



**DHH S.p.A.**

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**• PROCEDURE FOR OBTAINING THE EURONEXT  
GROWTH ADVISOR'S PRIOR OPINION ON THE PROPOSAL  
FOR THE APPOINTMENT OF AN INDEPENDENT  
DIRECTOR •**

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Milano (MI), December 14th, 2021

Dominion Hosting Holding (DHH) S.p.A. – Milan (MI), Via Caldera 21  
Tax code and VAT no. 09150720960

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## 1. INTRODUCTION

- 1.1 By notice no. 17857 of 6 July 2020, Borsa Italiana S.p.A. (“**Borsa Italiana**”) made some amendments to the Issuers’ Regulations of Euronext Growth Milan, as subsequently amended and integrated (the “**EGM Issuers’ Regulation**”).
- 1.2 The new art. 6-bis, Part One, of the **EGM Issuers’ Regulation** provides that: “*The Euronext Growth Milan issuer must appoint and maintain at least one independent director, chosen from among the candidates that have been previously identified or evaluated positively by the Euronext Growth Advisor*”.
- 1.3 Art. 26 of the Bylaws in force of DHH S.p.A. (hereinafter “**DHH**” or the “**Issuer**”) identifies, in line with art. 147-ter and 148 TUB, the independence requirements (the “**Independence Requirements**”) of which the Independent Directors must be in possession (as defined below).
- 1.4 The same art. 26 of the Issuer’s Bylaws includes a list system for the appointment of the members of the company’s Board of Directors.
- 1.5 This procedure, adopted by the Issuer on a voluntary basis (the “**Procedure**”), aims to illustrate the process by which Applicant Shareholders (as defined below) who intend to submit a list for the election of the members of the Board of Directors (the “**List**”) may obtain, before filing the List pursuant to art. 26 of the Bylaws, the prior opinion of the Euronext Growth Advisor referred to in art. 6-bis, Part One, of the EGM Issuers’ Regulation in relation to the possession of the Independence Requirements in relation to the candidate/s Director/s Independent/s that the Applicant Shareholders wish to indicate in the List (the “**Prior Opinion**”).

## 2. DEFINITIONS

- 2.1 In addition to the definitions contained in other articles, the following definitions shall apply for the purposes of this Procedure:

“**Applicant Shareholders**” means the Issuer’s shareholders who, alone or jointly, meet the requirements identified in the art. 26 of the Bylaws to submit the List for the appointment of the Board of Directors members;

“**Bylaws**” means the Issuers bylaws;

“**Board of Directors**” means the board of directors of the Issuer from time by time in charge;

“**Euronext Growth Advisor**” means the company appointed as Euronext Growth Advisor with respect to the Issuer in accordance with the provisions of the EGM Issuers Regulation and the Euronext Growth Advisers Regulation approved by Borsa Italiana and entered into force on October 25<sup>th</sup> 2021, as subsequently amended and supplemented;

“**Euronext Growth Milan**” or “**EGW**” means Euronext Growth Milan, a multilateral trading system organized and managed by Borsa Italiana;

“**Independent Directors**” means directors who meet the independence requirements identified in art. 26 of the Issuer’s Bylaws.

## 3. ADDRESSEES OF THIS PROCEDURE

- 3.1 This Procedure is addressed to the Applicant Shareholders.

## 4. ACQUISITION OF THE PRIOR OPINION

- 4.1 The Applicant Shareholders who intend to obtain Prior Opinion about one or further candidatures of Independent Directors, must address an application to the Euronext Growth Advisor (the “**Application**”) in the form, depending on the case, set out in Annex 1-A (Application of single

Applicant Shareholder) or in Annex 1-B (Application of joint Applicant Shareholders) within and no later than 7 calendar days before the deadline set out in art. 26 of the Articles of Association for filing the List at the registered office of the Issuer.

