



The BoD approves the assignment of the options of the “Piano Stock Option DHH 2022 – 2025”

The plan provides for the assignment of a maximum of no. 1.100.000 options giving the right to subscribe for up to 506.000 shares if the weighted average share price reaches 25,37 euros or more

Milan, 23 May 2022. DHH S.p.A. (“DHH” or the “Company”) (DHH.MI | WDHH21.MI) (ISIN shares IT0005203622) announces that the Board of Directors meeting in its first session on 20 May 2022, after taking note of the opinion of the Board of Statutory Auditors regarding the fairness of the price pursuant to Article 2441, paragraph 6, of the Italian Civil Code resolved today to partially execute the proxy granted pursuant to Article 2443 of the Italian Civil Code, by the Shareholders’ Meeting of the Company on 28 April 2021, as amended by the resolution of the Shareholders’ Meeting of 28 April 2022.

In detail, the Board of Directors resolved to increase the share capital by a maximum nominal amount of 50.600,00 euros, plus share premium, through the issuance of up to 506.000 ordinary shares without the indication of par value, having the same characteristics as those already in circulation, with the exclusion of option rights pursuant to Article 2441, fifth and eighth paragraphs, of the Italian Civil Code, to be reserved for subscription by the beneficiaries of the “Piano Stock Option DHH 2022 – 2025” approved by the Shareholders’ Meeting on 28 April 2022 by the deadline of 30 June 2026. Article 6 of the bylaws has been supplemented to this effect.

Specifically, the incentive plan called “Piano Stock Option DHH 2022 – 2025”, the implementing regulations for which were approved today, aims to:

- i) determine a ratio between incentive remuneration based on financial instruments and other components of remuneration in line with the practice of listed companies in Italy;
- ii) increase the level of company retention for resources considered key by the Company based on their current role or their future potential in the Company;
- iii) provide incentives to the Beneficiaries through the planning of medium-long term objectives aimed at improving the Company’s performance and increasing the value of the shares;
- iv) improve the Company’s competitiveness on the labour market, by retaining key resources.

The Plan provides for the assignment, free of charge, to the Beneficiaries of up to 1.100.000 options that, under the conditions and according to the procedures specified in its Regulations, confer the right to subscribe, at the Exercise Price of 1,79 euros each, up to a number of 506.000 shares commensurate with the Subscription Price. The right to subscribe the maximum number of 506.000 shares accrues only and exclusively in the event of 1) all options being assigned and 2) reaching a weighted average share price equal to or greater than 25,37 euros, calculated on the monthly average in the calendar month prior to the exercise date.



The options may be exercised starting from the Maturity Date until the deadline of 31 December 2025, upon the occurrence of the Exercise Condition as described in the Regulations.

Today the Board of Directors approved the assignment of a total number of options equal to 1.000.000, which were assigned to no. 4 beneficiaries among the executive directors of the Company. It should be noted that in accordance with the provisions of the Regulations of the “Piano Stock Option DHH 2022 – 2025”, the Board of Directors may provide for further allocations to other beneficiaries by subsequent resolutions.

It should be noted that until the newly issued shares are allotted, and the certificate of completion of the capital increase is filed with the Registrar of Companies, the total number of issued and subscribed ordinary shares remains 4.892.772.

The Regulations of the “Piano Stock Option DHH 2022 – 2025” will be made available to the public on the website of Borsa Italiana S.p.A. and on the website www.dhh.international, “For Investors” section, in accordance with current 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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