DHH Sector: Cloud Computing

From Cloud Computing to Al Enabler: DHH's new path

DHH S.p.A. aims to position itself as a relevant player in the evolution of global internet infrastructure through the integration of nextgeneration technology and artificial intelligence. Based in Europe, the company leverages open-source technologies to enhance digital connectivity across various industries and regions.

New GPU Product to strengthen AI enabling services

Through its subsidiary Seeweb, DHH has just announced the release of a pioneering **Serverless GPU product tailored for AI applications**, that is the 2nd AI-enabling product following "Cloud Server GPU" launched in 2021. This product leverages Kubernetes, i.e., an open-source platform for automating containerized applications, to efficiently manage and orchestrate GPU resources. By incorporating the k8sGPU agent into existing Kubernetes clusters, users will be able to create virtual nodes that access remote GPUs as if they were local, effectively supporting both machine learning training and inference tasks with high performance and minimal downtime.

Rationale Behind the Product

We appreciate the launch of this new product, as it confirms DHH's strategic focus on **becoming a top-tier "AI enabler"**. While this strategic move may not immediately impact short-term financial figures (with revenues from GPU-related services at €291k in 2023), it significantly bolsters medium to long-term strategic positioning and potential for future revenue growth, as evidenced by a +88% y/y increase in 1Q24. Additionally, we believe DHH will continue to innovate and introduce cutting-edge products, further enhancing its portfolio, thereby boosting competitiveness and strengthen their position as a first mover in the AI enabler industry.

Fair value p.s. at €27.0 (up from €23.1 p.s.)

The higher growth potential of AI enabling products deserve a different valuation approach even without changing 2024E-25E estimates. We're thus adding a Sum-of-the-Parts based valuation methodology to track the value of AI-as-a-Service business. As a result, we upgrade DHH **fair value p.s. at €27.0** (up from €23.1), as a simple average of: i) DCF model (€27.8); ii) SOTP based Peers' analysis (€26.3). At fair value DHH would trade at 10.5x, 18.2x, 32.2x EV/EBITDA, EV/ EBIT and P/E 2024E respectively. We note that at current stock market price, the stock option plan currently in place might imply (if exercised) the issuance of up to 186k new DHH shares.



| Analyst | |
|-----------------------------|---------|
| Marco Greco | |
| marco.greco@value-track.con | n |
| Tommaso Martinacci | |
| tommaso.martinacci@value-tr | ack.com |
| | |
| | 07 |

| Fair Value (€) | 27.0 |
|-------------------|-------|
| Market Price (€) | 23.4 |
| Market Cap. (€mn) | 114.5 |

| KEY FINANCIALS (€mn) | 2023 | 2024E | 2025E |
|----------------------|------|-------|-------|
| REVENUES | 34.6 | 39.7 | 49.6 |
| EBITDA ADJUSTED | 11.5 | 12.6 | 15.6 |
| EBIT ADJUSTED | 6.0 | 7.3 | 9.7 |
| NET PROFIT ADJUSTED | 3.3 | 4.1 | 5.7 |
| EQUITY | 23.7 | 26.8 | 32.5 |
| NET FIN. POS. | -6.5 | -2.3 | -2.8 |
| ADJ. EPS (€) | 0.68 | 0.84 | 1.17 |
| DPS (€) | 0.0 | 0.0 | 0.0 |

Source: DHH Group (2023), Value Track (2024E-25E)

| RATIOS & MULTIPLES | 2023 | 2024E | 2025E |
|------------------------|------|-------|-------|
| Adj. EBITDA MARGIN (%) | 33.2 | 31.8 | 31.4 |
| Adj. EBIT MARGIN (%) | 17.3 | 18.4 | 19.6 |
| NET DEBT / EBITDA (x) | 0.6 | 0.2 | 0.2 |
| NET DEBT / EQUITY (x) | 0.3 | 0.1 | 0.1 |
| EV/SALES (x) (*) | 3.3 | 2.9 | 2.3 |
| EV/EBITDA (x) (*) (**) | 11.1 | 9.1 | 7.4 |
| EV/EBIT (x) (*) (**) | 23.7 | 15.8 | 11.9 |
| | | | |

Source: DHH Group (2023), Value Track (2024E-25E) (*) EV adjusted for peripherals and treasury shares (**) 2023A EBITDA and EBIT adjusted for stock option charges

| STOCK DATA | | |
|---------------------------|-----------------|--|
| FAIR VALUE (€) | 27.0 | |
| MARKET PRICE (€) | 23.4 | |
| SHS. OUT. (m) | 4.89 | |
| MARKET CAP. (€m) | 114.5 | |
| FREE FLOAT (%) | 24% | |
| AVG20D VOL. (#) | 2,669 | |
| RIC / BBG | DHH.MI / DHH IM | |
| 52 WK RANGE | 13.10-24.40 | |
| Source: Stock Market Data | | |

Source: Stock Market Data



Business Description

€mn

Total Revenues

EBITDA Margin (%)

EBIT Margin (%)

Chg. % YoY

Chg. % YoY

Capex

OpFCF b.t.