- 4.2 The Applicant Shareholders must include by attachment in the Application the following:
- certification proving that the Applicant Shareholder owns a stake equal to at least 5% of the Issuer's share capital subscribed at the date of the Application; and
  - a self-declaration by the candidate Independent Director(s) that meets the Independence Requirements provided by the art. 26 of the Bylaws in the form set out in Annex 2 (Self-declaration), including the information sheet indicating: (i) the companies and/or entities of which the candidate is/were, or has/have been in the last three years, a shareholder, employee, collaborator or member of the administration or control bodies; (ii) academic qualifications; and (iii) employment/profession.
- 4.3 Euronext Growth Advisor assumes no responsibility for the failure to issue a Prior Opinion in the event that the Application is made after the deadline indicated in Paragraph 4.1 and/or in violation of the provisions of the paragraph 4.2.
- 4.4 Euronext Growth Advisor, on the basis of the Application and the documentation transmitted, shall assess the possession of the Independence Requirements of the candidate(s) Independent Director(s) and, within and no later than 3 calendar days from receipt of the Application, shall send to the Applicant Shareholders - to the address indicated in the Application- the Prior Opinion (whether positive or negative).
- 4.5 Any communication to the Euronext Growth Advisor shall be sent by certified e-mail (PEC), or by registered letter with receipt of delivery (the contact details of the Euronext Growth Advisor are published on the Issuer's web site). Applications sent to the Euronext Growth Advisor are deemed to be made (i) at the moment of sending, confirmed by the relative message of delivery, if sent by certified e-mail, it being understood that to be considered as made on a certain date, they must be sent by 17:00 CET on that day; (ii) at the moment in which they are delivered to the Euronext Growth Advisor, if made by registered letter with acknowledgement of receipt or courier.

## **5. PUBLICATION AND NOTICE**

- 5.1 This Procedure is published on the Issuer's web site (<https://www.dhh.international/corporate-documents/>), in the Section "For Investors".
- 5.2 The deadline included in the paragraph 4.1 of this Procedure and the links to find this Procedure on the Issuer's web site will be noted in the notice for call of the Shareholders meeting whose agenda includes, inter alia, the appointment of the members of the Board of Directors.

## **6. AMENDMENTS TO THIS PROCEDURE**

- 6.1 One of the Managing Directors of the Issuer, subject to the positive opinion of the Euronext Growth Advisor, shall propose to the Board of Directors the amendment of this Procedure whenever necessary due to changes in the laws and regulations applicable to issuers with securities traded on the EGM and/or in the market practice on the matter and/or in case of request by the Euronext Growth Advisor and/or Borsa Italiana.

## **7. FINAL PROVISIONS**

- 7.1 For what is not expressly stated in this Procedure, the legal and regulatory provisions applicable to the Issuer as issuer with securities listed on EGM shall apply.

**8. ADOPTION AND ENTRY INTO FORCE OF THE PROCEDURE**

- 8.1 This Procedure has been adopted by the Issuer's Board of Directors on December 14<sup>th</sup>, 2021 and entered into force on the date of its publication on the Issuer's web site on the same day.

1. ANNEX 1-A – TEMPLATE OF SINGLE APPLICANT SHAREHOLDER’S APPLICATION

\_\_\_\_\_

(Place and date )

Messrs

[\_\_\_\_\_]<sup>1</sup>

via PEC (\_\_\_\_\_)

**Ref:** Request for assessment of the candidate(s) for the position of director of DHH S.p.a. (the “**Issuer**”), who meet/s the independence requirements.

Dear Sirs,

**Whereas,**

A. by means of a notice of call published on \_\_\_\_\_, the Shareholders’ Meeting of the Issuer has been convened for the day \_\_\_\_\_, in order to resolve, *inter alia*, on the appointment of the members of the Board of Directors of the Issuer;

B. the art. 26 of the Issuer’s Bylaws provides for the list voting mechanism for the election of the members of the Board of Directors;

C. The art. 6-bis, Part One, of the EGM Issuers’ Regulation, provides that: “*The Euronext Growth Milan issuer must appoint and maintain at least one independent director, chosen from among the candidates that have been previously identified or evaluated positively by the Euronext Growth Advisor*”;

D. Part 26 of the Issuer’s Bylaws identifies the independence requirements that Independent Directors must meet (the “**Independence Requirements**”);

E. the undersigned shareholder of the Issuer (the “**Shareholder**”)

- Name e Surname / Company Name: \_\_\_\_\_

- Date and Place of birth (individuals): \_\_\_\_\_

- Residence / Registered Office: \_\_\_\_\_

- Fiscal Code / VAT Number and Company register: \_\_\_\_\_

holder of a stake equal to \_\_\_\_\_ % of the Issuer’s share capital subscribed as at today’s date, intends to submit a list for the election of the members of the Issuer’s Board of Directors, which includes, *inter alia*, the following candidate(s) to be qualified as Independent Director(s):

