



Dominion Hosting Holding S.p.A.

● **SHAREHOLDERS' MEETING REGULATIONS** ●

Milan (MI), 28 April 2021

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

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SECTION I – INTRODUCTION

1. SCOPE OF APPLICATION, NATURE AND AMENDMENTS TO THE REGULATIONS

- 1.1 These regulations govern the ordinary and extraordinary shareholders' meetings and, where envisaged under the by-laws, special meetings and bondholders' meetings (respectively, "**Regulations**", and each of the above meetings considered individually as a "**Meeting**") of Dominion Hosting Holding S.p.A. ("**DHH**" or "**Company**").
- 1.2 Any amendments to these Regulations must be adopted by the Meeting, held as an ordinary meeting and called to resolve on the item placed on the agenda. Any modifications to these Regulations in accordance with the law may be resolved on directly by the Company's Board of Directors in office.
- 1.3 To guarantee the smooth running of Meetings and for all matters not expressly envisaged under these Regulations, the chairman of the Meeting ("**Chairman**") must adopt – as required by law and by the Company's by-laws – the measures and solutions deemed most appropriate. In cases in which the Chairman submits, to a vote by the Meeting, objections concerning procedures or matters governed by these Regulations, the Meeting must vote with the majority of the share capital attending.

SECTION II – CONSTITUTION OF THE SHAREHOLDERS' MEETINGS

2. ATTENDANCE OF MEETINGS

- 2.1 In accordance with the Company's by-laws and applicable laws, parties who have the right to vote in accordance with applicable legislation, or their proxies – who must present appropriate documentation issued by the intermediaries in charge or proxies – have the right to attend Meetings.
- 2.2 No formalities are required for the attendance of members of the Board of Directors and the Board of Statutory Auditors of the Company; of the common representative of the special shareholders and the bondholders, if any; and of the audit firm representative. Directors of the Company and other group companies, members of the Boards of Directors and Boards of Statutory Auditors, and employees of other group companies or other parties can also attend Meetings if their attendance is deemed useful by the Chairman for the meeting or concerning the topics to be discussed.
- 2.3 With the consent of the Chairman, experts, financial analysts and journalists can attend, upon authorisation, single Meetings. Authorisation requests must be made at the Company's registered office within one day preceding the date of the Meeting. Individuals who are authorised to attend must be identified by the Company employees at the entrance to the premises where the Meeting is held and, if applicable, collect the appropriate control pass to be exhibited upon request.
- 2.4 The Chair, before presenting the agenda items, must inform the Meeting that the parties and individuals as per Articles 2.2 and 2.3 above are attending the Meeting.

3. VERIFICATION OF ENTITLEMENT TO ATTEND THE MEETINGS AND ACCESS THE MEETING VENUES

- 3.1 Unless otherwise specified in the call to the meeting, those attending must be identified and their right to attend verified in the place of the Meeting at least one hour prior to the time set for the beginning of the Meeting.
- 3.2 So as to facilitate the verification of the powers of representation of those attending the Shareholders' Meeting as legal or voluntary representatives of shareholders, these individuals must send the documentation demonstrating these powers to the company secretary at least 3 (three) business days before the date set for the Meeting.
- 3.3 Personnel appointed by the Company will be responsible for identifying those attending Meetings, verifying that they have the right to attend, and keeping the order. The personnel in charge will issue any documentation that must be kept during attendance at the Meeting.
- 3.4 Anyone who leaves the Meeting venue for any reason must notify the personnel appointed by the

Company so that they can verify that the legal quorum is still met.

- 3.5 Unless otherwise decided by the Chairman, photo, video, or similar equipment and recording devices of any kind may not be used at the Meeting venue, without prejudice to devices required to take the meeting minutes. Mobile phones must be switched off at the beginning of the Meeting.

