



PROXY FORM FOR THE APPOINTMENT OF THE DESIGNATED REPRESENTATIVE

(pursuant to Article 135-*undecies* of Legislative Decree No. 58/1998)

With reference of the ordinary and extraordinary shareholders' meeting (the "**Meeting**") of DHH S.p.A. (the "**Company**") that is to be held on 28 April 2022 at 11:00 a.m., single call, at Princivalle Apruzzi Danielli Law Firm, via Santo Stefano 50, 40125 Bologna (BO, Italy), in accordance with the notice of calling published on the Company website www.dhh.international (section "For Investors") on 7 April 2022, and, in the same date on "Gazzetta Ufficiale".

The lawyer Mrs. Valentina Apruzzi, born in Taranto on 23 November 1974, domiciliated in Bologna Via Santo Stefano 50, tax code no. PRZVNT74S63L049E in her capacity as "**Designated Representative**" ("**Designated Representative**") of the Company, pursuant to Article 135-*undecies* of Legislative Decree No. 58/1998 and Legislative Decree No. 18 of 17 March 2020, who could be replaced by the lawyer Mr. Lorenzo Princivalle, born in Sassari on 6 March 1970, tax code no. PRNLNZ70C06B354Z, domiciliated in Bologna Via Santo Stefano 50, is collecting voting proxies for the Meeting.

The proxy form and the related voting instructions must be delivered in the original no later than the end of the second trading day immediately preceding the Meeting date (i.e., by 23:59 on **April 26, 2022**), together with:

- a currently valid copy of an identity document of the proxy granter; or
- if the proxy granter is a legal person (entity), a currently valid copy of an identity document of the interim legal representative, or another duly authorised party, together with suitable documents certifying his/her office and powers (declaration in lieu of affidavit, not necessarily authenticated by the public notary, assessing the identity of the proxy granter and his powers) and in case of sub-proxy, copy of the proxy granted by the proxy granter, via one of the following alternative methods:

- (i) for proxies with handwritten signature by courier or registered letter with acknowledgment of receipt at the address Princivalle Apruzzi Danielli Law firm, Via Santo Stefano 50, 40125 Bologna;
- (ii) for proxies with qualified electronic or digital signature, by certified mail at:
valentina.apruzzi@ordineavvocatibopec.it.

The proxy form and voting instructions may be revoked within the end of the second trading day preceding the Meeting date in accordance with the same procedures set forth above.

The granting of a proxy and issuing of voting instructions by signing this form shall entail no charges for the proxy granter (except for charges for sending the documents).



Statement of the Designated Representative

The lawyer Valentina Apruzzi announces that she holds no interest of her own with respect to the resolutions submitted for approval by voting. Nevertheless, in consideration of the contractual relationships in force with the Company, she expressly declares that, should unknown circumstances arise or in the event of amendments or additions to the proposals submitted to the Meeting, she and/or her substitutes shall not express a vote that differs from that indicated in the instructions by the proxy granter.

PROXY FORM

I, the undersigned (*vote holder*¹)

Last name* _____

First name* _____

Born in* _____

on* _____ Resident in* _____

at _____

Tax Code* _____

In my capacity as (*tick the box that applies*)

vote holder of no.* _____ ordinary share of the Company, in his/her capacity as (*tick the box that applies*)*

shareholder pledgee

contango broker

usufructuary

custodian manager

other (specify) _____

legal representative or attorney with power to subdelegate (*Name/personal details of the legal person vote holder*²)* _____

With registered office in* _____

¹ Please complete with the first and last name of the person who is granting the proxy (as he/she appears on the copy of the communication pursuant to art. 83-sexies Italian legislative decree no. 58/1998) or of the legal representative of the entity granting the proxy.

