Tessellis Group

Consolidated Half-Year Financial Report as at 30 June 2025

The Board of Directors of Tessellis S.p.A. authorized the publication of this document on 10 October 2025.

This report is available online at www.tessellis.it.

Tessellis S.p.A.

Registered office: Cagliari, Località Sa Illetta, SS195 Km 2.3

Share capital: EUR **68,365,654.64**

Cagliari Companies Register and VAT no. 02375280928 R.E.A. – 191784

Company duration: until 31/12/2050

Table of Contents

1. Consolidated summary data

Income statement	1st semester 2025	1st semester 2024
(EUR mln)		
Revenue	100,7	109,0
Other income	0,3	1,2
Adjusted Gross Operating Result (EBITDA)	8,9	14,8
Operating Result (EBIT)	(21,8)	(21,0)
Result from discontinued operations and/or asset held for sale	-	-
Net Result	(26,2)	(26,1)

Statement of financial position	30 June 2025	31 December 2024
(EUR mln)		
Total assets	262,6	290,7
Net Financial Debt	87,5	97,7
Net Financial Debt as per Consob	99,4	110,5
Shareholders' equity	(18,4)	(12,8)
Investments	12,6	43,4

Operating figures	30 June 2025	31 December 2024
(thousands)		
Total number of Clients	**908**	**949**
Broadband Fixed	273	283,8
Broadband Wireless	290	313,9
Mobile	345	351

2 Alternative performance indicators

In this Management Report, in addition to the conventional indicators required under IFRS, an alternative performance indicator (EBITDA) is presented. This indicator is used by the Tessellis Group's management to monitor and assess the Group's operating performance. This indicator should not be considered a substitute for IFRS-compliant profitability measures. In particular, as the composition of EBITDA is not governed by the applicable accounting standards, the calculation method adopted by the Tessellis Group may differ from that used by other operators and, therefore, this alternative performance indicator may not be comparable.

In line with CONSOB communications on the matter, the criteria used to construct the Tessellis Group's EBITDA alternative performance indicator are provided below.

ETBIDA CALCULATION:	**1° semester 2025**	**1° semester 2024**
(EUR mln)		
Result before taxes	**(26.180)**	**(26.066)**
+ Financial Expenses	4.233	4.610
- Financial Income	(3)	(6)
+ Result on Investments at equity method	103	451
Operating income	**(21.848)**	**(21.011)**
+ Restructuring costs and other provisions	165	171
+ Depreciation and Amortization	28.581	35.491
+ Impairment losses on non-current assets and losses on disposals	2.047	107
Gross Operating Result (EBITDA)	**8.946**	**14.759**

3 Governing and supervisory bodies

Board of Directors

The Board of Directors was appointed by the Shareholders' Meeting held on 27 June 2025 and will remain in office until the approval of the financial statements as at 31 December 2027:

Chief Executive Officer and Chairperson: Fabio Bartoloni (#)

Co-Chief Executive Officer: Stefano Zacutti (#)

Maurizia Squinzi (*) (1) (2) (3)

Serena Torielli (*) (1) (2) (3)

Francesca Coppi (*) (1) (2) (3)

Andrew Theodore Holt

Nicholas Daraviras

(*) Independent Directors.

(#) The Chief Executive Officer holds powers of ordinary and extraordinary administration, to be exercised either jointly or separately, in accordance with the powers granted by the Board of Directors on 27 June 2025.

(1) Control, Risk and Sustainability Committee.

(2) Appointment and Remuneration Committee.

(3) Related-Party Transactions Committee.

Board of Statutory Auditors

The Board of Statutory Auditors was appointed by the Shareholders' Meeting held on 17 June 2024 and will remain in office until the approval of the financial statements as at 31 December 2026

Chairperson: Riccardo Francesco Rodolfo Zingales

Statutory Auditors: Rita Casu

Antonio Zecca

Executive Responsible for Preparing the Company's Financial Reports:

Andrea Bernassola

The Executive Responsible for Preparing the Company's Financial Reports was appointed by the Board of Directors on 27 June 2025 and will remain in office until the approval of the financial statements as at 31 December 2027.

Independent Auditors:

Deloitte & Touche S.p.A.

The Independent Auditors were appointed by the Shareholders' Meeting held on 30 May 2017 for a nine-year term, from the financial year 2017 through the financial year 2025.

Half-Year Management Report

4 Management Report

Introduction

The Tessellis Group is a **digital company** with one of the largest fiber coverage networks available in Italy. The Group's main operating company is Tiscali Italia S.p.A., a national operator and one of the leading players in the ultrabroadband segment, active in the most innovative and promising technologies: FWA 5G (Fixed Wireless Access) and FTTH (Fiber to the Home).

The Group's core business areas are:

- **Telco**: fixed services – including fixed ultrabroadband and fixed wireless – and mobile services for both private and business customers;
- **Media & Tech**: media activities via the tiscali.it portal and advertising space sales through its sales agency, Veesible;
- **Innovative services for B2B and Public Administration**: platforms and vertical services – including smart city solutions for households, businesses, and public authorities.

4.1 Tessellis Group's positioning in the market context

The electronic communications sector, valued at just over EUR 28 billion at the end of 2024, recorded a 3.4% increase in total resources compared to 2023. This occurred in a macroeconomic environment marked by growth in key economic indicators – namely gross domestic product (GDP) and household consumption – alongside persistent inflationary pressures.[1]

The overall value of the sector confirms a growth trend that had already emerged in 2023.

This dynamic is driven exclusively by the growth of the fixed network segment, which increased by 8% year-on-year and is now worth approximately EUR 17.3 billion. By contrast, the mobile network segment – amounting to approximately EUR 10.7 billion – recorded a 3.4% decline compared to 2023.

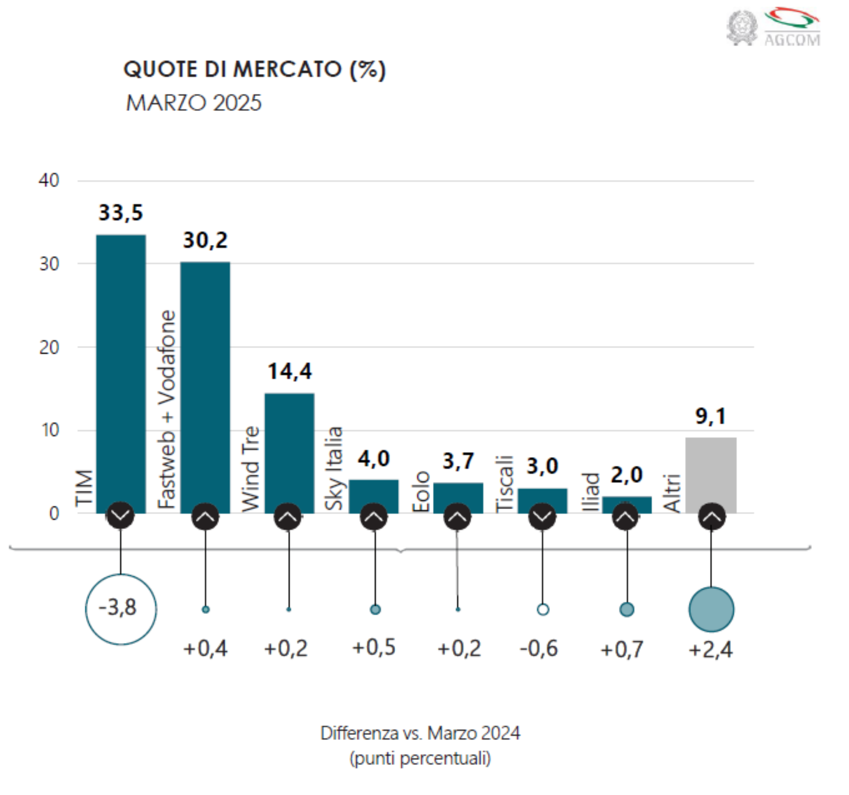
Evolution of the Fixed Broadband and Ultrabroadband Market

[1] Source: AGCOM annual report 2025

Fixed Network Broadband and Ultrabroadband access – the main reference market for Tessellis – reached 19.21 million connections as at March 2025[2], showing a slight year-on-year increase of 82,000 connections (+0.4%).

Ultrabroadband access (via Fiber to the Home, Fiber to the Cabinet, and FWA – Fixed Wireless Access technologies) continued to grow, reaching 17.85 million connections as at March 2025, up by 984,000 units (+5.8% year-on-year). During the same period, the number of traditional DSL connections dropped significantly, with a decline of 902,000 units (-40%). With just 1.35 million lines remaining, DSL now accounts for only 7% of the market.

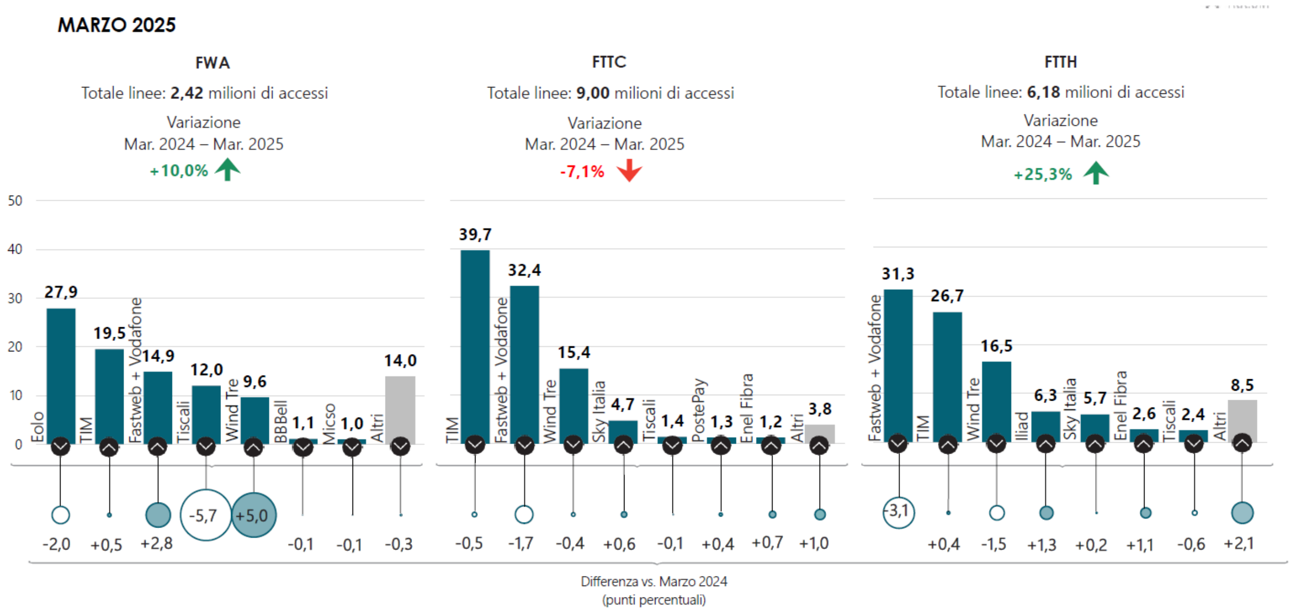
Tessellis ranks as the sixth-largest operator in this market, which is structured as shown in the chart below. The market shares reflect the new scenario following the acquisition of Vodafone Italia by Fastweb, finalized on 31 December 2024. In this new context, Fastweb becomes the second-largest operator with approximately 30% market share, just behind TIM at 33.5% (down 3.8 percentage points year-on-year).



2 AGCOM Communications Observatory No. 2 2025.

With regard to the various Ultrabroadband technologies, in the FTTH (Fiber to the Home) segment – which totals 6.18 million connections and shows the highest growth rate (+25.3% year-on-year) – Tessellis held a market share of 2.4% as at March 2025.

In the FWA (Fixed Wireless Access) segment, which counts 2.42 million lines and a growth rate of 10% year-on-year, Tessellis reached a market share of 12%, positioning itself as the fourth-largest operator in this specific segment.

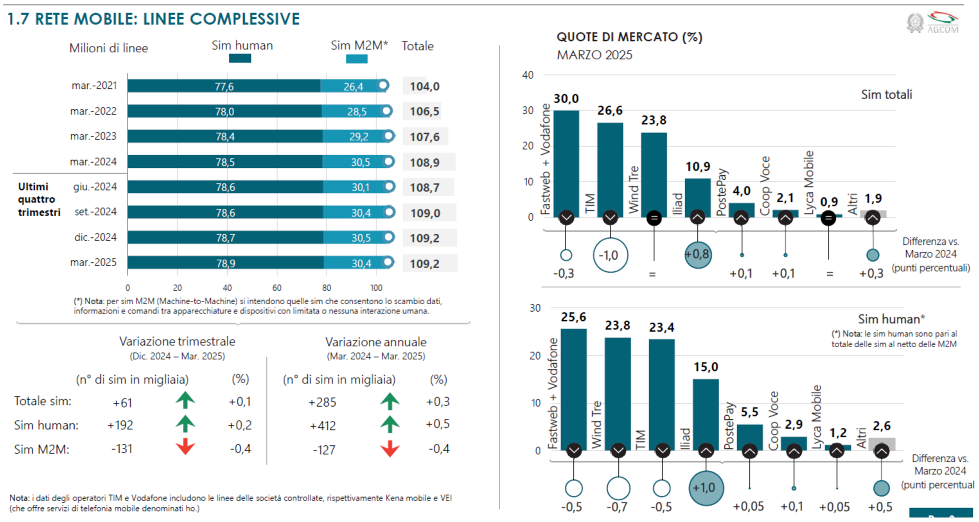


Mobile Market

As at March 2025[3], the mobile services market remained broadly stable, with a year-on-year increase of 285,000 lines (+0.3%). Of the 109.2 million SIM cards active in March 2025, 30.4 million were M2M (Machine to Machine) SIMs – accounting for around 28% of the total – down by 127,000 units year-on-year. The remaining 78.9 million were “human” SIMs, which grew by 412,000 units compared to the previous year.

The mobile market is structured as shown in the chart below, which highlights that Iliad continues to grow, reaching a 15% market share in the human SIM segment. Meanwhile, following the merger of Fastweb and Vodafone, the newly formed NewCo became the largest operator in the market, with a 30% market share.

[3] AGCOM Communications Observatory, No. 2/2025.



As at 30 June 2025, the Tessellis customer base stood at approximately 345,000 units.

Overall mobile data traffic in the market, measured as at March 2025, continues to grow (+11.3% since the beginning of the year), although this represents a slight slowdown compared to the previous period's growth (+18.1%).

The Tessellis mobile offering, which operates on the TIM network, is available with 4G and 4G+ technology, covering 99% of the population, and with 5G technology, offering speeds of up to 2 Gbps and available in 5,829 municipalities.

Online Advertising Market

In the first half of 2025, the online advertising market recorded a 2.4% decline, mainly due to the absence of major sporting events that had driven growth in the summer of 2024[4].

According to the Federation of Advertising Sales Houses, display and video advertising continue to play a central role in brands' digital strategies, while social media project-based advertising is also on the rise.

Compared to 2024, average daily online audience in June 2025 fell by 1.6%, reaching 36.9 million individuals (63% of the population aged over 2). Of these, 35.2 million accessed the internet via mobile on an average day, while only 8.9 million connected exclusively via PC. This overall decline was driven by a sharp drop in PC audience (-18.3%) and a slight decline in mobile audience (-0.56%)[5].

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[4] FCP Observatory - ASSOINTERNET January - June 2025.

[5] Audicom, online audience data report – June 2025.

In the first half of 2025, Veesible enhanced its Pre-Bid technology infrastructure to maximize revenues from RTB (Real-Time Bidding) advertising, and signed new agreements with leading digital advertising operators in Italy.

4.2 Regulatory Framework

In the **electronic communications** sector, the structural separation of TIM's fixed network, whose infrastructure was fully transferred to FiberCop, represented the most significant event in the reference market. This development led AGCOM to launch a new consultation to assess whether FiberCop qualifies as a wholesale-only operator. Such qualification would allow FiberCop to benefit from a lighter regulatory regime compared to that applicable to a vertically integrated operator with Significant Market Power (SMP).

As a result, through Resolution no. 103/25/CONS, the Authority submitted the findings of its assessment for stakeholder comments. The final document, approved by the Authority in June of this year, was notified to the European Commission, and its contents – also considering the Commission's observations – will subsequently be incorporated into the draft measure relating to the full market analysis to be submitted for national public consultation.

In the area of **consumer protection**, regulatory interventions mainly focused on:

- *Combating illegal telesales and telemarketing*: the Authority introduced specific measures to curb CLI (Calling Line Identity) spoofing, a practice whereby the caller's number displayed on the recipient's fixed or mobile device is fraudulently altered (Resolution no. 106/25/CONS);
- *Offer transparency*: the same resolution also approved a classification system for mobile communications offers using 5G technology, involving the use of specific labels to highlight the characteristics of the service offered — particularly any speed limitations — thereby ensuring greater transparency for users;
- *Customer service*: in August 2025, a new Regulation on customer service will come into force (Resolution no. 255/24/CONS), updating the relevant framework. The objective is to ensure maximum accessibility to customer care services, not only via the traditional – and still mandatory – telephone channel, but also through digital contact methods that operators may offer to their customers.

Tessellis has taken all necessary steps to implement the new regulatory framework.

4.3 Tessellis' Shares

Share Capital	EUR 57,665.7 thousand
Number of Ordinary Shares (without nominal value) (*)	311,023,080
Market capitalization as at 30.06.2025	EUR 33,590.5 thousand

(*) This number does not include 69,796,705 unlisted shares, which were issued respectively on 19.12.2024 and 28.03.2025 as part of the capital increase reserved for Shellnet S.A.p.A. of Shellnet GP S.r.l., as further described later in this section

Tessellis shares have been listed on Borsa Italiana (Milan: TSL) since October 1999.

During the first half of 2025, the following capital increases were carried out

- Capital increases of EUR 6 million resulting from the conversion of 60 N&G convertible bonds. A total of 39,413,076 shares were issued during the half-year;
- A capital increase reserved for Shellnet S.A.p.A. of Shellnet GP S.r.l. for EUR 8 million, completed on 28 March 2025, which resulted in the issue of 41,025,641 unlisted shares.

On 27 June 2025, the Ordinary and Extraordinary Shareholders' Meeting of Tessellis approved a voluntary share capital reduction (pursuant to Article No. 2445 of the Italian Civil Code) of EUR 95,834,345.36, to cover the current year's loss and accumulated losses from previous years. The share capital reduction was executed without cancellation of shares, as the shares have no expressed nominal value.

Following the above transactions, the Company's share capital decreased from EUR 139,500,000 as at 31 December 2024 to EUR 57,665,654.64 (fully subscribed and paid-in) as at 30 June 2025, and is divided into 311,023,080 listed ordinary shares with no indication of nominal value. In addition to these, a total of 69,796,705 unlisted shares were issued as part of the capital increase reserved for Shellnet S.A.p.A. of Shellnet GP S.r.l., executed in two tranches on 19 December 2024 and 1 April 2025, respectively.

As at 30 June 2025, market capitalization stood at EUR 33.6 million, compared to a consolidated equity deficit of EUR 18.4 million.

As at 30 June 2025, the difference between market capitalization and consolidated equity, amounting to EUR 52 million, reflects the Group's expected future profitability, as embedded in the cash flows of the updated 2025-2028 Industrial Plan.

As at the date of approval of this financial report, market capitalization stands at EUR 31.9 million.

Based on the Shareholders' Register, supplemented by additional disclosures received and other information available to Tessellis, as at 30 June 2025, no shareholders other than Shellnet S.A.p.A. of Shellnet GP S.r.l. hold significant equity stakes.

4.4 Main Activities and Results Achieved in the First Half of 2025

The following provides an overview of the additional activities carried out and the results achieved by the Tessellis Group during the first half of 2025.

Network coverage and Marketing & Communication activities

As at June 2025, the telecommunications services offered by the Group rely on multiple fixed network technologies, enabling the delivery of solutions tailored to the needs of both consumer and business customers. In particular:

- FTTH (Fiber to the Home): covering approximately 16 million households and local businesses, with speeds of up to 2.5 Gbps in areas A&B, C&D, and Grey Areas.
- FTTC (Fiber to the Cabinet): covering around 28 million households and businesses, offering speeds of up to 200 Mbps.
- FWA (Fixed Wireless Access): provided via the Shellnet (Wind3) network, reaching approximately 25.6 million households and businesses and serving more than 4,500 Municipalities. As at end-June 2025, 5G BTS operating at 300 Mbps serve just under 4,000 municipalities, covering a total of approximately 14 million households.

In the residential market, the Group continues to focus on the FTTH segment, which offers better performance and lower churn rates. In this context, as at March 2025, coverage was expanded to new Grey Areas on both the FiberCop and Open Fiber networks. As at June 2025, the latter counts over 2 million connected addresses. Under the "Italy 1 Gbps" Plan, the goal is to reach 3 million connected addresses by 30 June 2026, progressively increasing the addressable market for this technology.

In the SoHo (Small Office/Home Office) market – which offers higher margins – the Group expanded its service portfolio to better meet the needs of more sophisticated clients and the Agency sales channel. Modular solutions have been introduced for dual-line offers, with additional services such as LTE network backup to ensure business continuity and a version with an integrated PBX in the modem, in addition to differentiated packages for international calling.

In May 2025, the mobile offering was enhanced in terms of value, both in 4G plans (with 150 GB and 200 GB of included data) and 5G plans, with a new offer of 250 GB for EUR 9.99 per month. In June 2025, the Group launched the “Tiscali per la Sardegna” Plan, a regionally focused initiative that leverages stronger brand awareness and higher customer loyalty in Sardinia – the company’s fourth-largest region by customer base. The plan features a more competitive portfolio of offers compared to the rest of Italy, spanning fixed and mobile network services, cybersecurity, and both consumer and SoHo segments.

Among various target audiences, the Group identified professional associations, for which it developed dedicated partnership agreements and special offers.

During the first half of 2025, communication activities continued along the path set by the Tiscali brand relaunch strategy, initiated in November 2022 with the multichannel campaign “Love for Internet.”

Promotional initiatives – aimed at increasing brand awareness and driving traffic to company touchpoints – focused primarily on digital channels, particularly the Google network and major social media platforms, using static formats and video content distributed nationwide. In-store communication also played a key role, with visibility in over 3,000 authorized reseller outlets across Italy.

National advertising messages focused primarily on the mobile service offer, with special attention to the 5G technology offering, as well as on B2B solutions, with a specific focus on the microbusiness segment (VAT-registered prospects and SoHo customers).

Technology Upgrade Campaign

Launched in 2024, the technology upgrade campaign continued in 2025, targeting a portion of the customer base using fixed network connectivity services (both wireless and wired), with the goal of migrating these users to higher-performance ultrabroadband solutions, such as the FTTH network. In addition to improving the quality of services delivered to end customers – and thereby reducing churn – the campaign generated significant benefits for the Group.

Extension of FTTH services in Grey Areas and C&D Areas

Thanks to agreements with wholesale providers – and in particular, incentive campaigns run by Open Fiber in C&D Areas – it was possible to expand sales of ultrabroadband services in areas where fiber connectivity was previously partial or severely limited, actively contributing to the rollout of ultrabroadband infrastructure across the country.

MVNO with TIM

As part of the commercial agreements with the host mobile operator TIM, support was provided by the same operator to promote MVNO services, with a specific focus on customers porting from other operators, leading to an overall improvement in the profitability of the mobile offering.

FWA services

Negotiations are currently underway with wholesale providers to upgrade FWA services to more advanced and higher-performing technologies.

“Laboratori Rework” Project

In 2025, activities continued under the “Laboratori Rework” project, launched in June 2022 as part of a memorandum of understanding for the “Prison Labour” Program. The initiative was established through collaboration between the Ministry of Justice and the Department for Digital Transformation, with contributions from other players in the telecommunications and digital sectors.

In 2025, the laboratories in Uta (Cagliari), Lecce, and Rebibbia continued their work refurbishing terminal network equipment (for FWA and fiber), with the aim of enhancing prison labour in the telecommunications and ICT sector. During the first six months of 2025, 16 inmates worked in the labs (Cagliari: 4; Lecce: 6; Rebibbia: 6). Currently, the number of inmates working in the labs is 12 (Cagliari: 4; Lecce: 5; Rebibbia: 3).

At the Rebibbia lab, devices are refurbished on behalf of a telecommunications provider, generating revenue. As at 30 June 2025, revenue from the sale of these devices amounts to approximately EUR 109 thousand. In the first half of 2025, the following volumes were refurbished: 5,863 modems at the Lecce Rework Lab; 6,670 modems at the Rebibbia Lab; and 8,818 modems at the Uta Lab.

Media Sector activities

In the first half of 2025, the *Media Tech & Services Division* generated revenue of EUR 0.9 million, down EUR 0.2 million (-18%) compared to the first half of 2024.

The Tiscali network recorded a total of 41 million unique browsers and over 1.6 billion page views, confirming the performance levels of the same period last year.

During the half-year, the Division focused on consolidating its ecosystem, with the aim of enhancing and qualifying user engagement across **three main strategic pillars**:

- Cost rationalization and containment;
- Diversification of content offerings;
- Development of multichannel and multimedia capabilities.

Cost Rationalization and Containment

In the first half of the year, targeted actions were implemented to improve efficiency and reduce operating costs, including:

- Reduction in external collaborations for Tiscali Notizie, Milleunadonna, and Bike;
- Conversion of the quarterly magazine *Bike* from print to digital format, eliminating printing and distribution costs (with annual savings of approximately EUR 80,000);
- Migration of Milleunadonna's CMS, resulting in reduced operational maintenance and hosting costs;
- Insourcing of Milleunadonna's social media activities, previously handled by an external agency.