Net Profit Reported

Net Profit Adjusted

Net Fin. Position

Net Fin. Pos. / EBITDA (x)

Chg. % YoY

EBITDA

EBIT

DHH S.p.A. 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.

2023

34.6

16.9%

11.5 (*)

6.0 (*)

2.2

nm

3.3

-6.5

0.6

-6.2

5.6

48.3%

28.0%

33.2% (*)

17.3% (*)

2024E

14.5%

31.8%

18.4%

85.5%

23.2%

39.7

12.6

7.3

4.1

4.1

-2.3

0.2

-5.0

7.4

58.9%

2025E

49.6

15.6

9.7

5.7

5.7

-2.8

0.2

-6.4

9.8

62.8%

25.0%

31.4%

19.6%

39.7%

39.7%

2026E

19.3%

30.4%

18.7%

15.4%

15.4%

59.2

18.0

11.0

6.6

6.6

-2.9

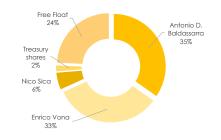
0.2

-8.1

10.6

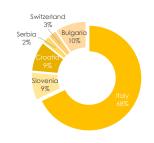
58.9%

Shareholders Structure



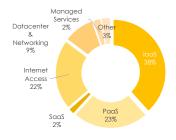
Source: DHH Group

Sales b.down by country (2023)



Source: DHH Group

Sales b.down by segment (2023)



Source: DHH Group (historical figures), Value Track (estimates) (*) 2023 Adjusted

Investment case

Strengths / Opportunities

OpFCF b.t. as % of EBITDA

- Excellent geographic footprint, market leader in Croatia and Slovenia
- Ever increasing reference market, expected to grow at double-digit rate
- Outstanding track record in digital business and M&A activities
- High profitability ratios, sound Free Cash Flow generation deriving from subscription-based recurring revenues business model

Weaknesses / Risks

- Much lower size if compared to US tech giants
- Highly competitive market with several players

Source: DHH Group

Stock multiples @ €27.0 Fair Value

| | 2024E | 2025E |
|----------------------|-------|-------|
| EV / SALES (x) | 3.4 | 2.7 |
| EV / EBITDA (x) | 10.5 | 8.6 |
| EV / EBIT (x) | 18.2 | 13.7 |
| EV / Cap. Empl. (x) | 4.6 | 3.8 |
| OpFCF Yield (%) | 7.4 | 9.1 |
| P / E Adj. (x) | 32.2 | 23.1 |
| P / BV (x) | 5.1 | 4.1 |
| Cash Div. Yield. (%) | 0.0 | 0.0 |

Source: Value Track

Key Financials

NOT FOR DISTRIBUTION IN OR INTO THE UNITED STATES, CANADA, JAPAN OR AUSTRALIA



Increasing focus on Al-as-a-Service

DHH, via its subsidiary Seeweb, has just launched a pioneering **Serverless GPU product** aimed at enhancing AI applications for developers.

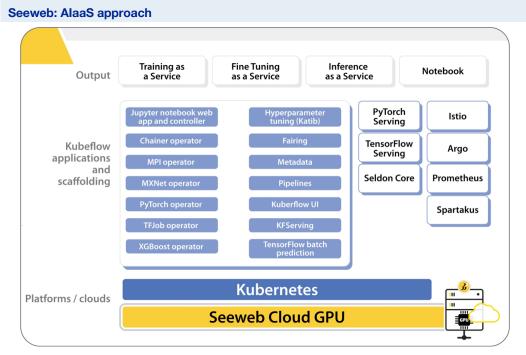
This new product adds to the one that we described in our recently published in depth report on DHH ("The right company at the right time in the right place" as of April 3rd 2024) named **Cloud Server GPU**, a product launched back in mid-June 2021 that allowed Seeweb to be included among the top 15 Cloud Server Providers for GPU-Powered LLM fine-tuning and training, alongside giants such as Microsoft Azure, Google Cloud, AWS and more (Source: online publication *Towards AI*).

While revenues from GPU related services are still pretty small (\pounds 291k in 2023, and ca. < \pounds 1mn in annual recurring revenue in 2024), the expectation is for a significant take up in the next years and indeed the increase in 1Q24 stood at +88% y/y.

We appreciate the launch of this new product **because it confirms the strategy of the company to increase the efforts in order to become a top tier "AI enabler"**.