² Legal person proxy granter as appears on the copy of the communications to attend the Meeting pursuant to art. 83-sexies Italian legislative decree no. 58/1998.



at* _____

Tax Code _____ (please attached a copy of suitable documents certifying his/her powers) that is assigned vote holder of no.* _____

ordinary share of the Company, in his/her capacity as (tick the box that applies)*:

- shareholder pledgee contango broker usufructuary
 custodian manager other (specify) _____

Under the notice (ex art. 83-sexies TUF)³ no. _____

supplied by the intermediary _____ ABI _____

CAB _____

To be filled in by the proxy granter:

- notice n. _____ (reference of the notice supplied by the intermediary)

- Identification codes, if any _____

HEREBY GRANT A PROXY to the Designated Representative to participate in and vote at the above-mentioned Meeting, in accordance with the instructions given to such Designated Representative with reference to No.* _____ shares of DHH S.P.A., ISIN code _____, held in custody account No.* _____ at (depository bank)* _____, ABI _____, CAB _____

DECLARE that I am aware of the possibility that the proxy granted to the Designated Representative may contain voting instructions even on only some of the proposals submitted for voting on the Agenda and that in that case the vote will be cast only for those proposals on which voting instructions have been given.

³ The delegate is invited to show up at the Meeting with a copy of the communication released by the authorised intermediaries pursuant to art. 83- sexies Italian legislative decree no. 58/1998 and with an identity document.



AUTHORISE the Designated Representative to process my personal data for the purposes and subject to the conditions set forth in the information note annexed hereto.

A currently valid copy of an identity document (*to be attached*)

Type: _____

n. _____

(Place, date)

(Signature of the proxy granted)

(*) Mandatory



VOTING INSTRUCTIONS

(This section of the document contains information addressed only to the Designated Representative pursuant the received instructions – Tick the chosen boxes following the Instruction for filling in and delivering the proxy form)

I, the undersigned (1) (*name /personal information*)*

hereby APPOINT the Designated Representative to vote on my behalf according to the following voting instructions at the Ordinary and Extraordinary Shareholders' Meeting called on 28 April 2022,

A) ITEMS ON THE AGENDA (see point no. 2 of the Instruction for filling in and delivering the proxy form)
(mark with a cross the cell in the chosen column)

In the Ordinary session

No.	ITEMS ON THE AGENDA	FOR THE PROPOSAL SUBMITTED BY THE BOARD OF DIRECTORS (a)	AGAINST (b)	ABSTAIN (b)
1	Approval of the financial statements of DHH S.p.A. as of December 31, 2021. Presentation of the consolidated financial statements as of December 31, 2021 and distribution of an ordinary dividend by assignment of treasury shares; related and consequent resolutions.			
2	Appointment of the members of the Board of Directors, subject to the determination of the number of members, term of their office and their remuneration; related and consequent resolutions.			
	Determination of the number of members			



	Determination of the term of the office			
	Determination of the remuneration			
	Appointment of the members, List no. <input type="text"/> (insert the number of the list chosen)			
3	Appointment of the members of the statutory auditors and determination of their remuneration; related and consequential resolutions.			
	Appointment of the members, List n. <input type="text"/> (insert the number of the list chosen)			
	Determination of the remuneration			
4	Appointment of an independent audit firm pursuant to the art. 13 of the Legislative Decree 39/2010. related and consequential resolutions.			
5	Authorization to purchase and dispose of treasury shares, subject to the revocation of the previous resolution of the Shareholders Meeting held on April 28 2021; related and consequential resolutions.			
6	Approval of the incentive plan named "Piano Stock Option DHH 2022 - 2025"; related and consequential resolutions.			

In Extraordinary Session

No.	ITEM OF THE AGENDA	FOR THE PROPOSAL (a)	AGAINST (b)	ABSTAIN (b)
1.	Amendment of the authorization granted by the Extraordinary Shareholders' Meeting of the Company on April 28, 2021,			



<p>pursuant to articles 2443 and 2420-ter of the Italian Civil Code, to increase the share capital and issue bonds, including convertible bonds, up to a maximum of EUR 30.000.000,00, including with the exclusion of pre-emption rights or free of charge, also pursuant to article 2441, paragraphs 4, 5 and 8, and article 2349 of the Italian Civil Code. Amendment to Article 6 of the By-laws and alignment of the same due to the rebranding of the market; related and consequent resolutions.</p>			
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- a) Failure to formulate a proposal by the Board of Directors or by the Shareholder indicated in this section shall be considered as a circumstance unknown and therefore in this case the Designated Representative will follow the voting instructions indicated in Section B.
- b) Against/Abstain on all proposals.

