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Societa' : DHH

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Oggetto : Resolutions of the Shareholders' Meeting – 29 April 2025

Testo del comunicato

Milan, 29 April 2025. DHH S.p.A. (DHH.MI) (ISIN shares IT0005203622) announces that the Shareholders' Meeting of the Company today convened in Ordinary and Extraordinary session exclusively through audio/video conference, as indicated in the notice of call of the Meeting which was published in excerpt on "Italia Oggi" of 8 April 2025 and in full version, on the same date, on the website of Borsa Italiana S.p.A. and on the Company's website.



Resolutions of the Shareholders' Meeting – 29 April 2025

Milan, 29 April 2025. DHH S.p.A. (DHH.MI) (ISIN shares IT0005203622) announces that the Shareholders' Meeting of the Company today convened in Ordinary and Extraordinary session exclusively through audio/video conference, as indicated in the notice of call of the Meeting which was published in excerpt on "Italia Oggi" of 8 April 2025 and in full version, on the same date, on the website of Borsa Italiana S.p.A. and on the Company's website.

In ordinary session:

- Approved the statutory financial statements at 31 December 2024 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 2024.

Resolved to allocate the Company's profit for the 2024 financial year – amounting to Euro 2.553.931,59 – as follows: Euro 6.900,00 to the Legal Reserve to reach the limit established by Article 2430 of the Italian Civil Code and Euro 2.547.031,59 to the Extraordinary Reserve.

In compliance with current regulations and the EGM Issuers' Regulations, the "Statutory financial statements as at 31 December 2024 (ITA)" and the "Consolidated Financial Statements as at 31 December 2024 (EN)" which include the relevant documentation related to them (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".

- The **new Board of Directors** (6 members) has been appointed for the financial years 2025-2026-2027:

1. Giandomenico Sica (also appointed Chairman of the Board of Directors)
2. Antonio Domenico Baldassarra
3. Matija Jekovec
4. Tamara Arduini
5. Emanuela Compagnone
6. Paolo Mandelli (Independent Director)

It was resolved to allocate a gross annual remuneration for the entire Board of Directors, including directors with specific duties, of a maximum of Euro 792.000,00. This amount will be allocated by a subsequent resolution to be adopted by the Board of Directors itself and will include both a fixed component of up to 70% of the aforementioned amount and, after consulting with the Board of Statutory Auditors, a variable component of at least 30% linked to the achievement of economic objectives.



- The **new Board of Statutory Auditors** (3 members and 2 substitutes) was appointed for the financial years 2025-2026-2027:

Statutory Auditors

1. Umberto Lombardi (Chairman of the Board of Statutory Auditors)
2. Pierluigi Pipolo
3. Stefano Pizzutelli

Alternate auditors

1. Simona Secchi
2. 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 Euro 18.000,00 gross per year, the emolument of the Chairman of the Board of Statutory Auditors, and Euro 12.000,00 gross per year of the emolument of each effective member.

- The **independent auditing firm was appointed**, resolving to once again grant a mandate to BDO Italia S.p.A. for the audit of the Company's financial statements for the 2025-2026-2027 financial years.
- Approved the authorization to purchase and dispose of treasury shares pursuant to Articles 2357 and followings of the Italian Civil Code, subject to the revocation of the authorization granted by the Shareholders' Meeting on 29 April 2024, stipulating that the purchase may be carried out, on one or more occasions, within 18 months from the date of the resolution, up to a maximum amount of treasury shares and that, also taking into account the shares held in the portfolio from time to time by the Company and its subsidiaries, shall not exceed in the aggregate the limit of 10% of the number of shares from time to time in circulation, and therefore at the state equal to a maximum of no. 523.777 shares, at a unit price no less than 15% lower in minimum and no more than 15% higher in maximum at the reference price that the stock will have recorded in the market session on the day preceding each individual transaction or at the different consideration provided for in the accepted market practices in force from time to time, in compliance in each case with the terms and conditions established by MAR, Delegated Regulation (EU) No. 1052 of March 8, 2016 and accepted practices, where applicable. The disposition or use of treasury shares may be implemented in any of the ways permitted by applicable laws and regulations and in accordance with the prices and under the terms and conditions and criteria determined by the Board of Directors, taking into account the manner of disposition or use, the trend of the relevant prices in the period preceding the transactions and the best interest of DHH.



In extraordinary session:

- Following (i) the announcement made on March 21, 2025, and (ii) the information provided in the explanatory report of the Board of Directors of DHH S.p.A. on the proposals for resolutions to be submitted to the Shareholders' Meeting made available to the public on April 14, 2025 (the "**Explanatory Report**"), we hereby announce that today the Extraordinary Shareholders' Meeting of DHH S.p.A. has, inter alia, resolved to issue a maximum of 1.039.485 warrants denominated "Warrant DHH S.p.A. 2025-2028" (ISIN code IT0005645541) and to increase the share capital against payment, in a divisible and progressive manner, for a maximum nominal amount of Euro 62.369,10, plus share premium, to service the aforementioned warrants, through the issue of a maximum of 623.691 ordinary shares to be reserved for subscription exclusively by the holders of the warrants in accordance with the exercise ratio indicated in the warrant regulations, setting December 31, 2028 as the deadline for subscription of the aforementioned capital increase.

As specified in the Explanatory Report, for the purposes of subscribing to the warrants, shareholders will be granted a subscription and pre-emption right (the "**Right**") in the ratio of one Right for each share held on May 6, 2025 (record date), for a total of 5.197.425 Rights (ISIN code IT0005645566). The Rights (which will not be negotiable or transferable) will entitle the holder to subscribe, against payment, to one warrant for every 5 Rights exercised.

The Rights may be exercised (under penalty of forfeiture) by the holders during the period between May 7, 2025, and May 13, 2025 (inclusive – the "**Exercise Period**"), through authorized intermediaries participating in the centralized management system at Euronext Securities (Monte Titoli S.p.A.), by signing a specific form prepared in accordance with the facsimile available on the Company's website www.dhh.international – section "For investors – Corporate documents".

For further information on the warrants and the terms and conditions for exercising the Rights, please refer to the Explanatory Report, the application form and the press releases available on the website www.dhh.international – section "For investors".

- The DHH Shareholders' Meeting also resolved, in extraordinary session, to grant the administrative body a proxy, 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, including with the exclusion of option 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 power granted by the shareholders' meeting resolution of April 28, 2021, for the portion not executed, all in accordance with the terms and conditions set forth in the "Explanatory Report of the Board of Directors" available on the Company's website www.dhh.international.



AVAILABILITY OF THE MINUTES OF THE SHAREHOLDERS' MEETING

The minutes of the Ordinary and Extraordinary Shareholders' Meeting of DHH held on the date hereof 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 – Shareholders' meetings", in accordance with the applicable laws and regulations.

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

Contact

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Fine Comunicato n.20088-21-2025	Numero di Pagine: 6
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