

TESSELLIS S.p.A. – Shareholders’ Meeting on June 17th, 2024

Proxy form to confer the proxy/sub delegation to Computershare S.p.A. pursuant art. 135-novies of Italian Legislative Decree no. 58/98

Pursuant to Art. 106 of Law Decree on 17 March 2020 No. 18, converted with amendments by Italian Law No. 27/2020, as subsequently amended and extended, and as stated in the notice of call of **Tessellis S.p.A. Ordinary and Extraordinary Shareholders’ Meeting on June 17th, 2024**, the proxy can be conferred to **Computershare S.p.A.**

Proxy/Sub-Delegation Form

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

*** mandatory information**

The undersigned * Place of birth * Date of birth*

Tax code *

Resident in (town/city) * at (street / address) *

telephone no *, e-mail

(2) entitled to exercise the voting right at **June 6th, 2024 (Record Date)** as: registered share holder - legal representative – attorney/proxy holder with authority to sub-delegate
 pledgee – Taker in - beneficiary interest holder - official receiver– manager – other (specify)

for no* of ordinary shares **Tessellis**

(3) registered in the name ofPlace of birth *

Date of birth * TAX Code/LEI

Resident in (town/city) * at (street / address) *

(4) Registered in the securities account no..... At..... Bank Code (ABI)..... Branch Code (CAB)

(5) as resulting from communication no. Made by (Bank).....

DELEGATES/SUBDELEGATES Computershare S.p.A. to attend and vote to the abovementioned general meeting, with reference to the shares above, in accordance with the instructions provided and

DECLARES that no matter of compatibility or suspension are affecting the vote and he/she is aware that:

- in case of amendment or integration of the proposals presented to the Shareholders' Meeting, or in the absence of the expression of the vote, Computershare S.p.A will express a non-vote
- the proxy/subdelegation will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting, has been received by the Company before the start of the meeting works.

STATES, under his/her own liability, as proxy holder, the compliance to the original document of the copy of the proxy form provided electronically and the identity of the proxy grantor.

DATE Form of identification (6) (type)* Issued by * no. * SIGNATURE

NOTE: It is not possible to grant this proxy form without the voting instructions form to be downloaded from the company’s website www.tessellis.com. Voting instruction form can be requested by phone at no. +39 0110923200 +39 0110923211.

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VOTING INSTRUCTIONS

(For use of Appointed Representative only - tick relevant boxes and send to Computershare S.p.A. as per the instructions for filling in)

The undersigned (7)

DELEGATES the Appointed Representative to vote at the above indicated shareholders’ meeting as follow (8)

RESOLUTIONS TO BE VOTED	VOTING INSTRUCTIONS F (for), C (against), A (abstain)
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ORDINARY PART

0010. (point 1) Financial Statements as of December 31, 2023				
a. Approval of the financial statements documentation				
Section A – vote for resolution proposed by the Board of Directors (9)	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
0020. (point 1) Financial Statements as of December 31, 2023				
b. Allocation of loss the operating loss for the year- deferred to item 6 on the agenda of the Extraordinary Meeting				
Section A – vote for resolution proposed by the Board of Directors (9)	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
0030. (point 2) Report on remuneration policy and compensation paid				
a. Binding resolution on the first section (remuneration policy 2024)				
Section A – vote for resolution proposed by the Board of Directors (9)	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
0040. (point 2) Report on remuneration policy and compensation paid				
b. Non-binding resolution on the second section (compensation 2023)				
Section A – vote for resolution proposed by the Board of Directors (9)	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
0050. (point 3) Appointment of members of the Board of Statutory Auditors and determination of their compensation				
a. Appointment of the Board of Statutory Auditors and its Chairman				
Section A – voting for the only list submitted by the shareholder Opnet.S.p.A.	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
0060. (point 3) Appointment of members of the Board of Statutory Auditors and determination of their compensation				
b. Determination of compensation				
Section A – vote for resolution proposed by the Board of Directors (9)	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">N ...</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	N ...	C	A
N ...	C	A		

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0070. (point 4) Integration of the Board of Directors. Related and consequent resolutions a. Appointment of Nicholas Daraviras as a Director of the Company with a term equal to that of the other members of the administrative body and, therefore, until the date of the Shareholders' Meeting called for the approval of the 2024 financial statements for the fiscal year 2024			
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A