Such strategic developmental trajectories include:

- The expansion of AI infrastructure technology's scope currently a proprietary feature of the Seeweb brand within Italian territories and hosted on domestic data centers—to encompass additional corporate entities under the DHH umbrella situated in international locales, notably the Balkans;
- **Broadening its range of products and services** to encompass GPUs with specific specializations, extending beyond its existing collaboration with NVIDIA, which has been the exclusive provider in the domain of AI chips. This expansion involves the integration of new offerings, such as the "AMD Instinct" products;
- Developing a platform designed to offer streamlined access to its specialized AI cloud services. This venture, designated as Artificial Intelligence as a Service (AIaaS), is intended to supply crucial functionalities such as training, fine-tuning, and inference, leveraging the capabilities of foremost Large Language Models (LLMs).



Source: Seeweb

Seeweb: Cloud Server GPU offer flyer

CLOUD SERVER GPU SEEWEB Your powerful, managed and on demand GPU Computing infrastructure

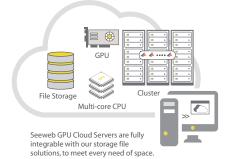
Cloud Server GPU: what is it?

It is the flexible and ready-to-use GPU Computing service provided by Seeweb.

Based on open source technology, it enables you to manage parallel massive tasks and all the activities that need an intensive use of resources with maximum speed. Our servers' performances are possible thanks to the use of NVIDIA **powerful graphic processors**.

Main use cases

- Machine Learning and Deep Learning
- Infrastructures for the AI
- Natural language processing
- Graphic calculation acceleration
- VDI scientific research
- Video Processing
- Big Data processing
- CUDA applications
- Computational Finance
- Genomics
- Seismic analysis





THINK CLOUD



Contact us: cloud@seeweb.it www.seeweb.it +39 0775880041

Source: Seeweb

Seeweb GPU Computing proposal

Many companies in the world are using cloud solutions for Machine Learning, Deep Learning, Computer Vision, and virtual remote workstations. GPU servers also accelerate activities taking advantage of data to improve business and marketing strategies, scientific research and much more.

With Seeweb GPU Cloud Server you obtain a cloud, **high performance environment**, designed for the maximum integrability with other public cloud services. Take advantage of:

extremely powerful NVIDIA graphic cards, already integrated in our cloud

- ready-to-use stacks
- easy driver installation
- deployment automation
- 🔵 easy use via API
- customizable servers images
- integrated with Kubernetes
- IaC (Terraform) support
- minimum latency (Data Centers in Italy)
- pre-sales and post-sales support, h24 available
- 3 levels of assistance and full management of your super-calculation infrastructure
- on demand resources: billing on the base of the real usage
- green computing (DNSH and ISO 14001certified infrastructure)
- GDPR compliance in the EU area
- infrastructure built on the customer's requirements
- integrability with all our cloud storage services

HPC workloads managed in our Data Centers sustainably and safely

We enable the acceleration of your work with AI and we speed up **massive and parallel calculations** with an HPC solution managed by our engineers and graphic processors projected for being used in Data Center environments.

In our high-density racks, we put 10 GPUs at disposal in a single server to satisfy your needs of **high SLA**, flexibility and sustainability: our graphic cards are characterized by **low energy consumption** and installed on server farms only powered by renewable energies.



Hosting your Al projects in our infrastructures, that are ISO/IEC 27001, 27017, 27018 and 27701 certified, you obtain the perfect environment for the management of sensitive data, health, finance and business data, in an environment that guarantees you the constant monitoring of your business continuity and protects you against **DoS attacks** and security risks.



2 Al-as-a-Service product: GPU Serverless

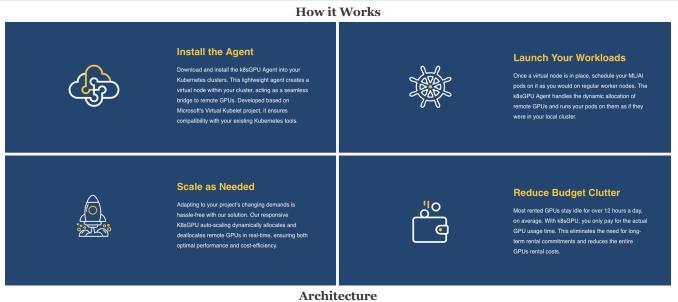
The pioneering Serverless GPU product is aimed at enhancing AI applications, leveraging Kubernetes, an open-source system for managing containerized applications, to streamline and coordinate GPU resources effectively.

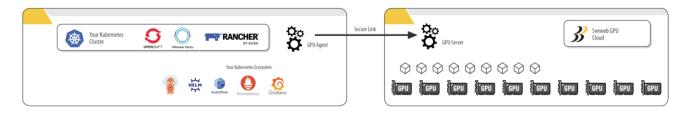
With the inclusion of the k8sGPU agent in current Kubernetes clusters, users can establish virtual nodes that utilize remote GPUs as though they were local, ensuring robust support for machine learning training and inference tasks with superior performance and reduced downtime.