B) CIRCUMSTANCES UNKNOWN

Should circumstances unknown at the time the proxy was granted arise (see point no. 3 - Instruction for filling in and delivering the proxy form), I, the undersigned, with reference to:

In Ordinary Session

No.	ITEMS ON THE AGENDA	CONFIRM THE INSTRUCTIONS	REVOKE THE INSTRUCTIONS	MODIFY THE INSTRUCTIONS		
				FOR (c)	AGAINST (b)	ABSTAIN (b)
1	Approval of the financial statements of DHH S.p.A. as of December 31, 2021. Presentation of the consolidated financial statements as of December 31, 2021 and distribution of an ordinary dividend by	(mark with a cross)	(mark with a cross)	(mark with a cross)	(mark with a cross)



	assignment of treasury shares; related and consequent resolutions.					
2	Appointment of the members of the Board of Directors, subject to the determination of the number of members, term of their office and their remuneration; related and consequent resolutions.					
	Determination of the number of members					
	Determination of the Term of the office					
	Determination of the remuneration					
	Appointment of the members, List no. <input type="text"/> (insert the number of the list chosen)					
3	Appointment of the members of the statutory auditors and determination of their remuneration; related and consequential resolutions.					
	Appointment of the members, List no. <input type="text"/> (insert the number of the list chosen)					
	Determination of the remuneration					
4	Appointment of an independent audit firm pursuant to the art. 13 of the Legislative Decree 39/2010. related and consequential resolutions;					
5	Authorization to purchase and dispose of treasury shares, subject to the revocation of the previous resolution of the Shareholders Meeting held on April 28 2021; related and consequential resolutions;					



Italian Civil Code. Amendment to Article 6 of the By-laws and alignment of the same due to the rebranding of the market; related and consequent resolutions					
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(c) Indicate if favourable to the proposal of the Board of Directors or if favourable to the proposal of the shareholder whose name must be indicated by the proxy granter.

C) AMENDMENTS OR ADDITIONS

In the case of voting on amendments or additions (see no. 4 Instruction for filling in and delivering the proxy form) to the proposals submitted to the Shareholders' Meeting, I, the undersigned, with reference to:

In Ordinary Session

No.	ITEM ON THE AGENDA	CONFIRM THE INSTRUCTIONS	REVOKE THE INSTRUCTIONS	MODIFY THE INSTRUCTIONS		
				FOR (c)	AGAINST (b)	ABSTAIN (b)
1	Approval of the financial statements of DHH S.p.A. as of December 31, 2021. Presentation of the consolidated financial statements as of December 31, 2021 and distribution of an ordinary dividend by assignment of treasury shares; related and consequent resolutions.	(mark with a cross)	(mark with a cross)	(mark with a cross)	(mark with a cross)



2	Appointment of the members of the Board of Directors, subject to the determination of the number of members, term of their office and their remuneration; related and consequent resolutions.					
	Determination of the number of members					
	Determination of the Term of the office					
	Determination of the remuneration					
	Appointment of the members, List no. [redacted] (insert the number of the list chosen)					
3	Appointment of the members of the statutory auditors and determination of their remuneration; related and consequential resolutions.					
	Appointment of the members, List no. [redacted] (insert the number of the list chosen)					
	Determination of the remuneration					
4	Appointment of an independent audit firm pursuant to the art. 13 of the Legislative Decree 39/2010. related and consequential resolutions.					
5	Authorization to purchase and dispose of treasury shares, subject to the revocation of the previous resolution of the Shareholders Meeting held on April 28 2021; related and consequential resolutions.					



6	Approval of the incentive plan named “Piano Stock Option DHH 2022 - 2025”; related and consequential resolutions.					
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In Extraordinary Session

No.	ITEM ON THE AGENDA	CONFIRM THE INSTRUCTIONS	REVOKE THE INSTRUCTIONS	MODIFY THE INSTRUCTIONS		
				FOR (c)	AGAINST (b)	ABSTAIN (b)
1	<p>Amendment of the authorization granted by the Extraordinary Shareholders' Meeting of the Company on April 28, 2021, pursuant to articles 2443 and 2420-ter of the Italian Civil Code, to increase the share capital and issue bonds, including convertible bonds, up to a maximum of EUR 30.000.000,00, including with the exclusion of pre-emption rights or free of charge, also pursuant to article 2441, paragraphs 4, 5 and 8, and article 2349 of the Italian Civil Code.</p>	(mark with a cross)	(mark with a cross)	(mark with a cross)	(mark with a cross)



	Amendment to Article 6 of the By-laws and alignment of the same due to the rebranding of the market; related and consequent resolutions.					
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Place and date

Signature.....

