



## NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Ordinary and Extraordinary Shareholders' Meeting of Tiscali S.p.A. is convened on May 16 2022, at 12 noon (single call) in Milan, via Agnello n. 18, at the offices of Notary Marchetti, with the following

### AGENDA

#### ORDINARY PART

##### 1. Financial statements at 31 December 2021

*to. Approval of the financial statements*

*b. Loss for the year.*

##### 2. Report on the remuneration policy and on the remuneration paid

*to. Binding resolution on the first section (remuneration policy 2022)*

*b. Non-binding resolution on the second section (fees 2021).*

##### 3. Appointment of the Board of Directors

*to. Determination of the number of members of the Board of Directors;*

*b. Determination of the term of office of the Board of Directors;*

*c. Appointment of the members of the Board of Directors;*

*d. Determination of the remuneration of the members of the Board of Directors.*

#### EXTRAORDINARY PART

*1. Issue of a convertible and converting bond loan reserved for Nice & Green S.A. for an amount equal to Euro 90 million to be issued in several tranches pursuant to art. 2420-bis of the cod. civ. and consequent capital increase against payment and in divisible way, in one or more times, with the exclusion of the option right pursuant to art. 2441, c. 5, of the Italian Civil Code, reserved to Nice & Green S.A., to service the conversion of the aforementioned loan.*

*Consequent amendment of art. 5 of the Articles of Association, inherent and consequent resolutions.*

### **Designated representative**

In relation to the COVID-19 epidemiological emergency, by virtue of the exceptional discipline contained in the Law Decree No. 18 of 17 March 2020 concerning “Measures to strengthen the National Health Service and provide economic support for families, workers and businesses related to the COVID-19 epidemiological emergency” (hereinafter referred to as the “Decree”), converted with amendments by Law No. 27 of 24 April 2020, also taking into account the provisions of Article 3, Paragraph 6, of the Law Decree No. 183 of 31 December 2020, converted with amendments by Law No. 21 of 26 February 2021, the Company has decided to avail itself of the option set forth in Article 106, Paragraph 4, of the Decree and, therefore, to provide that the intervention by those entitled to vote shall take place exclusively through the designated representative, without physical participation by the shareholders.

Consequently, the Company has appointed Computershare S.p.A. — with offices in Turin, Via Nizza 262/73, 10126 — to represent the shareholders pursuant to Article 135-*undecies* of the Legislative Decree No. 58/98 (TUF, Consolidated Law on Finance) and the aforementioned Decree (hereinafter referred to as the “Designated Representative”). Shareholders who wish to participate in the Shareholders’ Meeting must therefore grant the Designated Representative a proxy — with voting instructions — on all or some of the proposed resolutions on the items on the agenda.

Pursuant to TUF Article 135-*undecies*, the proxy to the Designated Representative is effective only for the proposals in relation to which voting instructions are given and is conferred by filling in and signing the specific form, available in printable version on the website [tiscali.com/assemblea-azionisti/](https://www.tiscali.com/assemblea-azionisti/).

The proxy form, duly completed and signed, must be submitted in accordance with the instructions on the form by the second trading day prior to the meeting, i.e., by May 12 2022. Proxy and voting instructions are revocable within the same deadline.

As permitted by Article 106 of the Decree, the Designated Representative may also be granted, by 12 noon on May 13, 2022, proxies or sub-delegations pursuant to TUF Article 135-*novies*, as an exception to TUF Article 135-*undecies*, Paragraph 4, by following the instructions on the form available on the Company’s website at [tiscali.com/assemblea-azionisti/](https://www.tiscali.com/assemblea-azionisti/). In the same way, the entitled persons may revoke, within the aforementioned deadline, the proxy/sub-proxy and the voting instructions given.

### **Attendance and Representation**

The right to attend the Shareholders' Meeting — exclusively through the Designated Representative, in accordance with the above-indicated procedures — shall be granted to those persons for whom the Company has received a communication from the authorised intermediary certifying, on the basis of evidence relating to the end of the accounting day of May 5 2022 (*record date*), ownership of voting rights. Those who become owners of the shares after this date will not have the right to participate and vote in the Shareholders' Meeting.

#### **Attendance of Entitled Persons**

In consideration of the limitations that may arise due to health requirements, the participation of the entitled persons (the members of the corporate bodies, the appointed Secretary and the Designated Representative) in the Shareholders' Meeting may also (or exclusively) take place by means of telecommunication in the manner notified to them individually, in compliance with the applicable regulatory provisions for such an eventuality.

#### **Submission of proposals for resolutions/additions to the agenda**

Shareholders who, also jointly, represent at least one fortieth of the ordinary share capital and who are entitled to exercise this right in the forms provided for by the applicable regulations, may submit proposals for resolutions on the items already on the agenda as well as request the integration of the agenda. The request and a report explaining the reasons for it, 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 April 16 2022, by email to: [ufficiolegale.tiscali@legalmail.it](mailto:ufficiolegale.tiscali@legalmail.it).

