TESSELLIS S.p.A. – Shareholders' Meeting June 12, 2023
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 article 106 D.L. 18/2020, converted into Law no. 27/2020, as subsequently amended and supplemented and subsequently extended and as stated in the notice of call of Tessellis S.p.A. Shareholders' Meeting on June 12, 2023, the proxy can be conferred to Computershare S.p.A..

PROXY FORM/ SUB DELEGATION
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 * *(natural person only)* .... 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 1, 2023 (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 of *(natural or legal person)* ……………………………………………………………………………Place of birth *..

Date of birth *............................. ID no. (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.it. Voting instruction form can be requested by phone at no. +39 011 0923200

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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)

WARNING

This voting instructions form may require amendments to include any proposed additions to the agenda or proposals submitted individually by the shareholders by May 29, 2023 as provided for in the notice of convocation, therefore this form could be integrated and republished on the website with the new proposals. In the event of the submission of proposals involving the issue of new voting instructions, the instructions already given on the subject covered by the integration shall become ineffective and shall only be repurchased after the issue of voting instructions also on new proposals.

The undersigned *(7)*

INSTRUCTS 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)		
(0010) – 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.**			
Section A – vote for resolution proposed by the Board of Directors *(9)*	F	C	A
Section A2 – vote for possible proposal published pursuant to article 126-bis of TUF *(10)*	F	C	A
(0020) – 1. Integration of the Board of Directors. Related and consequent resolutions. **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.**			
Section A – vote for resolution proposed by the Board of Directors *(9)*	F	C	A
Section A2 – vote for possible proposal published pursuant to article 126-bis of TUF *(10)*	F	C	A
(0030) – 2. Financial statements at December 31, 2022. **a. Approval of the financial statements**.			
Section A – vote for resolution proposed by the Board of Directors *(9)*	F	C	A
Section A2 – vote for possible proposal published pursuant to article 126-bis of TUF *(10)*	F	C	A

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(0040) – 2. Financial statements at December 31, 2022. **b. Resolution on the loss for the year.**			
Section A – vote for resolution proposed by the Board of Statutory Auditors **(9)**	F	C	A
Section A2 – vote for possible proposal published pursuant to article 126-bis of TUF **(10)**	F	C	A

(0050) – 3. Report on the remuneration policy and on the remuneration paid to. **a. Binding resolution on the first section (remuneration policy 2023**).			
Section A – vote for resolution proposed by the Board of Directors **(9)**	F	C	A
Section A2 – vote for possible proposal published pursuant to article 126-bis of TUF **(10)**	F	C	A

(0060) – 3. Report on the remuneration policy and on the remuneration paid to. **b. Non-binding resolution on the second section (fees 2022).**			
Section A – vote for resolution proposed by the Board of Directors **(9)**	F	C	A
Section A2 – vote for possible proposal published pursuant to article 126-bis of TUF **(10)**	F	C	A

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

DATE _____   SIGNATURE _____

Instructions for filling in and submitting the form

1. ***The Proxy form*** *must be notified to the Company (*<u>*together with a valid ID document and, in case, the documentation providing proof of the signatory power*</u>*) via the Appointed Representative together with the **Voting Instructions** reserved to him within **June 9, 2023 h. 12 noon,** using one of the following methods:*

    1) ***Registered Email Holders (PEC)****: as an attachment document (PDF format) sent to* <u>*tiscali@pecserviziotitoli.it*</u> *in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registerd Email Holder;*

    2) ***Digital Signature Holders (FEA)****: as an attachment document with digital signature sent to* <u>*tiscali@pecserviziotitoli.it*</u> *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* <u>*tiscali@pecserviziotitoli.it*</u>*. 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 011 0923202*

    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 subdelegations 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* <u>*www.tessellis.it*</u>

    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 Sections A and/or A2.

    *The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).*

10. *There is the Section A2 to receive instructions when an alternative, complementary or additional resolution to the motion proposed by the Board of Directors had been presented and published pursuant to art. 126-bis of the TUF, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.*

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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:
- <u>contractual obligations</u>: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- <u>legal obligations</u>: 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.
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Computershare S.p.A.