DERIVATIVE ACTION

In the case of voting on motions to bring derivative action within the meaning of Article 2393, paragraph 2, of the Italian Civil Code put forward by shareholders at the time of approval of the financial statements, I, the undersigned, appoint the Designated Representative to vote as indicated below:

- FOR
 AGAINST
 ABSTAIN

Place and date

Signature



INSTRUCTIONS FOR FILLING IN AND DELIVERING THE PROXY FORM

1. Write the first and last name of the signatory of the Proxy and Voting Instructions Form.
 2. In accordance with Article 135-*undecies*, paragraph 3, of Legislative Decree no. 58/1998, “Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders’ meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.”
 3. Where significant circumstances arise, unknown at the time the authorisation was granted, which cannot be conveyed to the shareholder, it is possible to choose between: a) confirmation of the voting instructions already issued; b) modification of the voting instructions already issued; c) revocation of the voting instructions already issued. If no choice has been made, then the voting instructions issued in sub-section A) are considered as confirmed. Nonetheless, if in Section A the proxy granter instructed the Designated Representative to vote in favour of the proposal of the Board of Directors or of the shareholder and such proposal is not submitted to the meeting or voted on, for whatsoever reason, and in Section B no choice is indicated or the choice indicated in Section A is confirmed, the party is considered to have abstained.
 4. In cases where amendments or additions to resolutions submitted to the Shareholders’ Meeting are made, it is possible to choose between: a) confirmation of a voting instruction if already issued; b) modification of a voting instruction, if already issued, or the issue of a voting instruction; c) revocation of a voting instruction already issued. If no choice has been made, then the voting instructions issued in sub-section A) are considered as confirmed.
- NOTE: For any clarification regarding the granting of proxies (and in particular regarding how to fill in and send the proxy and voting instructions form), the parties authorised to participate in the Shareholders' Meeting may contact the Designated Representative.

REGULATORY FRAMEWORK OF REFERENCE

Legislative Decree No. 58/98 (TUF)

Art. 135-decies

(Conflict of Interest of the Representative and Substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. The second paragraph of Article 1711 of the Italian Civil Code shall not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:



- a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
 - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, paragraph 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Art. 135-undecies
(Appointed Representative of a Listed Company)

1. Unless otherwise stated in the Articles of Association, for each shareholders' meeting listed companies shall appoint a person upon whom shareholders may confer proxy, with voting instructions on all or a number of items on the agenda, by the second trading day prior to the date established for the shareholders' meeting, also on calls subsequent to the first call. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a CONSOB regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in paragraph 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall disclose any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. No powers other than those provided for in this Article may be granted to person appointed as representative.
5. By regulation pursuant to paragraph 2, CONSOB may establish cases in which a representative failing to meet the terms of Article 135-*decies* may express a vote other than that indicated in the voting instructions.



ITALIAN LEGISLATIVE DECREE 17 MARCH 2020 no. 18

Art. 106

(Rules concerning the organization of the company shareholders' meetings)

... omissis ...

4. Companies with shares listed on regulated markets may apply the designated representative of art. 135-undecies of the Italian Legislative Decree No. 58/98 even if this possibility is not provided in the by-laws, in order to execute ordinary or extraordinary shareholders' meetings.

The same companies may provide in the call notice that the right to intervene at the shareholders' meeting will be exercised exclusively through the designated representative pursuant to article 135-undecies of the Italian Legislative Decree No. 58/98; the designated representative may also be granted with ordinary proxies and/or sub-proxies pursuant to art. 135-novies of the Italian Legislative Decree No. 58/98 as exception to article 135-undecies, paragraph 4, of the same decree.

5. Paragraph 4 apply also to companies with shares listed on a multilateral trading system and companies with shares widely distributed among the public.

... omissis ...

Italian Civil Code

Art. 2393

(Derivative Action)

1. A derivative action may be brought against directors pursuant to a resolution approved by shareholders, even if the company is in liquidation.