Key advantages of this product should be:

- Reduced need to have in-depth IT architectural skills, as the product is more similar to a software platform than to a hardware based one;
- Scalability and flexibility Possibility to scale GPU resources up or down in response to realtime requirements, thereby avoiding delays and costs associated with procuring physical hardware;
- Cost-effective Alleviate the financial burden of substantial capital expenditures on GPU hardware with a pay-as-you-use model;
- **Sustainability** Enhance energy efficiency by dynamically allocating GPU resources, thus reducing overall power consumption.

Seeweb: Serverless GPU product tailored for AI applications





Source: Seeweb



Valuation

We are revising the valuation without altering the estimates, following DHH's decision to progressively increase its effort in order to become a top tier AI enabler. Indeed, such decision should, in our view, massively increase the medium growth potential of the company, with growth being driven by the AI-as-a-Service related products.

As a result, we are changing our evaluation criteria by integrating the DCF model with a Sum-of-the-Parts ("SOTP") based Peers' analysis, comprising two distinct clusters, i.e., one for the traditional business segment (Cloud Computing & Internet Access) and another for the "innovative" AI-as-a-Service one.

Thus, based on the outstanding number of shares, DHH fair value per share converges at $\pounds 27.0$, which would imply a ca. $\pounds 130mn$ market capitalization, as simple average of: i) DCF model ($\pounds 27.8$); ii) SOTP based Peers' analysis ($\pounds 26.3$).

At fair value, DHH would trade at 10.5x, 18.2x, 32.2x EV/EBITDA, EV/ EBIT and P/E 2024E respectively.

We note that at current stock market price, the stock option plan currently in place might imply (if exercised) the issuance of up to 186k new DHH shares.

SOTP based Peers' Analysis

Peers Selection

To pick companies that could effectively describe the different features of DHH business, we opted for diverse pools of comparables, mainly international, both mature and growing firms, acting in the Cloud Computing & Internet Access and AI Enabler sectors.

In detail, we have decided to remove *Unidata* and *Intred* from the peer group list, included in the prior research conducted in May, and have instead added the following companies:

- Cyber Folks Poland-based specialized in web hosting, domain registration, and comprehensive online solutions. With a focus on high reliability, speed, and security, it leverages state-of-the-art technologies to ensure optimal performance for its clients' digital assets, making it a trusted partner in the ever-evolving digital landscape;
- E2E Networks Indian cloud infrastructure provider providing accelerated cloud which supports machine learning applications and other critical workloads. It enables customers to provision/manage and monitor Linux/Windows/GPU Cloud Machines with high performance CPU, large memory or smart dedicated compute featuring dedicated CPU cores;
- Nvidia Leading technology innovator best known for its advanced GPUs and AI computing platforms. It offers: i) computing and networking solutions, such as data centre platforms and infrastructure, ethernet interconnect solutions, high-performance computing solutions, platforms and solutions for autonomous and intelligent vehicles, solutions for enterprise AI infrastructure, and so on; ii) graphics processors;
- CloudFlare Global cloud services provider renowned for its comprehensive suite of content delivery, internet security, and DDoS mitigation solutions. It stands at the forefront of leveraging AI to enhance its cybersecurity capabilities, improve network performance, and deliver predictive analytics for proactive threat detection and mitigation;
- Nextdc Australian data centre operator offering premium colocation services and infrastructure solutions. It employs AI to improve operational efficiency, manage energy consumption, and enhance data center resilience, ensuring high reliability and sustainability of its services in an increasingly digital and AI-driven economy;



DigitalOcean – Cloud computing platform proving SMBs with a comprehensive suite of cloud offerings, advanced networking and the flexibility to harness both GPUs and CPUs capabilities. It offers mission-critical solutions across: i) IaaS, including its Droplet virtual machines, storage, and networking offerings; ii) PaaS, including its managed database and managed Kubernetes offerings; iii) SaaS, including its managed hosting and marketplace offerings.

Thus, our two clusters include:

- **1. Cloud Computing** stocks, i.e., WIIT, Beeks Financial Cloud, IONOS, Gigas Hosting, OVH, Go Daddy and Clyber Folks (as a new entry);
- 2. AI Enablers comparables, i.e., E2E, Nvidia, CloudFlare, Nextdc and DigitalOcean (all new).

