

Informazione Regolamentata n. 20088-15-2025	Data/Ora Inizio Diffusione 8 Aprile 2025 06:25:02	Euronext Growth Milan
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Societa' : DHH

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Regolamentata

Utenza - Referente : DOMINIONN02 - Giandomenico Sica

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Data/Ora Ricezione : 8 Aprile 2025 06:25:02

Data/Ora Inizio Diffusione : 8 Aprile 2025 06:25:02

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

Testo del comunicato

Milan, 8 April 2025. DHH S.p.A. (DHH.MI) (ISIN shares IT0005203622) announces that the Ordinary and Extraordinary Shareholders' Meeting will be held exclusively through audio /video conference, pursuant to article 22 of the bylaws, as better specified below, in first call on 29 April 2025 at 2:30 p.m. and, if needed, on 30 April at the same time...



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

Milan, 8 April 2025. DHH S.p.A. (DHH.MI) (ISIN shares IT0005203622) announces that the Ordinary and Extraordinary Shareholders' Meeting will be held exclusively through audio/video conference, pursuant to article 22 of the bylaws, as better specified below, in first call on **29 April 2025 at 2:30 p.m.** and, if needed, on 30 April at the same time, to discuss and pass resolutions on the following

AGENDA

Ordinary session:

1. Approval of the financial statements as at 31 December 2024, presentation of the consolidated group financial statements. Related and consequent resolutions.
2. Allocation of the profit for the year. Related and consequent resolutions.
3. Appointment of the members of the Board of Directors, their number, term of office and determination of their remuneration. Related and consequent resolutions.
4. Appointment of the members of the Board of Statutory Auditors and determination of their remuneration. Related and consequent resolutions.
5. Appointment of an auditing firm pursuant to Article 13 of Legislative Decree 39/2010. Related and consequent resolutions.
6. Authorisation for the purchase and disposal of treasury shares, subject to revocation of the corresponding shareholders' resolution of 29 April 2024. Related and consequent resolutions.

Extraordinary session:

1. Issue of warrants for cash and consequent share capital increase, in one or more tranches, for a maximum nominal amount of Euro 62.369,10, plus share premium, through the issue, also in several tranches, of up to a maximum of 623.691 ordinary shares, with no indication of the nominal value expressed to service the aforesaid warrants. Related and consequent resolutions.
2. Granting of a proxy to the Board of Directors, 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 Euro 30.000.000,00, also with the exclusion of pre-emption rights or free of charge, also pursuant to Article 2441, paragraphs 4, 5 and 8, and Article 2349 of the Italian Civil Code, subject to revocation of the proxy granted by the Shareholders' Meeting resolution of 28 April 2021. Related and consequent resolutions.

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SHARE CAPITAL AND VOTING RIGHTS

The share capital amounts to Euro 523.777,20, divided into 5.237.772 ordinary shares with no par value; each share entitles the holder to one vote in the Company's ordinary and extraordinary shareholders' meetings. To date, the Company holds 40.345 treasury shares in its portfolio.

ENTITLEMENT TO ATTEND AND VOTE

Pursuant to Article 83-sexies of Legislative Decree No. 58 of 24 February 1998, the entitlement to attend the Shareholders' Meeting and to exercise the related voting right is certified by a communication to the Company, made at the request of the person entitled to the right by the intermediary, on the basis of the evidence resulting from its accounting records relating to the end of the 7th (seventh) trading day prior to the date set for the Shareholders' Meeting (i.e. **16 April 2025**, record date). Credit and debit entries made on the accounts after the aforementioned deadline shall not be relevant for the purpose of legitimising the exercise of voting rights at the Shareholders' Meeting, and therefore those who are only holders of shares after the aforementioned deadline shall not be entitled to attend and vote at the Shareholders' Meeting. The intermediary's communications must be received by the Company within the end of the 3rd (third) trading day preceding the date of the Shareholders' Meeting (i.e. by **24 April 2025**). The entitlement to participate in the Shareholders' Meeting and exercise voting rights remains unaffected if the communication is received by the Company after this deadline, provided that it is received before the start of the Shareholders' Meeting works. Please, remember that the communication to DHH is made by the intermediary. Holders of voting rights are requested to give instructions to the intermediary that holds the relevant accounts, so that the aforementioned communication is made to the Company, under penalty of forfeiture of participation. Any requests for prior notice by the intermediary or financial charges for the fulfilment of the latter's obligations are not attributable to the Company. There is no postal or electronic voting procedure. Entitled parties and/or their proxies may only vote in accordance with the procedures indicated below.