These cost-cutting measures led to an approximately 18% reduction in total direct costs when comparing June to December 2024. Given the varying durations of the terminated contracts, the positive economic impact is expected to be even more significant in the second half of the year.

Diversification of Content Offering

Following the streamlining of editorial operations, content production in 2025 will focus more on special features and in-depth reports, while reducing coverage of day-to-day news. Among the most followed special features in the first half of 2025 were:

- The **Sanremo Music Festival**, which strengthened the visibility of Tiscali.it and its correspondents through multiple television broadcasts linked to the event. The special feature, adapted for both web and social channels, contributed to a marked improvement in Milleunadonna's Instagram performance. On the web, the special feature generated approximately 500,000 unique browsers and over 3.6 million page views.

- **The death of Pope Francis and the subsequent election of Pope Leo XIV**, a globally resonant event that engaged major news outlets for more than two weeks. This special feature alone generated nearly 1 million page views and around 400,000 unique users.

In the women's segment, the partnership between **Milleunadonna** and **VediamociChiara** – a leading health portal and partner to numerous medical and scientific communities – was further consolidated. This collaboration, which strengthens Milleunadonna's presence in the Health and Wellness space, led to Milleunadonna's first in-person event in May, held at the Sa Illetta headquarters and attended by over 120 participants. The event, titled *"A tu per tu con il benessere"* ("One-on-One with Wellness"), marked the first concrete integration between online and offline activities, promoting dialogue among the community, experts, and industry players.

In the television segment, **Bike** enriched its schedule with new formats and exclusive content, including *Ciclostile*, *Bike News*, and a *Special on Eroica*. The partnership with the so-called "Eroica" – a major vintage cycling event – was confirmed again for 2025, with Bike serving as official media partner alongside RAI.

Revenue development and new initiatives

The first half of 2025 saw the consolidation of revenue streams from advertising sales, managed by the Group's sales agency Veesible. Key results achieved include:

a. Growth in ARPUB (Average Revenue Per Unique Browser): up by 15% compared to the first half of 2024, driven by the optimization of the Pre-Bid architecture for programmatic advertising and new commercial agreements with leading industry players. This improvement helped offset the negative impact of some contingent factors, such as the presence of users with active ad blockers and, on the Tiscali.it portal, a lower-than-average share of users consenting to profiling cookies (60%, compared to a market average of 75%-80%).

b. On the Milleunadonna and Gamesurf portals, by contrast, there has been an increase in the share of users accepting profiling cookies, contributing to better monetization of advertising space. As at end-June 2025, the percentage of consenting users stood between 75% and 80%, fully in line with industry benchmarks.

c. Tiscali Mail remains the main driver of value creation, generating 80% of advertising revenue. The database includes over 1.7 million mailboxes, of which approximately 1.2 million have been active in the past 90 days. Between the end of 2024 and the first half of 2025, all mail accounts were involved in a campaign to collect and validate the account holder's mobile number, aimed at strengthening account security and preventing unauthorized access. The initiative also helped improve the efficiency of customer support processes, allowing users to autonomously recover their credentials in the event of a password loss, thereby reducing support requests to the Customer Care service.

New commercial initiatives

The Group's revenue development strategy continues to focus on diversifying its revenue streams, along several key strategic lines:

- Hybridization of online and offline models, by leveraging the vertical communities generated by the Group's portals;
- Introduction and enhancement of alternative advertising models (telepromotions, branded content, social community monetization);
- Bundled products/services offered in partnership with third parties.

In line with these development models, several notable initiatives have already been launched:

a. A **partnership with Loquis** for the production of ***Intercity Bike***, the first themed podcast dedicated to Italy's cycling routes accessible via Trenitalia's Intercity trains. The format, developed by Bikechannel, combines sustainable mobility, sports, and local exploration.

b. An **agreement with Red Bishop**, an aggregator of artificial intelligence solutions, aimed at exploring new monetization models related to content licensing for the training of AI systems.

c. The **launch of the "Offers" section on Gamesurf**, dedicated to product reviews and buying guides, with direct links to purchases on affiliated e-commerce platforms.

In the second half of the year, the division will focus its efforts on:

d. The development of new *data-driven programmatic advertising solutions*, supported by dedicated commercial agreements. Combined with necessary technological enhancements to the Mail platform, these developments will enable further value creation from the Group's data assets.

e. A new format on Bikechannel dedicated to the telepromotion of products and services in the biking sector, with the goal of involving companies in commercial and community engagement activities.
f. Strengthening of affiliate sales models, through the introduction of AI-powered chatbots capable of suggesting content or products related to the reader's current browsing, thereby increasing conversion potential.

Activities in the Business and Public Administration Services segment

In the first half of 2025, the new service portfolio dedicated to the High-Value B2B Market began to take shape. It was built by leveraging the specific expertise and assets of Tiscali and the Group's business-focused companies. Strategic choices were made both to streamline existing solutions and to expand the offering – particularly towards managed services in both network and IT areas – with the goal of maximizing the value of the Sa Illetta Data Center.

The new Sales Division organizational structure was implemented, based on resource specialization by market segment, with a distinction between SMEs and Large Accounts.

The integration of customer operations within Tiscali and XStream has begun. At this stage, a single Technical Support and Delivery team has been created, and a unified, shared application suite has been implemented to manage operational tasks and oversee technical processes.

The first release of the Customer Portal for the Reseller channel has been launched, and the release of a version for the indirect channel (SME market) is planned for the third quarter of 2025.

Furthermore, the billing process for Public Administration and multi-site clients is currently being revised and optimized, with the aim of making the entire process more streamlined and effective.

Innovation

Within the Tessellis Innovation program, *"Future Communities"* is dedicated to developing new business models to foster the digital growth of businesses and local areas.

Participation in innovative technological initiatives such as the *Case delle Tecnologie Emergenti* (“Houses of Emerging Technologies”, or CTEs) and the *Ville Venete Virtual Reality Boat*, as a partner of the Municipalities of Pesaro and Campobasso and IUAV University of Venice, has enabled the launch and continuation of experimental developments in Smart City services, leveraging Tiscali’s technological assets and the broader Innovation LAB ecosystem.

In particular, the CTEs in Campobasso and Pesaro – initiatives funded by MIMIT as part of the *“5G Technology Support Program”* – continued in line with previous years and the Ministry’s formal extensions through December 2025. Their aim was to establish research and experimentation centers in the participating Municipalities, supporting the creation of startups and the technology transfer to SMEs, with a focus on the application of emerging technologies such as 5G, Cloud, AI, Blockchain, and the Internet of Things (IoT).

In addition to the direct provision of technological assets and vertical services in early commercialization (5G NPN, Cloud Services, Highview), several developments were launched with the support of Tessellis Group companies, partner organizations, and the participating universities and Municipalities. Noteworthy among these are: *(i)* solutions integrating emerging technologies, such as Generative AI for the enhancement of cultural heritage and the creation of immersive, personalized tourism experiences that also promote active citizen engagement; *(ii)* solutions supporting public administrations in real-time monitoring of urban green spaces (*Verdeview*), road signage conditions, and parking occupancy/payment status, including the potential detection and sanctioning of violations (*ParcheggIAmo*); *(iii) Concierge*, a Generative AI-based solution to assist citizens and tourists in organizing trips or cultural visits in Molise efficiently, flexibly, and according to their personal preferences; *(iv) (zIA)*, a GIS map and Virtual Reality tour of Campobasso enabling citizens and tourists to locate points of interest across a variety of topics, organized in thematic layers; and *(v)* a Generative AI-based virtual assistant designed for cycling enthusiasts, assisting users in planning cycling routes in the Molise region, providing route information and recommendations tailored to the user’s interests and needs (*PedalIAmo*).

In the early months of the year, coinciding with the start of more operational activities under the IPCEI Villanova project, the “Innovation” division was formally integrated into the broader “Project AI” division, with the goal of creating a single operational team across all AI-related initiatives, including Project Villanova.

Following the initial results presented during MIMIT’s Roadshow events, field validation activities were launched with the involvement of Municipalities and research partners. These continued throughout the first half of the year, aimed at gathering further insights to support the transition from prototyping to commercialization.

Among the initiatives aimed at promoting and disseminating innovation tools and skills, Tessellis participated in City Vision Milan (02 February 2025) and Naples (24 March 2025) to showcase the results of field testing and validation for the Smart Cities vertical, as well as in the panel "Experiences and Enabling Infrastructures for Smart Cities" (with TIM, Open Fiber, Tiscali, Widata), presenting use cases from MolisCTE and CTE Square at the DLAB Urban Innovation Summit in Cagliari (27 March 2025).

Villanova IPCEI-CIS Project

The **Villanova Project, part of the European IPCEI-CIS** initiative (*Important Projects of Common European Interest – Cloud Infrastructure and Services*), was officially launched by Tiscali in December 2023. This strategic, transnational collaboration promoted by the European Union aims to develop advanced multimodal generative artificial intelligence (GenAI) solutions, contributing significantly to the construction of an interoperable European data-processing ecosystem that synergistically integrates cloud and edge computing technologies.

In the first half of 2025, the project saw a significant consolidation of the activities initiated in 2024, continuing along the development path defined at the time of its official launch, which was communicated to MIMIT on 11 December 2023. In particular, working groups with European IPCEI-CIS partners intensified, with the goal of strengthening interoperability across proposed technologies, in line with EU guidelines. These activities are fundamental to the creation of a multi-provider cloud-to-edge infrastructure and the development of synergies between industry and research stakeholders.

During the reporting period, technical activities related to the Villanova Laboratory – the core hub for R&D (Research, Development and Innovation) and FDI (First Industrial Deployment) phases – became fully operational. Work progressed on the design of the technical architecture for the crawling system, intended to feed the data lake, a strategic infrastructure enabling scalable and flexible management of large volumes of heterogeneous data used to train AI models.

In parallel, efforts continued to define the architectural components to be released as open source, with the aim of fostering sharing and reuse of the solutions developed in an open and collaborative ecosystem. These activities are central to the implementation of GenAI platforms, designed to overcome the technological and linguistic barriers that currently hinder the widespread adoption of generative AI in Europe.

Throughout the half-year, Tiscali also intensified discussions with partners to define areas of technical collaboration and specialization and launched new initiatives to expand data sources supporting AI models. In this context, in April 2025, Tiscali signed a non-binding agreement with Expert AI to create a Newco dedicated to the joint development of the Villanova Project, with the aim of optimizing resources and reducing financial requirements.

Tiscali also played an active role in the **Annual IPCEI Meeting 2025** (26-28 March, Gdańsk), contributing to technical sessions and sharing project progress with other European stakeholders, with a view to strengthening high-impact technological collaborations.

Finally, in the first half of 2025, the first reporting phase was completed, with the timely submission of the technical and administrative documentation related to the Villanova Project to both MIMIT and the European Commission (DG-COMP), in line with the planned deadlines.

All activities are fully consistent with the **Updated 2025-2028 Industrial Plan**, which reaffirms Tiscali's commitment to the development of innovative technologies, with a particular focus on Multimodal Generative Artificial Intelligence and the digital transition, in support of national and European competitiveness and sustainable growth.

European Project LLMs4EU

In the first half of 2025, Tiscali actively continued its work on the **LLMs4EU** project (*Large Language Models for the European Union*), coordinated by **ALT-EDIC (*Alliance for Language Technologies*)**, a European consortium established by the European Commission on 7 February 2024 under the Digital Europe Programme. On 4 December 2024, the project received formal notification from the Commission confirming entry into the Grant Agreement phase.

Officially launched in March 2025 with a duration of three years, the project aims to promote European digital sovereignty through the development of advanced, ethical, and secure language technologies capable of enhancing the continent's linguistic and cultural diversity.

During the half-year, Tiscali received the pre-financing transfer allocated by the European Commission, enabling the operational launch of the planned activities. In particular, the company is actively involved in the Telecommunications sector Use Case, contributing to the collection and structuring of relevant multilingual datasets, including regulatory documentation and customer interaction data. This work is carried out in close collaboration with technical and legal partners, ensuring data anonymization and full compliance with European copyright and data protection regulations.

Demonstrating its commitment to the project and its active role within the consortium, Tiscali took part in the launch conference of the European Language Data Space, held on 19 March 2025 in Villers-Cotterêts (France) at the *Cité internationale de la langue française*. The event marked a key milestone for the presentation of the beta version of the European language data space and was attended by numerous public and private stakeholders. Tiscali participated in technical working sessions, contributing to the discussion on the collection, sharing, and valorization of linguistic data, in synergy with the ongoing LLMs4EU project activities.

The project includes five strategic use cases that will feed into the ALT-EDIC data infrastructure. These activities are taking place within a rapidly evolving European landscape, in which Tiscali aims to strengthen its role as a technological player in the creation of an open, multilingual, and competitive digital ecosystem.

The Villanova Project, together with the LLMs4EU European Project and the other AI initiatives described above, is the subject of an Investment Agreement signed by Tiscali Italia S.p.A. and Expert.ai, further detailed in paragraph *"4.5 Subsequent Events"*, to which reference is made for a full description.

12 May 2025 - IPv4 Address Purchase and Operating Lease Agreement

On 12 May 2025, Tiscali Italia S.p.A. entered into an agreement with Shellnet S.A.p.A. of Shellnet GP S.r.l. (a related party as it holds 57.14% of the share capital of Tessellis S.p.A., the parent company of Tiscali Italia S.p.A.) for the sale of a set of IPv4 addresses and simultaneous operating lease (hereinafter referred to as the "Purchase and Operating Lease Agreement" or the "Transaction"). The Transaction was assessed in its key terms on 28 April 2025 by the Related-Party Transactions Committee and approved by the Board of Directors, which granted the Chief Executive Officer the powers necessary to finalize the related contracts.

This Transaction forms part of a broader strategy of financial support and capital strengthening provided by the Shareholder, aimed at sustaining the going concern of Tiscali Italia S.p.A. and the Group.

The consideration for the purchase of the IPv4 addresses amounts to approximately EUR 10 million. Additionally, the Transaction includes a commercial voucher worth approximately EUR 2.78 million, intended to cover the first 15 monthly instalments of the operating lease for the IPv4 addresses.

By signing the Purchase and Operating Lease Agreement, Tiscali Italia S.p.A. was able to monetize a non-readily-liquid asset, which, under ordinary market conditions, would be difficult to sell, while retaining full operational availability of the addresses. The Transaction allowed the Company to access new liquidity to meet treasury needs and to benefit from 15 months of free lease payments thanks to the commercial voucher. For further details, please refer to the Information Document available to the public on the Company's website: www.tessellis.it.

Furthermore, the Transaction proved advantageous for the Company compared to a similar transaction with a third-party supplier, due to: *(i)* the absence of the typical fees (e.g., upfront fees, arrangement fees) usually applied by brokers handling this type of transaction; *(ii)* the possibility to monetize and value IPv4 addresses while maintaining the current network configuration and ongoing telecommunications operations, a technical condition that would otherwise fully prevent the marketability of this type of asset (which can only be traded in the form of free address blocks); and *(iii)* the absence of any collateral requirements in relation to the IPv4 operating lease service.

The Transaction was executed as follows:

- On 31 May 2025, the first tranche of IP addresses – i.e., 267,520 units – was transferred for a consideration of EUR 5,763,927.19 plus VAT.
- On 22 September 2025, the second tranche – i.e., 196,608 units – was transferred for a consideration of EUR 4,236,073 plus VAT.

As described above, the Company completed the sale and lease transaction for the IP addresses during the first half of the year. Following the assessments carried out in accordance with *IFRS 16 – Leases* and *IFRS 15 – Revenue from Contracts with Customers*, it was determined that the transaction does not qualify as a sale for accounting purposes, as the Company retains control over the asset and continues to bear its principal risks and rewards. The transaction was therefore accounted for by maintaining the asset on the balance sheet, and by recognizing a financial liability corresponding to the present value of the lease payments due under the contract. The difference between the cash proceeds received and the recognized financial liability – equal to EUR 3.7 million – was recorded under equity, in line with the classification criteria under IAS 32.

This accounting treatment reflects the economic substance of the transaction, in accordance with the IFRS principle of substance over form.

It is also noted that the first half of 2025 continued to be affected by the ongoing conflicts in Ukraine and the Middle East, with associated repercussions on the economy and trade flows, resulting in a persisting environment of significant uncertainty. The Group has no direct exposure or commercial activities involving the markets affected by the conflicts and/or sanctioned entities. These conflicts, and their consequences, were still ongoing as at the date of approval of this Half-Year Financial Report.

Corporate and Financial Transactions Carried Out in the First Half of 2025

28 March 2025 – Subscription of the second tranche of the Capital Increase reserved for Shareholder Shellnet S.A.p.A. of Shellnet GP S.r.l.

On 28 March 2025, the Shareholder Shellnet S.A.p.A. of Shellnet GP S.r.l. subscribed to the second tranche of the capital increase reserved for it, for a total amount of EUR 8 million, at an issue price equal to the average daily VWAP recorded for Tessellis shares during the ten open-market days preceding the execution (EUR 0.1950).

As a result of the subscription, 41,025,641 ordinary shares were issued. These shares carry the same rights as existing shares but are unlisted, as the shareholder waived the condition requiring immediate admission to trading for the shares issued under both tranches of the capital increase.

The transaction enabled the Company to extinguish a portion of its outstanding debt to Shellnet S.A.p.A. of Shellnet GP S.r.l. through conversion into equity. The full execution of the capital increase resulted in a EUR 15 million increase in Tessellis' equity, through an increase in share capital and reserves, and a corresponding reduction in current and non-current debt of the same amount.

7 April 2025 – Signing of a "Non-Binding Memorandum of Understanding" between Tiscali Italia S.p.A. and Expert.ai S.p.A.

For a full description of the Investment Agreement between Tiscali Italia S.p.A. and expert.ai S.p.A., please refer to paragraph *4.5 Subsequent Events*.

27 May 2025 – The Board of Directors of Tessellis S.p.A. approves the 2024 Financial Statements

On 27 May 2025, the Board of Directors of Tessellis S.p.A. approved the Tessellis Group Consolidated Financial Statements, the separate Financial Statements of Tessellis S.p.A., and the Sustainability Report as at 31 December 2024.

27 June 2025 – Ordinary and Extraordinary Shareholders' Meeting of Tessellis S.p.A.

The Ordinary and Extraordinary Shareholders' Meeting of Tessellis S.p.A., held in a single call on 27 June 2025, approved the following items on the agenda:

a. approval of the separate financial statements as at 31 December 2024;
b. approval of the Report on the remuneration policy and compensation paid;
c. appointment of the new Board of Directors;
d. approval of the share capital reduction pursuant to Article No. 2446 of the Italian Civil Code and the delegation to the Board of Directors to increase share capital pursuant to Article No. 2443 of the Italian Civil Code; and
e. initial resolutions of the newly appointed Board of Directors.

- *Renewal of the Board of Directors*

With the approval of the 2024 financial statements on 27 May 2025, the term of the outgoing Board of Directors came to an end. On that occasion, Davide Rota, Chief Executive Officer of Tessellis S.p.A., submitted his resignation.

Accordingly, on 27 June 2025, the Ordinary Shareholders' Meeting of Tessellis appointed the new Board of Directors, which will remain in office until the approval of the financial statements as at 31 December 2027. The new Board, appointed on the basis of the sole list submitted by the shareholder Shellnet S.A.p.A. of Shellnet GP S.r.l., which received 53.741% of the votes of those attending the meeting, is composed of: Fabio Bartoloni (Chairperson), Stefano Zacutti, Nicholas Daraviras, Andrew Holt, Maurizia Squinzi (independent), Serena Maria Torielli (independent), and Francesca Coppi (independent).

The new Board assigned delegated powers to Fabio Bartoloni and Stefano Zacutti, who were appointed Co-Chief Executive Officers, with the former responsible for finance and the latter for business operations. Pursuant to the Corporate Governance Code, the decision to assign executive powers to the Chairperson Fabio Bartoloni, already CFO of the Group, reflects the need to optimize the management and oversight of the company, ensuring effectiveness and transparency within a balanced structure in which operational powers are divided between two separate directors. The Co-Chief Executive Officers will work closely together to ensure the best possible conditions for the Company's future.

- *Reduction of Share Capital pursuant to Article No. 2446 of the Italian Civil Code*

The Extraordinary Shareholders' Meeting of Tessellis resolved to reduce the share capital to cover losses pursuant to Article No. 2446 of the Italian Civil Code. As at 30 June 2025, the subscribed and paid-in share capital amounts to EUR 57,665,654.64, with no cancellation of shares.

- *Delegation to the Board of Directors to Increase Share Capital Pursuant to Article No. 2443 of the Italian Civil Code*

The same Shareholders' Meeting approved the proposal to grant the Board of Directors a delegation, exercisable one or more times within 30 months from the date of the Shareholders' resolution, for a maximum amount of EUR 40,000,000.00, including share premium: *(i)* to increase the share capital against payment, in a divisible form, pursuant to Article No. 2443 of the Italian Civil Code, including with the exclusion or limitation of pre-emptive rights pursuant to Article No. 2441, paragraphs 4, 5, and 8 of the Italian Civil Code, including through the issuance of shares to be reserved for incentive plans based on the allocation of financial instruments to directors, employees, and collaborators of the Company, as identified by the Board of Directors, subject to specific lock-up commitments by the beneficiaries; and *(ii)* to issue convertible bonds into ordinary shares of the Company pursuant to Article No. 2420-ter of the Italian Civil Code, together with the power to resolve the corresponding capital increase to service the conversion, also with the exclusion or limitation of pre-emptive rights pursuant to Article No. 2441, paragraph 5, of the Italian Civil Code.

This resolution entails the resulting amendment of Article 5 of the Articles of Association.

- *Initial Resolutions of the New Board of Directors*

Pursuant to Article No. 5 of the Corporate Governance Code of Borsa Italiana, the Board of Directors approved the terms of an agreement between Tessellis S.p.A. and its subsidiary Tiscali Italia S.p.A., on one side, and Mr. Rota, on the other, concerning the termination of the positions he held within the Group and the consensual termination of the executive employment relationship in place with Tiscali Italia S.p.A. in his role as General Manager. Under the agreement, Tiscali Italia S.p.A. and Davide Rota agreed to terminate by mutual consent, effective as of 30 June 2025, the executive employment relationship governed by the contract signed on 14 July 2022 (hereinafter also referred to as the "Contract"). In addition to the amounts required by law, Tiscali Italia S.p.A. granted Mr. Rota, as an exit incentive, a gross amount – determined as lower than the severance agreed upon under the Contract – equal to EUR 140,000, and, as a general and novative settlement, a gross amount of EUR 10,000. Davide Rota will also undertake non-interference obligations toward Tessellis and the Group for a period of 12 months from the date of termination.

In view of the management transition resolved by the Shareholders' Meetings of Tessellis and Tiscali Italia on 27 June 2025, and the new phase that the Group is entering, the Board of Directors also approved the signing of a transitional consultancy agreement with DAF Ventures S.r.l., a company wholly owned by Davide Rota, for the provision of strategic business and institutional relations advisory services to the Group companies. The agreement was approved following the favourable opinion of the Related-Party Transactions Committee.

4.5 Subsequent Events

24 July 2025 – Sale of the subsidiary Connecting Project

As part of the rationalization process of the Tessellis Group's portfolio of investee companies, the stake held in Connecting Project S.r.l. was sold for a consideration of EUR 1.3 million.

22 September 2025: a) Approval of capital increase reserved for Shellnet S.A.p.A. of Shellnet GP S.r.l. for a maximum total of EUR 15 million; b) Execution and subscription of the first tranche of the capital increase

a. *Approval of capital increase reserved for Shellnet S.A.p.A. of Shellnet GP S.r.l. for a maximum total of EUR 15 million*

On 22 September 2025, the Board of Directors resolved to partially execute the delegation pursuant to Article No. 2443 of the Italian Civil Code, granted to it by the Shareholders' Meeting of 27 June 2025 for a maximum amount of EUR 40 million (including share premium) (hereinafter also referred to as the "Delegation").

The transaction is part of a capital strengthening initiative based on the proposal received on 22 September 2025 from Shellnet S.A.p.A., which held, as of that date, a financial receivable from the Company in the amount of EUR 16,775,216.41 (of which EUR 15,002,004.18 in principal and EUR 1,773,212.23 in interest), arising from a shareholder loan issued on 8 October 2024 under an agreement signed on the same date (hereinafter also referred to as the "Shareholder Loan").

Specifically, Shellnet S.A.p.A. of Shellnet GP S.r.l. proposed the signing of a subscription and conversion agreement (hereinafter also referred to as the "Subscription Agreement") under which it confirmed its willingness to convert part of the abovementioned financial debt into equity by subscribing a capital increase reserved to it, to be carried out in two tranches – the first upon execution of the Delegation, and the second by 31 March 2026 – at an issue price equal to the average of the daily VWAPs of the Tessellis share recorded during the ten open-market trading days prior to the execution of each tranche.

Given the related-party nature of the proposer, the Subscription Agreement and the overall Transaction were submitted for review by the Tessellis Related-Party Transactions Committee (hereinafter also referred to as the "RPT Committee"). Following the required due diligence, on 22 September 2025 the RPT Committee issued a favourable opinion regarding the Company's interest in carrying out the transaction, as well as the fairness and substantive correctness of its terms.

