

## CONVOCAZIONE OF ORDINARY MEETING

The Ordinary Shareholders' Meeting of **Tessellis S.p.A.** (the Company) is convened for **June 27<sup>th</sup>, 2025, at 12 p.m. (single call)**, at the Company's registered office in Cagliari, Località Sa Illetta SS 195 km 2.3, to deliberate on the following

### AGENDA

#### Appointment of the Board of Directors:

- a. Determination of the number of members of the Board of Directors;
- b. Determination of the term of office of the Board of Directors;
- c. Appointment of the members of the Board of Directors;
- d. Appointment of the Chairman the Board of Directors;
- e. Determination of the compensation of the members of the Board of Directors.

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#### Designated representative

Pursuant to the provisions of Article 106 of Decree Law No. 18 of March 17, 2020, converted with amendments into Law No. 27 of April 24, 2020, as amended and supplemented as last extended by Law No. 15 of 21/02/2025, attendance at the Shareholders' Meeting by those entitled to attend may be exclusively through the representative designated by the Company pursuant to Article 135-undecies of Legislative Decree No. 58/98 (the "Designated Representative"). Accordingly, the Company has appointed Computershare S.p.A. - with offices in Turin, via Nizza 262/73, 10126 - as the Designated Representative. Shareholders wishing to attend the Shareholders' Meeting must therefore give the Designated Representative a proxy with voting instructions, on all or some of the proposed resolutions related to the items on the agenda.

The proxy *pursuant to* Article 135-undecies of Legislative Decree No. 58/98 (TUF) to the Designated Representative is effective only for proposals in relation to which voting instructions are given and is conferred by completing and signing the appropriate form, which is available in a printable version on the Company's website "[tessellis.it/shareholder's meeting/](https://tessellis.it/shareholder's-meeting/)" (the Form).

#### TESSELLIS

Headquarters Location Sa Illetta km 2,300, 09123 Cagliari, Italy | Tel. +39 070 4601 1  
Cap. Soc. 151,500,000 i.v. | P.IVA 02375280928 | R.E.A. 191784 | C.C.I.A. Cagliari | [tessellis.it](https://tessellis.it)

The Form, duly completed and signed, must be submitted according to the instructions on the Form by the second open market day prior to the meeting, thus by June 25, 2025; by the same deadline, the proxy and voting instructions are revocable.

As permitted by the aforementioned Article 106, proxies or sub-proxies may also be conferred on the Designated Representative pursuant to Article 135-*novies* TUF, as an exception to Article 135-*undecies* TUF, with the option to use the same Form as above, which must be received by Computershare in the same manner and within the same terms, which are also valid for revocation. The proxy/sub-proxy so conferred shall have no effect with respect to the proposals for which voting instructions have not been given.

There are no procedures for voting by mail or electronic means.

#### **Participation and representation**

Entitled to attend the Shareholders' Meeting – exclusively through the Appointed Representative, in accordance with the procedures indicated above – are those persons for whom the Company has received the communication from the authorized intermediary certifying, based on the evidence relating to the end of the accounting day of June 18, 2025 (*record date*), ownership of voting rights. Those who turn out to own the shares after the aforementioned date will not have the right to attend and vote at the Shareholders' Meeting.

#### **Participation of eligible parties**

Pursuant to the abovementioned Article 106, the attendance at the Shareholders' Meeting of those entitled to attend (the members of the corporate bodies, the Secretary in charge and the Designated Representative) may take place by means of remote telecommunication in the manner individually communicated to them, in compliance with the applicable regulatory provisions for such occurrence, without the need for the chairman, secretary and notary to be in the same place in any case.

#### **Submission of lists for the nomination of directors**

Pursuant to Article 11 of the Articles of Association, the appointment of the Board of Directors is made based on lists of candidates, which are to be filed at the Company's registered office, including by pec at [ufficiolegale.tiscali@legalmail.it](mailto:ufficiolegale.tiscali@legalmail.it), by June 2, 2025.

Shareholders who, alone or together with others, own a total shareholding representing at least 4.5% (four point five percent) of the share capital with voting rights at the Ordinary Shareholders' Meeting at the time the lists are submitted are entitled to submit lists of

candidates. This shareholding must be shown by the appropriate notices produced by the authorized intermediary, which must be received by the Company, if not available on the day the lists are filed, by June 6, 2025, at the Certified Electronic Mail address [tiscali@pecserviziotitoli.it](mailto:tiscali@pecserviziotitoli.it).

Each list may contain names up to the maximum number of 9 (nine) Directors, listed by a sequential number.

The lists will be made available to the public, on the website [www.tessellis.it](http://www.tessellis.it), as well as in the manner prescribed by the regulations in force, by the Company without delay and in any case at least 21 (twenty-one) days before the date scheduled for the Shareholders' Meeting, i.e. by June 6, 2025.

