

<p>Informazione Regolamentata n. 20088-3-2024</p>	<p>Data/Ora Inizio Diffusione 8 Aprile 2024 10:15:02</p>	<p>Euronext Growth Milan</p>
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Societa' : DHH

Identificativo Informazione Regolamentata : 188676

Utenza - Referente : DOMINIONN02 - Giandomenico Sica

Tipologia : REGEM

Data/Ora Ricezione : 8 Aprile 2024 10:15:02

Data/Ora Inizio Diffusione : 8 Aprile 2024 10:15:02

Oggetto : Publication of Notice of Call of Extraordinary and Ordinary Shareholders' Meeting

Testo del comunicato

Milan, 8 April 2024. DHH S.p.A. ("DHH" or the "Company") (DHH.MI | WDHH21.MI) (ISIN shares IT0005203622) announces that the Extraordinary and Ordinary Shareholders' Meeting will be held exclusively through audio/video conference as better specified below, in first call on 29 April 2024 at 16:00 and, if needed, on 30 April at the same time, to discuss and pass resolutions on the following Agenda Extraordinary session: 1. Amendment of the sections 26 and 31 of the company's bylaws aimed to transpose the amendments to the EGM Issuers Regulation in reference to the criteria of independence (Art. 6-bis EGM Issuers Regulation). Related and consequent resolutions. 2. Amendment of the sections 21 and 22 of the company bylaws to introduce the power to provide that the participation of members and the exercise of the right to vote in ordinary and extraordinary meetings can only take place through the designated representative and also by video conference. Related and consequent resolutions. Ordinary session: 3. Approval of the financial statements as of December 31, 2023, presentation of the consolidated financial statements as of December 31, 2023. Related and consequent resolutions. 4. Allocation of the year-end profits. Related and consequent 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, 2023. Related and consequent resolutions.



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

Milan, 8 April 2024. DHH S.p.A. ("DHH" or the "Company") (DHH.MI | WDHH21.MI) (ISIN shares IT0005203622) announces that the Extraordinary and Ordinary Shareholders' Meeting will be held exclusively through audio/video conference as better specified below, in first call on **29 April 2024 at 16:00** and, if needed, on 30 April at the same time, to discuss and pass resolutions on the following

Agenda

Extraordinary session:

1. Amendment of the sections 26 and 31 of the company's bylaws aimed to transpose the amendments to the EGM Issuers Regulation in reference to the criteria of independence (Art. 6-bis EGM Issuers Regulation). Related and consequent resolutions.
2. Amendment of the sections 21 and 22 of the company bylaws to introduce the power to provide that the participation of members and the exercise of the right to vote in ordinary and extraordinary meetings can only take place through the designated representative and also by video conference. Related and consequent resolutions.

Ordinary session:

3. Approval of the financial statements as of December 31, 2023, presentation of the consolidated financial statements as of December 31, 2023. Related and consequent resolutions.
4. Allocation of the year-end profits. Related and consequent 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, 2023. Related and consequent resolutions.



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* Legislative Decree no. 58 of 24 February 1998, the entitlement to participate to the Meeting and the related right to vote 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. **18 April 2024**, the 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 (i.e., by **24 April 2024**). There is no prejudice to those entitled to participate and to vote, even if their communications have reached the Company beyond the aforesaid terms, but before the start of the meeting works. The communication to DHH is made by the intermediary. Those entitled to exercise the voting rights shall deliver specific instructions to the intermediary that holds the accounts, in order to make the aforementioned communication to the Company, under penalty of forfeiture of the participation. The Company does not accept any requests from the intermediary of advanced notices nor any charges for any intermediary's costs. No postal or electronic voting procedure is available. Those entitled and/or their proxies may cast their votes only in accordance with the following procedures.

FURTHER PROVISIONS FOR AUDIO-VIDEO CONFERENCE PARTICIPATION

The entitlement to participate to the Meeting and the related right to vote will be carried out **exclusively through audio-video conference** to the link that will be delivered on request to the shareholders willing to attend the Meeting. These shareholders must deliver – within 23:59 of **25 April 2024** – a request to the Company's e-mail address: info@dhh.international, attaching (i) a copy of the bank certification referred in the previous paragraph (*Entitlement to participate and vote*), (ii) a copy of a valid ID of the person entitled to participate, and in the case of a legal person's representative or a proxy pursuant to the following paragraph (*Proxy granting*), an evidence of the powers to participate to Shareholders' Meeting or to proxy, and (iii) the proxy form duly fill-in and signed. By the end of **26 April 2024**, the Company will notify to those who have duly submitted the documentation (and to the same receiving e-mail address) the link to attend the Shareholders' Meeting. No one will be entitled to participate and to vote without fulfilling the above requirements.

PROXY GRANTING

Each person entitled to participate at the Meeting may be represented through proxy and/or sub-delegation granted in writing within the scope of the applicable law. For this purpose, the proxy form is available on the Company's website <https://www.dhh.international/>, section "For Investors".

ORGANIZATIONAL MATTERS

The Shareholders (and their proxies) are invited to connect to the audio-video conference system in due time so to avoid delays in the beginning of the Meeting. The accreditation procedure shall start 30 minutes before the scheduled time of the Meeting both in first and second call.



DOCUMENTATION AND PROCEDURAL MATTERS

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” and with any other modalities provided for by the applicable laws and regulations: (i) the Shareholders’ Meeting Regulations available to the following link <https://www.dhh.international/wp-content/uploads/2021/04/DHH-Shareholders-meeting-regulations-ENG-final.pdf>, (ii) the form that the parties entitled to attend the Shareholders’ Meeting may use for proxy voting, and (iii) 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.

This notice of call is also published on the Company’s website <https://www.dhh.international/>, section “For Investors”. An excerpt of this notice of call is published in the newspaper “Italia Oggi” of 8 April 2024.

For the Board of Directors
The Chairman

Giandomenico Sica

About DHH S.p.A.

Founded in July 2015 and headquartered in Milan, DHH SpA (DHH) is a technology group dedicated to developing the digital infrastructure of Southern Europe. The company specializes in providing the necessary technology for operating websites, applications, e-commerce platforms, and Software as a Service (SaaS) solutions. DHH serves approximately 124.000 b2b and professional customers predominantly in Southern Europe, particularly in the Adriatic region, an area noted for its potential higher growth rates due to relatively lower digital penetration. DHH is publicly traded on Euronext Growth Milan, a Multilateral Trading Facility supervised by Borsa Italiana S.p.A., and is classified as an SME Growth Market. Further details can be found at: www.dhh.international

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