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Societa' : TESSELLIS

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Oggetto : Tessellis S.p.A. - Resolutions of the Ordinary  
and Extraordinary Shareholders' Meeting

*Testo del comunicato*

Vedi allegato



## Ordinary and Extraordinary Shareholders' Meeting of Tessellis Approved All Items on the Agenda

*Cagliari, 17 June 2024*

- approval of the Financial Statement as of December 31, 2023;
- approval of the Report of Remuneration Policy and Compensation Paid;
- appointment of the New Board of Statutory Auditors;
- integration of the Board of Directors and Appointment of Chairman Davide Rota;
- update to the article 5 of the Articles of Association with the introduction of the Exclusive Designated Representative;
- Voluntary Reduction of the Share Capital without Cancellation of Shares to Cover Losses and Creation of an Extraordinary Reserve;
- Amendment of the Convertible Bond Loan Regulations Reserved for Nice & Green SA ("POC 2023")

Tessellis S.p.A. (the "Company" or "Tessellis") announces that, today, the Ordinary and Extraordinary Shareholders' Meeting of the Company resolved upon the following:

### Ordinary Session

#### Financial Statements as of December 31, 2023

The Shareholders' Meeting approved the financial statements for the year 2023 as per the draft financial statements approved by the Board of Directors on May 7. The annual financial report as of December 31, 2023, which includes the civil financial statements (accompanied by the documentation required by current regulations), the consolidated financial statements, and the reports of the auditing firm, is available to the public at the Company's registered office, at Borsa Italiana S.p.A., and on the Company's website ([www.tessellis.it](http://www.tessellis.it)). The allocation of the net income was discussed under the sixth item on the agenda.

#### Report on the Remuneration Policy and Compensation Paid ("Report")

In accordance with Article 123-ter of Legislative Decree 58/1998, the Shareholders' Meeting approved the first section of the Report concerning the remuneration policy for 2024 and expressed a non-binding positive opinion on the second section of the Report relating to the compensation paid in 2023.

#### TESSELLIS

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Shareholders' Capital 208.992.730,17 fully paid-up | VAT 02375280928 | R.E.A. 191784 | C.C.I.A.A. Cagliari | [tessellis.it](http://tessellis.it)

# TESSELLIS

## Appointment of the Board of Statutory Auditors

The Shareholders' Meeting appointed the Company's Board of Statutory Auditors, which will remain in office for three financial years (until the date of the Shareholders' Meeting called to approve the financial statements as of December 31, 2026).

The Board of Statutory Auditors was appointed based on the only list presented by Opnet S.p.A. (at the time of the list submission, holding a direct and indirect participation of 59.26% of Tessellis's share capital), which obtained 100% of the votes of those present at the Meeting.

The appointed auditors are:

- Mr. Riccardo Francesco Rodolfo Zingales, Chairman of the Statutory Auditors;
- Mr. Antonio Zecca, Statutory Auditor;
- Mrs Rita Casu, Statutory Auditor;
- Mr. Guido Sazbon, Alternate Auditor;
- Mrs. Stefania Bettoni, Alternate Auditor.

The Shareholders' Meeting also determined the annual gross compensation for the Chairman of the Board of Statutory Auditors at Euro 37,500 and for the Statutory Auditors at Euro 25,000. The curricula of the members of the Board of Statutory Auditors are available on the Company's website ([www.tessellis.it](http://www.tessellis.it)).

The Board of Directors expressed particular gratitude to the outgoing Board of Statutory Auditors for their commitment and collaboration, always provided with the utmost timeliness and professionalism.

## Integration of the Board of Directors and Appointment of the Chairman

In accordance with Article 2386, paragraph 1 of the Civil Code, the Shareholders' Meeting appointed Mr. Nicholas Daraviras as a director of the Company. The newly elected director will remain in office for the same duration as the other members of the administrative body and thus until the Shareholders' Meeting called to approve the financial statements as of December 31, 2024; he will receive an annual gross compensation of Euro 25,000, similar to the other directors in office. The curriculum of the director is available on the Company's website ([www.tessellis.it](http://www.tessellis.it)).

Additionally, Davide Rota, already the CEO of the Company, was appointed Chairman of the Board of Directors. In modification of the Shareholders' resolution adopted on May 16, 2022, no specific remuneration was provided for the Chairman, given Dr. Rota's expressed waiver of compensation at the time of his candidacy.

# TESSELLIS

## Extraordinary Session

### Amendment to article 5 of the Articles of Association

The Shareholders' Meeting approved the amendment of Article 5 of Tessellis' Articles of Association relating to exclusive participation in the Meeting through delegation to the designated representative.

### Coverage of Operating Losses and Voluntary Reduction of Share Capital

The Shareholders' Meeting also approved (i) the coverage of operating losses and losses related to previous years amounting to approximately Euro 34 million through a corresponding reduction of the share capital, and (ii) the voluntary reduction of the share capital pursuant to Article 2445 of the Civil Code to Euro 120 million without cancellation of the outstanding shares to be fully allocated to the creation of an equity reserve called "Extraordinary Reserve," and (iii) the consequent amendment of the first paragraph of Article 5 of the Articles of Association.

The reductions in share capital were executed without the cancellation of shares, as they do not have an expressed nominal value.

### Amendment of the POC 2023 Convertible Bond Loan Regulations

The Shareholders' Meeting, amending the resolution adopted by the Shareholders' Meeting on April 16, 2022, approved the amendment to the convertible bond loan regulations reserved for Nice & Green (POC 2023), providing for a total amount of Euro 62 million constituted by 31 tranches of Euro 2,000,000 each through the issuance of convertible bonds with a nominal amount of Euro 100,000 each. The bonds will mature on December 31, 2027, and will be irrevocably converted on the same date.

Documentation relating to the above resolutions will be made available to the public within the legal deadlines.

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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 of Linkem Retail and Tiscali S.p.A. It 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](http://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.

