

**TESSELLIS**

## **NOTICE OF SHAREHOLDERS' MEETING (ORDINARY AND EXTRAORDINARY)**

The Ordinary and Extraordinary Shareholders' Meeting of **Tessellis S.p.A.** (the Company) convened for **June 17, 2024, at 4 p.m.** (single call), at the Company's registered office in Cagliari, Località Sa Illetta SS 195 km 2.3, to discuss and resolve on the following

### **AGENDA**

#### **ORDINARY PART**

##### **1. Financial Statements as of December 31, 2023**

- a. Approval of the financial statements documentation.
- b. Allocation of loss the operating loss for the year- deferred to item 6 on the agenda of the Extraordinary Meeting.

##### **2. Report on remuneration policy and compensation paid**

- a. Binding resolution on the first section (remuneration policy 2024).
- b. Non-binding resolution on the second section (compensation 2023).

##### **3. Appointment of members of the Board of Statutory Auditors and determination of their compensation**

- a. Appointment of the Board of Statutory Auditors and its Chairman.
- b. Determination of compensation.

##### **4. Integration of the Board of Directors. Related and consequent resolutions**

- a. Appointment of Nicholas Daraviras as a Director of the Company with a term equal to that of the other members of the administrative body and, therefore, until the date of the Shareholders' Meeting called for the approval of the 2024 financial statements for the fiscal year 2024.
- b. Determination of the gross annual compensation for director Nicholas Daraviras in Euro 25,000.00, equal to that of the other directors.
- c. Appointment of Davide Rota as Chairman of the Board of Directors and amendment of the shareholders' resolution of May 16, 2022 with the elimination of the Chairman's compensation.

#### **EXTRAORDINARY PART**

##### **5. Update of the Articles of Association to reflect recent changes to the Consolidated Finance Act regarding the introduction of the exclusive Designated Representative.**

##### **6. Voluntary reduction of share capital without cancellation of shares and without any refund of capital to shareholders. Amendment of Article 5 of the Articles of Incorporation.**

- a. Reduction of share capital pursuant to Art. 2446 of the Civil Code for operating losses and losses carried forward in the aggregate not exceeding 1/3 in the amount of 3,978,911.85 euros.
- b. Creation of an extraordinary non-distributable reserve of EUR 85,013,818.32 million intended for the future elimination of negative equity reserves, including the Merger Reserve from Linkem Retail Branch, through a reduction of the share capital pursuant to Article 2445 of the Civil Code.

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Headquarters Location Sa Illetta km 2,300, 09123 Cagliari, Italy | Tel. +39 070 4601 1

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c. Consequent amendment of Article 5 of the bylaws.

**7. Amendments to the regulations of the convertible and converting bond reserved for Nice & Green SA ("POC 2023") and consequent amendments to the term for the increase in share capital to serve the conversion of POC 2023 and the Articles of Association.**

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**Designated representative**

In accordance with the provisions contained in Article 106 of the Decree Law of March 17, 2020. No. 18, converted with amendments into Law No. 27 of April 24, 2020, as subsequently amended and extended, participation at the Shareholders' Meeting by those entitled can only occur through the representative appointed by the Company pursuant to Article 135-undecies of Legislative Decree No. 58/98. Consequently, the Company has appointed Computershare S.p.A. - with offices in Turin, via Nizza 262/73, 10126 - to represent shareholders pursuant to the aforementioned Article 135-undecies of the TUF and the aforementioned Decree (the "Designated Representative"). Shareholders who wish to attend 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.

The proxy pursuant to Article 135-undecies TUF to the Designated Representative is effective only for proposals in relation to which voting instructions are given and is conferred by completing and signing the appropriate form, which is available in a printable version on the website: [tessellis.it/shareholder-meeting/](https://tessellis.it/shareholder-meeting/).

The duly completed and signed proxy form must be submitted following the instructions on the form by the second open market day prior to the meeting, i.e., by June 13, 2024. Within the same deadline, the proxy and voting instructions can be revoked.

As permitted by Article 106 of the Decree, proxies or sub-delegations under Article 135-novies TUF may also be granted to the Designated Representative by 12:00 noon on June 14, 2024, in derogation of article 135-undecies of the TUF following the instructions indicated in the form available on the Company's website at [tessellis.it/shareholders-meeting/](https://tessellis.it/shareholders-meeting/). In the same way, entitled persons can revoke the proxy/sub-proxy and the voting instructions given within the aforementioned term.

There are no procedures for voting by mail or electronic means.

**Participation and representation**

Entitled to attend the Shareholders' Meeting - exclusively through the Designated Representative, in accordance with the terms indicated above - are those persons for whom the Company has received the communication from the authorized intermediary certifying, based on the evidence at to the end of the accounting day of June 6, 2024 (*record date*), the ownership of voting right. Those who became shareholder after the said date will not have the right to attend and vote at the Shareholders' Meeting.

**Participation of authorized persons**

Attendance at the Shareholders' Meeting by those authorized persons (the members of

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the corporate bodies, the Secretary in charge and the Designated Representative) may also (or exclusively) occur via remote telecommunication in the manner individually communicated to them, in compliance with the applicable regulatory provisions for such an event, without the need for the chairman, secretary and notary to be in the same place.