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<sup>1</sup> Updated contact details of the Euronext Growth Advisor are available on the Issuer’s web site

SECTION TO BE FILLED FOR ANY CANDIDATE

- NAME AND SURNAME:	_____
- DATE AND PLACE FO BIRTH:	_____
- FISCAL CODE:	_____
- RESIDENCE:	_____

F. the Issuer adopted on a volunteer basis a procedure (the “**Procedure**”) describing the steps that the Applicant Shareholders must follow to obtain the Prior Opinion by the Euronext Growth Advisor as per art. 6-bis, Part One of the EGM Issuer’ Regulation (the “**Prior Opinion**”).

Now therefore, the Shareholder hereby

1. having taken into account the Independence Requirements indicated in art. 26 of the Statute for Independent Directors;
2. having examined the self-declaration of the candidate/s;
3. carried out all the necessary and appropriate checks and analyses on the candidate/s;

**DECLARES**

that the candidate(s) for the office of director meets, in his/her/their opinion, the Independence Requirements and

**SUBMITS A REQUEST**

pursuant to art. 4 of the Procedure and for the purposes of art. 6-bis of the EGM Issuers’ Regulation, your Prior Opinion, in your capacity as Euronext Growth Advisor of the Issuer, on the possession of the Independence Requirements by the above-mentioned candidate(s) for the office of Independent Director of the Issuer.

Pursuant to paragraph 4.4 of the Procedure, the address where the Shareholder intends to receive communications from the Euronext Growth Advisor:

PEC: \_\_\_\_\_; or

address (Registered Letter with receipt) \_\_\_\_\_

\_\_\_\_\_.

The Shareholder grants her/his consent to the processing of her/his personal data for the purposes related to this communication pursuant to the EU Regulation 2016/679 (GDPR).

Unless otherwise defined, capitalized terms used in this communication will have the meaning attributed to them in the Procedure.

Attachments:

- certification evidencing that the Shareholder owns a stake equal to at least 5% of the Issuer's share capital subscribed as at today's date; and

- self-declaration of the candidate/s regarding the possession of the Independence Requirements, including the information sheet indicating: (i) the companies and/or bodies in which the candidate/s is/was in the last three years a shareholder, employee, collaborator or member of the management or control bodies; (ii) the academic qualifications; and (iii) the employment/profession

Best Regards,

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*Attachments as above listed*



2. ANNEX 1-B – TEMPLATE OF JOINT APPLICANT SHAREHOLDER’S APPLICATION

\_\_\_\_\_

(Place and date)

Messrs

[\_\_\_\_\_]<sup>2</sup>

via PEC (\_\_\_\_\_)

**Ref:** Request for assessment of the candidate(s) for the position of director of DHH S.p.a. (the “**Issuer**”), who meet/s the independence requirements.

Dear Sirs,

**Whereas,**

A. by means of a notice of call published on \_\_\_\_\_, the Shareholders’ Meeting of the Issuer has been convened for the day \_\_\_\_\_, in order to resolve, among the others, on the appointment of the members of the Board of Directors of the Issuer;

B. the art. 26 of the Issuer’s Bylaws provides for the list voting mechanism for the election of the members of the Board of Directors;

C. the art. 6-bis, Part One, of the EGM Issuers’ Regulation, provides that: “*The Euronext Growth Milan issuer must appoint and maintain at least one independent director, chosen from among the candidates that have been previously identified or evaluated positively by the Euronext Growth Advisor*”;

D. the art. 26 of the Issuer’s Bylaws identifies the independence requirements that Independent Directors must meet (the “**Independence Requirements**”);

E. the undersigned shareholders of the Issuer (the “**Shareholders**”)

*[SECTION TO BE FILLED BY EACH SHAREHOLDER]*

- Name and Surname / Company Name:	_____
- Date and Place of birth (individuals):	_____
- Residence/ Registered Address:	_____

<sup>2</sup> Updated contact details of the Euronext Growth Advisor are available on the Issuer’s web site

- Fiscal Code / VAT Number and Company Register No.: \_\_\_\_\_  
- owner of a stake of \_\_\_\_\_% of the Issuer's share capital subscribed as at today's date,

jointly holding an equity investment equal to \_\_\_\_\_% of the Issuer's share capital subscribed as at today's date, intend to submit a list for the appointment of the members of the Issuer's Board of Directors, which shall include, inter alia, the following candidate(s) to be qualified as Independent Director(s):