0080. (point 4) Integration of the Board of Directors. Related and consequent resolutions b. Determination of the gross annual compensation for director Nicholas Daraviras in Euro 25,000.00, equal to that of the other directors			
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A

0090. (point 4) Integration of the Board of Directors. Related and consequent resolutions c. Appointment of Davide Rota as Chairman of the Board of Directors and amendment of the shareholders' resolution of May 16, 2022 with the elimination of the Chairman's compensation			
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A

EXTRAORDINARY PART

0100. (point 5) Update of the Articles of Association to reflect recent changes to the Consolidated Finance Act regarding the introduction of the exclusive Designated Representative			
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A

0110. (point 6) Voluntary reduction of share capital without cancellation of shares and without any refund of capital to shareholders. Amendment of Article 5 of the Articles of Incorporation a. Reduction of share capital pursuant to Art. 2446 of the Civil Code for operating losses and losses carried forward in the aggregate not exceeding 1/3 in the amount of 3,978,911.85 euros			
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A

0120. (point 6) Voluntary reduction of share capital without cancellation of shares and without any refund of capital to shareholders. Amendment of Article 5 of the Articles of Incorporation b. Creation of an extraordinary non-distributable reserve of EUR 85,013,818.32 million intended for the future elimination of negative equity reserves, including the Merger Reserve from Linkem Retail Branch, through a reduction of the share capital pursuant to Article 2445 of the Civil Code			
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A

0130. (point 6) Voluntary reduction of share capital without cancellation of shares and without any refund of capital to shareholders. Amendment of Article 5 of the Articles of Incorporation c. Consequent amendment of Article 5 of the bylaws			
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A

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0140. (point 7) Amendments to the regulations of the convertible and converting bond reserved for Nice & Green SA ("POC 2023") and consequent amendments to the term for the increase in share capital to serve the conversion of POC 2023 and the Articles of Association			
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A

Possible Derivative Action

Vote for proposed derivative action pursuant art. 2393, subsection 2, of Italian civil code upon approval of the annual financial statements (<i>If no voting instruction are indicated, the Appointed Representative will vote C – against</i>).	F	C	A
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DATE

SIGNATURE

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Instructions for filling in and submitting the form

1. **The Proxy form** must be notified to the Company (together with a valid ID document and, in case, the documentation providing proof of the signatory power) via the Appointed Representative together with the **Voting Instructions** reserved to him within **June 14, 2024 h. 12 noon**, using one of the following methods:
 - 1) **Registered Email Holders (PEC)**: as an attachment document (PDF format) sent to tiscali@pecserviziotitoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
 - 2) **Digital Signature Holders (FEA)**: as an attachment document with digital signature sent to tiscali@pecserviziotitoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
 - 3) **Common Email address Holders**: as an attachment document (PDF format) sent to tiscali@pecserviziotitoli.it. In this case the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. via Nizza 262/73, 10126 Torino;
 - 4) **Via FAX**: number +39 0110923202.

The use of different email address than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.

2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
8. In accordance to art. 106 DL 17.3.2020 no. 18, the exclusive appointed representative may receive sub-delegations but it is liability of the proxy holder to provide appropriate voting instruction accordingly to the instructions submitted by the original proxy grantor.
9. The resolutions proposed to the shareholders' meeting, which are briefly referred to herein, are reported in the Reports published on the company website www.tessellis.com.
Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Section A.
The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).

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Italian Legislative Decree no. 58/98 (T.U.F)

Article 135-novies

(Representation at the shareholders' meeting)