4. **CONSTITUTION OF AND OPENING OF THE MEETING**

- 4.1 At the time indicated in the notice of call to the meeting, the Chairman of the Company's Board of Directors must chair the Meeting; if he is absent, the Meeting must be chaired by the individual who is designated to replace the chairman as per the Company's by-laws or, failing that, by the individual appointed by the Meeting.
- 4.2 The Chairman must be assisted in drafting the meeting minutes by a secretary, even if this individual is not a shareholder, except in cases in which, in accordance with applicable law, the meeting minutes must be drawn up by a notary who, in such cases, also acts as secretary of the Meeting. The secretary and the notary can be assisted by individuals they trust and make use of recording devices.
- 4.3 The Chairman may be assisted by the directors, statutory auditors, executives and employees of the Company who are authorised to participate, as well as by specially invited external experts and/or consultants, having them explain the agenda items and answer questions posed in relation to specific items.
- 4.4 If the personnel in charge of verifying individuals' right to attend the meeting have objections in this sense, the Chairman must resolve these matters before turning to the agenda items.
- 4.5 The Chairman must announce the number of shareholders, individuals holding voting rights, and the number of shares present and the share of capital represented by those attending, and must ensure that the Meeting is duly constituted.
- 4.6 If a quorum is not reached, the Chairman, as a rule, must wait 30 (thirty) minutes from the time indicated for the start of the Meeting to notify the attendees and postpone the discussion of the agenda items to the next call to the meeting.
- 4.7 If the Chairman ascertains that the meeting is quorate, he must then open the Meeting and read out the agenda.

SECTION III – DISCUSSIONS

5. **AGENDA**

- 5.1 The Chairman and, at his invitation, those who are assisting him as per Article 4.3 above, must explain the agenda items and the proposals submitted for approval by the Meeting.
- 5.2 In putting the agenda items and proposal to discussion, the Chairman may propose that the Meeting follow a different order than that contained in the call the notice of call, deciding that all or some of the agenda items be discussed together or that the discussions take place separately for each individual agenda item.
- 5.3 The order of items under discussion cannot be changed beyond what is envisaged under Article 5.2 above.
- 5.4 Unless the Chairman deems it appropriate, or a specific request is submitted to and approved by a majority of the share capital represented at the Meeting, the reports of the Board of Directors, the Board of Statutory Auditors and of other corporate bodies of the Company or other documentation pertaining to the Meeting discussions will not be read out as they will be made available to DHH shareholders within the terms and in the manner envisaged under applicable laws and regulations and, in any case, prior to the meeting.

6. **DISCUSSIONS**

- 6.1 The Chairman conducts Meetings and moderates discussions by giving the floor to those who request

it as per this Article 6, ensuring their right to speak.

- 6.2 Individuals entitled to the right to vote and individuals as per Article 2.2 of these Regulations have the right to request the floor regarding topics under discussion and, once the Chairman has given them the floor, to make comments and proposals provided that they are pertinent to the agenda items under discussion.
- 6.3 Those who wish to take the floor, except for the individuals as per Article 2.2 of these Regulations (not including the common representative of the special shareholders or the bondholders, if any), must inform the Chairman of the topic they intend to address by raising their hand and expressly indicating the agenda item with regard to which they wish to make a statement. This must be made not before the Chairman has read out the agenda items and not after the Chairman has declared the discussions closed concerning the agenda item on which the individual requests to take the floor. In granting the floor, the Chairman must follow the order in which the requests were made.
- 6.4 If the Chairman deems it appropriate based on the circumstances and so as to conduct the Meeting more efficiently, he may request that those who intend to make statements as per Article 6.2 above do so in writing.
- 6.5 The Chairman, and any anyone assisting him as per Article 4.3 above, may respond to the speakers at the end of all the speeches concerning the agenda items, or after each of them has spoken (as deemed appropriate by the Chairman).

7. **DURATION, SCOPE AND NUMBER OF SPEECHES**

- 7.1 Each shareholder of DHH has the right to speak regarding each agenda item.
- 7.2 Each speaker may speak for up to 5 (five) minutes. However, the Chairman President, taking into account the subject matter, the importance of each agenda item, and the number of attendees who request to speak, can at his discretion decide to allow each person to speak for a different period of time. After such time has passed, the Chairman can then invite the speaker to finish in 3 (three) minutes.
- 7.3 The Chairman can allow the speaker an additional 2 (two) minutes maximum to state his position.
- 7.4 Speeches must be clear, concise, and strictly relevant to the agenda items.
- 7.5 Those who requested the floor may reply only once and for no more than 3 (three) minutes.
- 7.6 If any attendees request very detailed information that the Chairman is unable to provide, the Chairman can suggest professionals whom the attendees can seek out directly to assist them in this regard.
- 7.7 The provisions of this Article 7 do not apply to the individuals as per Articles 2.2 and 2.3 of these Regulations (not including the common representative of the special shareholders or the bondholders, if any).