Stock Market Multiples Benchmark

The whole panel of peers is trading at median **4.7x EV/Sales**, **13.9x EV/EBITDA**, **38.4x P/E Adj. 2024E**, with DHH trading at ca. **30%-40% discount** on 2024E-25E multiples. However, splitting the clusters, we see that:

- Cloud Computing & Internet Access peers trade at a median 10.3x EV/EBITDA, 26.2x EV/EBIT and 29.2 P/E 2024E;
- AI Enablers stocks exhibit the most demanding multiples, as expected. Indeed, the sector is highly hyped and trades at a very high median 22.5x EV/Sales.

| 0 | EV / Sales (x) | | EV / EBITDA (x) | | P/E (x) | |
|-------------------------|----------------|-------|-----------------|------|---------|-------|
| Company | 2024E | 2025E | 2024E 2025E | | 2024E | 2025E |
| Cloud Computing | | | | | | |
| WIIT | 4.4 | 3.9 | 12.6 | 10.6 | 30.0 | 22.1 |
| Beeks Financial Cloud | 3.7 | 2.7 | 10.1 | 7.5 | 82.2 | 42.6 |
| IONOS | 2.9 | 2.6 | 10.3 | 8.7 | 20.7 | 16.2 |
| Gigas Hosting | 1.9 | nm | 7.7 | nm | nm | nm |
| OVH | 1.8 | 1.7 | 5.0 | 4.5 | nm | 51.8 |
| Go Daddy | 5.0 | 4.7 | 17.3 | 15.3 | 21.3 | 23.2 |
| Cyber Folks | 3.3 | 2.8 | 10.9 | 8.8 | 29.1 | 22.9 |
| Average | 3.3 | 3.1 | 10.6 | 9.2 | 36.7 | 29.8 |
| Median | 3.3 | 2.8 | 10.3 | 8.8 | 29.1 | 23.0 |
| AI Enablers | | | | | | |
| E2E | 22.5 | 18.6 | 44.9 | 37.2 | 97.7 | 92.1 |
| Nvidia | 24.3 | 18.1 | 37.8 | 28.4 | 46.9 | 35.6 |
| CloudFlare | 14.5 | 11.4 | 80.0 | 59.3 | nm | nm |
| Nextdc | 25.7 | 23.9 | 53.5 | 47.4 | nm | nm |
| DigitalOcean | 5.7 | 4.9 | 15.1 | 12.8 | 66.1 | 49.5 |
| Average | 18.5 | 15.4 | 46.3 | 37.0 | 70.2 | 59.1 |
| Median | 22.5 | 18.1 | 44.9 | 37.2 | 66.1 | 49.5 |
| Total Average Peers | 9.6 | 8.7 | 25.4 | 21.9 | 49.2 | 39.6 |
| Total Median Peers | 4.7 | 4.7 | 13.9 | 12.8 | 38.4 | 35.6 |
| DHH @ market price | 2.9 | 2.3 | 9.1 | 7.4 | 27.9 | 20.0 |
| DHH discount vs Average | -70% | -73% | -64% | -66% | -43% | -49% |
| DHH discount vs Median | -38% | -51% | -34% | -42% | -27% | -44% |

DHH: Peers' stock trading multiples

Source: Market Consensus, Value Track Analysis



SOTP Valuation

Our SOTP valuation returns a Fair Equity Value of €26.3 p/s, obtained by:

- Applying peers' EV/EBITDA 2024E Cloud Computing's cluster median (10.3x) to **DHH standalone** (i.e., excluding Cloud GPU business segment) EBITDA;
- Applying peers' EV/Sales 2024E AI Enablers's cluster median (22.5x, with a 50% discount applied, resulting in a fair multiple of 11.2x) to **Cloud GPU segment** Sales.

DHH: Value of Production and EBITDA assumptions by business unit (*)

| Assumptions | 2024E |
|---|-------|
| Value of Production | 39.7 |
| Cloud Computing Services | 39.1 |
| Cloud GPU as-a-Service | 0.5 |
| | |
| EBITDA | 12.6 |
| Cloud Computing Services | 12.4 |
| Cloud GPU as-a-Service | 0.2 |
| Courses Value Treats Analysis (*)Value Treats actimates | |

Source: Value Track Analysis (*)Value Track estimates

DHH: Sum of the Parts Valuation

| Fair Equity Value (€mn) | DHH (excl. GPU) | GPU | Total |
|------------------------------------|-----------------|------|-------|
| Peers EV/Sales 2024E (x) | | 22.5 | |
| Peers EV/EBITDA 2024E (x) | 10.3 | | |
| Discount vs. Peers (%) | 0% | 50% | |
| Fair Multiple | 10.3 | 11.2 | |
| Fair Enterprise Value (€mn) | 127.4 | 6.1 | 133.6 |
| As a % of Total | 95% | 5% | 100% |
| Net Financial Position 2023A (€mn) | | | -6.5 |
| Adjustments 2023A | | | 1.5 |
| Fair Equity Value | | | 128.5 |
| NOSH | | | 4.9 |
| Fair Equity Value p/s (€) | | | 26.3 |

Source: Market Consensus, Value Track Analysis



Discounted Cash Flow Model

Our DCF model is based on a "target" capital structure with Net Debt at 30% of the Capital Invested.

