



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

Milan, 7 April 2022. DHH S.p.A. ("DHH" or the "Company") (DHH.MI | WDHH21.MI) (ISIN shares IT0005203622), the cloud computing provider of Southeast Europe, announces that the ordinary and extraordinary Shareholders' Meeting will be held at Princivalle Apruzzi Danielli Law Firm, via Santo Stefano 50, 40125 Bologna (BO, Italy), on **28 April 2022 at 11:00 a.m.** on a single call, to discuss and pass resolutions on the following

### Agenda

#### Ordinary Part

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.
3. Appointment of the members of the statutory auditors and determination of their remuneration; related and consequential resolutions.
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.

#### Extraordinary Part

1. 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. 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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Please note that the date and/or the place and/or the participation and/or the voting modalities and/or the holding of the meeting as set out in the call notice is subject to the applicable law and to the provisions issued by the Authorities for Covid-19 emergency further to the fundamental principles to healthy safe for shareholders, employees, officers and advisors of the Company. The eventual amendments or additions to the above information shall be promptly communicated in the same modalities of the call notice publication and/or through the Company's web site at <https://www.dhh.international/> and the information channels required by the law.

Due to Covid-19 emergency, in accordance with the Italian Decree Law no. 18 of the 17 March 2020, the Company established that the participation at the Meeting takes place only by the Designed Representative, pursuant to Art. 135-*undecies* of the Italian Decree Law no. 58 of the 24 February 1998 ("TUF"). BOD and Statutory Auditors could attend the Meeting by audio-conference.

To the Designed Representative may be granted some proxies or sub-delegations pursuant to article 135-*novies* of the TUF, notwithstanding to article 135-*undecies*, paragraph 4, of the same decree, in order to allow the wider use of these distance voting measures for all the shareholders, in accordance to the health protection fundamental principles of the Company's shareholders, employees, members and advisors.

#### **SHARE CAPITAL AND VOTING RIGHTS**

The Company share capital amounts to Euro 489.277,20 distributed in no. 4.892.772 ordinary shares, without the reference of the nominal value, each of them gives right to one vote in ordinary and extraordinary general Shareholders' Meeting.

#### **ENTITLEMENT TO PARTICIPATE AND VOTE AT THE MEETING**

Pursuant to art. 83-*sexies* of the TUF, and the Company's by-laws, the entitlement to participate to the Meeting is subject to the receipt by the Company, of the communication sent by an authorized intermediary upon application of the right holder pursuant to the applicable law, stating the ownership of the shares on the basis of the accounting records related to the end of the 7th (seventh) trading day prior to the date of the Meeting (i.e. **April 19, 2022** – *record date*). The credit and debit registrations made into the accounts after the record date do not count for the purpose of being entitled to exercise the voting right at the Meeting. The intermediary's communications must be received by the Company within the end of the 3rd (third) trading day prior to the date of the Meeting and, thus, within the 11:59 p.m. of the **April 25, 2022**. Without prejudice to the entitlement to participate and vote, if the communications have reached the Company beyond the aforesaid terms, but before the start of the meeting works. It is a duty of the voting rights holders to instruct the



intermediary managing the account in order to send the communication to the Company, penalty of forfeiture from attendance. Any request of prior notice or disbursement by the intermediary to fulfill its duties cannot be borne by the Company. No electronic or vote by correspondence is allowed. People entitled to attend the meeting and their delegates can vote only in compliance with the following instructions.