Having acquired the opinion of the RPT Committee, the Board of Directors of Tessellis resolved on 22 September 2025 to finalize the Subscription Agreement and, accordingly, approved a paid, divisible and progressive capital increase for a total maximum amount of EUR 15,000,000.00 (including share premium), through the issuance of ordinary shares without nominal value, with the same features as those in circulation (to be issued with regular dividend rights), to be offered in two tranches, with the exclusion of pre-emptive rights pursuant to Article No. 2441, paragraph 5, of the Italian Civil Code, to Shellnet S.A.p.A. of Shellnet GP S.r.l. at an issue price equal to the average of the daily VWAPs of the Tessellis share recorded during the ten open-market trading days prior to the execution of each tranche (hereinafter also referred to as the "Issue Price"). The shares shall be paid for by voluntary set-off of certain, liquid, and collectable receivables, up to a maximum of EUR 15,000,000.00, according to a one-to-one debt-to-equity conversion ratio, whereby, for example, receivables of EUR 1.00 will be converted into newly issued shares with an equivalent value (including share premium) of EUR 1.00, with the Board of Directors authorized to apply the usual rounding adjustments for transactions of this nature (hereinafter also referred to as the "Capital Increase by Conversion").

The transaction represents an important opportunity for the Company to extinguish part of its consolidated debt towards Shellnet S.A.p.A. of Shellnet GP S.r.l., through its conversion into equity. The execution of the Capital Increase by Conversion will not result in new financial resources flowing into the Company, but will improve the Group's consolidated net financial position and overall debt exposure. Since the transaction qualifies as a "material related-party transaction," on 22 September 2025 the Company published the Information Document, the Explanatory Report of the Board of Directors pursuant to Article No. 2441, paragraph 6, of the Italian Civil Code, and the report issued by the audit firm Deloitte & Touche S.p.A. pursuant to Article No. 2441, paragraph 6, of the Italian Civil Code and Article No. 158 of Legislative Decree No. 58/1998 on the Company's website: www.tessellis.it.

b. *Execution and subscription of the first tranche of the capital increase*

On 22 September 2025, Shellnet S.A.p.A. of Shellnet GP S.r.l. subscribed to the first tranche of the Capital Increase for EUR 7.5 million, at a price of EUR 0.1209; the subscription of the shares took place through the simultaneous set-off of the Shareholder Loan (hereinafter also referred to as the "Shareholder Loan") for the same amount. Tessellis issued 62,034,739 unlisted shares identified by ISIN IT0005628661.

24 September 2025 – Disposal of the subsidiary 3P Italia S.p.A.

On 24 September 2025, the disposal of 3P Italia S.p.A. by Tiscali Italia S.p.A. was finalized. For further details on the transaction, reference is made to Note 27 *Assets/Liabilities held for sale*.

Investment Agreement between Tiscali Italia S.p.A. and Expert.ai

As indicated in the preceding paragraph, the Villanova Project, together with the European Project LLMs4EU and the other AI-related initiatives described above, is the subject of an investment agreement (hereinafter also referred to as the "Transaction") entered into by Tiscali Italia S.p.A. and Expert.ai, aimed at supporting the development and implementation of the aforementioned projects.

The Transaction was carried out through the following steps:

a. *Execution of a non-binding term sheet between Tiscali Italia S.p.A. and Expert.ai S.p.A. on 7 April 2025.*

b. *Incorporation of the new company Villanova.ai on 21 May 2025.*

c. *Execution of an Investment Agreement in the affiliated company Villanova.ai for the development and implementation of the Villanova Project and the additional AI Projects on 25 September 2025.*

The steps outlined above are described in further detail below:

a) *Execution of a non-binding term sheet between Tiscali Italia S.p.A. and Expert.ai S.p.A. on 7 April 2025.*

On that date, Tiscali Italia S.p.A. (hereinafter also referred to as "Tiscali") and expert.ai S.p.A. (hereinafter also referred to as "Expert.ai"), a leader in the implementation of enterprise artificial intelligence solutions to generate business value, announced that they had reached a non-binding agreement (hereinafter also referred to the "Non-Binding Term Sheet"), which provides for:

(i) the incorporation of a new company by Tiscali (the "Newco"); and

(ii) the transfer of the Villanova Project to the Newco.

Reference is made to the paragraph *Key activities carried out and results achieved during the first half of 2025* for a comprehensive overview of the initiatives undertaken by Tiscali Italia as part of the Villanova Project and of the other AI-related activities during the first half of 2025.

In the context of the Transaction, expert.ai will contribute to the Newco:

(i) Its extensive expertise in the field of Artificial Intelligence;

(ii) The financial resources needed to support the Newco's cash requirements;

(iii) Support for the development and commercialization of the products and solutions falling within the scope of the Villanova Project; and

(iv) Qualified personnel to accelerate the implementation of the Project and ensure its effective industrial execution.

b) *Incorporation of the new company Villanova.ai on 21 May 2025.*

On 21 May 2025, the new company Villanova.ai S.r.l. was incorporated, with Tiscali holding a 95% stake and Expert.ai a 5% stake.

c) *Execution of an Investment Agreement in the affiliated company Villanova.ai for the development and implementation of the Villanova Project and the additional AI Projects on 25 September 2025.*

On September 25, 2025, Tiscali Italia S.p.A. and expert.ai S.p.A. announced the signing of an investment agreement (hereinafter also referred to as the “Investment Agreement” or the “Agreement”) relating to a broader transaction (hereinafter also referred to as the “Transaction”) aimed at the development and implementation of the Villanova Project.

As part of the Transaction, the following actions were carried out on September 25, 2025, with effect as of October 1, 2025:

(i) the contribution in kind by Tiscali to Villanova.ai S.p.A. (hereinafter also referred to as the “Company”) of a business unit comprising tangible assets, employees, contracts, and know-how relating to the so-called Villanova Project, as well as additional European R&D initiatives launched by the contributed team;

(ii) a cash investment of EUR 1,156,522 in the share capital of the Company through the subscription of a capital increase reserved to Expert.ai, along with the provision of subsequent shareholder loans to support the development of the aforementioned initiatives; and

(iii) the execution of a commercial agreement between the Company and expert.ai for the provision by the latter of research activities, development support, and commercialization of the products and solutions included in the Villanova Project, including the secondment of part of its qualified personnel.

Also on September 25, 2025, a Shareholders’ Agreement was signed to govern, inter alia, the corporate governance of the Company (hereinafter also referred to as the “Shareholders’ Agreement”).

As of the same date (effective October 1, 2025), Villanova.ai was converted into a joint-stock company. From that date, Tiscali holds 60% of the share capital and voting rights in the Company, and expert.ai holds the remaining 40%. The governance structure includes a Board of Directors composed of five members, three of whom are appointed by Tiscali (including the CEO), and two by expert.ai. Moreover, expert.ai holds limited veto rights at both Board and shareholders’ meeting level on certain extraordinary matters.

The Transaction provides that, subject to obtaining authorization from the Italian Prime Minister's Office under the so-called "Golden Power Authorization" by December 31, 2025, a new version of the Company's Articles of Association will enter into force, modifying the governance structure as follows: 60% of the share capital and 50% of the voting rights will be allocated to Tiscali, and 40% of the share capital and 50% of the voting rights to expert.ai. Additionally, the matters subject to expert.ai's veto rights – at both Board and Shareholder levels – will be extended to include the approval of financial statements, changes to the business plan, and the approval or amendment of annual budgets. expert.ai will be entitled to appoint the CEO from among its two designated directors, while Tiscali will appoint the Chairperson from its three appointees.

Following the execution of the Investment Agreement, the Parties will also initiate the process to obtain authorization from the Ministry of Enterprises and Made in Italy for the Company to take over ownership of the IPCEI fund incentives (hereinafter also referred to as the "MIMIT Authorization").

The Investment Agreement includes call and put options for the respective shareholdings in favor of expert.ai and Tiscali S.p.A., which may be exercised in the event that the Golden Power Authorization is not obtained by December 31, 2025. In such a case, the ownership of the Villanova Project will revert to Tiscali. Likewise, additional call and put options are provided in favor of expert.ai and Tiscali S.p.A. in the event that, even if the Golden Power Authorization is obtained by December 31, 2025, the MIMIT Authorization is not granted within 24 months from today's date. If any of these options are exercised, Tiscali S.p.A. will pay expert.ai a lump-sum indemnity to cover all costs incurred by the Company for its management and the operation of its assets following the exercise of such options.

The Shareholders' Agreement also provides that Tiscali shall have a put option to sell its shares in the Company to expert.ai from the second to the fourth anniversary of October 1, 2025, at a fixed price of EUR 1,000,000. Between the day following the fourth anniversary and the sixth anniversary of October 1, 2025, expert.ai will have a call option to purchase the shares held by Tiscali S.p.A. at market value, subject to the prior conversion of the shareholder loans contributed up to that date. The Investment Agreement further provides for standard representations, warranties, and reciprocal indemnification mechanisms in line with market practice.

Lastly, it is noted that, considering the execution of the Investment Agreement by both Villanova.ai and Tiscali S.p.A., which are directly or indirectly controlled by Tessellis S.p.A., the latter has determined that the Transaction falls under the exemption cases provided for in the procedure governing related-party transactions, approved by the Board of Directors of

Tessellis S.p.A. on 21 July 2021. Specifically, the Transaction qualifies as one between companies under the control of Tessellis S.p.A., in the absence of significant interests from other related parties of Tessellis S.p.A.

Issuance of No. 85 POC 2023 Bonds

Starting from January 2025 and up to the date of this Interim Report, the Company issued No. 85 bonds under the mandatory convertible bond loan reserved to Nice & Green (POC 2023).

From 1 January 2025 to the date of this Report, No. 92 bonds were converted into capital (for a total value of EUR 9.2 million), of which No. 10 bonds had been issued in 2024 but had not yet been converted as at 31 December 2024, and No. 82 bonds were issued during the period under review.

Research and Development

During the first half of 2025, software development activities were carried out to evolve the fixed and mobile networks towards new market standards (5G, ultra-broadband), enabling the Group to offer increasingly high-performance services to its customers. In addition, development focused on upgrading IT systems (ERP/CRM) aimed at more effective and efficient business management, as well as research activities in preparation for the implementation of the Villanova – IPCEI CIS Project (for a detailed description of these activities, please refer to Section *4.4 Main Activities and Results Achieved in the First Half of 2025*).

4.6 Analysis of the Group's Economic, Equity and Financial Position

4.6.1 Analysis of the Group's Economic Performance

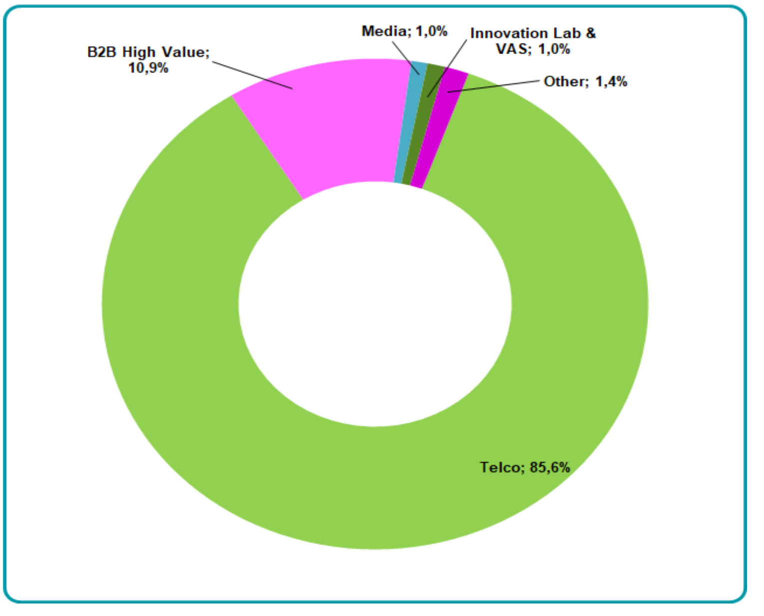
Income Performance

The table below sets out the key consolidated income statement figures for the first half of 2025.

Profit and Loss Statement of the Group	**1st semester 2025**	**1st semester 2024**
(EUR mln)		
Revenue & Other Income	**100.9**	**110.2**
Telco revenues	**86.4**	**96.9**
of which fixed Broadband	39.5	40.4
of which Broadband FWA	35.5	45.1
of which MVNO	11.4	11.4
Business service, PA and Media revenues	**13.0**	**10.5**
of which Wholesale	0.5	0.5
of which Business service	10.5	6.4
of which Innovation Lab revenues	1.0	2.6
of which Media revenues	0.9	1.1
Other revenues	**1.1**	**1.7**
Other Income	**0.3**	**1.2**
Gross operating margin	**43.3**	**47.9**
Indirect operating costs	**32.2**	**31.4**
Marketing and sales	0.3	1.1
Personnel costs	18.1	16.2
IT and infrastructure costs	8.5	8.5
Other general costs	**5.3**	**5.5**
Write-down of receivables	**2.1**	**1.8**
Gross Operating Result (EBITDA)	**8.9**	**14.8**
Restructuring costs and other provisions	2.2	0.3
Depreciations & amortizations	28.6	35.5
Operating result (EBIT)	**(21.8)**	**(21.0)**
Net Result	**(26.2)**	**(26.1)**

Revenue breakdown by business line and access mode

The following provides an analysis of revenues by business line.



Total revenues as at 30 June 2025, including other income, amounted to EUR 100.9 million.

These can be broken down as follows:

- Telco revenues of EUR 86.4 million, consisting of fixed broadband revenues, FWA broadband revenues, and MVNO revenues;
- Revenues from business services and value-added services (including business and wholesale services) amounting to EUR 11 million;
- Media revenues amounting to EUR 0.9 million;
- Revenues from innovative services and VAS amounting to EUR 1 million;
- Other revenues and other income totalling EUR 1.6 million.

<u>Telco Revenues</u>

As indicated above, Telco revenues account for 85.6% of total revenues and other income. In this regard, it should be noted that the total customer base stood at 908 thousand units as at 30 June 2025, down by 102.5 thousand units compared to 30 June 2024 (-10.1%). The composition of the customer base is shown below:

Active Customer Base		30/06/2025	31/12/2024	30/06/2024
Total Broadband Fixed		273,315	283,821	287,384
	o/w Fiber	260,830	268,856	143,677
Total Broadband Wireless		290,103	313,921	374,668
Mobile (6 months in-out)		344,643	351,046	348,542
Total Customer		**908,061**	**948,788**	**1,010,594**

As at 30 June 2025, Telco revenues amounted to EUR 86.4 million and break down as follows:

- Fixed Broadband revenues: EUR 39.5 million;
- FWA Broadband revenues: EUR 35.5 million; and
- MVNO revenues: EUR 11.4 million.

The decline in the Fixed Broadband and Wireless Broadband customer base compared to 30 June 2024 – equal to 14.5% and 21.3% respectively – is consistent with the Group's strategic goal of focusing development on higher-margin segments such as business services.

The Mobile segment recorded a slight decline in the first half of the year, with 344 thousand customers as at 30 June 2025, compared to 348 thousand as at 30 June 2024 (-1.1%).

Revenues from Business Services (including Wholesale)

These revenues, derived from business services (such as VPN services, housing, hosting, domains, and leased lines) and from Wholesale of infrastructure and network services (IRUs, resale of Voice traffic) to other operators – excluding those relating to access and/or voice products intended for the same customer segment already included in the respective business lines – including Wholesale revenues, amounted to EUR 11 million as at 30 June 2025, compared to EUR 6.9 million as at 30 June 2024.

In particular, revenues from business services stood at EUR 10.5 million compared to EUR 6.4 million in the same period last year, marking an increase of EUR 4.1 million (+64.2%).

VAS and Innovative Services Revenues

Revenues from VAS and Innovative Services, relating to so-called "Future Communities" services, amounted to EUR 1 million in the first half of 2025, compared to EUR 2.6 million in the first half of 2024, down EUR 1.6 million. For further details on the activities carried out by the "Innovation" and "AI Project" departments, reference is made to paragraph *4.4 Main Activities and Results Achieved in the First Half of 2025*).

Media Revenues

Revenues from the media segment (mainly related to the sale of advertising space) amounted to approximately EUR 0.9 million as at 30 June 2025, down 21.5% (EUR 0.2 million) compared to the first half of 2024.

Other Revenues

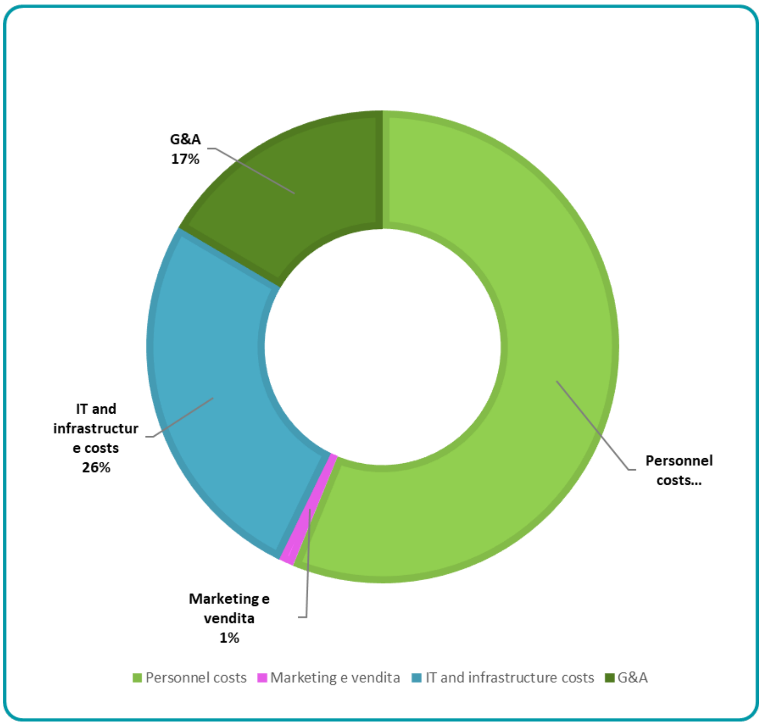
Other revenues as at 30 June 2025 amounted to EUR 1.3 million, compared to EUR 1.7 million recorded in the first half of 2024. These mainly include revenues from penalties (e.g., penalties for failure to return modems, disconnection fees), revenues from the rental of space and workstations at the Sa Illetta headquarters in Cagliari to third-party companies, and miscellaneous income.

Other Income / (Expenses)

Other income (net of other expenses) amounted to EUR 0.3 million as at 30 June 2025.

Gross Margin amounted to EUR 43.3 million as at 30 June 2025, equal to 42.9% of total revenues and other income.

Indirect Operating Costs amounted to EUR 32.2 million as at 30 June 2025 and are composed as follows:



4.6.2 Group's Statement of Financial Position

The Group's statement of financial position as at 30 June 2025 is presented below, compared with the figures as at 31 December 2024.

Condensed Consolidated Statement of Financial Position	**30 June 2025**	**31 December 2024**
(EUR mln)		
Non-current assets	226.3	247.2
Current assets	32.9	43.6
Assets directly related to held for sales	3.4	-
Total Assets	**262.6**	**290.7**
Net equity of the Group	(18.6)	-14.3
Net equity attributable to minority interests	0.2	1.5
Total net equity	**(18.4)**	**(12.8)**
Non-current liabilities	73.5	76.8
Current liabilities	205.9	226.7
Payables directly related to held for sale	1.6	-
Total Net equity and Liabilities	**262.6**	**290.7**

Assets

Non-current assets

As at 30 June 2025, non-current assets amounted to EUR 226.3 million, representing 86.2% of Tessellis Group's total assets, compared to 85% as at 31 December 2024, indicating a slower return on assets. These include goodwill, property, plant and equipment, intangible assets, right-of-use assets and customer acquisition costs for a total of EUR 205 million; financial assets (including equity-accounted investments) of EUR 8.2 million; and deferred tax assets of EUR 13 million.

Current assets

As at 30 June 2025, current assets amounted to EUR 32.9 million and mainly included:

- Inventories of EUR 1.6 million;
- Trade receivables of EUR 16.5 million;
- Cash and cash equivalents of EUR 6.7 million;
- Other current assets of EUR 7.7 million, mainly comprising: *(i)* tax receivables of EUR 0.1 million; *(ii)* prepaid expenses relating to deferred service costs of EUR 6.9 million; and *(iii)* net other receivables of EUR 0.7 million;
- Tax assets of EUR 0.2 million.

Assets held for sale

Assets held for sale include the balance sheet assets of the subsidiary 3P Italia S.p.A., which was sold on 24 September 2025. For further details on the disposal, reference is made to Note 27 *Assets/Liabilities held for sale.*

The total assets held for sale (net of intercompany items) amounted to EUR 3.4 million and mainly included:

- Cash and cash equivalents of EUR 0.07 million;
- Trade receivables, net of the allowance for doubtful accounts, of EUR 0.5 million;
- Inventories of EUR 2 million;
- Other current receivables totalling EUR 0.5 million;

- Property, plant and equipment and intangible assets, net of accumulated depreciation and amortization, totalling EUR 0.3 million; and
- Investments in subsidiaries of EUR 0.01 million.

Equity

Consolidated equity was negative at EUR 18.4 million as at 30 June 2025. The period's negative change of EUR 5.7 million is mainly attributable to the combined effect of: *(i)* the total comprehensive loss of EUR 26.1 million; *(ii)* capital injections totalling EUR 14 million; *(iii)* the impact on minority interests of the disposal of 3P Italia, amounting to a negative EUR 1.3 million; *(iv)* the reclassification of the put option liability for 3P Italia to Other reserves for EUR 3.7 million; *(v)* the reclassification due to the termination of the Aetherna put option for EUR 0.3 million; and *(vi)* the impact on equity from the disposal of the first tranche of IP addresses reserved to Shellnet S.A.p.A. of Shellnet GP S.r.l., amounting to EUR 3.7 million.

Liabilities

<u>Non-current liabilities</u>

As at 30 June 2025, *Non-Current Liabilities* amounted to EUR 73.6 million and included:

- EUR 34.3 million relating to financial liabilities (for further details, refer to the following paragraph *Group Financial Position*);
- other non-current liabilities of EUR 11.4 million, of which: *(i)* EUR 5.1 million referred to the long-term component of trade payables, *(ii)* EUR 5.9 million to the long-term component of tax payables, *(iii)* EUR 0.2 million to customer payables for security deposits, and *(iv)* EUR 0.2 million to payables to non-fully consolidated companies;
- employee severance indemnities of EUR 7.9 million;
- provisions for risks and charges of EUR 7 million; and
- deferred tax liabilities of EUR 13 million.

Non-current liabilities decreased by EUR 3.2 million compared to the previous year. Their ratio to total liabilities including equity was 28%, up from 26.4% in the comparative period.

<u>Current Liabilities</u>

As at 30 June 2025, current liabilities amounted to EUR 205.9 million and included:

- EUR 60.9 million relating to financial liabilities (for further details, refer to the following paragraph *Group Financial Position*);

- EUR 106 million in trade payables;
- EUR 38.8 million in other current liabilities, mainly consisting of: *(i)* accrued expenses and deferred income of EUR 16.8 million; *(ii)* payables to tax authorities and social security institutions of EUR 16.7 million; *(iii)* payables to employees and the Board of Directors of EUR 2.8 million; *(iv)* other payables of EUR 2.5 million; and
- Tax payables of EUR 0.2 million.

As at 30 June 2025, net past-due trade payables (net of payment plans agreed with suppliers, active items and disputed items with the same suppliers) amounted to EUR 17.6 million (of which EUR 4.1 million had been overdue for more than 12 months). As at the same date, there were no overdue financial payables (net of creditor positions). Overdue tax payables amounted to approximately EUR 9.3 million (of which EUR 1.5 million had been overdue for more than 12 months). Overdue social security payables amounted to EUR 0.1 million. It should also be noted that the employee severance indemnities as at 30 June 2025 amounted to EUR 7.8 million.

Based on the information presented and with reference to the balance sheet as at 30 June 2025, it should be noted that current liabilities exceeded current assets by EUR 173 million, indicating an imbalance in current items; this amount was EUR 183.1 million in the comparative period.

As at 30 June 2025, the fixed asset coverage ratio, i.e. the ratio between equity and fixed assets, stood at a negative 8.2%, compared to a negative 5.8% in the comparative period.

Liabilities held for sale

Liabilities held for sale include the liability components of the balance sheet of 3P Italia S.p.A., which was sold on 24 September 2025. For further details on the sale, please refer to Note 27 *Assets/Liabilities held for sale*.

The total liabilities held for sale (net of intercompany items) amounted to EUR 1.6 million and included:

- Trade payables of EUR 1.3 million;
- Payables to social security institutions and other liabilities of EUR 0.02 million;
- Employee severance indemnity provision of EUR 0.03 million; and
- Other non-current liabilities of EUR 0.2 million.

4.6.3 Group Financial Position

As at 30 June 2025, the Tessellis Group held cash and cash equivalents amounting to EUR 6.7 million, while net financial indebtedness as at the same date stood at a negative EUR 87.5 million, marking an improvement compared to the 2024 financial year, when net financial indebtedness was a negative EUR 97.7 million.

Net Financial Position	**Note**	**30 June 2025**	**31 December 2024**
(EUR mln)			
A. Cash and bank deposits		6.7	6.4
B. Cash equivalents			
C. Securities held for trading			
D. Cash and cash equivalents (A) + (B) + (C)		***6.7***	***6.4***
E. Current financial receivables			
F. Non-current financial receivables		**0.9**	**0.9**
G. Current bank payables		7.0	8.5
H. Current portion of bonds issued		0.5	1.0
I. Current part of long-term loans	(1)	49.9	54.9
J. Other current financial payables	(2)	3.5	5.7
K. Current financial indebtedness (G) + (H) + (I) + (J)		***60.9***	***70.1***
L. Net current financial indebtedness *(K)-(D)-(E)-(F)*		**53.3**	**62.8**
M. Non-current bank loans	(3)	4.2	4.3
N. Bonds issued			
O. Other non-current financial payables	(4)	30.0	30.6
P. Non-current financial indebtedness *(M)+(N)+(O)*		**34.2**	**34.8**
Q. Net financial indebtedness *(L)+(P)*		**87.5**	**97.7**

(1) This item includes the current portion of the debt towards the Senior Lenders (including the Loan from former Cr Umbria) amounting to EUR 49.2 million and the current portion of long-term debt of the subsidiaries, amounting to EUR 0.7 million.