## **Submission of proposals for deliberation/additions to the work agenda.**

Shareholders who, also jointly, represent at least one fortieth of the ordinary share capital and who legitimated in accordance with the applicable regulations, may submit resolutions proposals on matters already on the agenda and request the integration of the agenda. The request and a report explaining the reasons, along with a copy of an identity document of the applicant, must be received within 10 days of the publication of this notice and therefore by May 17, 2024, vis certified email (pec) to the address: [ufficiolegale.tiscali@legalmail.it](mailto:ufficiolegale.tiscali@legalmail.it). Proof of ownership of the shares by the requesting Shareholders as well as the necessary participation quota must be provided by a specific communication produced by the depository intermediary, effective on the date of the request itself, addressed to [tiscali@pecserviziotitoli.it](mailto:tiscali@pecserviziotitoli.it).

Shareholders intending to exercise this right are invited to contact the Company's *Corporate & Legal Affairs* office in advance at [ufficiolegaleitalia@tiscali.com](mailto:ufficiolegaleitalia@tiscali.com) to work out any necessary operational details.

Considering that participation in the Shareholders' Meeting is exclusively via the Designated Representative, eligible shareholders intending to formulate proposals for resolutions and votes on the items on the agenda must submit them by June 3, 2024 in the same manner as indicated in the preceding paragraph. Such proposals, if relevant, will be posted by June 4, 2024 on the Company's website in order to enable those entitled to vote to express themselves, also considering these new proposals and to enable the Designated Representative to collect voting instructions also on these proposals. The applicant must provide appropriate documentation proving legitimacy to attend the Meeting.

## **Questions**

Those entitled to vote may ask questions on the matters on the agenda even before the meeting by sending a communication via certified email (pec) to [ufficiolegale.tiscali@legalmail.it](mailto:ufficiolegale.tiscali@legalmail.it). The question must be accompanied with the applicant's personal data (surname and first name or name in the case of an entity or company, place and date of birth and tax code).

Those who prove ownership of the shares on the date of June 6, 2024 (*record date*) are entitled to receive a response. For this purpose, a communication from the depository intermediary, also sent after the question, must be produced, effective until the aforementioned date certifying the ownership of the shares by the applicant himself, addressed to [tiscali@pecserviziotitoli.it](mailto:tiscali@pecserviziotitoli.it). If the shareholder has requested the communication of legitimation to participate in the meeting from their depository intermediary, it will be sufficient to include references of such communication, if any,

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issued by the intermediary or at least the name of the intermediary itself in the request. Questions received by June 6, 2024, after verifying their relevance and the requester's legitimacy, will be answered by the means indicated by the requester (email or certified email) by June 14, 2024, at the latest.

### **Method of appointment of the Board of Statutory Auditors**

Pursuant to Article 18 (Board of Statutory Auditors) of the Articles of Association, the appointment of the Board of Statutory Auditors takes place on the basis of lists of candidates filed at the Company's registered office, including by pec at [ufficiolegale.tiscali@legalmail.it](mailto:ufficiolegale.tiscali@legalmail.it), by May 23, 2024.

Those entitled to vote who, alone or together with others, hold a share representing at least 2.5% (two point five percent) of the share capital with voting rights in the ordinary shareholders' meeting, are entitled to submit lists of candidates. This participation quota must be evidenced by the appropriate communications produced by the authorized intermediary, which must be received by the Company, if not available on the day the lists are submitted, by May 27, 2024, at the Certified Email address [tiscali@pecserviziotitoli.it](mailto:tiscali@pecserviziotitoli.it). If, by the deadline of May 23, 2024, only one list has been submitted, or only lists presented by shareholders who are connected to each other pursuant to applicable regulations, lists may be submitted until May 26, 2024, and the minimum participation required for submitting lists is reduced by half.

For the valid submission of lists and related documents, Shareholders should follow the provisions contained in Article 18 of the Articles of Association and the instructions on the Company's website [www.tessellis.it](http://www.tessellis.it) (Governance/Shareholder Meetings section).

### **Additional information**

More information on the exercise of members' rights is available at [tessellis.co.uk/shareholder-meeting/](http://tessellis.co.uk/shareholder-meeting/).

Any amendments and/or additions to this notice of convocation will be published promptly in the manner required by the current regulations.

### **Documentation**

The documentation submitted to the Meeting - including the full text of the proposed resolutions and explanatory reports on the items on the agenda - will be made available within the legal deadlines (May 17 for documentation with a 30-day publication deadline before the meeting and May 24 for that with a 21-day deadline) and will be published on the Company's website at [tessellis.it/shareholders-meeting/](http://tessellis.it/shareholders-meeting/), with the right of Shareholders and those entitled to vote to obtain a copy, as well as at the storage mechanism e-market SDIR circuit of Teleborsa S.r.l.

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An excerpt of this notice will be published in the newspaper Il Sole 24 Ore on May 8, 2024.

### **Capital stock information**

As of the date of publication of this notice of call, the subscribed and paid-up share capital of Tessellis S.p.A. is 208,992,730.17 euros, divided into 234,067,207 ordinary shares, with no indication of par value.

Cagliari, May 7, 2024

For the Board of Directors Davide Rota  
Chief Executive Officer

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