interim statement of financial position, prepared in accordance with the International Financial Reporting Standards at 30 June 2020 of DHH Group
- the interim statement of financial position IFRS of Seeweb at 30 June 2020
- the Relevant Transaction accounting, which is configured, for the purposes of IFRS 3, as a reverse acquisition in which Seeweb Holding has been identified as the accounting buyer.

The consideration paid for the acquisition, equal to € 11,628 (eleven thousand six hundred twenty eight) thousand, is attributable to the component, of a non-monetary nature, deriving from the valuation at current values of the number of shares that Seeweb Holding should have issued for the benefit of pre-existing shareholders of DHH to give them the same percentage of interest they will have in the entity resulting from the reverse acquisition; this valuation, carried out on the basis of the current value of 100% (one hundred percent) of the shares of Seeweb Holding resulting from a specific expertise – of about € 31.220 (thirty-one thousand two hundred and twenty) thousand -, determines a non-monetary price component of € 11,628 (eleven thousand six hundred twenty-eight) thousand, calculated as shown below

<b>. (In euro)</b>	
Current value 100% Seeweb Holding (a)	31.219.605
Interests of the shareholders of Seeweb Holding in DHH <i>post</i> assignment (b)	67,06%
<b>Current value 100% DHH <i>post</i> assignment (c) = (a)/(b)</b>	<b>46.556.469</b>
Interest of pre-existing shareholders of DHH <i>post</i> assignment (d)	32,94%
<b>Non-monetary price component acquisition before treasury shares (e)=(c)*(d)</b>	<b>15.336.864</b>
Shareholding of Seeweb Holding in DHH before Transaction, equal to 360.000 Shares DHH (f)	24,18%
Current value shares of DHH of Seeweb Holding before Transaction (g)=(e)*(f)	3.709.161
<b>Non-monetary price component of acquisition (e)-(g)</b>	<b>11.627.703</b>

The difference of € 4,912 (four thousand nine hundred and twelve) thousand between the purchase price (€ 11,628 (eleven thousand six hundred and twenty-eight) thousand) and the value of the net assets and liabilities acquired by DHH in accordance to IAS/IFRS (€ 6,715 (six thousand seven hundred and fifteen) thousand) was provisionally recognized as goodwill for the purposes of preparing this section of the Information Document. As required by IFRS 3, upon the outcome of the Relevant Transaction, the net assets and liabilities acquired will be accounted for on the basis of their fair value. It should be noted that at the date of the Information Document, the information relating to the fair value of the assets and net liabilities involved in the Relevant Transaction is not available. It should also be noted that paragraph 45 of IFRS 3 (Business combinations), which governs the accounting methods for business combinations, provides for a "valuation period" during which the company must proceed with a preliminary initial accounting for the acquisition. and complete the valuation at a later time and in any case within 12 (twelve) months from the date of acquisition, in this case, the completion of the transaction. In the specific case, therefore, the final determination of the value of the assets and liabilities of DHH object of acquisition by Seeweb Holding could be changed compared to what is reported here.

The transactions between Seeweb and DHH Group that are eliminated.

## Consolidated Interim pro-forma Statement of Income and Comprehensive Income as at 30 June 2020

CONSOLIDATED PRO-FORMA STATEMENT	CONSOLIDATED PRO-FORMA 30.06.2020	CONSOLIDATED PRO-FORMA 30.06.2019
All amounts are in Euro		
Revenues	8.852.999	8.319.194
Other Revenues	243.005	82.315
<b>OPERATING REVENUES</b>	<b>9.096.044</b>	<b>8.401.509</b>
Material and service costs	(3.972.748)	(3.578.682)
Personnel costs	(1.431.688)	(1.653.423)
Other expenses	(157.264)	(227.831)
<b>TOTAL OPERATING COSTS</b>	<b>(5.571.700)</b>	<b>(5.459.936)</b>
<b><u>OPERATING INCOME - EBITDA</u></b>	<b>3.534.304</b>	<b>2.941.573</b>
Amortization and impairment	(1.508.133)	(1.510.560)
<b><u>EBIT</u></b>	<b>2.026.170</b>	<b>1.431.013</b>
Financial income (expenses)	(104.708)	(84.588)
Other non-operating income/expense	-	180.517
<b>EARNINGS BEFORE TAXES</b>	<b>1.921.462</b>	<b>1.526.942</b>
Total current and deferred income taxes	(575.692)	(429.715)
<b>NET INCOME (LOSS) FOR THE PERIOD</b>	<b>1.345.770</b>	<b>1.097.227</b>

### Explanatory notes to the consolidated pro-forma interim statement of income and comprehensive income at 30 June 2020

The consolidated interim pro-forma statement of income and comprehensive income at 30 June 2020 includes:

- the consolidated interim statement of income and comprehensive income, prepared in accordance with the International Financial Reporting Standards at 30 June 2020 of DHH Group
- the interim statement of income and comprehensive income IFRS of Seeweb at 30 June 2020 prepared in accordance with Italian Financial Principles.

The transactions between Seeweb and DHH Group are eliminated.



## Consolidated Interim pro-forma Statement of Cash Flows for the six months ended 30 June 2020

CONSOLIDATED PRO-FORMA CASH FLOW STATEMENT	CONSOLIDATED PRO-FORMA 30.06.2020
All amounts are in Euro	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>	
Profit for period	1.345.770
Income taxes	575.692
Interest payables/(receivables)	104.708
(Capital losses) /gains from sales of assets	-
<b>1. EARNINGS BEFORE INCOME TAX, INTEREST, DIVIDENDS AND CAPITAL GAIN/LOSSES</b>	<b>2.026.170</b>
Adjustments for non-cash items that are not accounted for in net working capital change:	1.344.900
- Allocation to reserves	8.516
- Amortization and depreciation of assets	1.508.133
- Permanent loss write-down	-
- Other adjustments on non-monetary items	(171.750)
<b>2. Cash Flow before NWC changes</b>	<b>3.371.070</b>
Changes in NWC:	(126.059)
- Decrease (increase) in inventories	-
- Decrease (increase) in customer receivables	(354.856)
- Increase (decrease) in supplier payables	(60.370)
- Decrease (increase) in prepaid expenses and accrued income	(124.140)
- Increase (decrease) in accrued expenses and deferred income	129.724
- Other changes to the NWC	283.563
<b>3. Cash flow after NWC changes</b>	<b>3.245.012</b>
Other changes:	
- Interests collected/(paid)	(680.400)

- (income taxes paid)	(104.708)
- Dividends received	(575.692)
- (Use of reserves)	
<b>Cash flow from operating activities [A]</b>	<b>2.564.612</b>

## B. CASH FLOW FROM INVESTING ACTIVITIES

(Investments) disinvestment in tangible assets	(255.084)
(Investments) disinvestment in right of use assets	(121.538)
(Investments) disinvestment in intangible assets	(356.251)
(Investments) disinvestment in financial assets	(127)
<b>Cash flow from investing activities [B]</b>	<b>(733.000)</b>

## C. CASH FLOW FROM FINANCING ACTIVITIES [C]

Increase (decrease) current payables to banks	260.233
New loans (Loan repayments)	(1.388.821)
Paid capital increase	660
Treasury share sale (purchase)	
(Dividends paid)	
<b>Cash flow from financing activities [C]</b>	<b>(1.127.929)</b>
<b>Increase (decrease) in liquidity [A]+[B]+[C]</b>	<b>703.683</b>
Liquid funds at the beginning of the period	4.562.133
Liquid funds at the end of the period	5.265.816

Milan, 28 September 2020

The chairman of BoD

