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Societa' : DHH

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Informazione
Regolamentata

Nome utilizzatore : DOMINIONNSS02 - Giandomenico Sica

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Data/Ora Ricezione : 28 Aprile 2022 14:42:21

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Diffusione presunta

Oggetto : Shareholders' Meeting of DHH S.p.A. held on 28 April 2022: approval of the financial statements as of 31 December 2021 and further resolutions

Testo del comunicato

Milan, 28 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 Shareholders' Meeting of the Company today convened at Princivalle Apruzzi Danielli Law Firm, exclusively through the Designated Representative, as indicated in the notice of call of the Meeting which was published on "Gazzetta Ufficiale", Parte II n. 40 of 7 April 2022 and on the Company's website.



Shareholders' Meeting of DHH S.p.A. held on 28 April 2022: approval of the financial statements as of 31 December 2021 and further resolutions

Milan, 28 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 Shareholders' Meeting of the Company today convened at Princivalle Apruzzi Danielli Law Firm, exclusively through the Designated Representative, as indicated in the notice of call of the Meeting which was published on “Gazzetta Ufficiale”, Parte II n. 40 of 7 April 2022 and on the Company's website.

FINANCIAL STATEMENTS AS OF 31 DECEMBER 2021

On today's date the Shareholders' Meeting approved the statutory financial statements at 31 December 2021 as proposed by the Board of Directors and acknowledged the consolidated financial statements relating to the group headed by DHH (the “Group”) at 31 December 2021.

For DHH the financial year as at 31 December 2021 ended with profits for the year equal to EUR 2.185.301,75 and the Shareholders' Meeting resolved as follows:

- EUR 385.126,92 will be used to cover the loss forward;
- EUR 7.482,44 to the legal reserve, up to the limit provided by the art. 2430 of the Italian civil code;
- EUR 1.614.635,00 to be distributed as ordinary dividend by assignment of treasury shares;
- the remaining amount of EUR 178.057,39 to the extraordinary reserve.

Within the context of the above, the Shareholders' Meeting resolved to distribute an ordinary dividend by assignment of treasury shares equal to **no. 1 share per each no. 45 shares held** (with rounding down to the lowest unit number) according to the proposal of the Board of Directors to distribute up to a maximum of no. 104.170 shares, collectively representing up to 2,13% of DHH's share capital.

The relevant ex-dividend date is fixed on **2 May 2022**, the record date on **3 May 2022** and the payment date on **4 May 2022**, with shares' assignment through the respective intermediaries participating to the centralised management system run by Monte Titoli S.p.A.

The dividend to be distributed is an ordinary one and is not subject to taxation at the time of assignment, in accordance with the clarifications following ruling requests provided for by the Italian Tax Authority no. 26/E of 7 March 2011 and n.12/E of 7 February 2012.

In compliance with the applicable laws and the EGM Issuers Regulations, DHH's statutory financial statements as of 31 December 2021 and the Group's consolidated financial statements as of 31 December 2021, together with all the relevant documentation connected therewith (including the Board



of Statutory Auditors' report and the auditing firm's report), are made available to the public at the Company's registered office, at the website of Borsa Italiana S.p.A. and at the website www.dhh.international, section "For Investors".

FURTHER RESOLUTIONS

During the Shareholders' Meeting of DHH held on today's date the following further resolutions were passed.

Ordinary session

Appointment of the members of the Board of Directors

The new Board of Directors (5 members) was appointed for the financial years 2022-2023-2024:

- Giandomenico Sica (also appointed to the office of Chairman of the Board of Directors)
- Antonio Domenico Baldassarra
- Matija Jekovec
- Tamara Arduini
- Andrea Arrigo Panato (Independent Director – previously positively evaluated by the Euronext Growth Advisor)

It was resolved to allocate an annual gross remuneration for the entire Board of Directors equal to a maximum of € 500.000 to be divided among its members (in accordance with a following resolutions to be adopted by the Board itself).

Appointment of the members of the statutory auditors

The new Board of Statutory Auditors (3 members and 2 substitutes) was appointed for the financial years 2022-2023-2024:

1. Umberto Lombardi
2. Pierluigi Pipolo
3. Stefano Pizzutelli
4. Simona Secchi
5. Stefania Giorgi

It was resolved to determine the annual remuneration of the statutory auditors, for the entire duration of their office, in an amount equal to € 18.000 gross per year, the emolument of the Chairman of the Board of Statutory Auditors, and € 12.000 gross per year of the emolument of each effective member.



Appointment of an independent audit firm

It was resolved the renewal of the contract for the audit of the Company's financial statements, resolving that the contract for the audit of the Company, concerning the financial years 2021-2023-2024, will be assigned again to BDO Italia SpA.

Authorisation to the purchase and disposal of treasury shares

An authorisation to purchase and dispose of treasury shares pursuant to article 2357 and followings of the Italian Civil Code was approved, prior revocation of the authorisation granted by the Shareholders' Meeting on 28 April 2021.

Such authorisation is valid for a period of 18 months starting from the date hereof and is granted to the Company's Board of Directors (i) up to a maximum number of treasury shares to be purchased (including the ones owned by subsidiaries) representing 10% of the shares outstanding from time to time, in one or more occasions, against a purchase price not lower and not higher than 15% less and 15% more compared to the relevant official stock exchange price registered in the marketplace proceedings on the date before each transaction, and (ii) up to a maximum amount to be utilised for the purchase equal to Euro 1.000.000, while the disposal or utilisation of the treasury shares may be implemented through any of the modalities allowed by the laws and regulations in force and according to prices and under conditions and criteria determined by the Board of Directors, taking into account the modality of disposal or utilisation, the trends of the relevant prices during the period preceding the transactions and the best interest of DHH.

Approval of the incentive plan named "Piano Stock Option DHH 2022 - 2025"

It was approved the issuance of a stock option plan called "Piano Stock Option DHH 2022 - 2025" concerning the granting of options to subscribe, at a defined price, ordinary shares of the Company, with the characteristics (including conditions and assumptions of implementation) indicated in the "Explanatory Report of the Board of Directors". It was also resolved to grant to the Board of Directors any power needed or opportune to execute the "Piano Stock Option DHH 2022 - 2025".

Extraordinary session

It was resolved to approve the amendment to the proxy granted by the Extraordinary Shareholders' Meeting of the Company on 28 April 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, also with the exclusion of pre-emptive rights or free of charge, also pursuant to Article 2441, paragraphs 4, 5 and 8, and Article 2349 of the Italian Civil Code, in accordance with the terms and conditions set out in the "Explanatory Report of the Board of Directors". Art. 6 of the by-laws has been amended in order to acknowledge the change.

Furthermore, in this occasion the Company's By-laws has been aligned to the rebranding of the market as per Notice of Borsa Italiana n. 31776.



AVAILABILITY OF THE MINUTES OF THE SHAREHOLDERS' MEETING

The minutes of the Shareholders' Meeting of DHH held on the date hereof – both in ordinary and extraordinary session – will be made available to the public at the website of Borsa Italiana S.p.A. and at the website www.dhh.international, section “*For Investors*”, in accordance with the applicable laws and regulations.

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

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