

Signing of a major transaction with shareholder Shellnet S.p.A. totalling 12.78 million euros

Cagliari, 12/05/2025

Tessellis S.p.A. (the "**Company**" or "**Tessellis**"), a company with shares listed on Euronext Milan, organized and managed by Borsa Italiana S.p.A., announces that today an agreement was signed between Tiscali Italia S.p.A., a wholly owned subsidiary, and ShellNet S.p.A. ("Shareholder") for the sale of a set of IPV4 addresses and simultaneous operational rental ("Purchase and Operational Rental Agreement" or "the Transaction"). The Transaction was evaluated in its essential terms on April 28, 2025 by the Related Party Transactions Committee and approved by the Board of Directors, which granted the CEO the necessary powers to finalize the relevant contracts.

The Transaction is part of the broader context of support and capital strengthening ensured by the Shareholder, which has expressed its willingness to sign the Purchase and Operating Lease Agreement, in support of the business continuity of Tessellis and the group headed by it. The consideration for the purchase of the IPV4 Addresses, amounting to approximately 10 million euros, will be collected by Tiscali Italia S.p.A. and will be used by it to ensure the ordinary operations of its business. In addition, the Transaction provides for a commercial voucher of approximately 2.78 million euros, aimed at paying the first 15 monthly operating lease payments for the IPV4 addresses.

In view of Shellnet's nature as a related party, the Transaction was submitted to the Tessellis Related Parties Procedure. Following the necessary preliminary investigation, the Committee issued its positive opinion regarding the Company's existing interest in the completion of the Transaction, as well as the convenience and substantive fairness of the related conditions.

Having acquired the opinion of the Related Parties Committee, the Board of Directors of Tessellis resolved on April 28, 2025 on the main terms of the Transaction. The finalization and formalization of the Transaction took place today with the signing of the Purchase and Operating Lease Agreement.

As a result of the signing of the Purchase and Operating Lease Agreement, Tiscali Italia S.p.A. realizes a significant economic proceeds through the enhancement of an asset that cannot be quickly liquidated on the market in the ordinary ways provided for this type of asset; the Transaction, therefore, will allow the Company to have new liquidity to meet its treasury needs and to benefit for 15 months from a commercial voucher that will zero out the cost of the operating lease fee of the IPV4 Addresses. For more details, please refer to the Information Document discussed below.

The Board of Directors, therefore, noting the Company's interest and convenience in economically enhancing the value of one of its fixed assets approved its sale to ensure more flexible cash flow management while continuing to maintain its operational availability

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Cap. Soc. 151,500,000.00 i.v. | P.IVA 02375280928| R.E.A. 191784| C.C.I.A.A. Cagliari| tessellis.it

It is also noted that the signing of the IPV4 Purchase and Operating Lease Agreement is convenient for the Company, compared to a similar transaction with a third-party supplier, with reference to:

- (i) the absence of the fees that typically characterize from such type of stores that are operated through brokers and against additional fees (e.g. upfront fees, arrangement fees);
- (ii) the possibility of liquidating and valuing IPV4 addresses in constancy of network operational configuration and in operation of Tiscali Italia's telecommunications service, a technical condition that would preclude in toto the marketability of such type of assets (exchangeable only in the form of free classes);
- (iii) The absence of demand for guarantees in relation to the IPV4 Operational Rental service.

Since this is a related party transaction "of greater significance," today the Company published the Information Document required pursuant to Article 5 of CONSOB Regulation 2010/17221, prepared in accordance with Annex 4 of the same Regulation. The Information Document is available to the public on the Company's website www.tessellis.it (*Documents - Information Documents* section), as well as on the EMARKET Storage mechanism available at www.emarketstorage.com.

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About Tessellis

Tessellis S.p.A. (Italian Stock Exchange. Milan: TSL) is the holding company of the Group created by the merger of Linkem Retail and Tiscali S.p.A. It includes among its business areas that of Tiscali Italia S.p.A., 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, one of the main Italian news portals, with about 8 million visitors per month to its credit, as well as the advertising concessionaire Vevisible s.r.l.