

NOTICE OF ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting of Tessellis S.p.A. is convened on June 12, 2023, at 12:00 pm (single call) in Cagliari, Località Sa Illetta S.S. 195 km 2.300, at the Company's offices, in order to resolve on the following

AGENDA

1. Integration of the Board of Directors. Related and consequent resolutions
 - a. Appointment of Andrew Theodore Holt and Jeffrey Robert Libshutz in their capacity as Directors of the Company, with offices having the same expiration of the standing Directors and, namely, upon to the approval of the 2024 Financial statements;
 - b. resolution on the gross annual remuneration of the to be appointed Directors, Andrew Theodore Holt and Jeffrey Robert Libshutz, set in EUR 25,000 equal to the other Directors' remuneration.
2. Financial statements at December 31, 2022.
 - a. Approval of the financial statements
 - b. Resolution on the loss for the year.
3. Report on the remuneration policy and on the remuneration paid to.
 - a. Binding resolution on the first section (remuneration policy 2023)
 - b. Non-binding resolution on the second section (fees 2022).

Appointed representative

In compliance with the provisions of Section 106 of the Decree Law 17 March 2020 no. 18, converted with amendments into Law 24 April 2020, no. 27, as subsequently amended and supplemented and subsequently extended, the participation in the Shareholders' Meeting by those entitled will take place exclusively through the appointed representative, indicated by the Company pursuant to Section 135-undecies of Legislative Decree no. 58/98. (Consolidated Financial Law, CFL shortened). Consequently, the Company has appointed Computershare S.p.A. - with offices in Turin, via Nizza 262/73, 10126 - to represent the shareholders pursuant to the aforementioned Section 135-undecies of the CFL and the aforementioned Decree (the "Appointed Representative"). Those shareholders that wish to attend the Shareholders' Meeting must therefore grant the Appointed Representative the proxy with voting instructions, on all or some of the proposed resolutions regarding the items on the agenda.

The proxy pursuant to Section 135-undecies of the CFL to the Appointed Representative is effective only for proposals in relation to which voting instructions are given and is conferred by completing and signing the specific form, available in a printable version on the website tessellis.it/meeting-shareholders/.

The duly completed and signed proxy form must be sent by following the instructions on the form itself by the second open market day prior to the shareholders' meeting, namely by June 8, 2023. The proxy and voting instructions can be revoked within the same deadline.

As permitted by Section 106 of the Decree, the Appointed Representative may also be granted, by 12:00 a.m. of June 9, 2023, proxies or sub-proxies pursuant to Section 135-novies

TESSELLIS

Sede Legale Località Sa Illetta km 2.300, 09123 Cagliari, Italia | Tel. +39 070 4601 1

Cap. Soc. 187.513.965,37 i.v. | P.IVA 02375280928 | R.E.A. 191784 | C.C.I.A.A. Cagliari | tessellis.it

of the CFL, by way of derogation from Section 135-undecies of the CFL, following the instructions indicated in the form available on the Company's website at the address [tessellis.it /meeting-shareholders/](http://tessellis.it/meeting-shareholders/). In the same manner, those entitled may revoke, within the aforesaid term, the proxy/sub-proxy and the voting instructions conferred.

Participation and representation

Persons entitled to join the Shareholders' Meeting - only by means of the Appointed Representative - are those for whom the Company has received the communication from the authorized intermediary certifying, on the basis of the evidence relating to the end of the accounting day of June 1st, 2023 (record date), the ownership of the right to vote. Those who become owners of the shares after the aforementioned date will not have the right to participate and vote in the Shareholders' Meeting.

Participation of entitled persons

in compliance with the relevant regulations, the participation to the Shareholders' Meeting of the entitled persons (members of the Corporate Bodies, Secretary in charge and Appointed Representative) may also (or exclusively) take place by means of telecommunications systems with the specific tools individually indicated to them.

Presentation of proposed resolutions/integration of the agenda

Shareholders who, even jointly, represent at least one fortieth of the ordinary share capital and who are entitled to exercise the right in the forms provided for by the applicable regulations, may present proposed resolutions on matters already on the agenda as well as request integration of the agenda. The request and a report explaining the related reasons, together with a copy of the applicant's identity document, must be received within 10 days of the publication of this notice and, therefore, by May 22, 2023, by certified email to the address: ufficiolegale.tiscali@legalmail.it.

The certification relating the ownership and the percentage of the shares by the requesting Shareholders must result from a specific communication released by the depositary intermediary, effective on the date of the request, addressed to tiscali@pecserviziotitoli.it.

Shareholders who intend to exercise the right are invited to contact the Company's Corporate & Legal Affairs office in advance at the e-mail address ufficiolegaleitalia@it.tiscali.com to define all necessary operational details.

In relation to the fact that participation to the Shareholders' Meeting is envisaged exclusively through the Appointed Representative, entitled shareholders who intend to formulate resolution and voting proposals on the items on the agenda must present them by May 29, 2023 in the same manner indicated in preceding paragraph. These proposals, if consistent, will be published without delay on the Company's website, in order to enable those entitled to vote to properly express their position also taking into account these new proposals and to allow the Appointed Representative to gather voting instructions also on the same. The applicant must provide the Company with the relevant documentation assessing the legitimacy to take part to the Shareholders' Meeting.

Requests

Those entitled to vote can ask questions on the items on the agenda even before the meeting, by sending a certified e-mail to ufficiolegale.tiscali@legalmail.it. The application must

contain the personal data of the applicant (last and first name or legal name, for entities and companies, place and date of birth and tax code).

Those who certify ownership of the shares as at June 1st, 2023 (record date) have the right to obtain an answer. To this end, the depositary intermediary must produce, even after the application, a communication with effects for the duration of the aforementioned date, certifying the ownership of the shares by the applicant, addressed to tiscali@pecserviziotitoli.it. If the shareholder has requested his depositary intermediary to provide him the communication of legitimacy to join the meeting, it will be sufficient to include in the request the references of this communication or, at least, the name of the intermediary itself.

Questions received by June 1st, 2023, after having verified their relevance and the legitimacy of the applicant, will be addressed within the tools indicated by the applicant himself (e-mail or certified e-mail) at the latest by June 8, 2023.

Further information

Further information on the exercise of the shareholders' rights are available on the website tessellis.it/associazione-azionisti/.

Any changes and/or additions to this notice of call will be promptly published in the manner prescribed by current legislation.

Documentation

The documentation submitted to the Shareholders' Meeting - including the full text of the proposed resolutions and the explanatory reports on the items on the agenda - is published on the Company's website at the address tessellis.it/meeting-shareholders/, with the power of the Shareholders and those who have the right to vote to obtain a copy of the same, as well as on the e-market storage circuit managed by Teleborsa S.r.l. (SDIR). The additional documentation submitted to the Shareholders' Meeting will be published by May 22, 2023 (for documentation with deadline for publication within 21 days of the date of the meeting). An extract of this notice will be published in the newspaper [•] on May 12, 2023.

Information on share capital

As at the date this notice of call is published, the share capital of Tessellis S.p.A., subscribed and paid up, is equal to EUR 187,513,965.37, divided into 180,839,104 ordinary shares, with no indication of par value.

Cagliari, May 11, 2023

For the Board of Directors
Davide Rota
Chief Executive Officer