### **PROXY VOTE AND PROXY GRANTING**

Each person entitled to participate at the Meeting, pursuant to the above, may be represented by the Designed Representative through proxy and/or sub-delegation writing within the scope of the applicable law, with the faculty to use the proxy form available on the Company website at the address: <https://www.dhh.international/shareholders-meetings/>. For the Meeting hereto, DHH has appointed as Designed Representative, pursuant to article 135-*undecies* of TUF, the lawyer Ms. Valentina Apruzzi to which may be conferred written proxy without any costs for the delegator (excluding eventually delivery costs), with voting instructions regarding all or some points of the Agenda. The original proxy to the Designed Representative must be granted by subscribing an appropriate form, containing the voting instruction and must be received by courier or by registered letter with return receipt at the registered office of Princivalle Apruzzi Danielli Law Firm, Via Santo Stefano n. 50, 40125 Bologna, within the end of the second trading day prior to the Meeting date (i.e. within the 11:59 p.m. of the **April 26, 2022**). It being understood that the proxy shall be sent in original with the voting instruction, it may also be notified electronically to the certified e-mail address [valentina.apruzzi@ordineavvocatibopec.it](mailto:valentina.apruzzi@ordineavvocatibopec.it) or to the lawyer certified e-mail address [dhhsrl@legalmail.it](mailto:dhhsrl@legalmail.it). The proxy delivery to the above-mentioned certified e-mail address, undersigned with digital signature in accordance with the applicable law, meets the requirement of the written form. The proxy shall not have any effect for any proposals for which voting instructions have not been conferred. The proxy and the voting instruction conferred to the Designed Representative are revocable within the above term and with the same manner provided for the assignment.

### **DOCUMENTATION AND PROCEDURAL REQUIREMENTS**

At the same time as this notice of call, the following documents will be available to the public at the registered office of the Company in Milan (MI), Via Caldera n. 21, on the website of the Company <https://www.dhh.international/>, section “For Investors”, on the Borsa Italiana website, and with any other modalities provided for by the applicable laws and regulations: (i) the form that the parties entitled to attend the Shareholders’ Meeting may use for proxy voting, and (ii) the explanatory report of the Board of Directors on the proposals concerning the items on the Agenda, as well as any further documentation relating to the items on the Agenda. Shareholders may obtain a copy.

Furthermore, with regard to item 2 and 3 of the Agenda, those entitled are invited to submit the lists of candidates to be member of the Board of Director or Statutory Auditors no later than 5 p.m. of the 5th (fifth) calendar day before the date of the Meeting (therefore, **April 23, 2022**), under penalty of



forfeiture, and exclusively by sending them to the certified e-mail address of the Company [dhhsrl@legalmail.it](mailto:dhhsrl@legalmail.it).

The lists, accompanied by the professional curricula of the subjects designated and signed by the Shareholders who have submitted them, must therefore be sent in advance to the Meeting with the methods set out above together with documentation attesting the quality of the Shareholders by those who have submitted them. Within the same term, the declarations by which the individual candidates accept their candidacy must be lodged and declare, on their own responsibility, that there are no legally prescribed causes of ineligibility or incompatibility, as well as the existence of any requirements prescribed by law and applicable regulations and, for the candidates independent directors the possession of the independence requirements provided for by art. 148, paragraph 3, of the TUF, as recalled by art. 147-ter, paragraph 4, of the TUF, where indicated as independent directors. The Company will make available to the market the lists received within the deadlines by means of publication of the same on its website [www.dhh.international](http://www.dhh.international), section “For Investors”. Lists submitted without compliance with the foregoing shall be deemed not to have been submitted.

Furthermore, the Shareholders Applicants who need to obtain the Prior Opinion with reference to one or more candidates Independent Directors to be included in the Lists of Candidates must make a communication to the Euronext Growth Advisor in the form, depending on the case, referred to in Annex 1-A (Communication Shareholder Single Applicant) or referred to in Annex 1-B (Communication Shareholders Joint Applicants) no later than 7 calendar days before the deadline provided by art. 26 of the By-laws for the filing of the List at the registered office of the Issuer, therefore within **April 16, 2022** (art. 4.1 “Procedure for obtaining the Euronext Growth Advisor’s prior opinion on the proposal for the appointment of an independent director” published on the Company’s website).

This notice of call will also be published on Company’s website <https://www.dhh.international/> under the section “For Investors” and in the “Gazzetta Ufficiale”, Parte II n. 40 of 7 April 2022.

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 around 120.000 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 Euronext Growth Milan, a Multilateral Trading Facility regulated by Borsa Italiana S.p.A. and registered as an SME Growth Market.

For more information please visit: [www.dhh.international](http://www.dhh.international)

## **Contact**

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