

THE BOARD OF DIRECTORS APPROVES THE HALF-YEAR FINANCIAL REPORT AS OF JUNE 30, 2025

Consolidated results for the first half of 2025

- Consolidated net loss of €26.2 million, in line with €26.1 million in 1H 2024;
- Revenues and other income of €100.9 million, compared to €110.2 million in 1H 2024;
- Growth in revenues from services to businesses of 64% compared to the previous period (from €6.4 million in 1H 2024 to €10.5 million in 1H 2025);
- EBITDA of €8.9 million, compared to €14.8 million in 1H 2024;
- Net financial debt at June 30, 2025 of €87.5 million, an improvement compared to €97.7 million pas of December 31, 2024;
- Support from shareholder ShellNet confirmed with the deferral of its receivables for approximately €35 million for the next 12 months;
- **Comfort letter received** with reference to the start of the preliminary investigation process for a new senior loan;
- The State Council upheld Tiscali Italia's appeal for access to the Fund for Large Companies in Difficulty (Fondo GID) to obtain a subsidized loan of €30 million to support the implementation of the business plan.

Cagliari, October 10, 2025

The Board of Directors of Tessellis S.p.A. ("Tessellis" or the "Company") met today and reviewed and approved the Consolidated Half-Year Financial Report as of June 30, 2025.

"In these first few months of the new management, it has been possible to appreciate the potential of the Tessellis group, of which Tiscali and XStream are essential references. The strategy undertaken involves selecting investments based on their returns, continuously improving the customer experience, and developing internal assets and selected local entities. All this, together with the funds available from the GID Fund, will enable the Group to distance itself from the aggressive pricing strategies proposed by its competitors and also to develop strategic relationships with technological and commercial partners, including local ones."

Stefano Zacutti, Co-CEO of Tessellis S.p.A., with commercial responsibilities, stated:



"In a highly competitive market environment and a scenario of global uncertainty, the ability to achieve the objectives of the 2025-2028 Business Plan also depends on the stabilization of financial indicators. In this regard, we have recorded numerous elements that indicate a mitigation of prospective uncertainty factors: the reduction in the net financial position of approximately €10 million compared to December 2024, the further improvement resulting from the repayment in September 2025 of approximately €10 million of the Senior Loan, the reduction in commercial exposure to suppliers of goods and services by approximately €12 million, and the strengthening of the Group's ability to optimize collections, as evidenced by a reduction in receivables from customers of approximately €6 million. These circumstances, together with the imminent formalization of the €30 million loan from the GID Funds, represent the starting point for a new positive trend, thanks in part to the confidence shown so far by key stakeholders and financial institutions."

Fabio Bartoloni, Co-CEO of Tessellis S.p.A., with financial responsibilities, stated.

The main consolidated economic and financial data for the first half of 2025 are reported below:

1° semester 2025	1° semester 2024
100,7	109,0
0,3	1,2
8,9	14,8
(21,8)	(21,0)
-	
(26,2)	(26,1)
30 June 2025	31 December 2024
262,6	290,7
87,5	97,7
99,4	110,5
(18,4)	(12,8)
13,9	43,4
30 June 2025	31 December 2024
908	949
273	283,8
290	313,9
345	351
	100,7 0,3 8,9 (21,8) - (26,2) 30 June 2025 262,6 87,5 99,4 (18,4) 13,9 30 June 2025

During 2025, the Tessellis Group continued to focus on activities dedicated to the B2B segment, which offers better margins than the consumer segment and recorded a 64%



year-on-year increase, with €10.5 million compared to €6.4 million at June 30, 2024. Furthermore, following the change in governance last June, additional measures were implemented to improve the efficiency and value of *core* company resources, with a focus on IT systems, staff organization, and market positioning and offerings.

In this important phase of business reorientation, in order to improve the ability to generate new revenue streams and margins and, at the same time, compensate for the progressive reduction in consumer telco activity, greater attention has been paid to reducing fixed costs, with the launch in May 2025 of a defensive solidarity contract that will have an impact in the future, as well as a policy of improving efficiency in the acquisition of B2C customers through the use of internal acquisition channels. The outcome of the mix of corrective and mitigation actions implemented resulted in a ratio of EBITDA minus investments of approximately €3.7 million for the period, which will improve during the year, thanks in part to the boost that can be given to the implementation of the Business Plan through the proceeds of the GID Fund, which will guarantee a very significant cash inflow.

