

PRESS RELEASE

TESSELLIS: UPDATE ON DHH S.P.A.'S OFFER FOR THE ACQUISITION OF PERIMETER B.1

THE ORIGINAL STRUCTURE OF THE CONSIDERATION HAS BEEN RESTORED: TOTAL PRICE OF €4.2 MILLION TO BE PAID IN FULL UPON DEED OF TRANSFER

Cagliari, July 1, 2026 – Tessellis S.p.A. (the “Company” or “Tessellis”), a company listed on Euronext Milan, following the press releases issued on May 20, 2026, and May 22, 2026, in relation to the irrevocable offer submitted by Dominion Hosting Holding S.p.A., abbreviated to DHH S.p.A. (“DHH”), for the acquisition of the “B.1” business unit of the Tessellis Group (the “B.1 Perimeter” and the “B.1 Offer”), as well as further updates relating to the negotiated resolution procedure for the group crisis initiated on March 1, 2026 pursuant to Articles 12 et seq. of the Italian Corporate Crisis and Insolvency Code (“CCII” and, respectively, the “Negotiated Resolution”), announces the following.

As previously communicated to the market, the B.1 Perimeter comprises all the assets, legal relationships, and resources organized functionally to the performance of the production activities of the B2B business unit of GO Internet S.p.A. (“GO Internet”), including the B2B business unit and the stake held by GO Internet in X-Stream S.r.l., as well as the stake held by Tiscali Italia S.p.A. (“Tiscali Italia”) into Aetherna S.r.l., subject to the exclusions, limitations, and clarifications set forth in Offer B.1 and the related contractual and procedural documentation.

It should be noted that, as announced on May 20, 2026, DHH had sent on May 15, 2026, a notice amending Offer B.1, which DHH characterized as an integral and substantial part thereof, which provided for a different breakdown of the total consideration of €4,200,000.00, divided into: (i) a fixed component, equal to a total of €2,550,000.00, to be paid upon completion of the transaction; and (ii) a deferred component, conditional upon approval of the crisis management instrument to be adopted by the Companies, equal to a total of €1,650,000.00.

On June 24, 2026, Tiscali Italia and GO Internet, as part of ongoing discussions with DHH and the Negotiated Settlement, requested DHH to reinstate the structure and payment terms of the consideration set forth in the irrevocable offer originally submitted by DHH on April 30, 2026, and therefore the full payment of the total price of €4,200,000.00 upon transfer, in place of the fixed component and earn-out structure introduced with the amendment notice of May 15, 2026.

This request was made with a view to better satisfying creditors and to strengthen the certainty of payment of the price, also in view of the hearing scheduled before the Court of Cagliari for July 10, 2026, in the proceedings initiated pursuant to Article 22, paragraph 1, letter b) of the Italian Civil Code. d), CCII, aimed at obtaining the non-application of the joint liability regime pursuant to Article 2560, paragraph 2, of the Italian Civil Code, with respect to Perimeter B.1.

In this regard, the Company announces that, today, DHH has communicated its willingness to accept the aforementioned request and, consequently, to restore the structure and payment methods of the consideration provided for in Offer B.1 originally submitted on April 30, 2026.

Therefore, the total consideration for the purchase of Perimeter B.1 remains confirmed at €4,200,000.00, to be paid in full upon deed of sale.

All further provisions, terms, and conditions of the original Offer B.1, as amended by the amendment notice dated May 15, 2026, and the notice received today, remain unchanged and unaffected, including the deadline for fulfilling the conditions precedent set forth therein, without prejudice to the possibility of extending them, should this prove necessary and there be a mutual agreement between the parties.

It is recalled that, on June 12, 2026, Tessellis, Tiscali Italia, and GO Internet filed an appeal with the Court of Cagliari pursuant to Article 22, paragraph 1, letter d), CCII, seeking the non-application of the joint liability regime pursuant to Article 2560, paragraph 2, of the Italian Civil Code with respect to Perimeter B.1. The Court of Cagliari has set the hearing for the parties' appearance and the discussion of the appeal for July 10, 2026.



The transaction has not yet been finalized and remains subject, among other things, to the fulfillment of the applicable conditions precedent, the issuance of the authorizations and provisions required pursuant to Article 22, paragraph 1, letter d), CCII, the non-dissent of the expert appointed as part of the Negotiated Settlement, the definition and signing of the relevant contractual documentation, and the completion of the additional requirements set forth in Offer B.1 and applicable regulations.

Tessellis will continue to promptly inform the market of any further relevant developments relating to the Negotiated Composition, Offer B.1, the proceedings pursuant to Article 22 of the Italian Civil Code, and the possible completion of the transaction, in accordance with applicable regulations.

Investor Relations Tessellis: ir@tiscali.com

Media Relations Tessellis: Angelo Brunello +39 329 2117752; Angelo.brunello@cdr-communication.it