(2) This item includes the short-term portion of financial lease liabilities relating to investments in network infrastructure and lease contracts capitalized in accordance with IFRS 16, amounting to EUR 5.1 million, as well as other current financial liabilities related to the Go Internet Group for EUR 0.4 million.

(3) This item includes the long-term portion of other bank loans of the subsidiaries, amounting to EUR 4.3 million.

(4) This item includes: (i) the long-term portion of financial lease liabilities relating to investments in network infrastructure and lease contracts capitalized in accordance with IFRS 16 for EUR 11.4 million; (ii) shareholder loan from Shellnet S.A.p.A. of Shellnet GP S.r.l. for EUR 16.3 million; (iii) other financial liabilities related to

the Go Internet Group for EUR 0.3 million; and (iv) lease liabilities related to the operating lease of IP addresses for EUR 2 million.

For the sake of completeness, the table below also provides the reconciliation between the above-mentioned financial debt and the financial debt prepared in accordance with CONSOB's Warning Notice No. 5/21 dated 29 April 2021, as disclosed in the explanatory notes. In addition to including liabilities relating to the long-term portion of trade payables and instalment-based tax liabilities, the reconciliation table also eliminates the impact of assets recognized under "Other cash equivalents" and "Non-current financial receivables" related to security deposits, which are not considered for CONSOB reporting purposes.

	30 June 2025	31 December 2024
(EUR mln)		
Consolidated net financial debt	**87.5**	**91.5**
Non-current financial receivables	0.9	0.9
Long-term trade payables and installment tax payables	11.0	17.7
Consolidated net financial debt prepared on the basis of Consob communication No. 5/21 dated 29 April 2021	**99.4**	**110.1**

Also in this case, thanks to the reduction in non-current trade payables and deferred tax payables, the balance of net financial debt, as calculated above, decreased by EUR 11 million compared to the previous year.

4.7 Expected Business Outlook

The Group is currently undergoing an ambitious transformation from a traditional telco model focused on consumer clients to a fully digital company, where telco services serve as the access point for marketing OTT services to businesses and Public Administrations. At the same time, the Group continues to work on improving the profitability of its core services, as well as on relaunching the Tiscali brand.

4.8 Main risks and uncertainties to which the Tessellis Group is exposed

<u>Risks related to the high degree of market competitiveness</u>

The Tessellis Group operates in the fixed and mobile telecommunications services market, which is characterized by a high level of competitiveness.

As already described in the previous sections, the Group competes with telecommunications operators that hold a significantly larger market share than Tessellis and benefit from strong brand recognition supported by ongoing substantial investments in communication, a consolidated customer base, and considerable financial resources.

The market is witnessing the consolidation of multi-utility service offerings by major groups (such as Wind Tre, Fastweb, and Enel), and the integration of fixed and mobile services.

The electronic communications system, marked by low profitability, continues to evolve rapidly, with some significant corporate transactions leading to substantial changes, such as business consolidations and a reshaping of both the wholesale and retail markets. Examples include the Fastweb-Vodafone merger formalized in December 2024 and, in the case of Telecom Italia, the separation of FiberCop, including the network assets, from TIM, which continues to operate in the retail market.

In February 2025, Cassa Depositi e Prestiti (CdP) sold its stake in Telecom Italia (TIM) to Poste Italiane in exchange for a stake in Nexi. Through this transaction, Poste Italiane acquired 9.81% of TIM's ordinary shares from CdP, while simultaneously transferring a 3.78% stake in Nexi to CdP.

To compete with the abovementioned players, Tessellis continues to pursue a strategy focused on delivering high-quality Internet access services – particularly ultra-broadband fiber solutions with very high capacity – and on expanding its mobile segment with increasingly high-performance 5G offers and convergent fixed-mobile bundles. Particular attention is being paid to the small business segment, which has recently been enhanced with cybersecurity solutions and, more generally, to the development of a high value-added services market for enterprises capable of generating higher margins.

In the residential segment, a path has been initiated to identify value-added solutions to complement and innovate the core business and to explore alternative distribution channels.

The Group's potential inability to compete successfully in its sector – whether against current or future competitors – could adversely affect its market position, leading to a loss of customers and negative impacts on the Group's business, economic performance, financial position, and assets.

Risks related to potential system interruptions, delays or security breaches, and Cyber Risk

The Tessellis Group's ability to attract and retain customers will continue to depend significantly on the performance of its network and information systems, and in particular on the continuity and security of those systems, including its servers, hardware, and software.

Power outages, disruptions in telecommunications, breaches of security systems, and other unforeseeable negative events (such as the complete destruction of the data center) could result in service interruptions or delays, with adverse effects on the Group's operations, financial position, and future projections. The Group has implemented a range of preventive measures to mitigate this risk.

Given that the proper functioning of ICT infrastructure is critical to business continuity, both technical and procedural safeguards have been put in place to protect data centers and systems.

With respect to information security, in April 2025, Tiscali Italia S.p.A. and other Group companies were formally designated as essential entities by the Italian National Cybersecurity Agency (ACN), pursuant to the European NIS2 Directive. As such, they are now progressively subject to obligations regarding asset inventory, incident notification, and the strengthening of security measures.

Cyberattack risks capable of disrupting service delivery or compromising the integrity and confidentiality of corporate information are steadily increasing across Europe, also due to the tensions stemming from ongoing international conflicts.

- *Tiscali Italia S.p.A.*

The data centers in Cagliari and Rome, which host the IT systems of Tiscali Italia S.p.A., are equipped with security systems appropriate to the risks faced, including safeguards for physical access, power supply, air conditioning systems, fire prevention, and flood protection. All IT and ICT systems supporting the core business are redundant, in order to limit the operational impact of any single component failure. The firewalls, DDoS protection systems, and IPS/IDS (intrusion prevention and detection systems), which were upgraded in 2023, are fully operational.

Furthermore, under the OneCompany project, Tiscali Italia S.p.A. continues to invest resources in updating the hardware and software components that support the core business. The objective is to unify the IT platforms and further enhance their reliability and resilience, also through the progressive decommissioning of legacy systems.

To mitigate the risks of cyberattacks and information security breaches – and to ensure compliance with the regulatory obligations under the NIS2 Directive – Tiscali Italia S.p.A. has established a dedicated Cybersecurity function and appointed a Chief Information Security

Officer (CISO), who will also act as the designated Point of Contact for the National Cybersecurity Agency (ACN).

Tiscali Italia S.p.A. recently renewed its license for the cyber threat monitoring and prevention solution first adopted in 2022, which integrates Extended Detection and Response (XDR) capabilities with next-generation Anti-Malware protection. Additionally, it has decided to further strengthen its cybersecurity oversight by launching a tender for the provision of a Full Tier SOC service, with the award expected to be finalized in July 2025.

The Full Tier SOC will provide Tiscali Italia S.p.A. with continuous security event monitoring, first-response capabilities, and specialist support for the timely and coordinated management of incidents, as well as proactive threat monitoring. It will fully replace the previous MDR monitoring service, with the aim of minimizing response times, reducing the risk of significant incidents, and supporting the CISO in ensuring compliance with notification obligations to the competent authorities.

In the first half of 2025, Tiscali Italia S.p.A. also renewed its subscription to the commercial Vulnerability Assessment solution adopted in 2024, which the Cybersecurity function regularly uses to identify potential vulnerabilities in the company's information systems and to priorities remediation actions in collaboration with the Information Technology function. Mandatory security training for all employees is also ongoing.

- *GoInternet Group (GOInternet & Xstream) and Aetherna*

For the GOInternet Group companies and Aetherna, cybersecurity and business continuity are key priorities for protecting the business and maintaining customer trust. In an environment marked by increasingly sophisticated threats, the GOInternet Group and Aetherna have adopted a structured, multi-layered approach to risk management, focused on both prevention and effective incident response.

From a governance perspective, an internal Cybersecurity function has been established, led by a dedicated Security Manager tasked with coordinating protection measures, overseeing security process management, and ensuring continuous alignment with the relevant authorities. This is complemented by a full compliance roadmap with the NIS2 Directive, which includes the identification of critical assets, the development of structured risk management methodologies, and the implementation of dedicated procedures for detecting and reporting security incidents.

On the operational front, the GOInternet Group and Aetherna have invested in advanced tools to defend their digital infrastructure. The most significant initiatives include: the adoption of the FortiClient EMS platform, which enables centralized endpoint management and next-generation malware and ransomware protection; the implementation of an advanced anti-spam system based on machine learning (Libraesva), capable of proactively countering phishing and email-borne threats; and the regular execution of Vulnerability Assessments and Penetration Tests to promptly identify and address potential vulnerabilities. To further strengthen this strategy, the GOInternet Group and Aetherna have also launched a structured security awareness programme for all staff, with the goal of fostering a shared security culture and minimizing risks related to human error – historically one of the most sensitive aspects of cybersecurity.

Compliance with ISO Standards

Within the Tessellis Group, the operating subsidiary Tiscali Italia S.p.A., with the aim of promoting equality and equal opportunity policies at all levels of the company, has obtained the PDR 125:2022 certification for inclusion and gender equality. This recognition rewards the Company's ongoing commitment to fostering such policies.

In the same area, the Company remains committed to its Occupational Health and Safety Management System (ISO 45001) and Environmental Management System (ISO 14001), with the respective certifications scheduled for renewal during audit sessions to be held in the week of 6-9 October 2025.

With regard to the High Value Business segment of Tiscali Italia S.p.A., the Company is continuing its enhancement process through the maintenance of the following certifications: ISO 27001, 27017, and 27018 (Information Security Management Systems), ISO 9001 (Quality Management Systems), ISO 20000-1 (Service Management System Requirements for ICT), and ISO 22301 (Business Continuity Management Systems). These will be confirmed during the audit sessions scheduled for the week of 22-26 September 2025, with certification carried out by the certification body Bureau Veritas.

These achievements underscore Tiscali's commitment to ensuring the highest standards in information security, IT service management, business continuity, and quality, as well as its strong focus on environmental sustainability and the protection of employee health and safety.

Lastly, the Company continues to invest in the ongoing training of all personnel, with numerous training sessions conducted at the offices in Cagliari, Rome, Bari, and Taranto, as part of its Occupational Health and Safety programme.

General Data Protection

The Tessellis Group ensures constant oversight of personal data protection matters, with regard to both employees and customers, by adapting its operational processes to ensure compliance with applicable laws and regulations.

<u>Risks related to technological evolution</u>

The sector in which the Tessellis Group operates is characterized by profound and rapid technological changes, intense competition, and the fast obsolescence of products and services. The Group's future success will also depend on its ability to anticipate such technological changes and to adapt accordingly by developing products and services that meet customer needs.

Failure to keep pace with new technologies and, consequently, with evolving customer demands could have negative effects on the Group's operations and on its economic, financial and equity position.

<u>Risks related to reliance on licences, authorizations, and real rights</u>

The Tessellis Group conducts its business on the basis of licences and authorizations – which are subject to periodic renewal, amendment, suspension, or revocation by the competent authorities – and benefits from easements, rights of use, and other administrative authorizations for the construction and maintenance of its telecommunications network. In order to continue operating, the Group must preserve and maintain such licences and authorizations, rights of way and use, as well as other administrative approvals.

<u>Risks related to financial indebtedness</u>

The evolution of the Tessellis Group's financial situation depends on several factors, particularly the achievement of the objectives set out in the 2025-2028 Industrial Plan, the overall economic conditions, the performance of the financial markets, and developments in the sector in which the Group operates.

The Directors believe that this risk has been mitigated by actions undertaken by the Company during the first half of 2025 aimed at strengthening the Group's capital and financial structure.

The Directors highlight that in the first half of 2025, the Company improved its net financial indebtedness (including trade payables and other non-current liabilities), which decreased from EUR 110.5 million as at 31 December 2024 to EUR 99.4 million as at 30 June 2025. This improvement was partly driven by the following factors: *(i)* repayment of principal instalments of the Senior Loan under renegotiation for EUR 5.7 million, plus interest; *(ii)* reversal to equity of the notional debt relating to the put option on 3P Italia for EUR 3.6

million, which was recognized in connection with the disposal of the equity investment completed on 24 September 2025, in addition to the exclusion from the consolidation perimeter of 3P Italia's liabilities for approximately EUR 0.25 million; and (iii) reversal to equity of the notional debt relating to the put option on Aetherna for EUR 0.3 million.

A matter of significant financial importance for the Tessellis Group is the renegotiation of the contractual terms of the Senior Loan. The negotiations with the Senior Lenders, which began in 2024 and are still ongoing as of the date of this Report, aim to define a new loan agreement that includes a revised amortization schedule consistent with the financial projections contained in the 2025-2028 Industrial Plan. It is worth noting that, following the repayment of the instalment due in September 2025, the Lenders confirmed the continuation of the approval process for the new loan agreement (including new covenants), which is expected to be finalized close to the maturity date of the current Senior Loan, scheduled for the end of March 2026.

For further details, please refer to paragraph 5.6 *Assessment of going concern*.

The Company's sources of financing include the following:

- The mandatory convertible bond loan reserved for Nice & Green (POC 2023) provides the Company with access to a total amount of EUR 62 million and allows monthly drawdowns of up to EUR 2 million until 31 December 2026. From January 2025 to the date of this Report, the Company has issued 85 bonds under the mandatory convertible bond loan reserved for Nice & Green (POC 2023).
- From 1 January 2025 to the date of this Report, 92 bonds have been converted into equity (for a total value of EUR 9.2 million), of which 10 bonds had been issued in 2024 but had not yet been converted as of 31 December 2024, and 82 bonds were issued during the reporting period.
- Capital contributions from the shareholder Shellnet S.A.p.A. of Shellnet GP S.r.l., which:
    - on 28 March 2025, executed the conversion of the second tranche of the capital increase reserved to it, for a total amount of EUR 15 million (the first tranche, amounting to EUR 7 million, had been converted on 19 December 2024);
    - signed, as described in paragraph 4.4 *Key activities carried out and results achieved in the first half of 2025*, a further capital increase subscription agreement reserved to it for a total of EUR 15 million, of which EUR 7.5 million were subscribed on 22 September 2025, and the remaining EUR 7.5 million

will be subscribed by 31 March 2026.

- The sale to shareholder Shellnet S.A.p.A. of Shellnet GP S.r.l. of a block of IPv4 addresses for a total net amount of EUR 10 million (as per the agreement signed on 12 May 2025 – for details, please refer to paragraph 4.4 *Key activities carried out and results achieved in the first half of 2025*). The first tranche of the IPv4 address sale, amounting to EUR 5.7 million, was completed in May 2025. The second tranche, totalling EUR 4.3 million, was completed on 22 September 2025.

Finally, a financially significant event was the confirmation received in August 2025 by Tiscali Italia S.p.A. from Invitalia, regarding the formal initiation of the procedure to implement Council of State ruling No. 6317/2025, which upheld the appeal filed by Tiscali Italia S.p.A. against Invitalia's decision to reject its application for access to the GID Fund, aimed at obtaining a soft loan in the amount of EUR 30 million. The Company expects to receive the loan proceeds by the end of the 2025 financial year, which would provide it with substantial financial resources to support the achievement of the objectives set out in the Industrial Plan.

For further details on the actions taken by the Company during the first half of 2025 and on the strategies aimed at mitigating financial risk, please refer to paragraph 5.6 *Assessment of going concern*.

<u>Risks related to Exchange and Interest Rate fluctuations</u>

Tessellis operates primarily in Italy. Although some supplies – albeit for non-material amounts – may be denominated in foreign currencies, the exchange rate risk to which the Company is exposed is minimal.

With regard to exposure to interest rate fluctuation risks, the Company's management considers the risk to be immaterial for the Company's financial position, as the majority of its financial debt is at fixed rates.

<u>Risks related to relationships with Suppliers</u>

The business activities of the Tessellis Group depend on existing contracts with its strategic suppliers, which are crucial for the Company's ability to access its market.

If: *(i)* such contracts are not renewed upon expiry or are renewed on terms and conditions less favourable than those currently in force; or *(ii)* the Group fails to enter into new agreements necessary for the development of its business; or *(iii)* the Group or its suppliers materially breach their contractual obligations – such circumstances could adversely affect the Group's operations, financial position and results of operations, potentially impairing its ability to continue operating as a going concern in the medium term.

These contracts are governed by regulatory terms and conditions, and currently, there are no indications that would suggest they will not be renewed upon expiry.

4.9 Legal Disputes, Contingent Liabilities and Commitments

Please refer to the section *Legal Disputes, Contingent Liabilities and Commitments* in the Notes to the Financial Statements.

4.10 Non-Recurring Transactions

Please refer to the section *Non-Recurring Transactions* in the Notes to the Financial Statements.

4.11 Atypical and/or Unusual Transactions

Pursuant to CONSOB Communication dated 28 July 2006, it is hereby specified that, during the first half of 2024, the Group did not carry out any atypical and/or unusual transactions, as defined in the aforementioned Communication.

4.12 Related Party Transactions

With regard to the economic and financial relationships with related parties, please refer to the paragraph *Related Party Transactions* in the Notes to the Consolidated Financial Statements.

It should also be noted that the document outlining the procedure governing related party transactions is available on the website: www.tessellis.it/procedure.

Cagliari, 10 October 2025

The Chief Executive Officer

Fabio Bartoloni

Fabio Bartoloni

The Executive Responsible for Preparing the Company's Financial Reports

Andrea Bernassola

Consolidated Half-Year Financial Statements

as at 30 June 2025

5 Consolidated Financial Statements and Explanatory Notes

5.1 Income Statement

Consolidated income Statement	Notes	1st semester 2025	of which related parties	1 st semester 2024	of which related parties
(Thousands of Euros)					
Revenues	*1*	100,652	1,798	109,012	438
Other incomes	*2*	260		1,195	
Purchase of materials and external services	*3*	71,320	666	77,435	24,272
Personnel cost	*4*	18,100	699	16,229	587
Other operating charges (incomes)	*3*	415		25	
Write-downs of receivables from customers	*5*	2,131		1,759	
Restructuring costs and other provisions	*6*	165		171	
Depreciations & amortizations	*7*	28,581		35,491	
Write-downs on fixed assets and capital losses on the disposal of equity investments	*8*	2,047	-	107	
Operating result		**(21,847)**		**(21,011)**	
Result from the investments evaluated at equity method		(103)		(451)	
Financial Income	*9*	3		6	
Financial Expenses	*9*	4,233	1,042	4,610	190,281
Income (loss) before tax		**(26,180)**		**(26,066)**	
Taxation	*10*	0		-	
Net result from operating activities (ongoing)		**(26,180)**		**(26,079)**	
Result from held for sale and discontinued operations		0		-	
Net result	*11*	**(26,180)**		**(26,079)**	
To be attributed to:					
- Result pertaining the Parent Company		**(26,062)**		**(26,007)**	
- Result pertaining Third Parties	*12*	**(118)**		**(72)**	
Profit (loss) per share					
Profit per share from current and transferred activities:					
- Base		(0.090)		(0.111)	
- Diluted		(0.090)		(0.111)	
Profit per share from current activities:					
- Base		(0.090)		(0.111)	

- Diluted	(0.090)	(0.111)

5.2 Statement of Comprehensive Income

Comprehensive Income Statement	**1 st semester 2025**	**1 st semester 2024**
(Thousands of Euros)		
Result for the period	**(26,180)**	**(26,079)**
Other elements for the comprehensive Income Statement:		
Other elements of the comprehensive income statement that later will be reclassified in the profit/(loss) for the fiscal year	-	-
Other elements of the comprehensive income statement that later will not be reclassified in the profit/(loss) for the fiscal year	40	-
(Loss)/profit from revaluation on plans with defined benefits	40	-
Total of other elements for the comprehensive Income Statement:	**40**	-
Total result of the comprehensive Income Statement	**(26,140)**	**(26,079)**
To be attributed to:		
Shareholders of the Parent Company	**(26,022)**	**(26,007)**
Minority Shareholders	**(118)**	**-**
Total	**(26,140)**	**(26,079)**

5.3 Statement of Assets and Liabilities

Statement of Assets and Liabilities	Notes	30 June 2025	of which related parties	31 December 2024	of which related parties
(Thousands of Euros)					
Non-current assets					
Goodwill	*14*	51,919		56,674	
Intangible assets	*15*	91,779		97,090	
Leased contracts rights of use	*16*	11,398		13,254	
Customer acquisition costs	*17*	10,757		13,310	
Property, plants and machinery	*18*	39,154		44,207	
Investments evaluated at equity method	*19*	5,694		5,662	
Other financial assets	*20*	2,541		2,537	
Deferred tax assets	*21*	13,046		14,417	
		226,288		**247,151**	
Current assets					
Inventories	*22*	1,648		6,213	
Trade receivables	*23*	16,547	2,591	22,527	57
Tax receivables	*24*	237		293	
Other receivables and other current assets	*25*	7,749	-	8,173	25
Cash and cash equivalents	*26*	6,736		6,376	
		32,917		**43,582**	
Assets directly related to held for sales	*27*	3,412			
Total assets		**262,617**		**290,733**	
Capital and reserves					
Share Capital		57,666		139,500	
Results from previous fiscal years and other reserves		(50,193)		(95,847)	
Results for the fiscal year pertaining to the Group		(26,062)		(57,979)	

Result for the year pertaining to the Group	*28*	**(18,589)**		**(14,326)**	
Minority interests		**164**		**1,549**	
Equity attributable to minority interests	*29*	164		1,549	
Total Net Assets		**(18,425)**		**(12,777)**	
Non-current liabilities					
Convertible Bond		-		-	
Payables to banks and other lenders	*30*	20,605	16,314	23,677	15,421
Lease payables	*30*	13,666	2,031	11,161	
Other non-current liabilities	*31*	11,430		12,437	
Liabilities for pension benefits and severance pay	*32*	7,850		8,062	
Provisions for liabilities and charges	*33*	6,987		7,034	
Provisions for deferred taxes	*34*	13,046		14,417	
		73,584		**76,788**	
Current Liabilities					
Convertible bond	*30*	500		1,000	
Payables to banks and other lenders	*30*	57,919	41	64,472	41
Lease payables	*30*	2,487		4,643	
Payables to suppliers	*35*	105,948	36,137	117,925	42,049
Tax payables	*36*	227		290	
Other current liabilities	*37*	38,786	290	38,392	3,278
		205,867		**226,722**	
Payables directly related to held for sale	*27*	1,590		-	
Total Net Assets and Liabilities		**262,617**		**290,733**	

5.4 Cash Flow Statement

Cash Flow Statement	Notes	1st semestre 2025	of which related parties	1st semestre 2024	of which related parties
(Thousands of Euro)					
OPERATING ACTIVITIES					
Result from continuing operations		**(26,180)**	**4,957**	**(26,079)**	**(24,612)**
Adjustments for:					
Depreciation	7	28,581		35,491	
Income from allocation of Bonus Sud and Industria 4.0 tax credits	2	42		(484)	
Provision for write-downs accounts receivables from customers	5	2,131		1,759	
Write-downs of assets (net of previous write-downs)	8	(1,608)		145	
Inventory write-down	8	129		-	
Capital loss on sale of 3P Italia	8	3,526		-	
Income taxes	10	0		13	
Change in provisions for risks	6	(6)		(63)	
Other variations	19	103		588	
Provision for severance pay	4	1,199		1,119	
Financial charges / income	9	4,230	1,042	4,605	-
Cash flows from operating activities before changes in working capital		***12,147***	***5,999***	***17,094***	***(24,612)***
Changes in receivables	23	3,006	(8,576)	(4,053)	(91)
Change in stock	22	5		(79)	
Change in trade payables	35	(6,894)	(1,061)	28,586	21,134
Change in long-term trade payables	31	(3,562)		7,062	
Net change in provisions for risks and charges	33	(41)		(159)	
Net change in the provision for severance pay	32	(394)		(365)	
Changes in other liabilities	31-37-21	5,275	20	272	(19)
Changes in other assets	25	(1,563)	-	(3,549)	9
Changes in working capital		**(4,168)**	**(9,616)**	**27,715**	**21,032**
NET CASH FLOW PROVIDED BY CONTINUING OPERATIONS		**7,979**	**(3,618)**	**44,809**	**(3,580)**
INVESTMENT OPERATIONS					

Change in other financial assets	20	(7)		12	
Acquisitions of Fixed Tangible Assets	18	(2,078)	-	(2,519)	(563)
Acquisition of rights of use	16	(35)		(259)	
Acquisitions of Customers acquisition costs	17	(1,974)		(4,579)	
Acquisitions of Intangible Fixed Assets	15	(8,557)		(9,985)	
o/w for debt discounting - capex	15-18	-		(142)	
Cash out for the acquisition of participation		-		(3,486)	
Change in payables to suppliers of fixed assets	31	4,630		(13,678)	
NET CASH FLOW GENERATED BY (USED IN) INVESTMENT OPERATIONS		**(8,021)**	**-**	**(34,636)**	**(563)**
FINANCING OPERATIONS					
Change in payables to banks and other lenders	30	(8,277)		(6,474)	103
of which:					
Repayment of principal and interest on Senior Debt		(6,247)	-	(7,658)	
Increase/Decrease in overdrafts		(2,030)		1,184	103
Repayment/acceptance of financial leases	30	(246)	2,023	(2,253)	
Exchange rate effect	9	-	-	(1)	
OCI reserves	28	-		-	
Changes in Shareholders' Equity	28	8,994	3,741	23	
NET CASH FLOW GENERATED BY (USED IN) FINANCING OPERATIONS		**471**	**5,764**	**(8,705)**	**103**
INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS IN THE PERIOD		**429**	**2,146**	**1,468**	**(4,040)**
NET CASH FLOW GENERATED (ABSORBED) BY ASSETS HELD FOR SALE		**(68)**		**-**	
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE FINANCIAL YEAR		**6,376**	**-**	**7,711**	**-**
CASH AND CASH EQUIVALENTS FROM CHANGE IN SCOPE OF CONSOLIDATION		**-**	**-**	**495**	**-**
CASH AND CASH EQUIVALENTS AT YEAR-END		**6,736**	**2,146**	**9,674**	**(4,040)**

5.5 Statement of Changes in Equity

(Thousands of Euro)	Capital	Legal reserve	Reserve for employees benefits	Other Reserve _AUCAP Tessellis	Accumulated profits/losses and other reserves	Net Equity pertaining to the Group	Minority Interests	Total
Balance as of January 1, 2025	**139,500**	**127**	**348**	**(1,943)**	**(152,357)**	**(14,326)**	**1,549**	**(12,777)**
Capital increase	14,000					**14,000**		**14,000**
Capital reduction	(95,834)				95,834			
Aetherna_put option disposal					334	**334**		**334**
Reclass from other reserves to legal reserve		15			(15)			
Sale 1st tranche IP addresses					3,741	**3,741**		**3,741**
Sale 3P Italia_impact on group and minority net equity					3,683	**3,683**	(1,268)	**2.415**
Comprehensive Income Statement Result				40	(26,062)	**(26,022)**	(118)	**(26,140)**
Balance as of June 30st, 2025	**57,666**	**142**	**348**	**(1,903)**	**(74,841)**	**(18,589)**	**163**	**(18,426)**

(Thousands of Euro)	Capital	Legal reserve	Reserve for employees benefits	Other Reserves – Charges | Share Capital Increase Contributions AUCAP Tessellis	Accumulated losses and other reserves	Net Equity pertaining to the Group	Minority Interests	Total
Balance as of January 1, 2024	**208,993**	**2,011**	**43**	**(1,740)**	**(184,906)**	**24,402**	**959**	**25,361**
Bond conversion	12,500					**12,500**		**12,500**
Share Capital Increase	7,000					**7,000**		**7,000**
Voluntary Reduction of Tessellis Share Capital	(88,993)				88,993			
Aetherna – Increase in Minority Shareholder Capital					23	**23**		**23**
Aetherna – Increase in Non-controlling Interests Due to Capital Increase (AUCAP)					(322)	**(322)**	322	
Go Internet – Non-controlling Interests (Excluding Net Result)					(218)	**(218)**	218	

Change in Put Option Aetherna and 3P Italia					(192)	**(192)**		**(192)**
Reclassification from Other Reserves to Legal Reserve		(1,884)			1,884			
Effects of Go Internet Group Acquisition, Net of OPA Ancillary Charges					359	**359**		**359**
Comprehensive Income Statement Result			305	(203)	(57,978)	**(57,876)**	49	**(57,827)**
Balance as of December 31st, 2024	**139,500**	**127**	**348**	**(1,943)**	**(152,357)**	**(14,326)**	**1,549**	**(12,777)**

5.6 Assessment of Going Concern

Facts and uncertainties regarding Going Concern

Operating, income, equity and financial performance of the Group

The Group's consolidated net loss for the first half of 2025 amounted to EUR 26.2 million, in a context marked by an equity imbalance and resulting financial tension.