In the retail sector, attention has been focused on the customer base using technologies characterized by a better ratio between initial investment and generated margins, with further migration of customers towards more technologically advanced service profiles, as well as a policy of efficiency regarding delinquent customers and those with a low profitability profile. The customer base decreased by approximately 41,000 units compared to December 31, 2024, but this decrease should be viewed in terms of cost efficiency and customer base stabilization, in a market context characterized by very high mobility among a portion of customers who are looking for increasingly cheaper offers.

In terms of innovation, Tiscali has pursued its goal of enhancing the Villanova Project, obtained from MIMIT on September 30, 2024, as well as other related projects linked to the development of innovative Multimodal Generative Artificial Intelligence technologies, through its industrial partnership with Expert.ai, which will contribute its own funds to the successful implementation of the Villanova Project. Tiscali will retain a significant stake in Villanova.ai S.p.A., the company to which the business unit including the Project has been transferred.

In this operating context, consolidated net income was stable, negative for €26.2 million compared to negative €26.1 million YoY, with revenues and other income of €100.9 million and EBITDA of €8.9 million. The decrease in EBITDA of €5.8 million is largely attributable to the reduction in the contribution margin resulting from the contraction of the consumer customer base and, to a lesser extent, to various benefits obtained during the first half of 2024 that did not re ly occur in the period under review. The operating result was also negatively affected by the capital loss of €3.5 million relating to the sale of the stake in 3P Italia S.p.A.

Despite the complex and challenging market context in the telecommunications sector, the management approach adopted by the Group has enabled it to generate sufficient resources to repay financial debt amounting to approximately €8.3 million. Net financial debt stood at €87.5 million, compared to €97.7 million as of December 31, 2024. The



Group's net equity was negative by \leq 18.4 million, due to the loss for the period, partially offset by capital increases during the year.

CONSOLIDATED PROFIT AND LOSS STATEMENT

Profit and Loss Statement of the Group	1° semester 2025	1° semester 2024
(EUR mln)		
Revenue & Other Income	100,9	110,2
Telco revenues	86,4	96,9
of which fixed Broadband	39,5	40,4
f which Broadband FWA	35,5	45,1
of which MVNO	11,4	11,4
Business service, PA and Media revenues	13,0	10,5
of which Wholesale	0,5	0,5
of which Business service	10,5	6,4
of which Innovation Lab revenues	1,0	2,6
of which Media revenues	0,9	1,1
Other revenues	1,3	1,7
Other Income	0,3	1,2
Gross operating margin	43,3	47,9
ndirect operating costs	32,2	31,4
Marketing and sales	0,3	1,1
Personnel costs	18,1	16,2
T and infrastructure costs	8,5	8,5
Other general costs	5,3	5,5
Vrite-down of receivables	2,1	1,8
Gross Operating Result (EBITDA)	8,9	14,8
Restructuring costs and other provisions	2,2	0,3
Pepreciations & amortizations	28,6	35,5
Operating result (EBIT)	(21,8)	(21,0)
let Result	(26,2)	(26,1)



STATEMENT OF ASSETS AND LIABILITIES

Consolidated Statement of Equity and Liabilities	30 June 2025	31 December 2024
(EUR mln)		
Non-current assets	226,3	247,2
Current assets	32,9	43,6
Assets directly related to held for sales	3,4	0,0
Total Assets	262,6	290,7
Net equity of the Group	(18.6)	-14.3
Net equity attributable to minority interests	0,2	1,5
Total net equity	(18,4)	(12,8)
Non-current liabilities	73,6	76,8
Current liabilities	205.9	226,7
Payables directly related to held for sale	1,6	0,0
Total Net equity and Liabilities	262,6	290,7

Analysis of Assets

Non-current assets at June 30, 2025 amounted to €226.3 million, representing 86.2% of the Tessellis Group's total assets, down €20.9 million compared to December 31, 2024.

Current assets as of June 30, 2025, amounted to €32.9 million, down from €43.6 million as of December 31, 2024, due to the reduction in inventory and trade receivables as a result of the efficiency measures implemented.

At June 30, 2025, an item relating to assets held for sale was also identified, amounting to €3.4 million due to the sale of the stake in 3P Italia S.p.A., which was completed in September 2025.

