



**DHH S.p.A.**

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**• EURONEXT GROWTH ADVISOR COMMUNICATION  
OBLIGATIONS PROCEDURE •**

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Milano (MI), 15/02/2022

Dominion Hosting Holding S.p.A. – Milano (MI), Via Caldera 21  
Codice fiscale e Partita IVA 0915072096

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## 1. INTRODUCTION

1.1 This procedure (the “**Procedure**”), governing the fulfillment of the communication obligations to the Euronext Growth Advisor (as defined below) by DHH S.p.A. (the “**Company**”) pursuant to the EGM Issuers’ Regulations adopted by Borsa Italiana S.p.A. (“**Borsa Italiana**”) on 15<sup>th</sup> September 2014, as amended and integrated from time to time (“**EGM Issuers’ Regulations**”), was approved by the Board of Directors of the Company on 15 February 2022 pursuant to Article 31 of the EGM Issuers’ Regulations.

1.2 The Procedure regulates the process through which the Company provides the Euronext Growth Advisor with any information which may be necessary, opportune or reasonably requested by the latter to fulfill its duties according to the EGM Issuers’ Regulations and according to the Euronext Growth Advisor Regulations, as amended and integrated from time to time (the “**Euronext Growth Advisor Regulations**”).

1.3 For any matter not expressly regulated by this Procedure, reference is made to the provisions regulating the price-sensitive and governance information provided by the EGM Issuers’ Regulation and the provision of law and regulation (even European) time by time applicable

1.4 This Procedure has been approved by the Board of Director in the meeting held on 15 February 2022 and shall come into effect from February 16 2022.

## 2. DEFINITIONS

2.1 The terms and expressions capitalized are defined as follows:

**Board of Statutory Auditors:** means the Company’s Board of Statutory Auditors in office from time to time.

**Board of Directors:** means the Company’s Board of Directors in office from time to time.

**Euronext Growth Advisor:** means the company acting as the Euronext Growth Milan Advisor of the Company in compliance with the provisions set forth in the EGM Issuers’ Regulations, the M.A.R. and the Euronext Growth Advisor Regulations.

**Managing Director:** means any director to which the Board of Directors has granted powers pursuant to Article 2381, paragraph 2, of the Italian Civil code.

**SDIR:** Service for the circulation of regulated disclosure (*Servizio per la diffusione dell’informativa regolamentata*), in accordance with the CONSOB Regulation.

## 3. PROCEDURE ADDRESSEES

3.1 This Procedure is addressed to the Board of Directors, and on its behalf the Chairman of the Board of Directors, and each Managing Director of the Company in order to ensure a timely and effective fulfillment of the obligations undertaken by the Company, also under contract, to the Euronext Growth Advisor and Borsa Italiana.

3.2 The Chairman of the Board of Directors and each Managing Director, for individual tasks, although always under his/her own responsibility and supervision, may delegate other executive directors or one or more employees of the Company the operating activities related to the fulfillment of the abovementioned obligations.

## 4. EURONEXT GROWTH ADVISOR COMMUNICATION OBLIGATIONS

4.1. The Company shall communicate in a timely manner to the Euronext Growth Advisor the following information:

- (a) any initiative or significant change to the ownership, capital or financial situation of the Company or its subsidiaries, or any significant internal and/or external event with regard to the appointment of the EGM Euronext Growth Advisor, including, without limitation, any planned corporate capital increase transaction (made also for coordinating with the EGM Euronext Growth Advisor the technical procedures for

collecting contributions and the execution of the necessary communications to Borsa Italiana and Monte Titoli S.p.A.), bylaws amendments, the undertaking of significant spending commitments, investment or disinvestment in other companies or inter-company loans, as well as any initiative that may be considered as a significant transaction or a reverse take-over pursuant to Articles 12 and 14 of the EGM Issuers' Regulation. Such significant information shall be deemed communicated in a timely manner to the Euronext Growth Advisor with the delivery of the call notice of the Board of Directors (including the relevant agenda), called to resolve upon the relevant decisions/assessments and, where the Euronext Growth Advisor is not present although invited to the Board of Directors' meeting, with the subsequent forwarding of a draft of the minutes of the Board of Directors' meeting or, where the minutes have been already approved by the Board of Directors, with the forwarding of the copy of the minutes, within 10 working days following the date of the meeting;