In particular, from a balance sheet perspective, as at 30 June 2025, the Tessellis Group reported consolidated negative equity of approximately EUR 18.4 million, a deterioration compared to the (negative) amount of EUR 12.8 million as at 31 December 2024. This was primarily due to the loss for the period, partially offset by capital increases carried out during the year for a total of EUR 14 million. The parent company, Tessellis S.p.A., reported equity of EUR 56.5 million as at 30 June 2025 (EUR 43.7 million as at 31 December 2024, following the capital reduction due to losses approved by the Shareholders' Meeting on 27 June 2025).

As at 30 June 2025, the Group also recorded net financial debt of EUR 99.4 million (EUR 110.5 million as at 31 December 2024), including a shareholder loan of EUR 16.3 million, which is subordinated and junior to the Senior Loan. Net financial debt improved by approximately EUR 11.1 million compared to 31 December 2024, mainly due to the following factors: *(i)* repayment of principal instalments of the Senior Loan under renegotiation, amounting to EUR 5.7 million, plus interest, as further detailed below; and *(ii)* reclassification of the liability recorded in connection with the put option granted to minority shareholders of 3P Italia, following the termination of shareholders' agreements triggered by the disposal of the equity interest on 24 September 2025, and the reclassification of debts of 3P Italia (amounting to approximately EUR 0.25 million) to liabilities held for sale.

With regard to the Group's trade payables position, it should be noted that current non-financial liabilities (amounting to EUR 144.9 million) exceed current non-financial assets (amounting to EUR 26.2 million) by EUR 118.7 million. This imbalance (which includes a trade exposure to the majority shareholder Shellnet S.A.p.A. of Shellnet GP S.r.l. of approximately EUR 35 million) is substantially in line with the amount of EUR 119.4 million recorded as at 31 December 2024. Current liabilities include overdue net trade payables (net of agreed payment plans, credit items and contested amounts) of EUR 17.6 million (EUR 15.6 million as at 31 December 2024), overdue tax liabilities of approximately EUR 9.3 million (EUR 7 million as at 31 December 2024), and overdue social security payables to employees of EUR 0.1 million, unchanged from 31 December 2024.

Lastly, as stated in the preceding paragraphs, it should be noted that the aforementioned current liabilities include approximately EUR 35 million payable to the shareholder Shellnet S.A.p.A. of Shellnet GP S.r.l., which has undertaken not to request repayment of its receivables for the 12 months following the approval of these Financial Statements.

From an income perspective, in the first half of 2025 the Group recorded revenues (including other income) of EUR 100.9 million, an operating loss of EUR 21.8 million, and a net loss for the period of EUR 26.2 million. Compared to the previous period, these results reflect a decrease in revenues (including other income) of approximately EUR 9.3 million, a EUR 0.8 million lower operating result, and a net result substantially in line with the previous period (down EUR 0.1 million).

During the first half of 2025, the Tessellis Group operated within the scope of the 2025-2028 Industrial Plan (hereinafter referred to also as the “2025-2028 Plan”), approved by the Board of Directors on 27 May 2025. In particular, in implementing the 2025-2028 Plan, the Directors highlight that the following actions were undertaken in the first half of 2025 to achieve the Group’s long-term objectives:

- The Group focused on services for businesses and Public Administrations, through the expansion of its service portfolio, sales network, and B2BX client base via the subsidiary X-Stream (acquired at the end of May 2024);
- It maintained a commercial focus on retail telecommunications services based on more advanced and long-term technologies, offering a better balance between initial investment and generated margin. Despite intense competitive pressure, this focus enabled the Group to maintain its mobile customer base at year-end 2024 levels (345,000 customers vs. 351,000), and to limit the contraction in fixed-line telecommunications customers (both FTTX and FWA), which declined from 598,000 at year-end 2024 to approximately 563,000 as at 30 June 2025;
- It drew down a total of 55 bonds under the POC 2023 during the first half of 2025, amounting to EUR 5.5 million. From 1 January 2025 to the date of this Report, the Company has drawn down a total of 85 bonds;

- It completed the sale – based on the agreement signed on 12 May 2025 – of the first tranche of a set of IP addresses to the shareholder Shellnet S.A.p.A. of Shellnet GP S.r.l., consisting of 267,500 addresses for a total amount of EUR 5.8 million (plus VAT), completed in May 2025. The second and final tranche, consisting of 196,500 unique IP addresses, was sold in September 2025 for EUR 4.2 million (plus VAT). The total net proceeds from the transaction for the Group amounted to EUR 10 million. The IP addresses sold to Shellnet S.A.p.A. of Shellnet GP S.r.l. were subject to an operating leaseback arrangement, allowing the Company to re-lease the same addresses, benefiting, among other things, from a commercial voucher of up to EUR 2.8 million (plus VAT) covering the first 15 monthly lease payments for each lot sold;
- It completed, on 28 March 2025, the second tranche of the capital increase reserved for the shareholder Shellnet S.A.p.A. of Shellnet GP S.r.l. for EUR 8 million (following the first subscription of EUR 7 million on 19 December 2024), through the conversion into equity of various debts owed to the shareholder. In total, the subscription of the second tranche resulted in a capital increase of EUR 15 million, enabling the Company to strengthen equity and reduce non-financial debt accordingly;
- It improved the Group’s net financial debt from EUR 110.5 million as at 31 December 2024 to EUR 99.4 million as at 30 June 2025, primarily through *(i)* the repayment of EUR 5.7 million (plus interest) on the Senior Loan; and *(ii)* the deconsolidation of financial debt and reclassification of the put option associated with 3P Italia, the subsidiary sold on 24 September 2025;
- It continued negotiations with the lending institutions to define a new financing agreement including a revised amortization plan consistent with the financial projections outlined in the 2025-2028 Industrial Plan. In this regard, following the repayment of the instalment due in September 2025, the lending institutions confirmed the continuation of the due diligence process aimed at approving the new financing agreement (including updated covenants), which is expected to be finalized near the maturity of the current Senior Loan, scheduled for the end of March 2026.

Furthermore, as at the date of this Report, the Company has undertaken the following additional actions, which have enabled, and will continue to enable in the coming months, a further strengthening of its capital and financial structure:

- On 25 September 2025, the Company signed the Investment Agreement with expert.ai (which followed the non-binding agreement signed on 28 April 2025), under which the "Project AI" business unit – comprising the Villanova Project and additional AI projects developed by the Company up to September 2025 – was transferred to the newly incorporated entity Villanova.ai (established on 21 May 2025). The objective is to execute the aforementioned AI projects under a joint plan between Tiscali Italia S.p.A. and expert.ai, with the latter acting as the main financial backer. This initiative will allow the Group to significantly reduce the financial resources required to support the Projects.
- On 22 September 2025, the Company signed a "Subscription and Conversion Agreement" reserved for the shareholder Shellnet S.A.p.A. of Shellnet GP S.r.l., under which the shareholder committed to convert into equity the shareholder loan granted in 2024, up to a maximum amount of EUR 15 million. The first tranche of EUR 7,500,000 was subscribed on 22 September 2025, while the second tranche, up to a maximum of EUR 7,500,000, is expected to be subscribed by 31 March 2026. This transaction will further strengthen the Company's equity position.
- In August 2025, Invitalia confirmed to Tiscali Italia S.p.A. the formal initiation of the procedure to implement judgment no. 6317/2025 of the Council of State, which upheld Tiscali Italia S.p.A.'s appeal against the rejection by Invitalia of its application for admission to the GID Fund for the granting of a subsidized loan of EUR 30 million. The Company expects to receive the loan proceeds by the end of the 2025 financial year. These funds will provide significant financial resources to support the achievement of the objectives set out in the Industrial Plan.
- The disposal of the non-strategic equity investment in 3P Italia (equal to 54.7% of the share capital), for a consideration of EUR 1.25 million, in addition to the repayment of shareholder loans previously granted, amounting to approximately EUR 0.5 million.

The Cash Plan (October 2025 – October 2026) and actions identified in support of the execution of the 2025-2028 Industrial Plan

In order to fully implement the actions set out in the 2025-2028 Industrial Plan under the conditions described, the Directors have prepared a cash plan for the period from October

2025 to October 2026, identifying the resources necessary to meet the Group's funding requirements. This cash plan, net of the support provided by the shareholder Shellnet S.A.p.A. of Shellnet GP S.r.l. (as detailed below), outlines a total cash requirement of approximately EUR 65 million over the period. This amount is needed to: *(i)* meet all ordinary and current obligations; *(ii)* fulfil payment plans agreed with suppliers and other creditors; *(iii)* reduce past due payables to suppliers; and *(iv)* repay the Senior Loan for EUR 39 million (a contract which, as previously noted, is currently under renegotiation).

The financial resources already available to the Directors as at the date of this Report include:

1. The renewal of support from the shareholder Shellnet S.A.p.A. of Shellnet GP S.r.l., on a continuing basis with respect to what was already provided upon approval of the 2024 Financial Statements, in the form of *(i)* a deferral of the due dates for payment of its receivables, amounting to EUR 35 million, for a period of no less than 12 months following the approval of the 2025 Half-Year Report; and *(ii)* the execution of a Subscription and Conversion Agreement of up to EUR 15 million to be completed by March 2026, of which EUR 7.5 million was subscribed in September 2025;
2. Estimated cash as at 30 September 2025, amounting to approximately EUR 1 million, including available credit lines for receivables-backed advances.

The additional financial resources identified to cover the funding needs – but not yet available to the Directors – include:

1) The possibility to draw on the POC (as described in the preceding paragraphs) for a maximum amount of EUR 2 million per month;
2) The willingness of the lending institutions to conclude the review process for a new Senior financing agreement, which would include a new amortization schedule in line with the financial projections set out in the 2025-2028 Industrial Plan;
3) The disbursement of the EUR 30 million subsidized loan through the Fund for Large Enterprises in Difficulty (Fondo GID), in execution of the July 2025 ruling of the Council of State.

With regard to the Senior Loan, given the Group's current difficulties in meeting certain future contractual obligations based on current cash flow projections, the Group has – consistent with past actions – requested that the lending institutions initiate the review process for the approval of a new financing agreement. This new agreement would include a revised amortization schedule starting from the second half of 2026 and new covenants. The request stems from the need to postpone the final instalment of the Senior Loan – currently scheduled for March 2026 – as well as from certain covenant breaches as at 30 June 2025, which could entitle the lenders to accelerate the repayment schedule. To date, several meetings have already taken place between the Group's management and the technical and commercial departments of the aforementioned lending institutions, aimed at identifying the steps to be taken in preparation for their assessment of the new financing agreement. On 9 October 2025, the lending institutions, having not identified any critical issues at this stage with respect to the Group's request, confirmed their commitment to proceed with the review process, with a view to submitting the new financing agreement for approval by their respective decision-making bodies.

Significant uncertainties concerning the actions identified in support of the execution of the 2025-2028 Industrial Plan

With regard to the actions identified, the Directors highlight the following significant uncertainties that may give rise to substantial doubt about the Group's ability to continue as a going concern:

1. The 2025-2028 Plan includes estimates of the economic and financial results that could be achieved if management is able to implement all of the actions included therein and if the expected outcomes of such actions are realized as assumed. However, the implementation of all planned actions – and in particular the achievement of the anticipated results – is not entirely under the Directors' control, as it depends on developments in the telecommunications market, which continues to be characterized by strong competitive pressure. Therefore, the results projected in the plan may not be indicative of the Group's actual future performance.

2. Although the Company, as previously mentioned, considers it essential to reach a new senior financing agreement in order to continue operating as a going concern, and although it has initiated the preliminary activities required for the lenders' internal review process – having also fulfilled all contractual instalment payments due through 30 September 2025 – negotiations for the new Senior financing agreement have not yet been finalized. It cannot therefore be ruled out that the outcome of these negotiations may be negative or in any case differ from what is envisaged in the 2025-2028 Plan.

3. Although the Council of State has upheld Tiscali's appeal – thus removing any remaining obstacles to the signing of the EUR 30 million financing agreement – at the date of this Report, the granting institution has not yet completed the internal

procedures required to finalize the agreement. Any delay in signing the agreement or in disbursing the related funds could negatively impact the Group's financial stability.

4. While the Directors remain confident that the structure of the 2023 POC, as amended on 7 May 2024, allows for its use without substantial limitations up to an amount of approximately EUR 2 million per month – and although the cash plan does not require full utilization of the instrument – they also note that particularly adverse market conditions could still limit the full use of this facility; and
5. The ability to maintain flexibility in the timing of payments to overdue suppliers, in line with the cash flow balance projections.

Final assessment by the Board of Directors on Going Concern

In this half-yearly financial report, the Directors, in assessing the going concern assumption and the application of the accounting principles relating to a going concern, note that the Group:

- Generated, in the first half of 2025, approximately EUR 12.1 million in cash from operating activities before changes in working capital;
- Reported a negative operating result of EUR 21.8 million, substantially in line with the EUR 21 million loss recorded in the previous period, despite a EUR 9.3 million decline in revenues and other income;
- Completed the operations described above aimed at strengthening the Company's capital and financial structure; and
- Continued negotiations for the definition of a new senior financing agreement, considering the conclusion of the lenders' internal review process as reasonably achievable – barring any unforeseen developments during the course of negotiations.

The Directors underline that the going concern assumption is based on the achievement of the objectives set out in the 2025-2028 Industrial Plan, with particular reference to the 12-month time horizon. As of today's date, there remain significant uncertainties – outlined in the preceding paragraphs – relating to events or circumstances that may give rise to substantial doubt about the Group's ability to continue operating on a going concern basis. These uncertainties, already described above, concern: *(i)* the achievement of the short-term objectives outlined earlier and the evolution of the telecommunications market, in an environment marked by intense competitive pressure; *(ii)* the conclusion, within a timeframe consistent with going concern requirements, of negotiations with the lenders regarding the new senior financing agreement; *(iii)* the timing for the finalization of the financing agreement related to the "GID Fund" and the receipt of the associated proceeds; *(iv)* developments in financial market conditions that would allow for the use of the POC; and *(v)* the ability to maintain flexibility in the timing of payments to overdue suppliers in line with forecasted cash flow requirements.

That said, having carried out the necessary assessments and evaluated the identified uncertainties in light of the facts described, and considering the previously mentioned commitment by the majority shareholder, access to the GID Fund for EUR 30 million, and the availability of the Convertible Bond Loan for up to EUR 2 million per month, the Directors remain confident in: *(i)* the ability to execute the Industrial Plan and achieve its objectives, particularly over the 12 months following the approval of this Consolidated Half-Year Financial Report; *(ii)* the successful outcome of the requests for the renegotiation of the financial agreements submitted to the lending institutions; and *(iii)* the continuation of operations in a manner that ensures the Group's ability to meet its payment obligations over the next twelve months.

On this basis, the Directors have deemed it appropriate to adopt the going concern assumption in the preparation of the consolidated financial statements.

This determination is, naturally, the result of a subjective judgement, involving a comparison between the estimated probability of the aforementioned events occurring and the likelihood of the opposite scenario. It should be emphasized that the forward-looking nature of the Board of Directors' assessment may be contradicted by future developments. Fully aware of the inherent limitations of such a judgement, the Board will maintain constant monitoring of the developments in the factors considered (as well as any other circumstances that may become relevant), so as to be able to take appropriate action promptly, if necessary.

5.7 Expected Business Outlook

Reference is made to paragraph 4.7.

5.8 Subsequent Events

Reference is made to paragraph 4.5.

5.9 Basis of Preparation

These consolidated financial statements (hereinafter also referred to as the "Financial Statements") have been prepared using the Euro (EUR) as the presentation currency, as it is the currency in which the majority of the Group's transactions are conducted; all amounts are rounded to the nearest thousand Euro, unless otherwise stated. Foreign operations are included in the consolidated financial statements in accordance with the principles described in the following notes.

In preparing these Financial Statements, the Directors assumed the going concern basis, as further detailed in paragraph 5.6, and accordingly prepared the financial statements using the principles and criteria applicable to going concerns.

The 2025 Consolidated Half-Year Financial Report has been prepared in accordance with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and endorsed by the European Union, as well as the provisions issued in implementation of Article 9 of Legislative Decree No. 38/2005. IFRS also includes all revised International Accounting Standards ("IAS") and all interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"), formerly known as the Standing Interpretations Committee ("SIC").

The preparation of the 2025 Consolidated Half-Year Financial Report requires the Directors to make certain estimates and, in specific cases, apply assumptions in the application of accounting standards. The financial statement areas that require the use of assumptions and those most significantly affected by estimates are described in the following note *Use of Estimates*.

The 2025 Consolidated Half-Year Financial Report is subject to limited audit review by Deloitte & Touche S.p.A.

The financial statement formats and the accounting criteria adopted in this 2025 Consolidated Half-Year Financial Report are consistent with those used in the 2024 Consolidated Annual Financial Report, to which reference is made.

<u>Scope of Consolidation</u>

The Group's scope of consolidation includes the financial statements of Tessellis S.p.A. (the Parent Company) and of those companies over which it exercises, directly or indirectly, control, from the date such control is acquired until the date it ceases. The entities fully consolidated are listed below and in the note *List of Subsidiaries included in the scope of consolidation*.

The scope of consolidation as at 30 June 2025 is as follow:

Name	Registered office	Shareholding owned by	Values as of June 30, 2025 (EUR/000)			Percentage of direct shareholding	Percentage of Group shareholding (**)
			Share Capital	Net Equity	Net Result		
Tessellis S.p.A.	Italia	Parent Company	57,666	56,516	(1,189)	n.a.	n.a.
Tiscali Italia S.p.A.	Italia	Tessellis S.p.A.	17,783	12,221	(9,716)	100.00%	100.00%
Linkem Services S.r.l.	Italia	Tiscali Italia S.p.A.	70	198	(8)	85.00%	85.00%
Veesible S.r.l.	Italia	Tiscali Italia S.p.A.	200	225	19	75.00%	75.00%
3PItalia S.p.A.	Italia	Tiscali Italia S.p.A.	2,000	2,800	(215)	54.70%	54.70%
Aetherna S.r.l.	Italia	Tiscali Italia S.p.A.	30	95	(14)	74.00%	74.00%
Bid Go S.r.l.	Italia	Tiscali Italia S.p.A.	10	(78)		100.00%	100.00%
Go Internet S.p.a.	Italia	Bid Go S.r.l.	7,394	1,816	(425)	97.23%	97.23%
X Stream S.r.l.	Italia	Go Internet S.p.a.	100	88	(309)	100.00%	97.23%
Villanova.AI	Italia	Tiscali Italia S.p.A.	10	10		95.00%	95.00%
Tint Holding Nv	Olanda	Tessellis S.p.A.	115,519			99.50%	99.50%
Tiscali International Bv	Olanda	Tint Holding Nv	115,469	(4,153)	(87)	100.00%	99.50%
Tiscali Financial Services SA	Lussemburgo	Tiscali International BV	31	(19)	(4)	100.00%	99.50%

The following change is reported with respect to the scope of consolidation as at 31 December 2024:

(i) the company Villanova.ai was incorporated on 21 May 2025, with a direct ownership interest of 95% held by Tiscali Italia S.p.A. and 5% held by the shareholder expert.ai. Reference is made to paragraph 4.4 *Key activities carried out and results achieved in the first half of 2025* for further details on the Investment Agreement entered into by Tiscali Italia S.p.A. and expert.ai.

Equity-Accounted Investments

The Company applies the equity method for the measurement of investments in associates.

As at 30 June 2025, the following companies were consolidated using the equity method:

- Janna S.c.p.a., in which Tessellis holds a 17% interest and exercises significant influence;
- Connecting Project S.r.l., with a 40% ownership interest;
- Salesmart S.r.l., with a 40% ownership interest.

NEW IFRS ACCOUNTING STANDARDS, AMENDMENTS AND INTERPRETATIONS APPLIED AS FROM 1 JANUARY 2025

The following IFRS Accounting Standards, amendments and interpretations have been applied for the first time by the Group as from 1 January 2025:

- On 15 August 2023, the IASB issued an amendment titled ***Amendments to IAS 21 – The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability***. The document requires an entity to identify a methodology – consistently applied – to assess whether a currency is exchangeable into another and, when this is not the case, how to determine the exchange rate to be used and the disclosures to be provided in the notes. The adoption of this amendment did not have any impact on the Group's consolidated financial statements.

NEW IFRS ACCOUNTING STANDARDS, AMENDMENTS AND INTERPRETATIONS ENDORSED BY THE EUROPEAN UNION, NOT YET MANDATORILY APPLICABLE AND NOT EARLY ADOPTED BY THE GROUP AS AT 30 JUNE 2025

As at the reporting date of this document, the competent bodies of the European Union have completed the endorsement process required for the adoption of the amendments and standards described below. However, these standards are not yet mandatorily applicable and have not been early adopted by the Group as at 30 June 2025:

- On 30 May 2024, the IASB published the document ***Amendments to the Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7***. The document clarifies certain issues identified during the post-implementation review of IFRS 9, including the accounting treatment of financial assets whose returns vary upon the achievement of ESG objectives (e.g. green bonds). Specifically, the amendments aim to:

    - Clarify the classification of financial assets with variable returns linked to environmental, social and corporate governance (ESG) objectives, and the criteria to be used in assessing the SPPI test;
    - Determine that the settlement date of liabilities paid through electronic payment systems is the date on which the liability is extinguished. However, entities are permitted to adopt an accounting policy allowing the derecognition of a financial liability prior to the actual cash outflow on the settlement date, provided specific conditions are met.

  With these amendments, the IASB has also introduced additional disclosure requirements, particularly regarding investments in equity instruments designated at FVOCI (Fair Value through Other Comprehensive Income).

  The amendments will apply to financial statements for annual periods beginning on or after 1 January 2026. The Directors do not expect the adoption of this amendment to have a material impact on the Group's consolidated financial statements.

- On 18 December 2024, the IASB published an amendment titled ***Contracts Referencing Nature-dependent Electricity – Amendment to IFRS 9 and IFRS 7***. The purpose of this document is to assist entities in reporting the financial effects of electricity purchase contracts based on renewable sources (often structured as Power Purchase Agreements). Under these contracts, the quantity of electricity generated and purchased may vary due to uncontrollable factors such as weather conditions. The IASB made targeted amendments to IFRS 9 and IFRS 7. These include:
  - A clarification on how the "own use" exemption applies to such contracts;
  - Criteria allowing for the accounting of such contracts as hedging instruments; and
  - New disclosure requirements to enable users of financial statements to understand the effect of these contracts on an entity's financial performance and cash flows.