Shareholders' equity

Consolidated shareholders' equity was negative for €18.4 million, compared to negative €12.8 million as of December 31, 2024. The reduction for the period is mainly attributable to the combined effect of the comprehensive income statement result, negative for €26.1 million, partially offset by: (i) capital increases of €14 million, (ii) the impact of €3.7 million on equity related to a capital contribution relating to the sale of the first tranche of IPV4 addresses to the shareholder Shellnet S.A.p.A. of Shellnet GP srl, (iii) the termination of the shareholders' agreements relating to put options to minority shareholders 3P Italia and Aetherna for a total value of €4 million, as well as the impact on minority shareholders' equity of the sale of 3P Italia for a negative €1.3 million.

Liabilities



Non-current liabilities as of June 30, 2025 amounted to €73.5 million, down from €76.8 million as of December 31, 2024; this trend is mainly attributable to the reduction in long-term bank borrowings and deferred tax liabilities, partially offset by an increase in long-term lease liabilities.

Current liabilities for the period amounted to €205.9 million, down from €226.7 million as of December 31, 2024. Current liabilities exceeded current assets by €173 million, highlighting an imbalance in current items mainly attributable to current financial and trade payables, which decreased by approximately €21 million as of June 30, 2025 compared to December 31, 2024, due to the repayment of financial debts and the payment of trade items.

Assessment of going concern

In implementing the actions set out in the 2025-2028 Business Plan, approved in May 2025, management reiterates that the achievement of the Group's financial and economic equilibrium is generally dependent on the achievement of the results set out in the Plan and the availability of financial resources to support the investments budgeted therein – which cannot be separated from the successful finalization of agreements with financial institutions, in a timeframe consistent with the needs of business continuity – and, therefore, to the realization of the forecasts and assumptions contained therein, relating to market developments and the achievement of objectives in an economic and business environment characterized by strong competitive pressure.

For the actions envisaged to be fully integrated in the 2025-2028 Business Plan in the circumstances indicated, the Directors have drawn up a cash flow plan for the period October 2025 - October 2026, identifying the resources necessary to support their needs. This cash flow plan, net of the support provided by the shareholder Shellnet S.A.p.A. of Shellnet GP S.r.l. and reported below, provides for a total cash requirement of approximately €65 million for the period to allow for: (i) compliance with all ordinary and current obligations, (ii) payment of instalments agreed with suppliers and other debtors, (iii) a reduction in overdue amounts owed to suppliers, and (iv) repayment of the senior loan for €39 million (a contract which, as previously indicated, is currently being renegotiated).

The financial resources already available to the Directors include:

- 1. the renewal of support from Shellnet S.A.p.A., shareholder of Shellnet GP S.r.l., on an ongoing basis with respect to what was already provided at the time of approval of the 2024 financial statements, in terms of (i) deferral of payment deadlines for its receivables, for €35 million, for a period of not less than 12 months following the approval of the 2025 Half-Year Report (ii) finalization of the subscription and conversion agreement for up to €15 million to be executed by March 2026, of which €7.5 million subscribed in September 2025;
- 2. the estimated cash balance as of September 30, 2025, amounting to approximately €1 million, including credit lines available for advance payment subject to collection of invoices.



Additional financial resources to meet identified financial requirements, but not yet available to the Directors, include:

- 1) the possibility of using the POC with Nice&Green SA for a maximum amount of €2 million per month;
- 2) the willingness of financial institutions to complete the preliminary investigation for a new senior loan agreement, which includes a new amortization plan in line with the financial forecasts included in the 2025-28 Business Plan;
- 3) the settlement of the €30 million subsidized loan through the GID Fund, in execution of the Council of State ruling of July 2025.

With regard to the Senior Loan, given the Group's difficulty, based on current cash flow forecasts, in fulfilling certain future contractual obligations, as on previous occasions, to ask the credit institutions to initiate the preliminary investigation process aimed at approving a new loan agreement that will include a new amortization plan starting in the second half of 2026 and new covenants. This request was dictated by the need to postpone the last instalment of the Senior Loan – currently scheduled for March 2026 – as well as by the deviations from certain covenants as of June 30, 2025, which could give creditors the right to request acceleration of the amortization plan. To date, numerous meetings have already been held between the Group's management and the technical and commercial departments of the credit institutions, aimed at identifying the activities to be carried out in preparation for their assessment of the new loan agreement. On October 9, 2025, the Credit Institutions, having found no critical issues with the Group's request, confirmed their commitment to continue the preliminary investigation process aimed at submitting a new loan agreement to the decision-making bodies.