- (b) any changes in the Board of Directors proposed to the Shareholders' meeting and/or to the Board of Directors; in this case the Company shall communicate in advance the calling of the Board of Directors to the Euronext Growth Advisor with indication of the co-option proposals of directors to be debated by the Board of Directors, together with the *curriculum vitae* and other necessary information concerning the profile of the candidates. Where the appointment of members of the Board of Directors is on the agenda of the shareholders' meeting, the timely communication of the call notice of the relevant Shareholders' meeting is considered sufficient to fulfill the above-stated requirements;
- (c) any order and/or request from the competent Regulatory Authorities and/or the Judicial Authority that could have a material impact on the economical and financial situation of the Company; the Company shall forward such request to the Euronext Growth Advisor within the day after the receipt of said requests, in digital form, as an attachment to an e-mail;
- (d) the prior request of written consent to the communication of inside information including press releases and all information whose circulation is required by the EGM Issuers' Regulations or any applicable laws and regulations for companies listed on multilateral trading facilities. This requirement shall always be deemed as timely executed when completed the day before the market disclosure or, in exceptional circumstances, during the day of the final deadline established by the regulatory and/or legal provisions of the communications which the Company must issue;
- (e) the prior calling of the Board of Directors of the Company, with the agenda of the meeting and the necessary information for attendance attached: forwarding shall be considered timely where sent on the same date as to the members of the Board of Directors of the Company; or, where the meeting would be held in totalitarian form, if the Euronext Growth Advisor is promptly and duly informed about the items of the agenda to be discussed, the same day in which the member of the Board of Directors are informed too. Regardless of the participation of the Euronext Growth Advisor, although invited to the meeting of the Board of Directors, the forwarding of the draft minutes of the meeting of the administrative body, where available, must be sent to the Euronext Growth Advisor no later than the day before and in exceptional cases no later than the beginning of the meeting; the minutes approved by the Board must be sent to the Euronext Growth Advisor no later than 10 (ten) working days following the date of the meeting at which the minutes were approved;
- (f) the delivery of the Monitoring Form referred to in Annex A, at the end of each Board of Directors and, in any case, at least quarterly and, in any case, when there is relevant information;
- (g) any other information requested by the Euronext Growth Advisor or to be communicated according to the obligations undertaken by the Company to the Euronext Growth Advisor. The issue of the information in this paragraph shall always be considered timely where a specific deadline has not been set by the Euronext Growth Advisor in its request or in the agreements with the Company.

4.2 All communications will be done by e-mail and will be sent jointly to the standard e-mail address [mdinardo@enventcapitalmarkets.uk](mailto:mdinardo@enventcapitalmarkets.uk), to the certified e-mail address [envent@pec.it](mailto:envent@pec.it) and to the e-mail addresses time by time communicated by the Euronext Growth Advisor.

4.3 Furthermore, the Company undertakes to forward to the addresses included in the Euronext Growth Advisor's mailing list, to [envent@pec.it](mailto:envent@pec.it) and the e-mail addresses time by time communicated by the Euronext Growth Advisor any communication sent to Borsa Italiana or upload into the SDIR.

## 5. **VERIFICATION OF THE STATE OF IMPLEMENTATION OF THIS PROCEDURE**

5.1 The Chairman of the Board of Directors, in opening the Board of Directors meetings, verifies systematically the mandatory communications defined in this Procedure, deferring the handling of any matters not communicated to the Euronext Growth Advisor, except with the written consent of the Euronext Growth Advisor.

5.2 The Euronext Growth Advisor, having ascertained non-fulfillment of the Procedure, shall inform the Board of Statutory Auditors which is held to report the above stated non-fulfillment for the necessary actions to a meeting of the Board of Directors.

## 6. **AMENDMENTS TO THE PROCEDURE**

6.1 The provisions of this Procedure will be updated and/or integrated upon proposal of the Chairman of the Board of Directors of the Company, and each Managing Director, in the following circumstances: (i) in order to take account of all legal or regulatory provisions from time to time applicable and the application experience and best practice knowledge gained in this regard; (ii) on request of the Euronext Growth Advisor.

\* \* \* \* \*

ANNEX A

*Monitoring Form* to be filled in and sent to the Euronext Growth Advisor at the end of each meeting of the Board of Directors and, in any case, at least quarterly or if there is any relevant information to be communicated to the Euronext Growth Advisor.

**MONITORING FORM**

From: DHH S.p.A.

To: EnVent Capital Markets Limited

**NOTE: This form must be shown and filled at each meeting of the Company's Board of Directors and one copy of it must be returned to the Company's Euronext Growth Advisor immediately after such meeting. The following questions must be valued and, if the directors have any doubt about the answers, they will contact the Euronext Growth Advisor.**

QUESTIONS	ANSWERS
Are the Company's economic and financial data so far in line with the latest budget announced to the Euronext Growth Advisor or the market?  Is the liquidity of the Company in line with the latest budget announced by the Euronext Growth Advisor?	
Have there been any substantial changes in the Company's actual results or financial conditions from any profit forecasts, estimates or projections included in the admission document or otherwise made public on its behalf?	
Have there been any violations or potential violations by the Company of any of its obligations or covenants imposed by banking services or other agreements?	
Is the financial performance of the Company in line with the expectations of the market (both the Company and the Broker)?	
Since the date of the last monitoring form, transactions have occurred (as defined in the EGM Regulation) concerning shares in the Company by some director or a member of his family which were to be announced pursuant to the Art. 17 of the EGM Regulation?	
Since the date of the last monitoring form, have any options been granted to any entity that was to be announced under Art. 17 of the EGM Regulation?	
Have there been any events, problems or circumstances relating to the Company, its directors, employees or shareholders that were to be announced by the Company pursuant to the EGM Regulation or that the directors believe should be disclosed to the Euronext Growth Advisor?	

Signature: .....

Date: .....