  The amendment will apply as of 1 January 2026, with early adoption permitted. The Directors do not expect the adoption of this amendment to have a material impact on the Group's consolidated financial statements.

NEW IFRS ACCOUNTING STANDARDS, AMENDMENTS AND INTERPRETATIONS NOT YET ENDORSED BY THE EUROPEAN UNION

As at the date of this document, the competent bodies of the European Union have not yet completed the endorsement process required for the adoption of the amendments and standards described below.

- On 18 July 2024, the IASB published a document entitled ***Annual Improvements – Volume 11***. The document includes clarifications, simplifications, corrections, and changes aimed at improving the consistency of various IFRS Accounting Standards. The amended standards are:
  - IFRS 1 *First-time Adoption of International Financial Reporting Standards*;
  - IFRS 7 *Financial Instruments: Disclosures* and its related implementation guidance;
  - IFRS 9 *Financial Instruments*;
  - IFRS 10 *Consolidated Financial Statements*; and
  - IAS 7 *Statement of Cash Flows*.

  These amendments will apply from 1 January 2026, although early application is permitted. The Directors do not expect the adoption of these amendments to have a significant impact on the Group's consolidated financial statements.

- On 9 April 2024, the IASB issued a new standard, ***IFRS 18 Presentation and Disclosure in Financial Statements***, which will replace IAS 1 *Presentation of Financial Statements*. The aim of the new standard is to improve the presentation of financial statement formats, with particular reference to the income statement. Specifically, the new standard requires:

    - to classify income and expenses into three new categories (i.e., operating section, investing section, and financing section), in addition to the existing categories for income taxes and discontinued operations already included in the income statement structure;
    - to present two new subtotals: *Operating profit* and *Profit before financing and income taxes* (i.e. EBIT).

  In addition, the new standard:

    - requires more detailed information on management-defined performance measures;
    - introduces new criteria for the aggregation and disaggregation of information; and
    - introduces changes to the structure of the cash flow statement, including the requirement to use operating profit as the starting point when applying the indirect method, and the elimination of some existing classification options (e.g. interest paid, interest received, dividends paid, and dividends received).

  The new standard will come into effect on 1 January 2027, with early application permitted. The Directors are currently assessing the potential impact of the adoption of this new standard on the Group's consolidated financial statements.

- On 9 May 2024, the IASB issued a new standard: ***IFRS 19 – Subsidiaries without Public Accountability: Disclosures***. This new standard introduces certain simplifications regarding the disclosure requirements under IFRS Accounting Standards for the annual financial statements of a subsidiary that meets the following criteria:

    - has not issued, and is not in the process of issuing, equity or debt instruments in a public market; and
    - its parent company prepares consolidated financial statements in accordance with IFRS Accounting Standards.

The new Standard will come into effect on 1 January 2027, though early application is permitted. The Directors do not expect the adoption of this Standard to have a significant impact on the Group's consolidated financial statements.

- On 30 January 2014, the IASB issued ***IFRS 14 – Regulatory Deferral Accounts***, which allows only first-time adopters of IFRS to continue to recognize amounts related to rate-regulated activities in accordance with their previous GAAP. As the Company/Group is not a first-time adopter, this Standard is not applicable.

USE OF ESTIMATES

The preparation of the consolidated financial statements and the notes to the financial statements involved the use of estimates and assumptions for the determination of certain assets and liabilities and for the assessment of potential liabilities. As a result of using estimates and assumptions, the outcomes of future events – whether anticipated or foreseeable – may differ from those assumed. Estimates and assumptions are therefore reviewed on an ongoing basis, and the effects of any changes are recognized in the financial statements.

The use of estimates is particularly significant in the following areas:

1. Estimates relating to the balance sheet items recognized in accordance with IFRS 16;
2. Estimates concerning the assumptions underlying the valuations included in the impairment test, as detailed in Note 13 *Impairment test*;
3. Estimates relating to provisions for risks and charges, in particular those related to certain tax credits recognized in prior years;
4. Estimates relating to revenue recognition under IFRS 15. For the Tessellis Group, the estimation process specifically involves assessing the existence of multiple performance obligations within certain complex contracts.

5.10 Notes to the Financial Statements

Revenues (Note 1)

Revenues	**1st semester of 2025**	**1st semester of 2024**
(EUR 000)		

Revenues	100,652	109,012
Total	**100,652**	**109,012**

Revenue for the first half of 2025 amounted to EUR 101 million. For a detailed analysis of business performance in 2025, please refer to the Management Report.

No ordinary transactions were carried out during the period with any single counterparty accounting for more than 10% of the Group's revenue.

All revenue was generated from services provided within the Italian territory.

Other income (Note 2)

Other income	**1st semester of 2025**	**1st semester of 2024**
(EUR 000)		
Other income	260	1,195
Total	**260**	**1,195**

Other income, amounting to a positive EUR 0.3 million, mainly includes non-recurring income and contingent assets.

Purchases of materials and external services and other operating expenses (income) (Note 3)

Purchases of materials and services and other operating expenses (income), totalling EUR 71.7 million – down by EUR 5.7 million compared to the first half of 2024 – include the following items:

Purchase of materials and outsourced services, payroll and other operating costs (income)	**1st semester of 2025**	**1st semester of 2025**
(EUR 000)		
Line/traffic rental and interconnection costs	60,679	64,358
Costs for use of third party assets	2,524	3,081
Portal services costs	333	361
Marketing costs	342	1,104
Other services	7,442	8,530
Other operating costs (income)	415	25
Total	**71,735**	**77,459**

- EUR 60.7 million in line rental/traffic and interconnection costs related to Broadband and Ultrabroadband fixed services, Fixed Wireless, and Mobile services;
- EUR 2.5 million in lease and rental costs for assets that do not fall within the scope of

IFRS 16;

- EUR 7.4 million for other services, including maintenance and operation of industrial sites and administrative offices, rentals, consultancy and professional fees, billing costs, postage, travel expenses, and other general costs;
- EUR 0.3 million in marketing costs;
- EUR 0.3 million for services related to the online portal; and
- EUR 0.4 million in other charges.

Personnel costs (Note 4)

Personnel costs	**1st semester of 2025**	**1st semester of 2024**
(EUR 000)		
Wages and salaries	10,913	10,582
Other personnel costs	7,187	5,647
Total	**18,100**	**16,229**

Personnel costs for the period amounted to EUR 18.1 million, representing 18% of revenues, compared to 14.9% in the prior-year period. The increase of EUR 1.9 million compared to the first half of 2024 is attributable to various factors, including the impact of consolidating the Go Internet Group for the entire first half of 2025.

The following table shows the average number of FTEs for the periods under comparison:

Average number of employees (FTE)

	30 June 2025	**31 December 2024**	**30 June 2024**
Managers	34	32	26
Middle Managers	59	68	49
Employee	847	865	828
Workers	12	12	12
Total	**950**	**977**	**915**

The average number of FTEs in the first half of 2025 was 950, compared to 915 in the first half of 2024, representing an increase of approximately 35 average FTEs.

As at 30 June 2025, the average FTEs were broken down as follows: *(i)* 860 at Tiscali Italia S.p.A.; *(ii)* 6 at Veesible; *(iii)* 6 at 3Pitalia; *(iv)* 11 at Aetherna; and *(v)* 68 at the Go Internet Group.

The following table shows the actual number of FTEs for the periods under comparison:

	30 June 2025	**31 December 2024**	**30 June 2024**
Managers	34	35	28
Middle Managers	60	58	57
Employee	835	858	875
Workers	11	13	10
Total	**939**	**963**	**970**

The actual number of FTEs as at 30 June 2025 was 939, compared to 970 as at 30 June 2024, reflecting a decrease of approximately 31 FTEs.

As at 30 June 2025, the actual FTEs were broken down as follows: *(i)* 849 at Tiscali Italia S.p.A.; *(ii)* 6 at Veesible; *(iii)* 5 at 3Pitalia; *(iv)* 11 at Aetherna; and *(v)* 68 at the Go Internet Group.

Write-downs of receivables from customers (Note 5)

Write-downs of receivables from customers	**1st semester of 2025**	**1st semester of 2024**
(EUR 000)		
Provisions for bad debts	2,131	1,759
Total	**2,131**	**1,759**

The item *Provision for impairment of trade receivables* amounts to EUR 2.1 million and represents 2.1% of revenues, compared to 1.6% in 2023.

Restructuring costs and other provisions (Note 6)

Restructuring costs and other provisions	**1st semester of 2025**	**1st semester of 2024**
(EUR 000)		
Restructuring costs	165	171
Total	**165**	**171**

The item *Restructuring costs and other provisions* as at 30 June 2025 includes restructuring charges attributable to the costs incurred for voluntary redundancy incentives granted to certain employees.

Depreciation and amortization (Note 7)

Depreciation	**1st semester of 2025**	**1st semester of 2024**
(EUR 000)		
Depreciation	28,581	35,491
Total	**28,581**	**35,491**

Depreciation and amortization amounted to EUR 28.6 million. For further details regarding the amortization of non-current assets, please refer to Notes 14, 15, 16 and 17.

Impairment of fixed assets (Note 8)

Impairments of Fixed Assets	**1st semester of 2025**	**1st semester of 2024**
(EUR 000)		
Impairments of Fixed Assets	2,047	107
Totale	**2,047**	**107**

This item as at 30 June 2025 includes the following components:

- A loss of EUR 3.5 million related to the disposal of 3P Italia. For further details, refer to Note 27 *Assets/Liabilities held for sale*;
- A EUR 2 million release due to an adjustment of the CPE impairment provision;
- A EUR 0.4 million impairment on CPE assets; and
- A EUR 0.1 million impairment of IP addresses held in inventory.

Financial income and expenses (Note 9)

The breakdown of *financial income* and *financial expenses* for the first half of 2025 is detailed below. The net balance of these items is negative, amounting to EUR 4.2 million.

Net financial income (charges)	**1st semester of 2025**	**1st semester of 2024**
(Thousands of EUR)		
Financial income		
Interest on bank deposits	3	5

Other financial income	-	1
Total	**3**	**6**
Financial charges		
Interest and other charges due to banks	1,851	1,738
Other financial charges	2,382	2,873
Total	**4,233**	**4,611**
Net financial income (charges)	**(4,230)**	**(4,605)**

Financial expenses, amounting to EUR 4.2 million, include the following items:

- Financial charges related to interest accrued on the loan from Senior Lenders (including the former CR Umbria loan), totalling EUR 1.2 million;
- Interest expense on finance and operating leases of approximately EUR 0.6 million;
- Fees paid to Nice & Green for the tranches issued under the 2023 POC during the first half of 2025, amounting to EUR 0.2 million;
- Interest and bank charges of EUR 0.9 million, mainly related to fees on short-term credit facilities, particularly SEPA Direct Debit (SDD) advances;
- Default interest of EUR 0.3 million on trade payables, calculated in line with standard market terms; and
- Other interest expenses on shareholder loans held by Tessellis S.p.A., amounting to EUR 0.9 million.

Income taxes (Note 10)

Income taxes	**1st semester of 2025**	**1st semester of 2024**
EUR 000		
Current taxes	(0)	13
Total	**(0)**	**13**

Income taxes as at 30 June 2025 are nil.

Result of discontinued operations and/or operations held for sale (Note 11)

The result of *discontinued operations and operations held for sale* is nil. For further details on the accounting treatment of the investee 3P Italia, sold on 25 September 2025, please refer to Note 27 *Assets / Liabilities held for sale*.

Non-controlling interests and earnings (loss) per share (Note 12)

The result attributable to *non-controlling interests*, a loss of EUR 118 thousand, was determined in relation to the full consolidation of the subsidiaries Linkem Services S.r.l. (85%), 3P Italia S.p.A. (54.7%), Veesible S.r.l. (75%), Aetherna (74%), and Gruppo Go Internet (97%).

The loss per share from *continuing operations* is EUR 0.090 and was calculated by dividing the loss from continuing operations attributable to the Group's ordinary shareholders, equal to EUR 26.2 million, by the weighted average number of ordinary shares outstanding during the period, equal to 290,027,413.

Impairment Test (Note 13)

On 27 May 2025, the Company's Board of Directors approved the Updated 2025-2028 Industrial Plan, which incorporates the results of the Tessellis Group as at 31 December 2024 and covers the 2025-2028 time horizon.

In the absence of impairment indicators, the Directors did not carry out impairment testing on the Group's assets as at 30 June 2025.

Goodwill (Note 14)

Goodwill *(EUR 000)*	**Total**
1 January 2025	**56,674**
Decrease	**(4,755)**
30 June 2025	**51,919**

The *goodwill* recognized amounts to EUR 52 million and is composed as follows:

- EUR 42.8 million arising from the merger between Tessellis and the Retail Branch of Linkem Service, completed on 1 August 2022;
- EUR 0.7 million relating to the acquisition of control of Aetherna;
- EUR 8.3 million relating to the acquisition of control of the Go Internet Group, completed on 31 May 2024.

The period reduction of EUR 4.8 million is attributable to the anticipated accounting effects of the disposal of the subsidiary 3P Italia, which took place on 24 September 2025.

Intangible Assets (Note 15)

Intangible assets *(Eur 000)*	**In-house production software development costs**	**Concessions and similar rights**	**Broadband service activation costs**	**Other intangible assets**	**Intangible assets under development and advances**	**Total**
Net book value as at 1 January 2024	**1,357**	**63,176**	**14,300**	**18,255**	**1**	**97,090**
Increases	182	3,307	2,939	2,129	-	**8,557**
Disposal	-	-	-	-	-	**-**
Increases in amortization	(214)	(5,057)	(5,099)	(3,104)	-	**(13,475)**
Reclassifications	(33)	52	-	(19)	-	**-**
Changes in consolidation area	(275)	-	-	-	-	**(275)**
Other changes	-	-	-	(118)	-	**(118)**
Balance as at 30 June 2024	**1,017**	**61,478**	**12,140**	**17,143**	**1**	**91,779**

The item *Internally developed software production costs*, amounting to EUR 1 million, includes the development costs of customized application software for the Group's exclusive use (net of the related amortization fund). The item *Reclassification to HFS*, amounting to EUR 0.3 million, refers to the reclassification of the historical cost and related fund of 3P Italia's assets to *Assets held for sale*, due to the disposal of the company completed on 24 September 2025.

The balance of the *Trademarks, Concessions and Similar Rights* item, totalling EUR 61.5 million, mainly includes:

- EUR 36.9 million for the "Tiscali" trademark and EUR 0.5 million for the Go Internet Group;
- EUR 15.1 million for licences and software, including tools for remote activation and management of customer premises equipment (CPE), VOIP platform licences, and customer management software (billing, customer care);
- EUR 9.1 million for long-term rights and charges related to the acquisition of transmission capacity on a long-term basis through Indefeasible Rights of Use (IRU)

contracts. These IRUs are recorded by the subsidiary Tiscali Italia S.p.A., with key suppliers including Telecom Italia, Interoute, Fastweb, and Infracom; and

- EUR 0.3 million for patent rights and industrial property.

Investments in the first half of 2025 amounted to EUR 3.3 million, mainly related to the development of IT platforms under the "One Company" project.

The item *Broadband service activation costs* totals EUR 12.1 million, including costs incurred for the activation of new lines for residential and business customers. Investments in the first half of 2025 amounted to EUR 2.9 million.

Other intangible assets, amounting to EUR 17.1 million, include EUR 7.5 million in IPv4 addresses and EUR 9.6 million in installation, configuration, and expansion costs for network exchanges. The increase for the period, equal to EUR 2.1 million, is related to investments made for the upgrade of the backbone network.

Right-of-use assets – Lease contracts (Note 16)

Leased contracts rights of use *(EUR 000)*	**Network equipment rights of use**	**Property rights of use**	**Total**
Net book value as at 1 January 2024	**1,242**	**12,012**	**13,254**
Increases	1	34	**35**
Increases in amortization	(371)	(1,520)	**(1,891)**
Balance as at 30 June 2024	**872**	**10,527**	**11,398**

Preliminary Remarks

The item *Right-of-use – Network equipment*, which includes operating lease contracts with purchase options capitalized as from 1 January 2019, amounts to approximately EUR 1 million.

The item *Right-of-use – Properties*, amounting to EUR 10.5 million, includes the recognition of the right-of-use arising from the lease contract of the Sa Illetta headquarters, the offices of secondary branches, as well as other lease agreements for certain Points of Presence (POPs).

Customer acquisition costs (Note 17)

Customer Acquisition Costs *(Eur 000)*	**Total**
Net book value as at 1 January 2024	**13,310**
Increases	1,974
Disposal	-
Increases in amortization	(4,527)
Reclassifications	-
Balance as at 30 June 2024	**10,757**

This item includes costs related to fees paid to commercial intermediaries for customer acquisition, amounting to EUR 10.7 million. Increases during the period totaled EUR 2 million, mainly related to the acquisition of new customers for both fixed and FWA ultrabroadband services and mobile services.

Property, Plant and Equipment (Note 18)

Tangible assets *(EUR 000)*	**Plant & machinery**	**Other tangible assets**	**Tangible assets under construction**	**Total**
<u>HISTORICAL COST</u>				
1 January 2025	**73,110**	**13,597**	**6,223**	**92,930**
Increases	1,660	211	207	**2,078**
Divestments	(1,399)	(824)	(35)	**(2,259)**
Reclassifications	447	-	(585)	**(138)**
Depreciation for the period	-	-	-	-
Changes in consolidation area	(1)	-	-	**(1)**
Balance as at 30 June 2024	**73,817**	**12,983**	**5,810**	**92,611**
<u>ACCUMULATED DEPRECIATION</u>				
1 January 2025	**38,683**	**10,041**	**-**	**48,724**

Depreciation for the period	8,182	507	-	**8,688**
Divestments	(1,400)	(808)	-	**(2,208)**
Reclassifications	(138)	-	-	**(138)**
Devaluations	(1,608)	-	-	**(1,608)**
Changes in consolidation area	(1)	-	-	**(1)**
Balance as at 30 June 2024	**43,717**	**9,740**		**53,457**
<u>NET BOOK VALUE</u>				
1 January 2025	**34,427**	**3,556**	**6,223**	**44,206**
Balance as at 30 June 2024	**30,100**	**3,244**	**5,810**	**39,154**

The item *Plant and machinery*, amounting to EUR 30.1 million, includes specific network equipment such as routers, DSLAMs, servers, and transmission devices installed at ULL sites.

Investments during the period amounted to EUR 1.7 million, mainly related to the purchase of modems installed at customers' premises. *Net disposals* for the period totaled EUR 1.4 million, mainly due to the disposal of obsolete or faulty modems.

Reclassifications from *Assets under construction* amounted to EUR 0.4 million, referring to assets that began amortization during the period.

An amount of EUR 1 thousand is included for the reclassification to HFS (Held for Sale) of the historical cost and related depreciation of assets belonging to 3P Italia, in view of the company's disposal on 24 September 2025.

The item *Other tangible assets*, totalling EUR 3.2 million, includes furniture and furnishings, electronic and electromechanical office equipment.

The item *Assets under construction and advances*, with a balance of EUR 5.8 million, mainly refers to network infrastructure investments not yet completed.

It includes negative reclassifications of EUR 0.6 million, referring to assets moved from *Assets under construction* to *Plant and machinery* following the start of amortization.

Equity-accounted investments (Note 19)

This item includes the value of the following investee companies:

- Janna S.c.p.a. – valued at EUR 3.7 million. This is a consortium company over which the Group exercises significant influence by virtue of specific shareholder agreements. The company operates a submarine fiber optic cable connecting Sardinia to mainland Italy and Sicily. The Group holds a 17% stake.

- Connecting Project S.r.l. – valued at EUR 1.9 million, an Italian company specializing in integrated, high value-added solutions for retail telecom operators. The Group holds a 40% stake.
- Salesmart S.r.l. – valued at EUR 0.1 million, a company developing advanced digital marketing solutions. The Group holds a 40% stake.

The movements in this item during the period are shown in the following table:

Equity-accounted investments	**31 December 2024**	**Contributions for the period**	**Period write-downs**	**Period result**	**30 June 2025**
(EUR 000)					
Janna S.C.a.r.l.	3,719	135	(135)	-	3,719
Connecting Project S.r.l.	1,848	-	-	17	1,865
Salesmart S.r.l.	95	-	-	16	111
Total	**5,662**	**135**	**(135)**	**32**	**5,694**

Financial and economic information on equity-accounted investments

Name	Share Capital	Net Equity	Revenue	Net Result	Percentage of direct shareholding	Investment Book Value as at June 30th, 2025
Janna S.C.p.a.	5,984	8,436		(302)	17%	3,719
Salesmart S.r.l.	10	183	803	39	40%	111
Connecting Project S.r.l.	10	1,235	5,333	42	40%	39

Other non-current financial assets (Note 20)

Other non-current financial assets	**30 June 2025**	**31 December 2024**
(EUR 000)		
Security Deposits	913	907
Securities	1,369	1,372
Other financial assets	259	258
Total	**2,541**	**2,537**

Security deposits, amounting to EUR 0.9 million, refer to deposits paid in the context of business activities under multi-year contracts.

The *Securities* item includes the following investments measured at cost: Radoff, 2Hire, Wiseair, Invisible Cities, Oversonic Robotics, Epico Play, and other minor holdings.

Other financial assets, amounting to EUR 0.2 million, mainly refer to financial receivables from the associate Salesmart S.r.l.

Deferred Tax Assets (Note 21)

Tax assets	**30 June 2025**	**31 December 2024**
(EUR 000)		
Tax Assets	13,046	14,417
Total	**13,046**	**14,417**

Deferred tax assets relate to the DTAs that emerged as part of the PPA process linked to the merger transaction with the Linkem retail branch, which took place on 1 August 2022. The recovery of these assets occurs progressively, in line with the reversal of the corresponding deferred tax liabilities of the same amount. See Note 34 *Deferred tax liabilities* for further details.

Inventories (Note 22)

Inventories	**30 June 2025**	**31 December 2024**
(EUR 000)		
Inventory	1,648	6,213
Total	**8,297**	**26,688**

Inventories amount to EUR 1.6 million and refer to finished products and consumables held by Tiscali Italia and the subsidiaries Linkem Services, Aetherna, and XStream. The change compared to 31 December 2024 is due to: *(i)* the reclassification to HFS of the inventories of 3P Italia for EUR 2 million, in addition to a period decrease of EUR 0.4 million; and *(ii)* the sale of IP addresses carried out in March 2025 for EUR 2.2 million.

Receivables from customers (Note 23)

Receivables from customers	30 June 2025	31 December 2024
(EUR 000)		
Customer receivables	28,712	34,651
Bad Debt Allowance	(12,165)	(12,124)
Total	**16,547**	**22,527**

As at 30 June 2025, *Customer receivables* amounted to EUR 16.5 million net of impairment losses totalling EUR 12.2 million. These receivables refer both to consumer customers – whose average individual receivable is, by nature, highly fragmented – and to receivables due from business clients and public administration entities.

The recoverability of receivables is assessed periodically, applying a specific policy to determine the bad debt provision, based on historical experience and trends. The Group does not present any significant concentration of credit risk, as its receivables exposure is spread across a broad customer base. In particular, it should be noted that the estimate of the recoverability risk is already carried out at the time of initial recognition of receivables, considering the general risk of default on receivables not yet past due as at the reporting date, based on historical experience.

The following table shows the movements in the bad debt allowance:

Bad debt allowance variations	30 June 2025	31 December 2024
(EUR 000)		
Bad debt allowance BoP	**(12,124)**	**(12,044)**
Provision	(2,131)	(3,094)
Utilizations	2,090	3,014
Bad debt allowance Eop	**(12,165)**	**(12,124)**

The *Total provision* for the period amounts to EUR 2.1 million.

The item *Utilizations* includes the write-off of receivable positions deemed no longer recoverable.

Tax receivables (Note 24)

Tax receivables	30 June 2025	31 December 2024
(EUR 000)		
Tax receivables	237	293

Total	**237**	**293**

This item mainly includes receivables for IRAP (Regional Tax on Productive Activities).

Other Receivables and other Current Assets (Note 25)

Other Receivables and other Current Assets	**30 June 2025**	**31 December 2024**
EUR 000		
Other receivables	744	2,150
Accrued income	78	122
Prepaid expenses	6,927	5,899
Total	**7,749**	**8,171**

The item *Other receivables* mainly includes the following components:

- Tax receivables from the tax authorities for EUR 0.1 million, including VAT credits and deferred taxes;
- Other receivables for EUR 0.6 million.

The item *Prepaid expenses*, with a balance of EUR 6.9 million, includes costs already incurred but pertaining to subsequent financial years, mainly relating to multi-year line lease agreements, hardware and software maintenance, insurance, and advertising.

Cash and cash equivalents (Note 26)

As at 30 June 2025, *cash and cash equivalents* amounted to EUR 6.7 million and include the liquidity of the Tessellis Group, held primarily in bank current accounts.

There are no restricted deposits or cash balances not readily available for use.

Assets/Liabilities Disposed of and/or Held for Sale (Note 27)

Disposal of the subsidiary 3P Italia

In the first half of 2025, the Group classified its investment in 3P Italia S.p.A. as a non-current asset held for sale (Held For Sale) in accordance with IFRS 5.