1. Any person with the right to vote may indicate one representative for each shareholders' meeting, without prejudice to the right to specify one or more replacements.
2. As an exception to paragraph 1, any person with the right to vote may appoint a different representative for each account, used to record financial instrument transactions, valid where the communication envisaged in Article 83-sexies has been issued.
3. As a further exception to paragraph 1, if the person indicated as owner of the shares in the communication envisaged in Article 83-sexies acts alone or through registered trustees on behalf of his or her customers, the person in question may indicate others on whose behalf he/she acts, or one or more third parties indicated by such customers, as their representative.
4. If the proxy form envisages such an option, the proxy may arrange for personal substitution by another person of his or her choice, without prejudice to compliance with Article 135-decies paragraph 3 and to the right of the person represented to indicate one or more substitutes.
5. In place of the original, the representative may deliver or transmit a copy of the proxy, also in electronic format, confirming his or her liability in compliance of the proxy form to the original and the identity of the delegating party. The representative shall retain the original of the proxy form and keep track of any voting instructions received for a period of one year from closure of the shareholders' meetings concerned.
6. The appointment may be made with a document in an electronic format with a digital signature in accordance with article 21, paragraph 2 of Italian Legislative Decree 82 of 7 March 2005. The companies specify in the Articles of Association at least one way of electronic notification of the proxy.
7. Paragraphs 1, 2, 3 and 4 shall also apply to cases of share transfer by proxy.
8. All of the above without prejudice to the provisions of Article 2372 of the Italian Civil Code. As an exception to article 2372, second paragraph of the Italian Civil Code, asset management companies, SICAVs, harmonized management companies and non-EU parties providing collective investment management services may grant representation for more than one shareholders' meeting.

Law-Decree nr. 18 on March 17th, 2020

Art. 106 (Rules relating to the conduct of Company Shareholders' meetings)

- [...] 4. To attend ordinary or extraordinary Shareholders' Meetings, Companies with listed shares can designate the Representative pursuant to article 135-undecies of Italian Legislative Decree nr. 58 on 24 February 1998, even if the Articles of Association decree otherwise. The Companies can also provide in the notice calling the Shareholders' meeting that the Appointed Representative pursuant to article 135-undecies of the Italian Legislative Decree n. 58, on 24 February 1998, will be the only subject entitled to attend the Meeting; to the aforementioned Appointed Representative may also be confer proxies or subdelegations pursuant to article 135-novies of the Italian Legislative Decree n. 58, on 24 February 1998, notwithstanding the provision of art. 135-undecies, paragraph 4, of the same Decree.
5. Paragraph 4 also applies to companies admitted on a multilateral trading system and to Companies with financial instruments widely distributed among the public.

Italian Civil Code

Art. 2393

(Derivative action)

1. A derivative action may be brought against directors pursuant to a resolution approved by shareholders, even if the company is in liquidation.
2. A resolution relating to the responsibility of directors may be put to the vote at a general meeting called for approval of the annual financial statements, even if such resolution is not on the meeting agenda, provided that it relates to matters occurring within the period to which the financial statements relate.
3. A derivative action may also be brought by a resolution of the board of statutory auditors passed by a two-thirds majority of its members.
4. Such action may be brought within five years of the expiry of the director's term of office.
5. The approval of a resolution to bring derivative action shall result in the removal of the director against whom such action is brought provided that votes representing at least one fifth of share capital are in favor. In such an event, shareholders shall provide for the replacement of that director.
6. The company may waive its right to bring derivative action and accept a settlement, subject to the waiver and settlement having been approved by shareholders, and provided that such motion is not opposed by minority shareholders representing at least one fifth of share capital, or, for listed companies, at least one-twentieth of share capital, or such percentage as may be established in the company's by-laws in relation to derivative actions brought by the company pursuant to Article 2393-bis.

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INFORMATION ON PERSONAL DATA PROCESSING

Pursuant to the Regulation (EU) 2016/679 (the "Regulation")

Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, "**Computershare**" or the "**Controller**"), Appointed Representative of the company pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (TUF) and art. 106 DL 17 March 2020 n. 18, as controller of "**Processing**" (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present "Information on Personal Data Processing", in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

Object and methods of processing

The personal data of the shareholder and of his possible representative (hereinafter, the "**Delegating party**"), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter "**Personal Data**") are communicated by the Delegating party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders' meeting on behalf of the Delegating party according his voting instructions

The Controller process the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of "processing" pursuant article 4 of the Regulation – shall be performed by papery or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

Purpose and legal basis of the Processing

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders' meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF and art. 106 DL 17 March 2020 n. 18.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

Recipients, storage and transfer of Personal Data

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders' meeting - to the employees and collaborators of the Controller who are in charge of Processing.

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.

Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting's minutes, updating of shareholders' register and to third parties only if required by the Authorities.

Rights of the Delegating party

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed. The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders' meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address dataprotection@computershare.it.

For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/policy>

Computershare S.p.A.