

## **Resolutions of the Ordinary and Extraordinary Shareholders' Meeting of Tessellis S.p.A. formerly Tiscali S.p.A.**

*Cagliari, January 10, 2023*

The Shareholders' Meeting of Tessellis S.p.A. ("Tessellis" or the "Company"), which met today in an extraordinary session, approved the proposal to grant the Board of Directors the power, to be exercised on one or more occasions within 30 months from the date of the shareholders' meeting resolution, for a maximum of EUR 60.000,000.00 inclusive of share premium: (i) to increase the share capital for cash, in divisible form, pursuant to Article 2443 of the Civil Code, including with the exclusion or limitation of option rights pursuant to Art. 2441, paragraphs 4, 5 and 8 of the Civil Code, including through the issuance of shares to be reserved to service incentive programs based on the allocation of financial instruments in favor of directors, employees and collaborators of the Company, identified by the Board of Directors against specific lock-up commitments by the latter; and (ii) to issue convertible bonds into ordinary shares of the company pursuant to Art. 2420-ter of the Civil Code, together with the power to approve the related capital increase to service the conversion, including with the exclusion or limitation of option rights pursuant to Article 2441(5) of the Civil Code. Consequent amendment of Article 5 of the Articles of Association.

Also today, the Shareholders' Meeting also approved the change of the company name from Tiscali S.p.A. to "Tessellis S.p.A." The new bylaws are available at [tessellis.it](https://tessellis.it), documents section.

Finally, the Ordinary Shareholders' Meeting ratified the appointment of Dr. Andrea Borghini, registered as an auditor and licensed as a certified public accountant, as a new Standing Auditor, resolving on a gross annual remuneration of 35,000 euros, and appointed Dr. Antonio Zecca as a new alternate Auditor. The appointment of the new members of the Board of Statutory Auditors, in accordance with Article 2401 of the Civil Code, will expire on the same date as those currently in office and, therefore, on the date of approval of the financial statements for the year ending December 31, 2023.

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**About Tessellis**

**Tessellis S.p.A.** (Borsa Italiana. Milan: TIS) is the holding company of the Group born from the merger between Linkem Retail and Tiscali S.p.A. and includes among its business areas that of Tiscali Italia S.p.A., national operator among the first in the ultrabroadband segment (FWA - Fixed Wireless Access and FTTH - Fiber To The Home), the portal [www.tiscali.it](http://www.tiscali.it), one of the main Italian news portals, with more than 9 million visitors per month, as well as the advertising concessionaire Vevisible s. r. l.