The transaction was carried out through the following steps:

a) <u>Preliminary agreement</u>

On 29 May 2025, a preliminary share purchase agreement was signed concerning the shares of 3P Italia S.p.A., under which Tiscali (the seller or Selling Party) undertook to sell and transfer to the company Easygov (the purchaser or Purchasing Party) full ownership of the shares of 3P Italia currently held, equal to 54.35% of the share capital of 3P Italia (corresponding to 1,086,500 shares). The preliminary agreement included conditions precedent, with a 90-day deadline for fulfilment or waiver from the date of signing. At the time of preparation of the half-year financial report, the occurrence of these conditions was deemed highly probable by management.

The Preliminary Agreement also provided for an earn-out clause in addition to the agreed sale price, should Easygov sell, in one or more transactions, a controlling stake in 3P within 36 months from the execution date of the sale.

The agreed sale price under the Preliminary Agreement amounted to EUR 1,500,000. On the date of signing, as stipulated in the agreement, Easygov paid a price advance of EUR 100,000.

b) <u>Addendum to the Preliminary Agreement</u>.

On 24 September 2025, upon the fulfilment of the aforementioned conditions precedent, the Parties signed an addendum to the preliminary share purchase agreement (hereinafter also referred to as the “Addendum”), which amended certain contractual terms originally set forth in the Preliminary Agreement.

<u>The Addendum, together with the Preliminary Agreement, establishes the following contractual terms:</u>

1) Appointment of the Designated Party

Exercising the option provided under Article No. 3.1 of the Preliminary Agreement, Easygov appointed Equivalent as the Designated Party, authorizing it to sign the Transfer Deed and acquire from Tiscali, in place of Easygov, 600,000 shares for a price of EUR 620,290. Easygov declared that it would remain jointly liable with the Designated Party for the fulfilment of all obligations under the Preliminary Agreement towards Tiscali;

2) Easygov remains obliged to acquire the remaining 486,500 shares

Both the Designated Party and Easygov are jointly liable, should the relevant conditions occur, to pay Tiscali the earn-out provided under the Preliminary Agreement.

3) Upon signing the Addendum, the Parties agreed to reduce the sale price from EUR 1,500,000 to EUR 1,250,000. Net of the price advance of EUR 100,000 already paid on the signing date of the Preliminary Agreement (29 May 2025), the remaining balance of EUR 1,150,000 was paid on the Closing Date (24 September 2025) as follows:

    a. The Designated Party paid Tiscali EUR 620,290 for the purchase of 600,000 shares;

    b. Easygov paid Tiscali EUR 459,710 for the purchase of 486,500 shares.

4) With regard to the loan granted by Tiscali to 3P Italia (hereinafter also referred to as the "Tiscali Shareholder Loan"), amounting to EUR 500,000 and bearing annual interest at a rate of 2%, including accrued and accruing interest, the Parties agreed – partially amending the Preliminary Agreement – that 3P Italia would repay the full amount of the loan, including interest, no later than the third business day after the Closing Date, or alternatively, that Easygov and the Designated Party would jointly assume the obligation to repay the loan to Tiscali. As of the date of this Report, the Tiscali Shareholder Loan has been collected by Tiscali Italia S.p.A.

5) Concerning the trade receivable claimed by Tiscali from 3P Italia, the Parties agreed – again partially amending the Preliminary Agreement – that Tiscali and 3P Italia would sign a debt acknowledgment relating to the Service Agreement. Under this acknowledgment, 3P Italia undertakes to pay the full outstanding amount of EUR 33,563.89 (according to the accounting records of 3P Italia) no later than the third business day after the Closing Date. As of the date of this Report, the net receivable due to Tiscali Italia S.p.A. is still outstanding, and it is expected to be collected shortly.

Accounting treatment of the financial and economic data of 3P Italia and accounting effects of the Disposal as at 30 June 2025

As previously described, the transaction was finalized on 24 September 2025 with the signing of the Addendum to the Preliminary Agreement and the payment of the purchase price by Easygov and the Designated Party, Equivalent.

For the purposes of this Consolidated Interim Report as at 30 June 2025, the financial and economic items of the subsidiary 3P Italia as at 30 June 2025 have been accounted for as follows:

a) *Income statement items*

The income statement items as at 30 June 2025 have not been reclassified under the specific line *Result from discontinued operations and/or operations held for sale* but have been consolidated under *Continuing Operations*. The reasons for this treatment are as follows: *(i)* 3P Italia's business does not represent a separate "operating segment" as defined by IFRS 8 (*Operating Segments*) and in accordance with IFRS 5; *(ii)* 3P Italia's economic contribution is not material compared to the Group's overall figures (its revenue and net result account for 0.6% and 0.8% respectively of the Group's revenue and net result); and *(iii)* including 3P Italia within *Continuing Operations* allows for comparability of financial results between 30 June 2025 and 30 June 2024.

b) *Balance Sheet Items*

As required by IFRS 5, the assets and liabilities subject to disposal as at 30 June 2025 have been reclassified from their respective line items to *Assets held for sale* and *Liabilities held for sale*.

The balance sheet items for the comparative period, i.e., 31 December 2024, have retained their classification under *Continuing Operations*.

The following table provides a detailed breakdown of the balance sheet items classified as *Assets held for sale* and *Liabilities held for sale*, both before and after intercompany eliminations and the goodwill recognized in the local financial statements of 3P Italia:

	June 30, 2025 - Local Financial Statement	iIntercompany eliminations and local Goodwill	As at 30 June, 2025 net of Intercompany eliminations and Goodwill	31 December 2024
(Thousands of Euros)				
Non-current assets				
of which:				
Goodwill	1,511.1	(1,511.1)	0.0	1,511.1
Intangible assets	274.5		274.5	373.5
Property, plants and machinery	0.6		0.6	0.8
Other non-current	12.4		12.4	3.1
Current assets				
of which:				
Inventories	1,979.3		1,979.3	2,400.0
Trade receivables	529.2		529.2	488.6
Receivables vs parent company	51.9	(51.9)	0.0	32.0
Other receivables and other current assets	548.9		548.9	498.2
Cash and cash equivalents	67.5		67.5	55.9
Total Assets	**4,975.4**	**(1,563.0)**	**3,412.4**	**5,363.3**
Non-current liabilities				
of which:				
Payables to banks	191.5		191.5	197.0
Financial payables to parent company	500.0	(500.0)	0.0	500.0
Other financial payables to parent company	85.4	(85.4)	0.0	97.6
Liabilities for pension benefits and severance pay	32.6		32.6	34.2
Current Liabilities				
of which:				
Payables to suppliers	1,127.6		1,127.6	1,324.0
Payables to banks	55.5		55.5	100.4
Other current liabilities	183.1		183.1	95.8
Total Liabilities	**2,175.8**	**(585.4)**	**1,590.4**	**2,349.0**
Net assets held for sale	**2,799.6**	**(977.5)**	**1,822.1**	**3,014.2**

In accordance with IFRS 5, the investment was measured at the lower of its carrying amount and fair value less costs to sell as at 30 June 2025, resulting in the recognition of an estimated loss on disposal of EUR 3.5 million, thereby anticipating the accounting effects of the disposal as at 30 June 2025.

It should be noted that this estimate will be refined in the preparation of the consolidated annual financial statements, based on the financial and economic data of 3P Italia as at 24 September 2025, which is the actual date of loss of control.

The following is the calculation of the estimated loss on disposal of 3P Italia at consolidated level as at 30 June 2025:

Net assets as of June 30, 2025 including Goodwill	2,799,633
3P Italia Goodwill	-1,511,111
Net assets as at 30 June, 2025, excluding Goodwill	**1,288,522**
Total consolidated Goodwill	4,755,260
Reversal of non-controlling interest as at 30 June, 2025	-1,268,234
Goodwill net of non-controlling interests at June 30, 2025	**3,487,026**
Net assets + Total net goodwill as at 30 June, 2025	**4,775,548**

Selling price	1,250,000
Consolidated capital loss as of June 30, 2025	**-3,525,548**

As the investment was classified as *Held for Sale* and the sale was finalized on 24 September 2025, the Group believes that the obligation arising from the put options recognized in prior years under financial liabilities no longer exists, pursuant to IAS 32 and IFRS 10. Consequently, the liability recognized for a total amount of EUR 3.6 million was derecognized at its carrying amount against the corresponding equity reserve originally established.

Shareholders' Equity (Note 28)

Shareholders' equity	**30 June 2025**	**31 December 2024**
EUR 000		
Share capital	57,666	139,500
Legal Reserve	142	127
Employee benefits reserve	348	348
Accumulated losses and other reserves	(50,683)	(96,322)
Result for the period	(26,062)	(57,979)
Shareholders' equity_ Group	**(18,589)**	**(14,326)**
Minority interest in Shareholders' Equity	**164**	**1.549**
Total Shareholders' equity	**(18,425)**	**(12,777)**

The changes in the components of equity are shown in the relevant statement. In the first half of 2025, consolidated equity decreased by EUR 9 million. This change is attributable to the following factors:

- *Capital increases* for a total of EUR 14 million;
- An increase in *Other reserves* of EUR 40 thousand, due to the net sum of charges related to capital increases carried out in the first half of 2025 (EUR 67 thousand) and income resulting from the reversal of payables to professionals relating to capital increases occurred in previous years (EUR 107 thousand);
- A positive impact of EUR 0.3 million due to the derecognition of the put option liability relating to the subsidiary Aetherna and EUR 3.6 million due to the derecognition of the put option liability of 3P Italia. It should be noted that in previous years, the Group had recognized, pursuant to IAS 32 and IFRS 10, a financial liability in connection with the put option granted to minority shareholders of 3P Italia and Aetherna. As of the date of this Half-Year Report, the Group considers that such obligation has lapsed because:

   - 3P Italia has been reclassified as *Held for Sale* and the sale was completed on 24 September 2025; and
   - Aetherna: the put option liability for Aetherna lapsed as it was not exercised within the contractual deadline;

  Accordingly, the liability recognized for a total amount of EUR 3.9 million was derecognized at its carrying amount against the corresponding equity reserve originally established;

- Negative impact on *non-controlling interests* of EUR 1.3 million, arising from the reclassification of non-controlling equity to Group equity following the disposal of 3P Italia;
- Impact on Group equity linked to a capital contribution related to the disposal of the first tranche of IP addresses to Shellnet S.A.p.A. of Shellnet GP S.r.l., totalling EUR 3.7 million, included under accumulated profits/losses;
- Net loss for the first half of 2025 of EUR 26.1 million; and
- Share of loss attributable to non-controlling interests of EUR 0.1 million.

In particular, during the first half of 2025, as outlined in paragraph 4.3 *Tessellis Shares* of this Half-Year Report, the share capital of the Issuer Tessellis S.p.A. changed as a result of the following factors:

- Capital increases of EUR 6 million following the conversion of 60 N&G convertible bonds. The number of shares issued in the first half of 2025 amounted to 39,413,076 listed shares; and
- Capital increase reserved to Shellnet S.A.p.A. of Shellnet GP S.r.l. for EUR 8 million, completed on 28 March 2025, which led to the issuance of 41,025,641 unlisted shares.

Furthermore, on 27 June 2025, the Ordinary and Extraordinary Shareholders' Meeting of Tessellis resolved a voluntary reduction in share capital (pursuant to Article 2445 of the Italian Civil Code) for a total amount of EUR 95,834,345.36, through a decrease in share capital to cover the loss for the year and accumulated losses from previous years. The reduction in share capital was carried out without the cancellation of shares, as the shares have no stated nominal value.

Following the above transactions, the Company's share capital decreased from EUR 139,500,000 as at 31 December 2024 to EUR 57,665,654.64 (fully subscribed and paid in) as at 30 June 2025, and is composed of 311,023,080 listed ordinary shares with no stated nominal value. In addition to the listed shares, a total of 69,796,705 unlisted shares were issued in connection with the capital increase reserved to Shellnet S.A.p.A. of Shellnet GP S.r.l., completed in two tranches on 19 December 2024 and 28 March 2025, respectively.

Non-controlling interests (Note 29)

Non-controlling interests as at 30 June 2025 amounted to EUR 0.2 million.

Financial Liabilities (current and non-current) (Note 30)

Preliminary Remarks

With regard to the Senior Debt, it should be noted that the Company is currently engaged in a process to renegotiate the loan agreement, which includes a revision of the debt amortization schedule and a new set of financial covenants. Negotiations with the lending institutions, which began in 2024, continued throughout the first half of 2025 and are still ongoing as at the date of this Half-Year Report. For further details on this process and the assessments made by the Directors, please refer to paragraph 5.6 *Assessment of Going Concern*.

Current financial liabilities

Current financial liabilities	**30 June 2025**	**31 December 2024**
(EUR 000)		
Convertible bond	500	-
Payables to banks and other lenders	57,919	64,472
Leasing debts	2,487	4,643
Total	**60,906**	**69,116**

Bank borrowings and other financial payables – current portion

The item *Bank borrowings*, amounting to approximately EUR 57.9 million, primarily includes the following components:

- The amount of the Senior Loan, totalling EUR 46.3 million including interest;
- The loan from Banca Intesa Sanpaolo – formerly Cassa di Risparmio dell'Umbria, for EUR 2.9 million including interest;
- Bank payables for EUR 7 million;

- The short-term portion of long-term financial payables relating to the Go Internet Group, amounting to EUR 0.6 million, and to the subsidiary Aetherna for EUR 59 thousand;
- Other financial payables to Shellnet S.A.p.A. of Shellnet GP S.r.l., amounting to EUR 42 thousand; and
- Payables to Sarda Factoring for EUR 1 million

Lease liabilities – current portion

This item amounts to EUR 2.5 million and includes the following:

- The current portion of lease liabilities for network equipment under operating lease agreements, amounting to EUR 0.2 million; and
- The current portion of the lease liability arising from the lease contract for the Sa Illetta headquarters, amounting to EUR 2.3 million.

Non-Current financial liabilities

Non-Current financial liabilities	**30 June 2025**	**31 December 2024**
(EUR 000)		
Convertible bond		
Payables to banks and other lenders	20,605	23,677
Payables for leasing	13,666	11,161
Total	**34,271**	**34,838**

Payables to banks and other lenders

This item, amounting to EUR 20.6 million, includes the following components:

- The non-current portion of financial debt relating to the subsidiaries Aetherna and the Go Internet Group, amounting to EUR 4.3 million;
- The Shareholder Loan granted by Shellnet S.A.p.A. of Shellnet GP S.r.l., subscribed on 8 October 2024, amounting to EUR 16.3 million (including interest).

Payables for Leasing – Non-current Portion

This item includes the non-current portion of lease liabilities amounting to EUR 13.7 million. Specifically, this figure includes the long-term component of the lease liability for the Sa Illetta headquarters (EUR 3.5 million) and the long-term portion of liabilities from other lease agreements on certain network equipment (EUR 10.1 million), of which EUR 2 million is payable to Shellnet S.A.p.A. of Shellnet GP S.r.l.

Net Financial Indebtedness

The Group’s net financial debt is presented in the following table:

Net Financial Position		**30 June 2025**	**31 December 2024**
(EUR 000)			
A. Cash and bank deposits		6,736	6,727
B. Cash equivalents			
C. Securities held for trading		3	3
D. Cash and cash equivalents (A) + (B) + (C)		***6,739***	***6,730***
E. Current financial debt	(1)	***10,999***	***13,030***
F. Current portion of non-current financial debt		***49,907***	***49,907***
G. Current financial indebtedness (E + F)		***60,906***	***62,937***
	(2)		
H. Net current financial indebtedness *(G - D)*		**54,167**	**56,207**
	(3)		
I. Non-current financial debt		34,272	36,220
J. Debt instruments		-	-
K. Trade and other non-current payables		10,961	17,677
L. Non-current financial indebtedness *(I +J +K)*		**45,232**	**53,897**
M. Net financial indebtedness *(H + L)*		**99,399**	**110,104**

The above statement has been prepared in accordance with CONSOB Warning Notice No. 5/21 dated 29 April 2021.

It is also noted that the amount of trade payables and payables to other parties overdue by more than 12 months amounts to EUR 5.6 million.

The following table provides a reconciliation between the net financial debt prepared in accordance with the CONSOB communication and the management net financial debt reported in the Management Report.

	30 June 2025	**31 December 2024**
(EUR mln)		
Consolidated net financial debt	**87.5**	**91.5**
Non-current financial receivables	0.9	0.9
Long-term trade payables and installment tax payables	11.0	17.7
Consolidated net financial debt prepared on the basis of Consob communication No. 5/21 dated 29 April 2021	**99.4**	**110.1**

The *gross financial debt (current and non-current)*, as detailed below, amounts to EUR 106.1 million and is mainly composed of the items shown in the following table:

Breakdown of current and non current debt	**30 June 2025**	**Current portion**	**Non-current portion**
(EUR 000)			
Senior debt	49,240	49,240	
Long-term bank debt - Other	4,958	667	4,292
Bonds issued	500	500	
Bank payables	6,981	6,981	
Total Senior debts and other bank payables	**61,679**	**57,388**	**4,292**
Payables to leasing companies	16,153	2,487	13,666
Other financial payables (incl factoring)	17,345	1,031	16,314
Trade payables and other non-current payables	10,961	-	10,961
Total payables to leasing companies and other financial payables	**44,459**	**3,518**	**40,941**
Total indebtedness	**106,138**	**60,906**	**45,232**

The main items reported in the above table are as follows:

- Senior Loan for EUR 46.3 million;
- Intesa Sanpaolo loan (formerly Cassa di Risparmio dell'Umbria) for EUR 2.9 million;
- Current portion of the Nice & Green Mandatory Convertible Bond Loan (POC 2023) for EUR 0.5 million. This amount corresponds to 5 bonds issued that had not yet been converted into equity as of 30 June 2025;
- Financial debt of investee companies for EUR 4.9 million, of which EUR 0.2 million attributable to Aetherna S.r.l. and EUR 4.7 million to the Go Internet Group;
- Bank borrowings for EUR 7 million;
- Payables to Sarda Factoring for EUR 1 million;
- Lease liabilities for EUR 16.1 million. This amount includes the lease of the Sa Illetta headquarters for EUR 5.8 million. The remaining EUR 10.3 million includes property leases, company car leases, and other leases relating to sites and network equipment. This item includes lease liabilities of the Go Internet Group for EUR 0.7 million;

- Other financial payables to Shellnet S.A.p.A. di Shellnet GP S.r.l. related to the purchase of devices (CPE) for the provision of FWA service, for EUR 41 thousand;
- Shareholder loan payables for EUR 16.3 million; and
- The non-current portion of trade payables and instalment tax liabilities for EUR 11 million.

The following table sets out the monetary and non-monetary changes in financial liabilities that occurred in the first half of 2025:

Cash and no cash variations of Financial liabilities	**31 December 2024**	**Cash movements (repayments / new debt)**	**Interest accrued and other bank charges**	**AUCAP**	**Change in the scope of consolidation**	**Put option termination_3P Italia e Aetherna**	**30 June 2025**
(EUR 000)							
Senior debt	54,237	(6,247)	1,250				49,240
Long-term bank debt - Other	4,985	91	129		(247)		4,958
Bond Loan	1,000	5,253	248	(6,000)			500
Bank Loans	8,495	(2,357)	843				6,981
Payables to Sarda Factoring	990						990
Leasing	15,804	(230)	579				16,153
Shareholder Loan - Tessellis	15,421		893				16,314
Other finance liabilities vs Shellnet (CPE Econocom)	41						41
Put Option 3P Italia & Aetherna	3,979					(3.979)	
Trade payables and other non-current payables	11,942	(982)					10,961
Financial liabilities	**116,895**	**(4,471)**	**3,941**	**(6,000)**	**(247)**	**(3.979)**	**106,138**

Events of Default under existing Loan Agreements

The agreement governing the Senior Loan includes, as is customary in structured finance contracts, certain events of default triggered upon the occurrence of specific circumstances, including: *(i)* failure to meet payment obligations; *(ii)* breach of covenants under the loan agreement; *(iii)* breach of financial covenants; *(iv)* misrepresentations; *(v)* failure to execute or breach of guarantee-related documents; *(vi)* significant cross-default events; *(vii)* material warnings or qualifications issued by the Independent Auditors; *(viii)* insolvency, liquidation, or dissolution of key Group companies; *(ix)* commencement of insolvency or bankruptcy proceedings; *(x)* enforcement actions of material significance against the Group; *(xi)* loss of significant legal disputes; *(xii)* cessation of key business activities by Group companies; and *(xiii)* occurrence of any event that has a materially adverse effect on the Group's business.

The following table provides a summary of the main features of the loan agreement outstanding as at 30 June 2025 (nominal values as at that date):

Euro/ mln

Loan	Amount	Due date	Senior Lenders	Contractor	Guarantors
Tranche B	5.9	31-mar-26	ACO SPV. S.r.L	Tiscali Italia S.p.A.	Tiscali S.p.A Tiscali International BV Tiscali Financial Services SA

Loan	Amount	Due date	Senior Lenders	Contractor	Guarantors
Tranche B	41.1	31-mar-25	Intesa San Paolo S.p.A.	Tiscali Italia S.p.A.	Tiscali S.p.A Tiscali International BV Tiscali Financial Services SA

Note: The table above includes nominal values. The total amount of the Senior Loan, accounted for at amortized cost, is EUR 46.3 million.

As previously mentioned, the loan agreement includes among its events of default the requirement to comply with certain financial covenants.

Covenants

As at 30 June 2025, the Company was not compliant with the contractual financial covenants. As noted in the introduction to this section, the Company is currently engaged in a process to renegotiate the existing Senior Loan agreement. The approval process for the new financing agreement – including revised covenants – is expected to be finalized reasonably close to the final repayment date of the current Senior Loan, which is scheduled for the end of March 2026. For further details on the actions taken by the Directors during the first half of 2025 and their assessments in this regard, please refer to paragraph *5.6 Assessment of Going Concern*.

Leases

The following table shows the present-value of the minimum lease payments due under the leases:

(EUR 000)	**Minimum lease payments**		**Present value of minimum lease payments**	
	30 June 2025	**31 December 2024**	**30 June 2025**	**31 December 2024**
Not longer than 1 year	5,088	5,380	2,487	4,643
Longer than 1 year and not longer than 5 years	10,622	9,897	11,379	8,693

Longer than 5 years	2,646	2,887	2,287	2,469
Total	**18,356**	**18,163**	**16,153**	**15,804**
Less future finance charges (-)	2,204	2,359	-	-
Present value of minimum lease payments	**16,153**	**15,804**	**16,153**	**15,804**
Included in the financial statements as:				
Current borrowings	-		2,487	4,643
Non-current borrowings	-		13,666	11,161
	-	**-**	**16,153**	**15,804**

Other non-current liabilities (Note 31)

Other non-current liabilities	**30 June 2025**	**31 December 2024**
(EUR 000)		
Trade payables	5,105	7,841
Other payables	6,325	4,596
Total	**11,430**	**12,437**

The item *Trade payables* refers to the non-current portion of trade payables. These payables are recognized at amortized cost.

The item *Other non-current liabilities*, amounting to EUR 6.3 million, mainly includes:

- EUR 5.8 million in tax liabilities for long-term payment notices to be settled;
- EUR 0.3 million in security deposits from customers;
- EUR 0.2 million payable to the company Janna S.c.p.a. (which manages a fiber-optic submarine cable between Sardinia and the mainland and between Sardinia and Sicily).

Employee severance indemnities (Note 32)

The following table shows the movements during the period:

(EUR 000)	**31 December 2024**	**Provisions**	**Utilizations**	**Disbursements to the funds (*)**	**Reclassification to HFS**	**30 June 2025**
Severance indemnity provision	8,062	1,199	(394)	(985)	(33)	7,850
Total	**8,062**	**1,199**	**(394)**	**(985)**	**(33)**	**7,850**

(*) This refers to the contributions made to treasury funds and other supplementary pension funds.

The *employee severance indemnity provision*, which includes accrued indemnities mainly in favor of employees, relates to the Parent Company and subsidiaries operating in Italy, and amounts to EUR 7.8 million as at 30 June 2025.

Provisions for risks and charges (Note 33)

	31 December 2024	Provisions	Utilisations	Releases	30 June 2025
Fund for network infrastructure restructuring charges	317			-	317
Client Supplementary Allowance Fund	465		-	-	465
Provision for employee disputes	158	40	(35)	(48)	114
Other provisions for risks and charges	2,171		(4)	-	2,167
Tax audit risk fund (PPA)	3,925		-	-	3,925
Total	**7,034**	**40**	**(39)**	**(48)**	**6,987**

As at 30 June 2025, the *Provision for risks and charges* amounts to EUR 7 million and mainly includes the following items:

- EUR 3.9 million relating to the net provision for the tax audit fund;
- EUR 0.3 million for provisions to cover expenses related to the rationalization of the network infrastructure;
- EUR 0.5 million for provisions related to agents' supplementary indemnities;
- EUR 0.1 million relating to provisions for legal disputes with personnel;
- EUR 2.2 million for other provisions for risks and charges.

Monetary utilizations during the period, amounting to EUR 41 thousand, mainly relate to employee dispute settlements. *Releases* amounted to EUR 46 thousand, while *New provisions to the employee litigation risk fund* totaled EUR 40 thousand.

For updates on ongoing disputes, please refer to the following note *Litigation, Contingent Liabilities and Commitments*, which outlines the current status of proceedings for which the provision is deemed to represent the best estimate of the Group's liability based on the information available.

Deferred tax liabilities (Note 34)

Deferred tax liabilities	30 June 2025	31 December 2024
(EUR 000)		

Deferred tax liabilities	13,046	14,417
Total	**13,046**	**14,417**

Deferred tax liabilities refer to the deferred taxes recognized in connection with the Purchase Price Allocation (PPA) process carried out as part of the merger with the Linkem retail business unit, which took place on 1 August 2022.