The Directors point out that, to date, there remain significant uncertainties regarding the achievement of the objectives of the 2025-2028 Plan, which may therefore give rise to significant doubts about the company's ability to continue as a going concern, with particular reference to the next 12 months, relating to i. the evolution of the telecommunications market and the achievement of short-term objectives in a market environment characterized by strong competitive pressure, ii. the finalization of negotiations with credit institutions for new senior financing in a timeframe consistent with the needs of business continuity, iii. the ability to maintain flexibility in the payment terms of suppliers in line with cash flow forecasts, and iv. an evolution of financial market conditions such as to allow the use of the POC. However, during the first half of 2025, the Group:

- generated cash flow from operating activities of approximately €12.1 million, gross of changes in working capital;
- recorded an operating loss of €21.8 million, substantially in line with the €21 million loss recorded in the previous year, against a reduction in revenues and other income totalling €9.3 million;
- carried out the above-mentioned transactions aimed at strengthening the Company's capital and financial structure;



- continued negotiations aimed at defining a new senior loan agreement, considering the completion of the preliminary investigation to be reasonable, subject to possible events that may arise during negotiations with financial institutions.

Therefore, after carrying out the necessary checks and assessing the significant uncertainties identified in light of the elements described, taking into account the aforementioned commitment by the reference shareholder, access to the GID Fund for €30 million, as well as the availability of the Convertible Bond Loan for an amount equal to €2 million per month, they are also confident: i) in the ability to implement the Business Plan and pursue its objectives, with particular reference to the 12-month period following the approval of this Consolidated Half-Year Financial Report, ii) in the successful finalization of the requests for the redefinition of financial agreements submitted to the Lending Institutions, iii) in maintaining an operational management capable of meeting payment obligations over the next twelve months. That said, the Directors have decided to adopt the going concern assumption in preparing the consolidated financial statements.

Outlook

The Group is undergoing an ambitious transformation process from a traditional telco model aimed at consumer customers to a fully digital company in which telco services are the access point for the marketing of OTT services to businesses and public administrations. At the same time, the Group continues to work on improving the margins of its main services and relaunching the Tiscali brand.

Significant events after June 30, 2025

- Sale of the stake in the subsidiary Connecting Project

As part of the rationalization of the scope of the Tessellis Group's investee companies, on July 24, 2025, the stake held in Connecting Project S.r.l. was sold for €1.3 million.

- Approval of the reserved capital increase of Shellnet S.A.p.A. of Shellnet GP S.r.l. for a total maximum amount of €15 million and subscription of the first tranche for €7.5 million

Please refer to the press release issued on September 22, 2025.

- Sale of the stake in the subsidiary 3P Italia S.p.A.

On September 24, 2025, the sale of the majority stake in 3P Italia S.p.A. by Tiscali Italia S.p.A. was finalized for a consideration of €1.25 million, in addition to the repayment of shareholder loans granted over time amounting to approximately €0.5 million.

- Investment Agreement between Tiscali Italia S.p.A. and Expert.ai

Please refer to the press release issued on September 25, 2025.

Issue of 85 POC 2023 bonds

From January 2025 until the date of this Report, the Company has issued 85 bonds of the convertible bond loan reserved for Nice & Green (Poc 2023).



From January 1, 2025, to the date of this Report, 92 bonds were converted into capital (for a value of €9.2 million), of which 10 bonds were issued in 2024 but not yet converted as of December 31, 2024, and 82 bonds were issued during the period under review.

Other resolutions of the Board of Directors

Today, after consulting with the Risk Control and Sustainability Committee, the Board of Directors gave a positive assessment of the organizational, administrative, and accounting structure and the internal control and risk management system of the Tessellis Group.