The certification of the ownership of the shares by the requesting Shareholders as well as of the shareholding required to request the integration must result from a specific communication from the depository intermediary, effective as of the date of the request, addressed to [tiscali@pecserviziotitoli.it](mailto:tiscali@pecserviziotitoli.it).

Shareholders who intend to exercise this right are invited to contact the Company's Legal Affairs office in advance at the e-mail address [ufficiolegaleitalia@it.tiscali.com](mailto:ufficiolegaleitalia@it.tiscali.com) to define all necessary operational details.

In relation to the fact that participation in the Shareholders' Meeting is envisaged exclusively through the Designated Representative, legitimate shareholders who intend to formulate proposals for resolutions and votes on the items on the agenda must submit them by April 16 2022 in the same manner as indicated in the previous paragraph. Such proposals, where relevant, shall be published without delay on the Company's website, in order to enable those entitled to vote to express themselves in an informed manner, also taking into account such new proposals, and to allow the Designated Representative to collect voting instructions, if

necessary, on such proposals. The requesting party must provide suitable documentation proving the right to participate in the Shareholders' Meeting.

### **Submission of the slates for the appointment of the members of the Board of Directors**

Pursuant to Article 11 of the Company's By-laws, the appointment of the Board of Directors takes place on the basis of slates of candidates lodged at the Company's registered office or sent via certified e-mail using the address [ufficiolegale.tiscali@legalmail.it](mailto:ufficiolegale.tiscali@legalmail.it), by April 21 2022.

Shareholders who, alone or together with other, are overall holders at the time of presentation of the lists of a shareholding representing at least 4.5% (four-point five percent) of the share capital with the right to vote during ordinary shareholders' meetings, have the right to present slates of candidates. This investment holding must be proven by means of specific communications produced by the qualified broker which must reach the Company (if not available on the day when the lists are deposited) by April 25 2022 at the certified e-mail address [tiscali@pecserviziotitoli.it](mailto:tiscali@pecserviziotitoli.it). Remote voting is not allowed.

Each slate can include up to 9 (nine) candidates, listed progressively.

The slates will be available to the public, on the Company's website [www.tiscali.com](http://www.tiscali.com), and with the modalities provided by law, by the Company within 21 (twenty-one) days before the Shareholders' Meeting, thus within April 25 2022.

In order to ensure the valid submission of the slates, shareholders will have to follow the provisions contained in Article 11 of the Company's By-laws, in the third point of the Board of Director's report on the items of the agenda and in the instructions found on the Company's website [www.tiscali.com](http://www.tiscali.com) (Governance/Shareholders' meetings section).

### **Questions**

Those entitled to vote may propose questions on the items on the agenda even before the meeting, by sending an e-mail to [ufficiolegale.tiscali@legalmail.it](mailto:ufficiolegale.tiscali@legalmail.it). The question must be accompanied by the personal data of the applicant (surname and first name or name in the case of an entity or company, place and date of birth and tax code).

Applicants who can prove ownership of the shares on May 5 2022 (*record date*) are entitled to receive a reply. To this end, the depository intermediary must produce, even after the application, a communication with effect until the above date attesting to the ownership of the shares by the applicant, addressed to [tiscali@pecserviziotitoli.it](mailto:tiscali@pecserviziotitoli.it). If the shareholder has requested from its depository intermediary the notice of entitlement to participate in the Shareholders'

Meeting, it will be sufficient to include in the request the references of such notice possibly issued by the intermediary or, at least, the name of the intermediary itself.

Applications received by May 5 2022, after verification of their relevance and the legitimacy of the applicant, will be answered by the means indicated by the applicant (e-mail or certified e-mail) by May 12 2022. Questions and answers will be published on the Company's website.

#### **Further information**

Further information on the exercise of shareholders' rights is available at [tiscali.com/assemblea-azionisti/](http://tiscali.com/assemblea-azionisti/).

Due to the aforementioned COVID-19 epidemiological emergency, the access of shareholders to the offices of the registered office is suspended.

Any amendments and/or additions to this notice of call will be made in a prompt manner in accordance with the procedures provided for by the legislation in force at the time.

#### **Documentation**

The resolution proposals on the items on the agenda are available at Spafid Connect's SDIR emarket circuit storage mechanism as well as on the [tiscali.com/assemblea-azionisti/](http://tiscali.com/assemblea-azionisti/) website.

The documentation - including the merger plan, the full text of the resolution proposals, together with the explanatory reports on the items on the agenda - submitted to the Shareholders' Meeting is published on the Company's website at [tiscali.com/assemblea-azionisti/](http://tiscali.com/assemblea-azionisti/), with the right of the Shareholders and of those who have the right to vote to obtain a copy. An extract of this notice will be published in the newspaper Repubblica on April 6, 2022 and published on the Company's website at [tiscali.com/assemblea-azionisti/](http://tiscali.com/assemblea-azionisti/) as well as in the storage mechanism and SDIR SDIR of Spafid Connect, to which reference should be made..

#### **Information on the share capital**

The share capital of EUR 72,655,159.37 is divided into 6,375,726,753 ordinary shares with no nominal value.

*Cagliari, April 6 2022*

*For the Board of Directors*

*Alberto Trondoli*

*Chairman*