



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

Milan, 9 April 2021. DHH S.p.A. (the “**Company**”) (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 **28 April 2021** at **12:00** a.m. in a single call, to discuss and pass resolutions on the following

Agenda

Ordinary Part

1. Approval of the statutory financial statements at 31 December 2020, presentation of the group's consolidated financial statements and *pro-forma* consolidated financial statements as of 31 December 2020 and distribution of a dividend in kind: related and consequent resolutions;
2. Authorisation to the purchase and disposal of treasury shares, *ex* Article 2357 of the Italian Civil Code, prior revocation of the previous authorisation granted with resolution by the Shareholders' Meeting on 27 April 2020: related and consequent resolutions;
3. Granting of compensation to the management body for the financial year 2021: related and consequent resolutions;
4. Adoption of Shareholders' Meetings regulations: related and consequent resolutions.

Extraordinary Part

1. Amendments to Articles 6 (“*Share capital and shares*”), 11 (“*Transferability and trading of shares*”), 14 (“*Provisions on takeover bids*”), 15 (“*Information obligations in relation to the relevant shareholdings and identification of the shareholders*”), 18 (“*Powers of the ordinary Shareholders' Meeting*”), 20 (“*Quorum of the Shareholders' Meeting*”), 21 (“*Attendance at Shareholders' Meetings*”), 22 (“*Shareholders' Meetings by teleconference*”), 23 (“*Chairman and secretary of the shareholder's meeting. Taking of the Minutes*”), 26 (“*Board of Directors*”), 29 (“*Chairmanship and minutes of Board of Directors' meetings*”), 30 (“*Meetings of the Board of Directors held by teleconference*”), 31 (“*Replacement of Directors*”), 40 (“*Board of Statutory Auditors*”) and 41 (“*Independent Audit of the Accounts*”) of the Bylaws and insertion of new Articles 14-*bis* (“*Obligation and right to purchase*”) and 14-*ter* (“*Delisting of the shares from trading*”): related and consequent resolutions.
2. Granting of delegation to the management body, pursuant to Articles 2443 and 2420-*ter* of the Italian Civil Code, to increase the share capital and to issue bonds, including convertible ones, up to the maximum amount of Euro 30.000.000,00, also with exclusion of option rights or through free capital increases, also pursuant to Article 2441, paragraphs 4, 5 and 8, and Article 2349 of the Italian Civil Code: related and consequent resolutions.



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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 equal to €451.866,90, divided into 4.518.669 ordinary shares without indication of nominal 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 having 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 (*i.e.* 19 April 2021 – *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 23 April 2021). 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 (converted with amendments by Law No. 27 of 24 April 2020, and as extended by Law No. 21 of 26 February 2021), on urgent measures connected with the extension of the declaration of a state of epidemiological emergency, attendance and voting are to take place **exclusively via videoconferencing** at the following link <https://us02web.zoom.us/j/86306081804>. Those who wish to attend the shareholders' meeting must send, by 23:59 of 26 April 2021, a request to the Company's email address 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. of the attendee, if the attendee is a representative of a legal entity or a proxyholder as per the section below (*Proxy Voting*), proof of the powers relating to the attendance to the meeting or to the granting of the proxy must also be submitted; and **(iii)** the duly filled and signed proxy form (in case the attendee is a proxyholder). By the end of the day 27 April 2021, 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 have not accurately complied with 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. To this end, the proper shareholders' meeting proxy form is available on Company's website <https://www.dhh.international/> under the section "*For Investors*".

ORGANISATIONAL ASPECTS

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

DOCUMENTATION

Upon the publication of the notice of call, the following documentation is 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 form that parties entitled to attend the shareholders' meeting can use for proxy voting; and **(ii)** the board of directors' explanatory report on the proposals concerning the agenda items, as well as any possible further documentation relating to the subjects of the agenda items. Shareholders have the right to obtain a copy of this documentation.

This notice of call will also be published on Company's website <https://www.dhh.international/> under the section "*For Investors*" and in the "*Corriere della Sera*", of 9 April 2021.

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

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