*[SECTION TO BE FILLED FOR ANY CANDIDATE]*

- NAME AND SURNAME: \_\_\_\_\_  
- DATE AND PLACE FO BIRTH: \_\_\_\_\_  
- FISCAL CODE: \_\_\_\_\_  
- RESIDENCE: \_\_\_\_\_

F. the Issuer adopted on a volunteer basis a procedure (the “**Procedure**”) describing the steps that the Applicant Shareholders must follow to obtain the Prior Opinion by the Euronext Growth Advisor as per art. 6-bis, Part One of the EGM Issuer' Regulation (the “**Prior Opinion**”).

**Now therefore, the Shareholders hereby**

1. having taken into account the Independence Requirements indicated in art. 26 of the Statute for Independent Directors;
2. having examined the self-declaration of the candidate/s;
3. carried out all the necessary and appropriate checks and analyses on the candidate/s;

**DECLARE**

that the candidate(s) for the office of director meets, in their opinion, the Independence Requirements and

**SUBMIT A REQUEST**

pursuant to art. 4 of the Procedure and for the purposes of art. 6-bis of the EGM Issuers' Regulation, your Prior Opinion, in your capacity as Euronext Growth Advisor of the Issuer, on the possession of the Independence Requirements by the above-mentioned candidate(s) for the office of Independent Director of the Issuer.

Pursuant to paragraph 4.4 of the Procedure, the address where the Shareholders intends to receive communications from the Euronext Growth Advisor:

PEC: \_\_\_\_\_; or

address (Registered Letter with receipt) \_\_\_\_\_

\_\_\_\_\_.

Being understood that all the communication sent to the above address will be deemed as correctly done to all the Applicant Shareholders.

The Shareholders grant their consents to the processing of their personal data for the purposes related to this communication pursuant to the EU Regulation 2016/679 (GDPR).

Unless otherwise defined, capitalized terms used in this communication will have the meaning attributed to them in the Procedure.

**Attachments:**

- certification of the ownership of each Shareholder's stake which, when added together, amounts to a total stake equal to at least 5% of the Issuer's share capital subscribed to today; and

- self-declaration of the candidate/s regarding the possession of the Independence Requirements, including the information sheet indicating: (i) the companies and/or bodies in which the candidate/s is/was in the last three years a shareholder, employee, collaborator or member of the management or control bodies; (ii) the academic qualifications; and (iii) the employment/profession

Best Regards,

\_\_\_\_\_

*Attachments as above listed*

[SIGNATURE BY ALL THE APPLICANT SHAREHOLDERS]

3. **ANNEX 2 – Self-declaration**

Ref: Self-declaration for the attestation of the existence of the independence requirements required by the Bylaws of DHH S.p.A. (the “**Issuer**”)

The undersigned \_\_\_\_\_,

born in \_\_\_\_\_, on \_\_\_\_\_,

resident in \_\_\_\_\_

\_\_\_\_\_

Fiscal Code \_\_\_\_\_,

with regards to the proposal to be appointed as independent director during the Issuer’s General Shareholders Meeting called, at \_\_\_\_\_, in \_\_\_\_\_, \_\_\_\_\_ n. \_\_\_\_\_, on \_\_\_\_\_, to resolve, among the others, on the appointment of the members of the Issuer’s Board of Directors

**CERTIFIES**

that he/she complies with the independence requirements set out in art. 148, paragraph 3 of Legislative Decree no. 58 of 24 February 1998, as referred to in art. 147-ter, paragraph 4 of Legislative Decree no. 58 of 24 February 1998 and set out in the Issuer's Bylaws for the qualification as independent director. More specifically, he/she declares:

A. that she/he is not in the conditions set out in art. 2382 of the Italian Civil Code;

B. that she/he is not (i) spouse, relative or similar within the fourth degree of directors of the Issuer, and (ii) spouse, relative or similar within the fourth degree of directors of the Issuer’s subsidiaries, of companies controlling the Issuer and of companies subject to common control with the Issuer;

C. not to be linked to the Issuer or to its subsidiaries or to the companies controlling it or to those subject to common control or to the Issuer's directors and to the persons under letter B) by a relationship of employment or self-employment or other financial or professional relationships that compromise their independence; and furthermore;

D. that, except for the above-mentioned aspects, in his/her opinion there are no circumstances that could compromise independence.