Expanded CAPM based WACC stands at ca. 8.7%. The detailed calculation is based on the following assumptions:

- 2.0% Risk-free rate, 1.1x unlevered beta (weighted average of internet and system & application sectors), 5.62% Italian ERP and additional 1.5% small-cap market risk premium;
- Explicit financial statements projections from 2024E up to 2031E and Terminal Value at 2031E, obtained applying a 3.5% Perpetuity Growth Rate (PGR) (from the 2% of the last update report, given the strong prospects in the AI business brought forth by DHH with its Cloud GPU products).

The result of the DCF model is € 27.8 fair value per share.

| €mn | |
|-------------------------------------|-------|
| PV of future cash flows 2024E-2031E | 42.4 |
| PV of Terminal value | 98.5 |
| Fair Enterprise value | 140.8 |
| Implied EV/ Adj. EBITDA 24E (x) | 11.2x |
| Net Fin. Position 2023A | -6.5 |
| Minorities (net of related debt) | -1.6 |
| Peripheral assets | 3.1 |
| Fair Equity value | 135.8 |
| Number of shares (mn) | 4.9 |
| Fair Equity value per share (€) | 27.8 |
| | |

Source: Value Track Analysis

DHH: DCF Model

DHH: Multiples analysis at various prices

| DHH | EV/EBITDA | | EV/EBIT | | P/E | |
|-----------------|-----------|-------|---------|-------|-------|-------|
| share price (€) | 2024E | 2025E | 2024E | 2025E | 2024E | 2025E |
| € 23.0 | 9.0 | 7.3 | 15.5 | 11.7 | 27.4 | 19.6 |
| € 24.0 | 9.4 | 7.6 | 16.2 | 12.2 | 28.6 | 20.5 |
| € 25.0 | 9.8 | 7.9 | 16.9 | 12.7 | 29.8 | 21.4 |
| € 26.0 | 10.1 | 8.3 | 17.5 | 13.2 | 31.0 | 22.2 |
| € 27.0 | 10.5 | 8.6 | 18.2 | 13.7 | 32.2 | 23.1 |
| € 27.8 | 10.8 | 8.8 | 18.7 | 14.1 | 33.2 | 23.7 |