CONSOLIDATED INCOME STATEMENT

Consolidated income Statement	1° semester 2025	1° semester 2024
(Thousands of Euros)		
Revenues	100.652	109.012
Other incomes	260	1.195
Purchase of materials and external services	71.320	77.435
Personnel cost	18.100	16.229
Other operating charges (incomes)	415	25
Write-downs of receivables from customers	2.131	1.759
Restructuring costs and other provisions	164	171
Depreciations & amortizations	28.581	35.491
. Write-downs on fixed assets and capital losses on the disposal of equity investments	2.047	107
Operating result	(21.846)	(21.011)
Result from the investments evaluated at equity method	(103)	(451)
Financial Income	3	6
Financial Expenses	4.233	4.610
Income (loss) before tax	(26.179)	(26.066)
Taxation	0	
Net result from operating activities (ongoing)	(26.179)	(26.079)
Result from held for sale and discontinued operations	0	
Net result	(26.179)	(26.079)
To be attributed to:		
- Result pertaining the Parent Company	(26.062)	(26.007)
Result pertaining Third Parties	(118)	(72)
Trooth portaining Time I disco	(110)	(1.2)
Profit (loss) per share		
Profit per share from current and transferred activities:		
Base	(0,090)	(0,111)
Diluted	(0,090)	(0,111)
Profit per share from current activities:		
- Base	(0,090)	(0,111)
- Diluted	(0,090)	(0,111)



COMPREHENSIVE INCOME STATEMENT

Comprehensive Income Statement	1° semester 2025	1° semester 2024
(Thousands of Euros)		
Result for the period	(26.179)	(26.079)
Other elements for the comprehensive Income		
Statement:		
Other elements of the comprehensive income statement		
that later will be reclassified in the profit/(loss) for the fiscal		
year	-	-
Other elements of the comprehensive income statement		
that later will not be reclassified in the profit/(loss) for the		
fiscal year	40	-
(Loss)/profit from revaluation on plans with defined		
benefits	40	-
Total of other elements for the comprehensive Income		
Statement:	40	•
Total result of the comprehensive Income Statement	(26.139)	(26.079)
To be attributed to:		
Shareholders of the Parent Company	(26.021)	(26.007)
Minority Shareholders	(118)	
Total	(26.139)	(26.079)

NET FINANCIAL POSITION

Net Financial Position	Note	30 June 2025	31 December 2024
(EUR min)			
A. Cash and bank deposits		6,7	6,4
B. Cash equivalents			
C. Securities held for trading			
D. Cash and cash equivalents (A) + (B) + (C)		6,7	6,4
E. Current financial receivables			
F. Non-current financial receivables		0,9	0,9
G. Current bank payables		7,0	8,5
H. Current portion of bonds issued		0,5	1,0
. Current part of long-term loans	(1)	49,9	54,9
J. Other current financial payables	(2)	3,5	5,7
K. Current financial indebtedness (G) + (H) + (I) + (J)		60,9	70,1
L. Net current financial indebtedness (K)-(D)-(E)-(F)		53,3	62,8
M. Non-current bank loans	(3)	4,3	4,3
N. Bonds issued			
Other non-current financial payables	(4)	30,0	30,6
P. Non-current financial indebtedness (M)+(N)+(O)		34,3	34,8
Q. Net financial indebtedness (L)+(P)		87,5	97,7

- (1) This item includes the current portion of the debts towards Senior Lenders (including the ex Cr Umbria financing) amounting to EUR 49.2 million and the current portion of the long term debts of the controlled entities for EUR 0.7 million.
- (2) This item includes the short-term portion of financial lease debts related to network infrastructure investments and capitalized lease contracts in accordance with IFRS 16 principle or EUR 3.1 million and other financial debts of the controlled entities for EUR 0.4 million.
- (3) This item includes the long-term component of other bank loans of subsidiaries amounting to EUR 4.3 million.
- (4) This item includes: (i) the long-term portion of finance lease liabilities relating to investments in network infrastructure and capitalized leases in accordance with IFRS 16 for EUR 11.4 million, (ii) shareholder loans to Shellnet S.A.p.A. of Shellnet GP S.r.l. for EUR 16.3 million, (iii) other financial payables relating to the Go Internet Group for EUR 0.3 million, (iv) financial lease related to the rating of IP addresses for EUR 2 million.

The manager responsible for preparing the company's financial reports, Andrea Bernassola, declares, pursuant to paragraph 2 of Article 154-bis of the Consolidated Law on Finance, that the accounting information contained in this press release corresponds to the document results, books, and accounting records.



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About Tessellis

Tessellis S.p.A. (listed Euronext Milan: TSL) is the holding company of the Group formed 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 Veesible S.r.l..