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Oggetto : Shareholders' Meeting of DHH S.p.A. held on 28 April 2021: approval of the financial statements as of 31 December 2020 and further resolutions

*Testo del comunicato*

Milan, 28 April 2021. DHH S.p.A. (“DHH” or the “Company”), the cloud computing provider of Southeast Europe whose financial instruments are listed on AIM Italia, the Multilateral Trading Facility organised and managed by Borsa Italiana S.p.A. (DHH.MI | WDHH21.MI) (ISIN shares IT0005203622 | ISIN warrants IT0005203689), announces that today the Shareholders' Meeting of the Company, convened, in a single call, in Milan, via Pattari 2, was duly held both in ordinary and extraordinary session...



## Shareholders' Meeting of DHH S.p.A. held on 28 April 2021: approval of the financial statements as of 31 December 2020 and further resolutions

Milan, 28 April 2021. DHH S.p.A. (“**DHH**” or the “**Company**”), the cloud computing provider of Southeast Europe whose financial instruments are listed on AIM Italia, the Multilateral Trading Facility organised and managed by Borsa Italiana S.p.A. (DHH.MI | WDHH21.MI) (ISIN shares IT0005203622 | ISIN warrants IT0005203689), announces that today the Shareholders' Meeting of the Company, convened, in a single call, in Milan, via Pattari 2, was duly held both in ordinary and extraordinary session.

### FINANCIAL STATEMENTS AS OF 31 DECEMBER 2020

On today's date the Shareholders' Meeting approved the statutory financial statements at 31 December 2020 as proposed by the Board of Directors and acknowledged the consolidated financial statements and the *pro-forma* consolidated financial statements relating to the group headed by DHH (the “**Group**”) at 31 December 2020.

Within the context of the above, the Shareholders' Meeting resolved to carry forward the loss reported in 2020 by DHH as parent company, amounting to Euro 385.127, and to distribute a dividend in kind consisting of free allocation to the shareholders of a portion of treasury shares, equal to **no. 1 share per each no. 25 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. 180.746 shares, collectively representing up to 4% of DHH's share capital.

Provided that at the date of the Shareholders' Meeting the subscribed and paid-up share capital of DHH is equal to Euro 451.866,90, represented by no. 4.518.669 ordinary shares of which no. 341.325 are treasury shares, collectively representing 7,55% of the DHH's share capital (which will not benefit of the above dividend) the dividend in kind for the shareholders will finally amount to a maximum of no. 167.093 ordinary shares (no. 1 share per each 25 shares), representing 3,70% of DHH's share capital.

The relevant ex-dividend date is fixed on **3 May 2021**, the record date on **4 May 2021** and the payment date on **5 May 2021**, 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 AIM Italia Issuers Regulations, DHH's statutory financial statements as of 31 December 2020, the Group's consolidated financial statements and the Group's *pro-forma* consolidated financial statements as of 31 December 2020, 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 and at the website [www.dhh.international](http://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**

#### **Authorisation to the purchase and disposal of treasury shares**

An authorisation to purchase and dispose of treasury shares pursuant to articles 2357 and followings of the Italian Civil Code was approved, prior revocation of the authorisation granted by the Shareholders' Meeting on 27 April 2020.

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, whilst 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.

#### **Compensation in favour of Board of Directors' members relating to financial year 2021**

The granting of a compensation in favour of DHH's directors for the financial year 2021 was resolved, consisting of an attendance allowance equal to Euro 500 per each Board of Directors' meeting to which any member will have attended (in line with the past years 2019 and 2020).

#### **Shareholders' Meetings Regulations**

It was also resolved to adopt the Shareholders' Meetings Regulations of DHH, effective starting from 29 April 2021. The relevant text will be made available at the website [www.dhh.international](http://www.dhh.international), section "For Investors".



## **Extraordinary session**

### **Granting of delegation for share capital increases and issuance of bonds**

The Shareholders' Meeting resolved to grant DHH's Board of Directors with a delegation pursuant to, respectively, article 2443 and article 2420-*ter* of the Italian Civil Code, to increase the share capital of the Company and issue bonds (also convertible or mandatory convertible bonds or, however, granting the right to purchase or subscribe shares), also with exclusion of option rights or through free capital increases pursuant to article 2441, paragraphs 4, 5 and 8, and article 2349 of the Italian Civil Code.

The abovementioned delegation – valid for a period up to 5 years from the date hereof – is up to a maximum total amount of Euro 30.000.000, relating to both the share capital increases (including share premium) and the issuance of bonds.

### **Amendments to the by-laws**

Certain amendments to the Company's by-laws were approved, aimed at aligning the same with the legislative and regulatory changes recently occurred (*i.e.* regarding public takeover bids and shares' delisting, requirements for the offices of directors and auditors *etc.*) and with the market best practice, also seizing the chance to introduce improvements and updates.

## **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 [www.dhh.international](http://www.dhh.international), section “*For Investors*”, in accordance with the applicable laws and regulations.

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### **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 100.000+ 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 AIM Italia, 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)



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