The undersigned authorizes the processing of her/his personal data collected pursuant to Legislative Decree No. 196 of June 30, 2003 and Regulation (EU) 2016/679 (GDPR) for purposes related to the procedure for which this statement is made.

Please find attached an information sheet indicating:

- i) the companies and/or entities of which the undersigned is or has been in the last three years a partner, employee, collaborator or member of the administrative or control bodies; (ii) the academic qualifications; and (iii) the employment/profession, updated to the date of this declaration.

In faith

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Name:

Place:

Date:

*Attachments ad above listed*

**ATTACHMENT TO THE SELF-DECLARATION**

**INFORMATION SHEET**

LIST OF COMPANIES AND/OR BODIES OF WHICH THE UNDERSIGNED IS OR HAS BEEN A PARTNER, EMPLOYEE, COLLABORATOR OR MEMBER OF THE ADMINISTRATIVE OR CONTROL BODIES IN THE LAST THREE YEARS:

<b>COMPANY</b>	<b>SHAREOLDER/ROLE/OFFICE</b>

ACADEMIC QUALIFICATIONS
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EMPLOYMENT/PROFESSION
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#### 4. ANNEX 3

##### **Personal data processing policy**

The purpose of this policy is to describe the processing of your personal data that is provided in connection with and for the purposes of the Procedure for obtaining the Euronext Growth Advisor's Prior Opinion on the proposal for the appointment of an independent director of DHH S.p.A. (respectively, "**Procedure**" and "**DHH**"), of which this policy is an integral part.

The data controller is DHH, with registered office at Via Caldera 21, Milan (MI).

##### **Nature of the personal data**

The personal data communicated by you as Shareholder, by filling the Annex 1 (A or B) to the Procedure, or as candidate as Independent Director by filling the Annex 2.

##### **Purposes, methods and duration of processing**

Your personal data will be processed solely for the purposes of the Procedure. DHH guarantees the confidentiality of the data, ensuring that it will adopt the necessary protection and security measures to prevent the risk of accidental or unlawful destruction, loss, modification or disclosure or of unauthorised access to and/or use of the data. DHH also guarantees that it will comply with the principles of lawfulness, fairness, transparency, restriction, minimisation, updating, correction and integrity envisaged under applicable legislation.

The personal data will be retained only for the time necessary for the purposes for which it was collected.

##### **Provision of data and legal basis of processing**

Your data must be provided in order to fulfil the legal obligations associated with the Procedure, as specified therein.

Your personal data will be disclosed to the third parties indicated in the Procedure solely for the purposes stated therein. Specifically, your data could be disclosed to DHH's EGM Advisor, Borsa Italiana S.p.A., and to the competent market supervisory authorities

Additionally, as some of the personal data provided must be released to the public under Italian and European laws and regulations, DHH will release the data to the public in accordance with the related laws and regulations.

Occasionally your personal data could be transferred abroad the European Economic Area ("EEA") countries due to the use of services provided by providers placed there (i.e. video-conferencing system), nevertheless, DHH assure that any transfer will be done pursuant to the guarantees provided by the art. 46-49 of the GDPR by using proper safeguards such as the standard contractual clauses approved by the Eu Commission.

##### **Rights of data subjects**

As the data subject, you can exercise the following rights concerning the personal data you provide: the right to access to the data and information regarding the data; the right to request that the data be corrected/rectified if it is incomplete or inaccurate; the right to withdraw your consent (where possible); the right to portability of the data in a structured format (where possible); the right to have the data erased (where possible); and the right to lodge a complaint with the supervisory authority.

##### **Refusal to provide data**

Refusal to provide the personal data requested will make it impossible to implement the Procedure, with all related consequences under applicable laws, including penalties.



## Contact information

If you wish to receive additional information regarding the collection, use, disclosure, transfer or processing of your personal data or to exercise one of your rights listed above, you can address any questions, requests or observations to Giandomenico Sica, DHH's Executive President and data protection officer, at [info@dhh.international](mailto:info@dhh.international).

For further information concerning your rights or to lodge a complaint, you can contact the supervisory authority – the Italian Data Protection Authority – at Via Monte Citorio 121, 00186, Rome, [www.garanteprivacy.it](http://www.garanteprivacy.it), [garante@gpdp.it](mailto:garante@gpdp.it).