Source: Value Track Analysis



DISCLAIMER

THIS DOCUMENT IS PREPARED BY VALUE TRACK S.R.L. THIS DOCUMENT IS BEING FURNISHED TO YOU SOLELY FOR YOUR INFORMATION ON A CONFIDENTIAL BASIS AND MAY NOT BE REPRODUCED, REDISTRIBUTED OR PASSED ON, IN WHOLE OR IN PART, TO ANY OTHER PERSON. IN PARTICULAR, NEITHER THIS DOCUMENT NOR ANY COPY THEREOF MAY BE TAKEN OR TRANSMITTED OR DISTRIBUTED, DIRECTLY OR INDIRECTLY, INTO CANADA OR JAPAN OR AUSTRALIA TO ANY RESIDENT THEREOF OR INTO THE UNITED STATES, ITS TERRITORIES OR POSSESSIONS. THE DISTRIBUTION OF THIS DOCUMENT IN OTHER JURISDICTIONS MAY BE RESTRICTED BY LAW AND PERSONS INTO WHOSE POSSESSION THIS DOCUMENT COMES SHOULD INFORM THEMSELVES ABOUT, AND OBSERVE, ANY SUCH RESTRICTION. ANY FAILURE TO COMPLY WITH THESE RESTRICTIONS MAY CONSTITUTE A VIOLATION OF THE LAWS OF ANY SUCH OTHER JURISDICTION. THIS DOCUMENT DOES NOT CONSTITUTE OR FORM PART OF, AND SHOULD NOT BE CONSTRUED AS, AN OFFER, INVITATION OR INDUCEMENT TO SUBSCRIBE FOR OR PURCHASE ANY SECURITIES, AND NEITHER THIS DOCUMENT NOR ANYTHING CONTAINED HEREIN SHALL FORM THE BASIS OF OR BE RELIED ON IN CONNECTION WITH OR ACT AS AN INVITATION OR INDUCEMENT TO ENTER INTO ANY CONTRACT OR COMMITMENT WHATSOEVER. THIS DOCUMENT HAS NOT BEEN PUBLISHED GENERALLY AND HAS ONLY BEEN MADE AVAILABLE TO INSTITUTIONAL INVESTORS. IN MAKING AN INVESTMENT DECISION, POTENTIAL INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COMPANY AND ITS GROUP INCLUDING THE MERITS AND RISKS INVOLVED. THIS DOCUMENT IS FOR DISTRIBUTION IN OR FROM THE UNITED KINGDOM ONLY TO PERSONS WHO: (I) HAVE PROFESSIONAL EXPERIENCE IN MATTERS RELATING TO INVESTMENTS FALLING WITHIN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005 (AS AMENDED, THE "FINANCIAL PROMOTION ORDER"), (II) ARE PERSONS FALLING WITHIN ARTICLE 49(2)(A) TO (D) ("HIGH NET WORTH COMPANIES, UNINCORPORATED ASSOCIATIONS ETC.") OF THE FINANCIAL PROMOTION ORDER, (III) ARE OUTSIDE THE UNITED KINGDOM, OR (IV) ARE PERSONS TO WHOM AN INVITATION OR INDUCEMENT TO ENGAGE IN INVESTMENT ACTIVITY (WITHIN THE MEANING OF SECTION 21 OF THE FINANCIAL SERVICES AND MARKETS ACT 2000) IN CONNECTION WITH THE ISSUE OR SALE OF ANY SECURITIES MAY OTHERWISE LAWFULLY BE COMMUNICATED OR CAUSED TO BE COMMUNICATED (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS "RELEVANT PERSONS"). THIS DOCUMENT IS DIRECTED ONLY AT RELEVANT PERSONS AND MUST NOT BE ACTED ON OR RELIED ON BY PERSONS WHO ARE NOT RELEVANT PERSONS. ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS DOCUMENT RELATES IS AVAILABLE ONLY TO RELEVANT PERSONS AND WILL BE ENGAGED IN ONLY WITH RELEVANT PERSONS. IN ITALY THIS DOCUMENT IS BEING DISTRIBUTED ONLY TO, AND IS DIRECTED AT QUALIFIED INVESTORS WITHIN THE MEANING OF ARTICLE 100 OF LEGISLATIVE DECREE NO. 58 OF 24 FEBRUARY 1998, AS AMENDED, AND ARTICLE 34-TER, PARAGRAPH 1, LETTER B), OF CONSOB REGULATION ON ISSUERS NO. 11971 OF MAY 14, 1999, AS SUBSEQUENTLY AMENDED (THE "ISSUERS' REGULATION") PROVIDED THAT SUCH QUALIFIED INVESTORS WILL ACT IN THEIR CAPACITY AND NOT AS DEPOSITARIES OR NOMINEES FOR OTHER SHAREHOLDERS, SUCH AS PERSONS AUTHORISED AND REGULATED TO OPERATE IN FINANCIAL MARKETS, BOTH ITALIAN AND FOREIGN, I.E.: A) BANKS; B) INVESTMENT FIRMS; C) OTHER AUTHORISED AND REGULATED FINANCIAL INSTITUTIONS; D) INSURANCE COMPANIES; E) COLLECTIVE INVESTMENT UNDERTAKINGS AND MANAGEMENT COMPANIES FOR SUCH UNDERTAKINGS; F) PENSION FUNDS AND MANAGEMENT COMPANIES FOR SUCH FUNDS; G) DEALERS ACTING ON THEIR OWN ACCOUNT ON COMMODITIES AND COMMODITY-BASED DERIVATIVES; H) PERSONS DEALING EXCLUSIVELY ON THEIR OWN ACCOUNT ON FINANCIAL INSTRUMENTS MARKETS WITH INDIRECT MEMBERSHIP OF CLEARING AND SETTLEMENT SERVICES AND THE LOCAL COMPENSATORY AND GUARANTEE SYSTEM; I) OTHER INSTITUTIONAL INVESTORS; L) STOCKBROKERS; (2) LARGE COMPANIES WHICH AT INDIVIDUAL COMPANY LEVEL MEET AT LEAST TWO OF THE FOLLOWING REQUIREMENTS: – BALANCE SHEET TOTAL: 