

Informazione Regolamentata n. 0260-41-2024	Data/Ora Inizio Diffusione 28 Maggio 2024 13:36:09	Euronext Milan
--	---	----------------

Societa' : TESSELLIS

Identificativo Informazione
Regolamentata : 191387

Utenza - Referente : TISCALIN07 - Capoccia

Tipologia : REGEM

Data/Ora Ricezione : 28 Maggio 2024 13:36:09

Data/Ora Inizio Diffusione : 28 Maggio 2024 13:36:09

Oggetto : Tessellis S.p.A. - Closing of Tessellis'
investment agreement in Go Internet

Testo del comunicato

Vedi allegato



JOINT PRESS RELEASE

**Closing of Tessellis' investment agreement in Go Internet as of
November 30, 2023****Designation of BID-GO S.r.l. as the subscriber of the Go Internet's
Reserved Capital Increase****Subscription of the Reserved Capital Increase effective May 31, 2024**

Cagliari / Gubbio, May 27, 2024

Tessellis S.p.A. ("**Tessellis**"), a company with shares traded on Euronext Milan, OpNet S.p.A. ("**OpNet**"), the controlling shareholder of Tessellis, and Go Internet S.p.A. ("**Go Internet**," and, together with Tessellis and OpNet, the "**Parties**") companies with shares traded on Euronext Growth Milan, following the joint press release issued on April 30, 2024, announce that today, the remaining suspensive conditions provided under the investment agreement signed between Tessellis, OpNet and Go Internet on November 30, 2023 (the "**Investment Agreement**"), as subsequently amended on April 30, 2024, for the implementation of a comprehensive investment transaction of Tessellis in Go Internet (the "**Transaction**"), have agreed to proceed with the *closing* of the Transaction (the "**Closing**").

On this day, Tessellis designated BID-GO S.r.l. ("**BID-GO**"), whose share capital is wholly owned by Tiscali Italia S.p.A, a entirely controlled by Tessellis, for the purpose of subscribing to the capital increase approved by the shareholders' meeting of Go Internet on December 22, 2023, for a maximum amount of Euro 3,350,000.00 and excluding pre-emptive rights pursuant to Article 2441, paragraph 5, of the Italian Civil Code (the "**Reserved Capital Increase**").

Considering the above, BID-GO today subscribed to the Reserved Capital Increase, with an effective date set for May 31, 2024, the offsetting commercial credit held by OpNet to Go Internet for the provision of certain services, which it acquired today as part of the Closing, in the amount of Euro 3.349,999.62, with the issuance of 4,135,802 shares of Go Internet (the "**New Shares**"), representing 77.04% of Go Internet's share capital (as increased as a result of said subscription).

Consequently, as of the effective date of the Reserved Capital Increase (*i.e.* May 31, 2024), Go Internet will issue the New Shares and BID-GO will acquire a stake exceeding the 30% threshold in Go Internet's share capital, relevant pursuant to Article 106 of Legislative Decree no. 58/98 referred to in Go Internet's bylaws, thus occurring the prerequisites for the promotion of a mandatory tender offer for Go Internet shares (the "**Tender Offer**"), at a price of Euro 0.81 per share, corresponding to the unit price of subscription by BID-GO of the 4,135,802 Go Internet shares subscribed in execution of the Reserved Capital Increase.

TESSELLIS

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

Shareholders' Capital 208,992,730.171.v. | P.IVA 02375280928 | R.E.A. 191784 | C.C.I.A. Cagliari | tessellis.it

TESSELLIS

Further information on the Tender Offer will be disclosed in the notice to be issued by BID-GO and disseminated to the market by GO Internet on the date of execution of the Capital Increase (*i.e.* May 31, 2024), pursuant to Article 102, Paragraph 1 of Legislative Decree No. 58/1998 ("TUF").

For more information on the terms and conditions of the Investment Agreement, please refer to the joint press releases issued by Tessellis and Go Internet on April 30, 2024 and November 30, 2023, which can be found on their respective *websites* (www.tessellis.it, under *Corporate Announcements*, and www.gointernet.it under *Investor Relations*).

Investor Relations Officer

Patrizia Tammaro Silva

patrizia.tammarosilva.consultant@tiscali.com

+39 335 7959913

Press Office

Ilenia Loi

ilenia.loi@tiscali.com

+39 070 46011

Investor Relations Group GO

Biagio Deminco

b.deminco@gointernet.it

+39 075 7829 100

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 leading Italian news portals, with about 8 million visitors per month to its credit, as well as the advertising concessionaire Veesible s.r.l.

About GO Group

The GO Internet Group consists of three companies, two of which are engaged in the sale of telecommunications services, GO internet S.p.A. for small business, SOHO and consumer customers and XStream S.r.l. for business and reseller customers, and the company GOWimax S.r.l., which offers services to the other companies in the Group. The entire GO Group offering is conveyed through commercial and industrial partners and through its own direct sales network, and is available throughout the country. GO internet S.p.A. is an internet service provider of FWA (Fixed Wireless Access) services, today offered in 4G LTE technology, and, since 2016 also of fiber FTTH (Fiber To The Home) services having been one of the first operators to sign commercial agreements with Open Fiber S.p.A. for the supply of passive and active fiber optic. (www.gointernet.it)

XStream is a telecommunications operator with data and voice interconnections with major operators offering evolved connectivity services (Dedicated Fiber, FTTH, FTTCab, xDSL, FWA), voice, cloud and cyber security services aimed at business customers and, in "whitelabel" form, wholesale partners. Through its own telephone exchange it offers both traditional voice services and virtual switchboard and unified communication services. (www.x-stream.biz)

About OpNet

OpNet is a leading national wholesale operator in building and operating 5G 3GPP, Fixed Wireless Access (FWA) and fiber optic networks.

Fine Comunicato n.0260-41-2024

Numero di Pagine: 4