

<p>Informazione Regolamentata n. 0260-52-2023</p>	<p>Data/Ora Inizio Diffusione 12 Luglio 2023 09:31:36</p>	<p>Euronext Milan</p>
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Societa' : TISCALI

Identificativo : 179202

Informazione
Regolamentata

Nome utilizzatore : TISCALIN07 - Capoccia

Tipologia : REGEM

Data/Ora Ricezione : 12 Luglio 2023 09:31:23

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Diffusione : 12 Luglio 2023 09:31:36

Oggetto : Tessellis S.p.A. - Results of the option offering

Testo del comunicato

Vedi allegato.

RESULTS OF THE OPTION OFFERING

- Completed the rights offering related to the capital increase: approximately 61.28% of the shares offered subscribed, amounting to approximately €15.1 million
- Unexercised option rights will be offered on Euronext Milan on July 12th and 13th, 2023
- The KID-"Key Information Document" regarding the unexercised rights will be available by July 11th, 2023

Cagliari, July 10, 2023

Tessellis S.p.A. ("Tessellis", the "Company" or the "Issuer"), following its announcement on June 22, 2023, informs that the period for the exercise of the option rights relating to the offer to shareholders of up to 61,790,090 ordinary shares of the Company, with no par value and having the same characteristics as those outstanding (the "Offered Shares"), resulting from the capital increase approved by the Board of Directors on May 11, 2023, in partial execution of the authority granted to it by the Extraordinary Shareholders' Meeting of January 10, 2023 (the "Capital Increase"). The final terms of the Capital Increase were set by the Board of Directors on June 19, 2023, as announced by the Company on the same date.

During the Rights Offering Period, which began on June 26, 2023 and ended on July 10, 2023, inclusive (the "Rights Offering Period"), 113,605,335 valid subscription rights were exercised for the subscription of 37,868,445 Offered Shares, representing approximately 61.28% of the total number of Offered Shares, for a total consideration of €15,147,378.00. Specifically, as disclosed on the dates of June 13 and June 19, 2023, the reference shareholder OpNet S.p.A. ("OpNet"), in compliance with its commitments, fully subscribed to its share of the Capital Increase (amounting to approximately 56.11%). Specifically, Opnet subscribed for 34,675,165 Shares in the Offering, for a total amount of Euro 13,870,066.00, by offsetting financial receivables due from the Issuer.

At the end of the Option Period, therefore, 71,764,935 option rights (the "Unoptioned Rights"), relating to the subscription of a maximum of 23,921,645 Offer Shares, corresponding to approximately 38.71% of the total number of Offer Shares, for a maximum countervalue of Euro 9,568,658.00, were unexercised.

The Company will offer the Non-opted Rights on Euronext Milan, pursuant to Article 2441(3) of the Italian Civil Code, through Equita SIM S.p.A., in the sessions of July 12 and 13, 2023 (the " Non-opted Auction"), unless the offer is closed early in the event of full sale of the Inoption Rights in the session of July 12, 2023. Under the Non-opted Auction, the Non-opted Rights will be offered with ISIN code IT0005545436. During the session of July 12, 2023, the entire quantity of the Non-opted Rights will be offered, and during the session of July 13, 2023, any Non-opted Rights not placed in the previous session will be offered.

The Non-opted Rights purchased may be used to subscribe for the Offer Shares, at a price (per unit) of EUR 0.40, in the ratio of 1 Offer Share for every 3 Non-opted Rights held. The exercise of the Non-opted Rights purchased in the Inoption Auction and, consequently,

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Share Capital 189,513,965.37 i.v. |VA 02375280928 |R.E.A. 191784 |C.C.I.A. Cagliari |tessellis.it

the subscription of the Offer Shares must be made, under penalty of forfeiture (i) no later than July 13, 2023, with equal value date, in case of early closing of the Inoption Auction by sale of all Non-opted Rights in the session of July 12, 2023, and (ii) no later than July 14, with the same value date, in case of closing of the Inoption Auction on July 13, 2023, at the authorized intermediaries participating in the centralized management system of Monte Titoli S.p.A.

Please note that the Offer Shares arising from the exercise of the Non-opted Rights will be credited to the accounts of the authorized intermediaries participating in the Monte Titoli S.p.A. centralized management system at the end of the accounting day of the last day of exercise of the Non-opted Rights with availability on the same date.

It should also be noted that by July 11, 2023, the Key Information Document (KID) (in Italian), prepared in accordance with Regulation (EU) No. 1286/2014 and its implementing regulations, will be published on the Company's website, regarding the unexercised Option Rights during the Option Period, which will be offered on Euronext Milan through Equita SIM S.p.A.

It should be noted that by July 12, 2023, it will be published, pursuant to Article 89 of the Regulations approved by Consob Resolution No. 11971 of May 14, 1999, as amended and supplemented, in the daily newspaper *Il Sole 24 Ore* a notice, similar to this press release, containing an indication of the number of Inoption Rights to be offered on the Stock Exchange and the dates of the meetings at which the Inoption Auction will be held.

Finally, it should be noted, as per previous communications circulated to the market, that certain parties have irrevocably committed to subscribe for any shares remaining unopted at the outcome of the Inoption Auction for a total amount of 2.4 million euros.

The prospectus relating to the rights offering to shareholders and the admission to listing on Euronext Milan of the Offered Shares is available to the public at the Company's registered office, as well as on the Company's website ([www. https://www.tessellis.it](https://www.tessellis.it)), in the Investors section, page "Capital Increase 2023."

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member state of the European Economic Area that has implemented the Prospectus Regulation (each, the "Relevant Member State"), will be made on the basis of the prospectus approved by the competent authority and published in accordance with the Prospectus Regulation (the "Permitted Public Offering") and/or pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of securities. Any public offering will be conducted in Italy on the basis of a prospectus, duly authorized by CONSOB pursuant to applicable regulations.

Accordingly, any person who makes or intends to make an offer of securities in a Relevant Member State other than a Permitted Public Offering may do so only in circumstances where no obligation arises for the Company to publish a prospectus pursuant to Article 3 of the Prospectus Regulations or to supplement a prospectus pursuant to Article 23 of the Prospectus Regulations, in each case, in connection with such offer. "Prospectus Regulation" means Regulation (EU) 2017/1129 (this Regulation and its amendments together with any delegated acts and implementing measures). This document is not a prospectus for the purposes of the Prospectus Regulation. A prospectus prepared pursuant to the Prospectus Regulation will be published in the future. Investors should not subscribe for the securities mentioned in this document except on the basis of the information contained in the prospectus.

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About Tessellis

Tessellis S.p.A. (Italian Stock Exchange. Milan: TSL) is the holding company of the Group born from the merger between Linkem Retail and Tiscali S.p.A. and includes among its business areas that of Tiscali Italia S.p.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 Vevisible s.r.l.

Fine Comunicato n.0260-52

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