2 A resolution relating to the responsibility of directors may be put to the vote at a general meeting called for approval of the annual financial statements, even if such resolution is not on the meeting agenda, provided that it relates to matters occurring within the period to which the financial statements relate.

3. A derivative action may be approved with resolution of the Board of Auditors, passed with the favourable vote of two thirds of its members.

4 Such action may be brought within five years of the expiry of the director's term of office.

5. The approval of a resolution to bring derivative action shall result in the removal of the director against whom such action is brought provided that votes representing at least one fifth of share capital are in favour. In such an event, shareholders shall provide for the replacement of the directors.

6. The company may waive its right to bring derivative action and accept a settlement, subject to the waiver and settlement having been approved by shareholders, and provided that such motion is not opposed by minority shareholders representing at least one fifth of share capital, or, for listed companies, at least one-twentieth of share capital, or such percentage as may be established in the company's Articles of association in relation to derivative actions brought by the company pursuant to Article 2393-*bis*, paragraph 1 and 2.



INFORMATION NOTICE PURSUANT TO ARTICLES 13 AND 14 OF REGULATION (EU) No. 2016/679

In accordance with Articles 13 and 14 of Regulation (EU) No. 2016/679 (hereinafter also “GDPR”), please note that the information contained in the proxy form will be processed by the law firm Princivalle Apruzzi Danielli, with registered office in Bologna, via Santo Stefano 50 (tel. +39 051 0930400, email: info@pa-lex.com) as data controller (hereinafter “Data Controller” or “Controller”), also through the lawyer Valentina Apruzzi, as authorised person, in order to execute fulfilment connected with the representation at the Shareholders’ Meeting and vote operations, in compliance with the applicable data protection legislation in force.

a) Purposes of the data processing and the mandatory nature of the provision of data

All the personal data are collected and processed in compliance with the law and the confidentiality obligations, in order to verify the regular establishment of the meeting, the identity of the attendees and their entitlement to attend the meeting and to execute all the fulfilment connected with the Meeting. The provision of data for these purposes is mandatory. If you do not provide your data, it will not be possible to allow your proxy representative to participate in the Meeting.

b) Legal basis

The legal basis of the personal data processing for the Data Controller is to comply with the law in order to provide to the proxy granter his/her right to vote in the Meeting for which the proxy is released, also through delegates or subdelegates as provided by the applicable law on this matter.

c) Modalities

The same data could be processed by collaborators of the Data Controller which have been expressly authorized, as Data Processors or Persons in Charge, for the above-mentioned purposes.

The data in question may be disclosed to specific parties to fulfil an obligation imposed by a national or community law or regulation, or on the basis of instructions from Authorities duly empowered by the law or from supervisory and control authorities. In addition, for the above purposes, the Data Controller may deem necessary to disclose your personal data to third parties such as, for instance, the company DHH S.p.a. due to the professional assignment received.

In compliance with the provisions set forth by GDPR, personal data will be processed through paper, IT and electronic supports, on the basis of reasoning exclusively linked to the above purposes and, in any event, in such a manner so as to guarantee the security and confidentiality of your data, pursuant to the provision of Article 32 of GDPR. Your data will be processed for the time necessary to achieve the objectives of the above data processing, at the end of which it will be stored, where necessary, for the duration set forth by law.



d) Rights

The Data Subject is entitled to exercise the rights set out in Articles 15 to 21 GDPR, i.e., to be informed, at any time, which information regarding him or her is in the Company's possession, the origin of the information and how it is used, as well as to request that it be updated, rectified, supplemented, deleted, restricted, or made portable, as well as to object to data processing, through the channels indicated above.

The Data Subject is also entitled to withdraw consent and lodge a complaint to the Italian Data Protection Authority, Piazza Venezia 11, 00187, Rome (RM).

The above rights may be exercised against the Controller using the channels specified at the beginning of this notice.

In your capacity as Data Subject, you are entitled to exercise your rights free of charge, pursuant to Article 12 of GDPR. However, where your requests are manifestly unfounded or excessive, also because of their repetitive character, the Controller may either charge a reasonable fee taking into account the administrative costs of managing your request or refuse to act on the request providing the relevant grounds.

Principalle Apruzzi Danielli Studio Legale