FURTHER PROVISIONS FOR INTERVENTION BY ELECTRONIC MEANS

Attendance at the Shareholders' Meeting and the exercise of voting rights will be carried out **exclusively via audio/video-conference** to the link that will be delivered on request to those willing to attend the Shareholders' Meeting, who must send – by 11:59 p.m. of **25 April 2025** – a specific request to the Company's e-mail address info@dhb.international, attaching (i) a copy of the bank certification referred to in the previous paragraph (*Entitlement to attend and vote*), (ii) a copy of a valid identity document of the participating party with a photo, in the case of a representative of a legal entity or proxy pursuant to the following paragraph (*Representation at Shareholders' Meeting*) evidence of the powers to attend the Shareholders' Meeting or to grant proxy must also be sent, as well as (iii) any proxy form duly filled out and signed. By the end of the day of **28 April 2025**, the Company will communicate to the persons who have duly produced the aforementioned documentation (and to the same receiving e-mail address) the appropriate



link for participation in the Shareholders' Meeting. No one will be entitled to participate and to vote without fulfilling the above requirements.

REPRESENTATION AT SHAREHOLDERS' MEETINGS

Those who have the right to participate in the Shareholders' Meeting may be represented by written proxy, in compliance with the regulations in force. To this end, a specific proxy form for Shareholders' Meetings is available on the Company's website <https://www.dhh.international/>, in the "For Investors" section.

ORGANIZATIONAL MATTERS

Shareholders (or their proxies) are invited to connect via audio-video conference in time to ensure that the Shareholders' Meeting can take place. Accreditation of the participants in the Meeting will begin 30 minutes before the time of the Shareholders' Meeting in both 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/>, "For Investors" section, 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/2024/07/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.

We also remind you, in relation to **items 3 and 4 of the Agenda**, that those entitled to submit lists of candidates for the office of Director and Board of Statutory Auditors must do so by and no later than 5:30 p.m. of the 5th (fifth) calendar day prior to the date of the Shareholders' Meeting (i.e. **24 April 2025**), under penalty of forfeiture, and exclusively by sending them to the Company's certified e-mail address dhhsrl@legalmail.it. The lists, accompanied by the professional curricula of the designated persons and signed by the Shareholders who submitted them, must therefore be submitted in advance to the Shareholders' Meeting in the manner set forth above, together with the documentation attesting the status of Shareholders by those who submitted them. Within the same deadline, the declarations by which the individual candidates accept their candidacy and declare, under their own responsibility, the non-existence of causes of ineligibility and incompatibility provided for by law, as well as the existence of any requirements prescribed by law and applicable regulations and, in relation to the members of the Board of Directors, the possible possession of the independence requirements provided for by Article 148, paragraph 3, of the Consolidated Law on Finance, as recalled by Article



147-ter, paragraph 4, of the Consolidated Law on Finance, must be filed. The Company will make the lists received by the deadline available to the market by publishing them on its website www.dhh.international, 'For Investors' section. Lists submitted without complying with the above provisions will be considered as not submitted.

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 2025.

For the Board of Directors
The Chairman

Giandomenico Sica

About DHH S.p.A.

DHH S.p.A. (DHH.MI) (ISIN shares IT0005203622) is dedicated to reshaping internet infrastructure through the integration of next-generation technology and artificial intelligence. Based in Europe, the company leverages open-source technologies to enhance digital connectivity across various industries and regions. With a commitment to continuous research and open innovation, DHH aligns technological progress with stringent data privacy standards. This approach promotes technological excellence while safeguarding individual privacy, aiming to position the company as a relevant player in the evolution of global internet infrastructure. www.dhh.international

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