

**THE BOARD OF DIRECTORS ACCEPTS DHH S.P.A. OFFER FOR THE ACQUISITION OF PERIMETER B.1**

Cagliari, May 22, 2026 - Tessellis S.p.A. (the "Company" or "Tessellis"), a company listed on Euronext Milan, following the press release issued on May 20, 2026, as well as further updates regarding the negotiated resolution of 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 Settlement"), announces that the Company's Board of Directors, meeting today, resolved to accept, to the extent of its jurisdiction, the irrevocable offer submitted by Dominion Hosting Holding S.p.A., abbreviated to DHH S.p.A. ("DHH"), with reference to the corporate perimeter "B.1" (the "Perimeter B.1"), as amended by the communication sent by DHH on May 15, 2026 (the "Offer B.1").

As previously communicated to the market, Perimeter B.1 includes 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., including the B2B business unit and the stake held by GO Internet S.p.A. in X-Stream S.r.l., as well as the stake held by Tiscali Italia S.p.A. in Aetherna S.r.l., subject to the exclusions, limitations, and clarifications set forth in Offer B.1 and the related contractual and procedural documentation.

The total consideration offered by DHH for the purchase of Perimeter B.1 is €4,200,000.00, divided into a fixed component, totaling €2,550,000.00, and a deferred component, conditional upon the approval of the crisis management instrument to be adopted by the Companies, totaling €1,650,000.00. The additional financial and contractual terms of Offer B.1 remain unchanged, as described in the press release of May 20, 2026.

The Board of Directors, in evaluating Offer B.1, also acknowledged that, based on the available information, in the absence of the proposed transaction and the necessary financial support for the direct continuity of the perimeter, the concretely alternative scenario would be characterized by significant liquidation issues, with consequent risks of dispersion of the operational, commercial, and equity value of Perimeter B.1, as well as reduced satisfaction of the creditors, to whom the proceeds will be allocated.

Acceptance of Offer B.1 does not result in the completion of the transaction, which remains subject, among other things, to the satisfaction of the applicable conditions precedent and the issuance of the authorizations and provisions required pursuant to Article 22, paragraph 1, letter a), of the Italian Civil Code. d), CCII, the non-dissent of the expert appointed as part of the Negotiated Settlement, the definition and signing of the relevant contractual documentation, as well as the completion of the additional requirements set forth in Offer B.1 and applicable law.

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

**TESSELLIS**

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

Cap. Soc. 70.165.654,64 .v. | P.IVA 02375280928 | R.E.A. 191784 | C.C.I.A.A. Cagliari | tessellis.it

**Investor Relations Tessellis**

ir@tiscali.com

**Media Relations Tessellis**

Angelo Brunello +39 329 2117752

Angelo.brunello@cdr-communication.it

**Informazioni su Tessellis**

**Tessellis S.p.A.** (Borsa Italiana. Milan: TSL) è la holding del Gruppo nato dalla fusione tra Linkem Retail e Tiscali S.p.A. e include tra le sue aree di business quella di Tiscali Italia S.p.A., operatore nazionale fra i primi nel segmento ultrabroadband (FWA - Fixed Wireless Access e FTTH - Fiber To The Home), il portale [www.tiscali.it](http://www.tiscali.it), uno dei principali portali italiani di notizie, con all'attivo circa 8 milioni di visitatori al mese, nonché la concessionaria advertising Vevisible s.r.l..