

Informazione Regolamentata n. 20088-65-2025	Data/Ora Inizio Diffusione 18 Dicembre 2025 17:40:10	Euronext Growth Milan
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Oggetto : The Board of Directors of DHH approves a capital increase reserved for institutional investors

*Testo del comunicato*

The Board of Directors of DHH approves a capital increase reserved for institutional investors



## The Board of Directors of DHH approves a capital increase reserved for institutional investors

The placement reserved for institutional investors has been launched through accelerated bookbuilding of a maximum of 300.000 newly issued shares resulting from the capital increase to service the base offer and a maximum of 30.000 shares offered for sale by Matija Jekovec, as well as an additional maximum of 134.000 newly issued shares to service the discretionary increase option.

*Milan, 18 December 2025.* DHH S.p.A. (DHH.MI) (ISIN shares IT0005203622 | ISIN warrants IT0005645541) (“**DHH**” or “**Company**”) announces that the Company’s Board of Directors, meeting today at the notary’s office, has resolved, with the favorable opinion of the Board of Statutory Auditors, to partially execute the mandate conferred upon it by the Extraordinary Shareholders’ Meeting on April 29, 2025, pursuant to Article 2443 of the Italian Civil Code, increasing the share capital, against payment and in divisible form, for a maximum nominal amount of Euro 43.400, plus a maximum share premium of Euro 9.938.600, and therefore for a total maximum amount of Euro 9.982.000, with the exclusion of option rights pursuant to Article 2441, paragraph 5, of the Italian Civil Code (“**Capital Increase**”), to be offered for subscription by December 31, 2025.

The Capital Increase will be carried out through the issue of a maximum of 434.000 new ordinary shares of the Company, without par value, of which 134.000 shares to service the discretionary increase option to cover any over-allocations following the sale of the MJ Sale Shares (as defined below) - having the same characteristics as those already in circulation on the date of issue, with regular dividend rights (“**New Shares**”).

In this context, shareholder and director Matija Jekovec (“**Selling Shareholder**”) has expressed his interest in participating in the Placement by selling up to 30.000 DHH shares held by him (equal to 0,57% of the Company’s share capital, pre-increase) (“**MJ Sale Shares**”).

The New Shares and MJ Sale Shares will be offered for subscription and sale, respectively, through an accelerated bookbuilding procedure reserved for Italian and/or foreign qualified investors, as defined in Article 2, letter e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, as well as to foreign institutional investors pursuant to Regulation S of the United States Securities Act of 1933 (“**Institutional Investors**”), at a price per share of Euro 23,00, of which Euro 0,10 is share capital and the remainder is share premium (“**Placement**”).

The Capital Increase aims to quickly and efficiently raise the resources necessary to support the Company’s growth and development projects. More specifically, the Capital Increase would enable the Company to seize market opportunities in a timely manner, ensuring the availability of financial resources to pursue its strategic objectives, as well as to develop both the projects already included in



the business plan and any additional growth initiatives that may arise in the future, including any external expansion projects through M&A transactions consistent with the Company's industrial strategy.

The accelerated bookbuilding process will begin immediately. DHH and the Selling Shareholder reserve the right to close the Placement early. The results of the Placement will be communicated promptly at the end of the accelerated bookbuilding process.

As part of the transaction and in line with market practice for similar transactions, the Company and the Selling Shareholder (for any DHH shares in its possession at the end of the Placement) have entered into lock-up agreements with the Sole Bookrunner for a period of 180 days from the closing date of the Placement.

The New Shares will be admitted to trading on Euronext Growth Milan on the same terms as the shares already in circulation and in compliance with applicable laws and regulations.

The explanatory report prepared by the Board of Directors pursuant to Article 2441, paragraph 6, of the Italian Civil Code and the fairness opinion of the Board of Statutory Auditors prepared pursuant to the same article will be made available to the public on the Company's website [www.dhh.international](http://www.dhh.international).

The offer of shares as part of the Placement will be exempt from the preparation and publication of a prospectus relating to the subscription offer pursuant to the exemption referred to in Article 1, paragraph 4, letter a) of the Prospectus Regulation. Furthermore, it should be noted that the Capital Increase does not require the publication of an admission document pursuant to Article 27 of the Euronext Growth Milan Issuers' Regulations.

In the context of the Placement, Intermonte SIM S.p.A. is acting as Sole Bookrunner and ADVANT Nctm has acted as legal advisor.

### **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](http://www.dhh.international)

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**DHH S.p.A.**

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[www.dhh.international](http://www.dhh.international)



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