For the valid submission of lists and related documents, please refer to the provisions contained in Article 11 of the Articles of Association, the instructions on the Company's website [www.tessellis.it](http://www.tessellis.it) (Governance/Shareholder Meetings section), and the Report of the Board of Directors on item 3 on the agenda of the Shareholders' Meeting, available in the appropriate section of the Company's website.

#### **Submission of proposals for deliberation/additions to the work agenda.**

Pursuant to Article 126-bis, paragraph 1 of the TUF, first sentence, shareholders who, even jointly, represent at least one fortieth of the ordinary share capital and who legitimize themselves to the exercise of the right in the forms provided by the applicable regulations, may submit resolution proposals on the items already on the agenda as well as request the integration of the agenda. The request and a report explaining the reasons for it, together with a copy of an identity document of the applicants, must be received within 10 days of the publication of this notice and therefore by May 26, 2025, by pec to the address: [ufficiolegale.tiscali@legalmail.it](mailto:ufficiolegale.tiscali@legalmail.it)

The confirmation of the ownership of the shares by the requesting Shareholders as well as the shareholding required to apply for the supplement must be evidenced by specific notice produced by the depository intermediary, effective on the date of the request itself, addressed to [tiscali@pecserviziotitoli.it](mailto:tiscali@pecserviziotitoli.it).

Shareholders who wish to exercise this right are urged to contact the Company's *Corporate & Legal Affairs* office in advance at [ufficiolegaleitalia@it.tiscali.com](mailto:ufficiolegaleitalia@it.tiscali.com) to work out any necessary operational details.

In connection with the fact that attendance at the Shareholders' Meeting is provided exclusively through the Designated Representative, since the submission of resolution proposals directly at the Shareholders' Meeting is not permitted, those entitled to vote may individually submit resolution and voting proposals on the items on the agenda by the fifteenth day prior to the date of the single call of the Shareholders' Meeting and, therefore, by June 12, 2025, in the same manner as indicated in the preceding paragraph. Such proposals, where relevant, shall be published by June 14, 2025 on the Company's website, in order to enable those entitled to vote to make an informed decision also taking into account such new proposals and to enable the Designated Representative to collect voting instructions, if any, on the same. The applicant will have to provide appropriate documentation proving entitlement to attend the Meeting.

### Questions

Those entitled to vote may ask questions on the items on the agenda even before the meeting by sending pec communication to [ufficiolegale.tiscali@legalmail.it](mailto:ufficiolegale.tiscali@legalmail.it). The question must be accompanied with the applicant's personal data (surname and first name or name in the case of an entity or company, place and date of birth and tax code).

Those who attest to the ownership of the shares as of June 18, 2025 (*record date*) are entitled to a response. For this purpose, a notice effective until that date attesting to the ownership of the shares by the applicant himself, addressed to [tiscali@pecserviziitolitoli.it](mailto:tiscali@pecserviziitolitoli.it), must be produced by the depository intermediary, even after the application. In the event that the shareholder has requested from its depository intermediary the notice of legitimacy to participate in the meeting, it will be sufficient to include in the application the references of such notice that may have been issued by the intermediary or, at least, the name of the intermediary itself.

Applications received by June 18, 2025, after verifying their relevance and the legitimacy of the applicant, will be answered by publication on the company's website by no later than June 23, 2025.

### Additional information

More information on the exercise of shareholders' rights is available at [tessellis.co.uk/shareholder-meeting/](https://tessellis.co.uk/shareholder-meeting/).

The Company will, within the legal deadlines, supplement the notice of the meeting with additional items on the agenda concerning-among other things-the approval of the annual financial statements as of 12/31/2024.

Additional documents submitted to the Assembly will be published by May 28, 2025 (for documents with a publication deadline within 30 days from the date of the Assembly) and June 6, 2025 (for documents with a publication deadline within 21 days from the date of the Assembly).

### **Documents**

The full Meeting Notice and the documents submitted to the Shareholders' Meeting-including the full text of the proposed resolutions and the Explanatory Reports on the items on the agenda – will be made available within the terms of the law and will be posted on the Company's website at [www.tessellis.it/assemblea-azionisti/](http://www.tessellis.it/assemblea-azionisti/), with Shareholders and those entitled to vote having the right to obtain copies, as well as at the SDIR e-market circuit storage mechanism.

An excerpt of this notice will be published in the newspaper ilSole24Ore on May 17, 2025.

### **Share Capital information**

As of the date of publication of this meeting notice, the subscribed and fully paid share capital of Tessellis S.p.A. is 151,500,000 euros, divided into 364,866,829 ordinary shares, with no indication of par value.

Cagliari, May 16, 2025

For the Board of Directors.

David Rota

Chief Executive Officer