20,000,000 EURO, – NET REVENUES: 40,000,000 EURO, – OWN FUNDS: 2,000,000 EURO; (3) INSTITUTIONAL INVESTORS WHOSE MAIN ACTIVITY IS INVESTMENT IN FINANCIAL INSTRUMENTS, INCLUDING COMPANIES DEDICATED TO THE SECURITISATION OF ASSETS AND OTHER FINANCIAL TRANSACTIONS (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS "RELEVANT PERSONS"). ANY PERSON WHO IS NOT A RELEVANT PERSON SHOULD NOT ACT OR RELY ON THIS DOCUMENT OR ANY OF ITS CONTENTS. THIS DOCUMENT IS NOT ADDRESSED TO ANY MEMBER OF THE GENERAL PUBLIC IN ITALY. UNDER NO CIRCUMSTANCES SHOULD THIS DOCUMENT CIRCULATE AMONG, OR BE DISTRIBUTED IN ITALY TO (I) A MEMBER OF THE GENERAL PUBLIC, (II) INDIVIDUALS OR ENTITIES FALLING OUTSIDE THE DEFINITION OF "QUALIFIED INVESTORS" AS SPECIFIED ABOVE OR (III) DISTRIBUTION CHANNELS THROUGH WHICH INFORMATION IS OR IS LIKELY TO BECOME AVAILABLE TO A LARGE NUMBER OF PERSONS. THIS DOCUMENT IS BEING DISTRIBUTED TO AND IS DIRECTED ONLY AT PERSONS IN MEMBER STATES OF THE EUROPEAN ECONOMIC AREA ("EEA") WHO ARE "QUALIFIED INVESTORS" WITHIN THE MEANING OF ARTICLE 2(1)(E) OF THE PROSPECTUS DIRECTIVE (DIRECTIVE 2003/71/EC), ("QUALIFIED INVESTORS"). ANY PERSON IN THE EEA WHO RECEIVES THIS DOCUMENT WILL BE DEEMED TO HAVE REPRESENTED AND AGREED THAT IT IS A QUALIFIED INVESTOR. ANY SUCH RECIPIENT WILL ALSO BE DEEMED TO HAVE REPRESENTED AND AGREED THAT IT HAS NOT RECEIVED THIS DOCUMENT ON BEHALF OF PERSONS IN THE EEA OTHER THAN QUALIFIED INVESTORS OR PERSONS IN THE UK, ITALY AND OTHER MEMBER STATES (WHERE EQUIVALENT LEGISLATION EXISTS) FOR WHOM THE INVESTOR HAS AUTHORITY TO MAKE DECISIONS ON A WHOLLY DISCRETIONARY BASIS. THE COMPANY, VALUE TRACK S.R.L. AND THEIR AFFILIATES, AND OTHERS WILL RELY UPON THE TRUTH AND ACCURACY OF THE FOREGOING REPRESENTATIONS AND AGREEMENTS. ANY PERSON IN THE EEA WHO IS NOT A QUALIFIED INVESTOR SHOULD NOT ACT OR RELY ON THIS DOCUMENT OR ANY OF ITS CONTENTS. THE EXPRESSION "PROSPECTUS DIRECTIVE" MEANS DIRECTIVE 2003/71/EC (AND AMENDMENTS THERETO, INCLUDING THE 2010 PD AMENDING DIRECTIVE, TO THE EXTENT IMPLEMENTED IN THE RELEVANT MEMBER STATE), AND INCLUDES ANY RELEVANT IMPLEMENTING MEASURE IN THE RELEVANT MEMBER STATE AND THE EXPRESSION "2010 PD AMENDING DIRECTIVE" MEANS DIRECTIVE 2010/73/EU. DHH SPA (THE "COMPANY") IS A RESEARCH CLIENT OF VALUE TRACK S.R.L. HOWEVER ANY FORECASTS, OPINIONS AND EXPECTATIONS CONTAINED HEREIN ARE ENTIRELY THOSE OF VALUE TRACK S.R.L. AND ARE GIVEN AS PART OF ITS NORMAL RESEARCH ACTIVITY AND SHOULD NOT BE RELIED UPON AS HAVING BEEN AUTHORISED OR APPROVED BY ANY OTHER PERSON. VALUE TRACK S.R.L. HAS NO AUTHORITY WHATSOEVER TO MAKE ANY REPRESENTATION OR WARRANTY ON BEHALF OF THE COMPANY, ITS SHAREHOLDERS, ANY OF ITS ADVISORS, OR ANY OTHER PERSON IN CONNECTION THEREWITH. WHILE ALL REASONABLE CARE HAS BEEN TAKEN TO ENSURE THAT THE FACTS STATED HEREIN ARE ACCURATE AND THAT THE FORECASTS, OPINIONS AND EXPECTATIONS CONTAINED HEREIN ARE FAIR AND REASONABLE, VALUE TRACK S.R.L. HAS NOT VERIFIED THE CONTENTS HEREOF AND ACCORDINGLY NONE OF VALUE TRACK S.R.L., THE COMPANY, ITS SHAREHOLDERS, ANY ADVISORS TO THE COMPANY OR ITS SHAREHOLDERS OR ANY OTHER PERSON IN CONNECTION THEREWITH NOR ANY OF THEIR RESPECTIVE DIRECTORS, OFFICERS OR EMPLOYEES, SHALL BE IN ANY WAY RESPONSIBLE FOR THE CONTENTS HEREOF AND NO RELIANCE SHOULD BE PLACED ON THE ACCURACY, FAIRNESS, OR COMPLETENESS OF THE INFORMATION CONTAINED IN THIS DOCUMENT. NO PERSON ACCEPTS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM THE USE OF THIS DOCUMENT OR OF ITS CONTENTS OR OTHERWISE ARISING IN CONNECTION THEREWITH. TO THE EXTENT PERMITTED BY LAW AND BY REGULATIONS, VALUE TRACK S.R.L. (OR ITS OFFICERS, DIRECTORS OR EMPLOYEES) MAY HAVE A POSITION IN THE SECURITIES OF (OR OPTIONS, WARRANTS OR RIGHTS WITH RESPECT TO, OR INTEREST IN THE SHARES OR OTHER SECURITIES OF) THE COMPANY AND MAY MAKE A MARKET OR ACT AS A PRINCIPAL IN ANY TRANSACTIONS IN SUCH SECURITIES.

