



DHH S.p.A.

• QUANTITATIVE AND QUALITATIVE CRITERIA OF SIGNIFICANCE OF RELATIONSHIPS POTENTIALLY RELEVANT TO THE EVALUATION OF INDEPENDENT DIRECTORS •

Defined by the Board of Directors of Dominion Hosting Holding S.p.A. according to Article *6-bis* of the Euronext Growth Milan Issuers' Regulations on March 21, 2024

Milan (MI), 21/03/2024

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

INTRODUCTION

The Board of Directors of Dominion Hosting Holding S.p.A. (“**DHH**” or the “**Company**”) in its meeting of March 21, 2024 defined the quantitative and qualitative criteria for assessing the significance of potentially relevant relationships to evaluate independent directors (“**Quantitative Criteria**” and “**Qualitative Criteria**” or also just “**Criteria**”), following the provisions of Article *6-bis* of the Euronext Growth Milan Issuers’ Regulations.

In this regard, it should be recalled that according to the combined provisions of Articles *147-ter*, paragraph 4, and 148, paragraph 3, TUF (as referred to in the bylaws) are not independent:

- (i) those who are in the conditions stipulated in Article 2382, Civil Code;
- (ii) the spouse, relatives, and relatives-in-law within the fourth degree of kin of the directors of the Company, the directors, spouse, and relatives-in-law within the fourth degree of kin of the directors of companies controlled by it, companies that control it, and companies under common control;
- (iii) those who are related to the Company or its subsidiaries or companies controlling it or those subject to common control or to the directors of the Company and the persons referred to in letter b) (collectively, “**Relevant Persons**”) by self-employment or employment relationships or other relationships of a patrimonial or professional nature that compromise their independence.

At its meeting on March 21, 2024, the Board of Directors then defined the following Criteria, applicable to requirement *sub* (iii), in order to assess whether any “financial or professional relationships” the director has with Relevant Persons are such as to compromise his or her independence.

1. QUANTITATIVE CRITERIA

As determined by the DHH Board of Directors, a director’s independence is compromised by “financial or professional relationships” held by the director with Relevant Persons if, alternatively:

- result, individually or cumulatively considered, in an annual financial award to the director of at least 50% of the fixed compensation received annually by the director for the office and for any participation in endoconsiliar committees;
- the total value of these relationships, individually or cumulatively considered, exceeds 15% of the director’s annual income.

Where relationships with Relevant Persons are maintained by the director indirectly – for example, through subsidiaries or as a partner in a professional firm or consulting firm – relationships that involve, individually or cumulatively considered, an annual economic recognition of more than 7% of the annual turnover of the legal person, organization or professional firm, of which the director has control or is or is a partner, should normally be considered significant.

Additional remuneration received by a director for positions in DHH that, in the aggregate and on an annual basis, exceeds 50% of the fixed annual remuneration received by such director for serving as a director of DHH is to be considered “significant” in the scope of the assessment. Additional remuneration to be considered in the assessment of independence requirements includes any additional remuneration recognized by the Company, one of its subsidiaries or parent companies, even indirectly, over and above the fixed remuneration received for the office and the remuneration received for participation in any endoconsiliar committees.

2. QUALITATIVE CRITERIA

Even if the Quantitative Criteria are not met, a relationship of a financial or professional nature is to be considered “significant” if it is deemed by the Board of Directors to affect the autonomy of judgment and independence of a director of the Company in the performance of his or her duties.

Therefore, merely by way of example, professional relationships with Relevant Persons that pertain to important operations of the Company and its parent group, if any, may be considered “significant”.

The significance of the relationships is assessed, taking into account the overall professional activity normally exercised by the director, the assignments normally entrusted to the director, and the significance that these relationships may have for the director in reputational terms.

In addition to the above, the Board of Directors has the power to consider as relevant, for the purpose of assessing the director’s independence, any additional element deemed useful and/or appropriate in relation to the specific situations concerning them (*e.g.*, position, individual characteristics, and overall professional activity), adopting additional and/or partially different criteria from the Qualitative Criteria described above, which nevertheless privilege substance over form.

In particular, the Board of Directors may, among other things, giving adequate reasons in its deliberations:

- also take into consideration those relationships which, although lacking in content and economic character or economically insignificant, are particularly relevant to the prestige of the director concerned or capable of concretely affecting his or her independence and autonomy of judgment;
- evaluate, based on the concrete circumstances, whether a director meets and/or maintains the independence requirements despite the presence of one of the adopted Criteria.