Trade payables (Note 35)

Trade payables	**30 June 2025**	**31 December 2024**
(EUR 000)		
Trade payables	105,948	117,925
Total	**105,948**	**117,925**

Trade payables refer to commercial liabilities related to the supply of voice and data traffic, materials and technologies, and services, as well as supplies linked to multi-year investments.

As at 30 June 2025, net overdue trade payables (net of agreed payment plans with suppliers, receivables and disputed items with the same suppliers) amount to EUR 17.6 million, compared to EUR 15.6 million as at 31 December 2024.

Tax payables (Note 36)

Tax payables	**30 June 2025**	**31 December 2024**
EUR 000		
Tax payables	227	290
Total	**227**	**290**

The item *Tax payables* amounts to EUR 0.2 million.

Other current liabilities (Note 37)

Other current liabilities	**30 June 2025**	**31 December 2024**
(EUR 000)		
Accrued expenses	2,254	1,291
Deferred income	14,595	16,030
Other payables	21,937	21,073

Total	**38,786**	**38,394**

Accrued expenses mainly refer to personnel-related costs.

Deferred income, amounting to EUR 14.6 million, mainly relates to:

- Deferred revenues from the activation of fixed and fixed wireless broadband and voice services, for the portion not pertaining to the period, totalling EUR 13.3 million;
- Deferred revenues from the sale of transmission capacity (IRU), pertaining to future financial years, for approximately EUR 1.2 million.

The item *Other payables*, amounting to EUR 21.9 million, mainly includes:

- Payables to the tax authorities, social security institutions and public entities for EUR 16.7 million;
- Payables to personnel for wages and salaries for EUR 2.6 million;
- Payables to the Board of Directors of Tessellis S.p.A. and to Group Directors for fees due, totalling EUR 0.2 million; and
- Other short-term payables for EUR 2.5 million.

5.11 Additional Information

Stock Options

As at 30 June 2025, there are no active stock option plans in place.

Litigation, contingent liabilities and commitments

Tax proceedings

Audit by the Cagliari Guardia di Finanza (Tax Police) for financial years 2021 and 2022

Following the audit carried out by the Cagliari branch of the Guardia di Finanza on the 2021 and 2022 financial years, findings were raised regarding the eligibility of certain tax credits, which the Company promptly regularized through voluntary repayments. The Guardia di Finanza also raised issues concerning the potential incorrect deduction of depreciation charges for tangible and intangible assets. According to the Company's advisors, the most material part of this finding is challengeable, also in light of established case law. The remaining findings do not give rise to any taxable base and, therefore, no provision has been made in the risk provision fund.

Invitalia GID Fund

By judgment no. 6317/2025 REG.PROV.COLL. Case No. 01966/2023 REG.RIC. issued in July 2025, the Italian Council of State upheld the appeal lodged by Tiscali Italia S.p.A. against the decision by Invitalia to reject the Company's application for admission to the *Fondo Grandi Imprese in Difficoltà* (Fund for Large Enterprises in Difficulty, or GID Fund), aimed at obtaining a subsidized loan of EUR 30 million. In August 2025, the agency confirmed to the Company that it had duly initiated the procedure to execute the ruling, which had been promptly notified by the Company.

Fair Value

In order to provide the classification of financial instruments at fair value as required by IFRS 13 – based on the quality of the input sources used in the valuation – the Fair Value measurements of the Group's financial instruments have been classified according to the three levels of the fair value hierarchy set out in IFRS 7. Specifically, the fair value hierarchy comprises the following levels:

- Level 1: corresponds to quoted prices in active markets;
- Level 2: corresponds to prices determined using inputs that are observable in the market; and
- Level 3: corresponds to prices determined using inputs other than observable market data.

It should be noted that as at 30 June 2025, there are no financial instruments measured at fair value based on the above criteria.

Segment Information

Segment information is presented based on the following business segments:

- Access (B2C and B2B connectivity);
- Corporate.

The "Corporate" segment includes the holding company Tessellis S.p.A., minor Italian subsidiaries, dormant foreign companies, and consolidation eliminations and adjustments.

The following tables present the income results and the statement of financial position by business segment for the first half of 2025, compared with the income figures and balance sheet balances as at 30 June 2025 and 31 December 2024, respectively:

1st semester 2025 (EUR 000)	**Access**	**Corporate**	**Total**
Revenues			
From third parties	100,643	9	**100,652**
Infra-group	848	(848)	-
Total revenues	**101,490**	**(839)**	**100,652**
Operating result	**(15,145)**	**6.702**	**(21,847)**
Earnings from equity-accounted investees			(103)
Financial income			3
Financial charges			4,233
Pre-tax results			**(26,180)**
Income taxes			-
Net result from operating activities (on-going)			**(26,180)**
Net result			**(26,180)**

1st semester 2024 (EUR 000)	**Access**	**Corporate**	**Total**
Revenues			
From third parties	109,003	9	**109,012**
Infra-group	956	(956)	-
Total revenues	**109,959**	**(947)**	**109,012**
Operating result	**(19,720)**	**1,290**	**(21,010)**
Earnings from equity-accounted investees			(451)
Financial income			6
Financial charges			4,611
Pre-tax results			**(26,066)**
Income taxes			13
Net result from operating activities (on-going)			**(26,079)**
Net result			**(26,079)**

30 June 2025 (EUR 000)	**Access**	**Corporate**	**Total**

Assets			
Segment assets	204,926	51,997	256,923
Equity investments carried at equity	5,694	-	5,694
Equity investments in other companies	-	-	-
Goodwill	-	-	-
Assets held for sale	-	-	-
Total consolidated assets	**210,620**	**51,997**	**262,617**
Liabilities			
Segments liabilities	248,208	31,245	279,453
Liabilities held for sale	-	-	-
Total consolidated liabilities	**248,208**	**31,245**	**279,453**

31 December 2024	**Access**	**Corporate**	**Total**
(EUR 000)			
Assets			
Segment assets	228,307	56,764	**285,071**
Equity investments carried at equity	5,662		**5,662**
Equity investments in other companies			**-**
Goodwill			
Assets held for sale			
Total consolidated assets	**233,969**	**56,764**	**290,733**
Liabilities			
Segments liabilities	272,549	30,961	**303,510**
Liabilities held for sale			
Total consolidated liabilities	**272,549**	**30,961**	**303,510**

Non-recurring Transactions

Pursuant to CONSOB Resolution No. 15519 of 27 July 2006, it is noted that no non-recurring transactions were recorded between 1 January 2025 and 30 June 2025.

For the purposes of the disclosure required by CONSOB Resolution No. 15519 of 27 July 2006, “non-recurring” transactions are defined as those that do not fall within the ordinary course of business of the Group, even if such transactions occurred in previous years or may occur in future years.

No non-recurring transactions were identified during the first half of 2025.

Atypical and/or unusual transactions

Pursuant to CONSOB Communication of 28 July 2006, it is confirmed that the Company did not carry out any atypical and/or unusual transactions during the first half of 2025, as defined by the Communication itself.

Related Party Transactions

Procedure

The document outlining the procedure governing related party transactions is available at the following web address: www.tessellis.it/procedure.

Transactions with Non-Consolidated Group Companies

The Group does not maintain any significant relationships with non-consolidated companies.

Transactions with Other Related Parties

During the period, the Tessellis Group engaged in certain transactions with related parties under terms considered to be in line with market conditions in their respective sectors, considering the nature of the goods and services provided.

The table below provides a summary of the economic and financial values recorded in the consolidated financial statements of the Tessellis Group as at 30 June 2025:

Income Statement *(EUR 000)*	*Notes*	**Tessellis Group, 30 June 2025**	**Tessellis Group, 30 June 2024**
Shellnet S.A.p.A. di Shellnet GP S.r.l.	1	4,957	(29,155)
Project Group S.r.l.	2	(250)	(564)
Connecting Project	3	1,456	(331)
Transactions related to Mr. Soru		-	(7)
Board of Directors and Key Executives		(1,009)	(1,826)
Total Income and Charges		**5,155**	**(31,882)**
TOTAL		**5,155**	**(31,882)**

Balance Sheet *(EUR 000)*	*Notes*	**Tessellis Group, 30 June 2025**	**Tessellis Group, 30 June 2023**

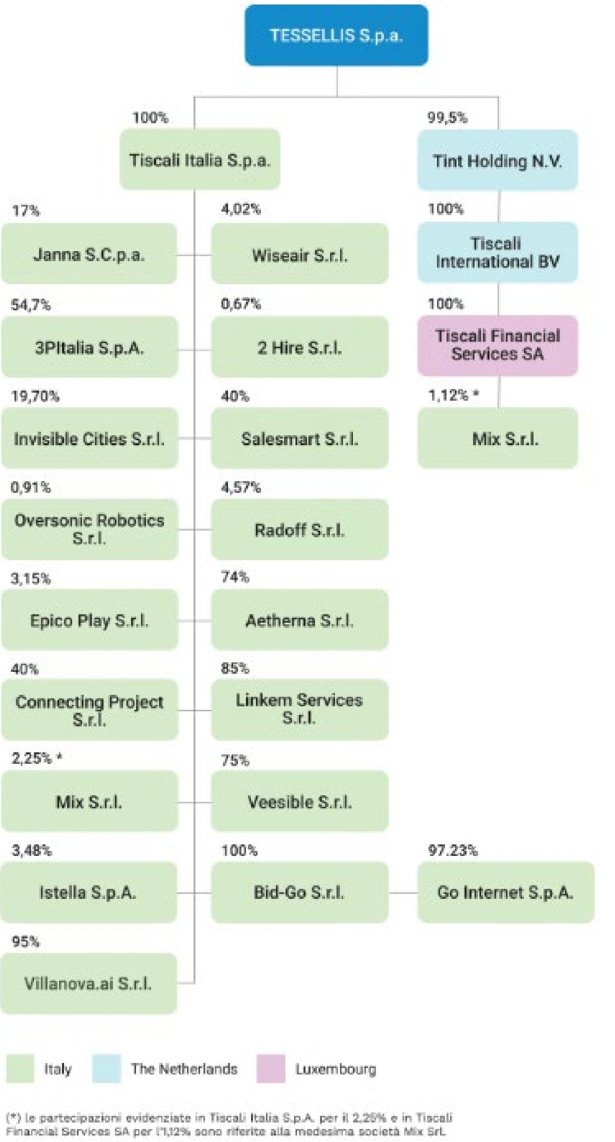
Shellnet S.A.p.A. di Shellnet GP S.r.l.	1	(53,809)	(58,677)
Project Group S.r.l.	2	(556)	(815)
Connecting Project	3	2,426	(478)
Transactions related to Mr. Soru		-	-
Board of Directors and Key Executives		(283)	(263)
CC&Soci		-	(475)
Total Creditors (Suppliers) of Materials and Services		**(52,221)**	**(60,708)**
Total		**(52,221)**	**(60,708)**

(1) Shellnet S.A.p.A. of Shellnet GP S.r.l. (formerly Opnet S.p.A., following a change in corporate name in September 2025): majority shareholder of Tessellis S.p.A. following the merger by incorporation of Linkem Retail S.r.l. into Tessellis S.p.A. (and the concurrent contribution of the Linkem Retail business unit into Tiscali Italia S.p.A.), completed on 1 August 2022. As at 30 June 2025, Shellnet S.p.A. holds a 54.75% stake in Tessellis S.p.A. The related party transactions concern: (i) the provision of FWA connectivity services, which ended in late July 2024; (ii) financial payables of Tessellis S.p.A. relating to an interest-bearing shareholder loan; and (iii) financial payables owed by subsidiaries Go Internet and Bid-Go. In addition, in May 2025, Tiscali Italia S.p.A. sold to shareholder Shellnet the first tranche of a set of IPv4 addresses (with concurrent operating lease) for a total consideration of approximately EUR 5.7 million (plus VAT). At consolidated level, this revenue was eliminated and therefore does not appear in the financial statement columns relating to related parties. For further details on this transaction and its accounting treatment, please refer to paragraph "4.4 Key activities carried out and results achieved in the first half of 2025";

(2) Project Group Italy S.r.l.: company significantly owned by shareholder Shellnet S.p.A. The transaction relates to CPE installation services for activating consumer and business customers using FWA technology. The stake in Project Group S.r.l. was sold on 30 June 2025;

(3) Connecting Project S.r.l.: company 40%-owned by Tiscali Italia S.p.A., in which the CEO of the Tessellis Group, Fabio Bartoloni, serves as a board member. The transaction refers to IT maintenance and support services provided by Connecting Project S.r.l. to Tiscali Italia S.p.A. The stake in Connecting Project S.r.l. was sold on 24 July 2025.

Structure of the Tessellis Group as at 30 June 2025



Notes

It should be noted that Go Internet Spa owns 100% of X Stream S.r.l. as at 30 June 2025.

List of Company Offices:

Consolidated Companies	**Address**	
Tessellis S.p.A.	Località Sa Illetta SS195 km 2300	Cagliari (CA)
Tiscali Italia S.p.A.	Località Sa Illetta SS195 km 2300	Cagliari (CA)
Tiscali Italia S.p.A.	Strada Provinciale Bari Modugno, 1	Bari (BA)
Tiscali Italia S.p.A.	Via del Tratturello Tarantino, 6	Taranto (TA)
Tiscali Italia S.p.A.	Viale Città d'Europa, 681	Roma (RM)

Veesible S.r.l.	Località Sa Illetta SS195 km 2300	Cagliari (CA)
Linkem Services S.r.l.	Viale Città d'Europa, 681	Roma (RM)
3P Italia S.r.l.	Via Comina 39	Seregno (MB)
Aetherna S.r.l.	Corso Cavour 2	Lomazzo (CO)
Bid-Go S.r.l.	Località Sa Illetta SS195 km 2300	Cagliari (CA)
Go Internet S.p.A.	Via F. Casorati, 5	Reggio Emilia (RE)
Villanova.ai	Località Sa Illetta SS195 km 2300	Cagliari (CA)

Cagliari, 10 October 2025

The Chief Executive Officer

Fabio Bartoloni

Fabio Bartoloni

The Executive Responsible for Preparing the Company's Financial Reports

Andrea Bernassola

Andrea Bernassola

Certification of the Consolidated Financial Statements as at 30 June 2025 pursuant to Article 81-ter of CONSOB Regulation No. 11971 of 14 May 1999, as subsequently amended and supplemented

The undersigned, Fabio Bartoloni, in his capacity as Chief Executive Officer, and Andrea Bernassola, in his capacity as Executive Responsible for Preparing the Company's Financial Reports of Tessellis S.p.A., certify, also considering the provisions of Article 154-bis, paragraphs 3 and 4, of Legislative Decree No. 58 of 24 February 1998, that:

- The administrative and accounting procedures adopted for the preparation of the consolidated financial statements are adequate in relation to the characteristics of the company; and
- The aforementioned procedures were effectively applied during the first half of 2025 for the preparation of the consolidated financial statements.

Tessellis S.p.A. has adopted as its reference framework for the design and assessment of its internal control system – particularly with regard to internal controls over financial reporting – the *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), which represents a generally accepted set of principles for internal control systems at international level.

We further certify that the Consolidated Half-Year Financial Statements as at 30 June 2025:

- Have been prepared in accordance with the International Financial Reporting Standards as adopted by the European Union, as well as with the applicable legislative and regulatory provisions in force in Italy;
- Are consistent with the underlying accounting books and records; and
- Provide a true and fair view of the financial position, results of operations and cash flows of the issuer and of the group of companies included in the consolidation.

Lastly, we certify that the Half-Year Management Report includes a reliable analysis of the significant events that occurred during the period and their impact on the Consolidated Financial Statements, together with a description of the main risks and uncertainties to which the Group is exposed.

Cagliari, 10 October 2025

The Chief Executive Officer

Fabio Bartoloni

Fabio Bartoloni

The Executive Responsible for Preparing the Company's Financial Report

Andrea Bernassola

Andrea Bernassola

Shared access	Technique of disaggregated access to the local network in which the former monopoly operator leases part of the copper pair's frequency spectrum to other operators: within this leased portion, the operator may provide broadband services, while the former monopoly operator continues to provide telephony services on the unleased portion.
ADSL	ADSL (Asymmetric Digital Subscriber Line), an asymmetric DSL technology (higher download speed than upload) that enables high-speed internet access.
ADSL2+	An enhanced version of ADSL that doubles the download bit rate. Bandwidth can reach up to 24 Mbps downstream and 1.5 Mbps upstream, depending on the distance between the DSLAM and the user's premises.
Uncovered Areas	Also referred to as "indirect access areas", these are geographic areas not directly served by Tessellis' proprietary network (see also Bitstream and Wholesale).
ARPU	The average revenue from fixed and mobile telephony services per user, calculated over a certain period and divided by the average number of Tessellis Group clients or active users (for other operators) in that same period.
Bitstream	Bitstream access: a service whereby the operator of the public fixed telephone network provides the transmission capacity between an end-user's location and the point of presence of an operator or ISP offering broadband access to the end-user.
Broadband	A data transmission system where multiple data streams are sent simultaneously, increasing effective transmission speed, with a data flow equal to or greater than 1.5 Mbps.
Broadcast	Simultaneous transmission of information to all nodes on a network.
Unique Browser	The number of different browsers that access a website one or more times over a specified time period.

Access Fee	The amount charged by national operators for each minute their network is used by another operator. Also referred to as 'interconnection fee'.
Capex	Capex (Capital Expenditure), the outflows generated by investments in the operational structure.
Carrier	A company that physically provides the telecommunications network.
Co-location	Designated spaces within the incumbent's telephone exchanges where Tiscali installs its own network equipment.
CPS	CPS (Carrier Pre Selection), a system that allows the automatic routing of calls through a selected operator's network, without the user having to enter any prefix codes.
CS	CS (Carrier Selection), a system allowing users to select a long-distance operator by dialing a specific code, regardless of the operator providing their basic network access.
Business Customers	SoHo (Small Office/Home Office), small, medium, and large enterprises.
Consumer Customers	Customers subscribing to the residential offer.
Dial Up	Narrowband internet connection via a standard telephone call, typically subject to time-based billing.
Digital	A method of representing a physical variable using only the digits 0 and 1. Transmitted in binary form, digital networks (which are replacing analog ones) offer greater capacity and flexibility by using computer technology for call transmission and processing. They also allow for lower noise interference and can include encryption to prevent external tampering.
Double Play	A bundled offer including internet access and fixed telephony.
DSL Network	DSL Network (Digital Subscriber Line Network), a network built on existing telephone lines using DSL technology, which, through advanced modulation, enables data transmission over copper wires connecting a telephone exchange to a home or office.

DSLAM	DSLAM (Digital Subscriber Line Access Multiplexer), a multiplexing device used in DSL technology that allows high-capacity data transmission over telephone lines by creating continuous data streams between two points on the network.
Optic Fiber	Thin strands of glass, silicon, or plastic forming the basis of a data transmission infrastructure. A fiber cable contains multiple individual fibers, each capable of carrying signals (light pulses) over virtually unlimited bandwidth. Typically used for long-distance transmission and heavy data loads, fiber optics ensure signal integrity against potential disturbances. Their capacity far exceeds that of traditional cables or copper wire.
Giga Ethernet	Term used to describe various technologies implementing Ethernet network speeds up to 1 gigabit per second.
Home Network	A local network comprising various terminals, devices, systems, and user networks, including all equipment installed at the user's premises, as well as related applications and services.
Hosting	A service that allocates website pages on a web server, making them accessible via the internet.
Incumbent	The former monopoly operator still active in the telecommunications sector.
IP	IP (Internet Protocol), an inter-networking protocol designed to interconnect heterogeneous networks in terms of technology, performance, and management.
IPTV	IPTV (Internet Protocol Television), a technology that uses IP transport infrastructure to deliver digital television content over an internet connection.
IRUs	IRUs (Indefeasible Right of Use), long-term agreements granting the beneficiary the right to use the optical fiber network of the granting party for a set period.

ISDN	ISDN (Integrated Services Digital Network), a narrowband telecommunications protocol capable of transporting various types of digital information (voice, data, text, images) over a single transmission line.
ISP	Internet Service Provider (ISP), a company providing internet access to individuals or organizations.
Leased lines	Transmission capacity made available through lease contracts.
LTE-TDD	LTE-TDD (Long Term Evolution – Time Division Duplex), a mobile data transmission technology aligned with 4G standards, using a single frequency alternately for upload and download, with dynamic ratio adaptation based on data traffic.
MAN	MAN (Metropolitan Area Network), a fiber optic network extending within metropolitan areas, connecting the core network to the access network.
Mbps	Mbps (Megabits per second), a unit of measurement for data transmission speed over a digital network.
Modem	Short for modulator/demodulator. A device that modulates digital data for transmission over analog channels, typically telephone lines.
MNO	MNO (Mobile Network Operator), a telecom operator owning a mobile network and offering wholesale services to MVNOs (Mobile Virtual Network Operators).
MPF	MPF (Metallic Path Facility), a pair of unshielded twisted copper wires connecting the main distribution frame in the operator's central office to the end user's premises. Connections can be "Full" (supporting both data and voice) or "Shared" (supporting only data services, with voice provided by the incumbent operator).
MSAN	MSAN (Multi-Service Access Node), a platform enabling IP-based delivery of both traditional and advanced services, supporting multiple access technologies (e.g., POTS, ADSL2+, SHDSL, VDSL, VDSL2) over copper or fiber.

MVNO	MVNO (Mobile Virtual Network Operator), an entity that provides mobile telecom services using its own switching infrastructure, SIM cards, customer management systems, and mobile network code (MNC), but without owning spectrum licenses. It accesses the mobile network via agreements with licensed MNOs.
Narrowband	Data connection mode (e.g., to the internet) established via a standard telephone call, where the entire bandwidth of the transmission medium is used as a single channel. A narrowband connection limits the amount of data that can be transmitted per time unit due to frequency and distance constraints. An example is a 56 Kbps dial-up modem connection.
OLO	OLO (Other Licensed Operators), operators other than the incumbent that provide telecommunications services within the national market.
OpEx	OpEx (Operating Expenses), direct and indirect costs recorded in the income statement.
Pay-Per-View	A system where viewers pay to watch a single program (such as a sporting event, movie, or concert) at the time of its broadcast or transmission.
Pay TV	Subscription-based television channels. To access Pay TV or Pay-Per-View content, a set-top box and a conditional access system are required.
Platform	The complete set of inputs, including hardware, software, operating equipment, and procedures, used to produce (production platform) or manage (management platform) a particular service (service platform).
POPs	POP (Point of Presence), a site where telecommunications equipment is installed, constituting a network node.
Portal	A website that serves as an entry point or gateway to a large group of internet or intranet resources.

Router	A hardware or sometimes software device that determines the next network point to which a data packet should be forwarded, routing it toward its final destination.
Service Provider	An entity offering users and content providers a range of services, including proprietary or third-party service centers.
Server	A computing device that provides services to other devices (typically called clients) over a network.
STB	Set-top-box (STB), a device installed at the end user's premises capable of handling and delivering data, voice, and television connections.
Syndication	The wholesale resale of radio or TV content by a media company that owns the rights and typically also the delivery platform.
SoHo	SoHo (Small office/Home office), small businesses or professional studios, usually operating from a home or small office setting.
SHDSL	SHDSL (Single-pair High-speed Digital Subscriber Line), a high-speed symmetrical DSL technology that supports direct ULL interconnection and enables balanced data transmission (upload and download) over copper lines.
Single Play	A service offering only broadband data access, without voice or IPTV components. It can be delivered via LLU, Wholesale, or Bitstream platforms.
Single Play Voice	A service offering only voice access, without broadband or IPTV components. It can be delivered using VoIP or CPS technologies.
SMPF	SMPF (Shared Metallic Path Facilities), synonym of Shared Access (see Shared Access).
Triple Play	A bundled offer including fixed and/or mobile telephony, internet, and/or television services from a single operator.

ULL	ULL (Unbundling of the Local Loop), unbundled access to the local loop, allowing operators to use the physical infrastructure built by another operator to offer their own services by paying a fee to the infrastructure owner.
VAS	VAS (Value-Added Services), services offering enhanced functionality beyond the basic transmission features of a telecommunications network. They include voice communications, direct digital point-to-point services, packet switching, broadband TV transmission, supplementary services (e.g., call waiting, call forwarding, caller ID), and specialized services like email, fax, videotext, and value-added voice services (e.g., toll-free numbers, premium numbers).
VISP	VISP (Virtual Internet Service Provider), also known as a Wholesale ISP, it refers to the resale of internet services purchased wholesale from an ISP that owns the network infrastructure.
VoIP	VoIP (Voice over Internet Protocol), a digital technology enabling voice packet transmission over IP networks such as the internet, intranet, or VPN, following ITU standard H.323 for voice, data, and video communications.
VPN	VPN (Virtual Private Network), a private virtual network built over the internet or intranet, using encryption and tunneling to secure data transfers between workstations and servers.
VULL	Virtual Unbundling of the Local Loop (VULL), a temporary access method replicating ULL conditions despite the absence of physical infrastructure. It is generally replaced by ULL once infrastructure becomes available.
xDSL	xDSL (Digital Subscriber Lines), a family of technologies that use a modem and existing copper phone lines to provide high-speed digital data transfer. Includes ADSL, ADSL2, SHDSL, and more.
WI-FI	A wireless high-speed internet connection service.

Wi-Max	Wi-Max (Worldwide Interoperability for Microwave Access), a wireless broadband technology developed by the WiMAX Forum consortium to ensure interoperability across fixed and mobile access networks based on IEEE 802.16 standards.
Wholesale	Services involving the resale of access or connectivity to third parties.
WLR	WLR (Wholesale Line Rental), the resale of line rental services by an operator who leases the line from the incumbent operator.