8. **SUSPENSION AND ADJOURNMENT OF MEETINGS**

- 8.1 Meeting discussions normally take place in a single meeting. The Chairman may suspend the meeting for a period of no longer than 3 (three) hours to prepare responses to speeches made. If the Meeting continues for more than 8 (eight) hours – and if deemed appropriate based on the circumstances and in order to better conduct the Meeting – the Chairman may suggest adjourning the meeting as per Article 8.2 below.
- 8.2 Without prejudice to Article 2374 of the Italian Civil Code, the Meeting, with the favourable vote of the majority of the capital represented, may decide to adjourn the Meeting to another date in any cases in which it is deemed appropriate, setting the place, the day and time for the Meeting to continue. This adjournment, even if longer than 5 (five) days, must be in line with the reasons for the adjournment and in any case must not be for longer than 30 (thirty) days.

9. **POWERS OF THE CHAIRMAN**

- 9.1 In addition to the provisions under these Regulations and the Company's by-laws, the Chairman is responsible for conducting the Meeting in an orderly fashion so as to guarantee that the Meeting is properly carried out and that the attendees rights are respected and duties fulfilled.
- 9.2 In accordance with Article 9.1, the Chairman may take the measures he deems most suitable according to the circumstances. Specifically, he can take the floor away if an attendee speaks without having the right to do so or continues to speak once he has gone over the maximum time envisaged under this Regulations or the time that was assigned.
- 9.3 The Chairman can take away the floor after warning the individual if the speech is clearly irrelevant to the agenda item being discussed and in all cases in which the attendee uses inappropriate or insulting words, makes threats, or incites to violence and disorder.
- 9.4 If attendees prevent others from discussing or provoke, through behaviour, a situation that prevents the Meeting from being duly conducted, the Chairman must call them to order and to comply with these Regulations. If this warning is not heeded, the Chairman must then order the removal of the individuals from the meeting room for time in which that agenda item is being discussed. The shareholder who has been removed may appeal to the Meeting that must resolve on the matter with a majority of the share capital represented.
- 9.5 If situations occur at the Meeting that hinder the discussions, the Chairman may suspend the Meeting.
- 9.6 The Chairman, also for the purposes of this Article 9, may set up a special presidency office with the task of assisting him in his functions, and he may require the use of projection equipment at the Meeting venue, giving instructions for several rooms to be set up (if necessary), provided that suitable audio/video systems are in place and that all of the attendees can follow and take part in the discussions on the agenda items.
- 9.7 Once the speeches, responses and possible replies have finished, the Chairman must then declare the discussion closed.

SECTION IV – VOTING

10. PRELIMINARY FULFILMENTS

- 10.1 Before allowing voting to start, the Chairman must readmit those excluded as per Article 9. The measures under Article 9 of these Regulations may be adopted, where the conditions are met, also during voting.
- 10.2 Voting on each agenda item must take place after the discussion on each agenda item is closed. Depending on the circumstances, the Chairman can also decide that voting will take place after all the agenda items have been discussed.

11. VOTING

- 11.1 Voting must take place using an open ballot system and taking into account the number of votes to which each shareholder is entitled.
- 11.2 The Chairman must establish how votes are to be expressed and how they are to be gathered and counted, also be appointing, where deemed appropriate, an adequate number of scrutineers selected from among the individuals as per Article 2.2. He may also set a deadline within which votes must be cast. At the end of the voting, the votes must be counted, after which the Chairman, also assisted by the secretary or notary, must announce the voting results to the Meeting.
- 11.3 Each person entitled to vote can vote only once with all their votes. In any case, representatives of trust companies and proxies who vote for other may declared that they are voting differently with a part of their votes, in accordance with the instructions that they received from the person who granted the proxy or delegation.
- 11.4 Votes cast in any other way that that indicated by the Chairman must not be counted.

- 11.5 Once the voting has finished, the Chairman must announce the results, declaring that the item has been approved if it is approved by the majority required by law or by the Company's by-laws.
- 11.6 Once all the agenda items have been examined as per the Articles above, the Chairman must declare the Meeting closed.

SECTION V – FINAL PROVISIONS AND ENTRY INTO FORCE

12. FINAL PROVISIONS

- 12.1 The Articles of these Regulations that make reference to the Company' directors and statutory auditors will apply, insofar as they are applicable, to the members of the management body and of the supervisory body if the Company adopts a two-tier model, and to the members of the Board of Directors and to the members of the Management Control Committee, if DHH adopts a one-tier model.
- 12.2 Any matters not expressly addressed in these Regulations will be governed by applicable provisions of law and regulations and by the Company's by-laws.

13. ENTRY INTO FORCE

- 13.1 These Regulations were approved by DHH Shareholders' Meeting of 28 April 2021 and will become effective on 29 April 2021.