

Informazione Regolamentata n. 0260-55-2023	Data/Ora Inizio Diffusione 14 Luglio 2023 09:27:32	Euronext Milan
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Oggetto : Tessellis S.p.A. - Capital increase: auction
of unexercised option rights during the
offering period ends

Testo del comunicato

Vedi allegato.

CAPITAL INCREASE: AUCTION OF UNEXERCISED OPTION RIGHTS DURING THE OFFERING PERIOD ENDS

Cagliari, July 13, 2023

Tessellis S.p.A. ("**Tessellis**", the "**Company**" or the "**Issuer**"), following the press release issued on July 10, 2023 and the related notice published on July 12, 2023 in the daily newspaper Il Sole 24 Ore pursuant to Article 89 of the Regulations approved by Consob resolution no. 11971 of May 14, 1999, as subsequently amended and supplemented, hereby announces that the offer on Euronext Milan held on July 12 and 13, 2023 (the "**Auction**") of unexercised option rights at the end of the option period offered in the auction (the "**Unexercised Option Rights**") ended today. In this context, 16,290,000 unexercised Rights were sold, out of a total of 71,764,935, entitling to the subscription of a total of 5,430,000 newly issued Tessellis ordinary shares (the "**New Shares**"), corresponding to 8.788% of the total maximum number of the 61,790,090 Tessellis ordinary shares, with no par value and having the same characteristics as the outstanding shares, resulting from the paid-in, cash and divisible capital increase, for a maximum amount of EUR 24.716,036.00, approved by the Board of Directors on May 11, 2023 - the final terms and conditions of which were set by the Board of Directors on June 19, 2023, as communicated by the Company on the same date - in partial execution of the authority granted to it by the Extraordinary Shareholders' Meeting of January 10, 2023 (the "**Capital Increase by Option**").

The Unexercised Option Rights may be exercised to subscribe for New Shares, at a price of EUR 0.40 per New Share, at a ratio of 1 New Share for every 3 Inopted Rights held.

The exercise of the Unexercised Option Rights purchased in the Auction and, consequently, the subscription of the New Shares must be made through authorized intermediaries participating in the centralized management system of Monte Titoli S.p.A., under penalty of forfeiture, no later than July 14, 2023.

It should be noted that the shares underlying the Unexercised Option Rights that may remain unexercised at the end of the Auction will be allocated to certain parties who have committed to subscribe for them, for a total amount of 2.4 million euros. For more information on these subscription commitments, please refer to the press releases dated June 14, 2023, June 16, 2023, and June 19, 2023, as well as the information note on the financial instruments related to the Capital Increase by Option, available on the Company's *website at* www.tessellis.it.

Notification on the final outcome of the total subscriptions collected after the Unexercised Option Auction will be provided to the public by the Company through a special press release by the market opening on July 17, 2023.

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only to persons who are qualified investors in that Member State, such as within the meaning of Regulation (EU) 2017/1129, and no person who is not a qualified investor may act upon, or rely upon, its contents.

This publication constitutes neither an offer to sell nor a solicitation to buy or subscribe for securities. This has been prepared on the basis that any offer of securities in any member state of the European Economic Area that has implemented the Prospectus Regulation (each, the "Relevant Member State"), will be conducted 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 obligation 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 Regulation or to supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, 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 created by the merger between Linkem Retail and Tiscali S.p.A. and 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 Vevisible s.r.l.

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