

Notice of change in share capital and issue of new bonds

Cagliari, 02/09/2024

Tessellis S.p.A. (the "Company" or "Tessellis"), following the filing today with the Companies' Register of Cagliari of the certificate referred to in Article 2444 of the Italian Civil Code, announces the new amount of its share capital.

	Current share capital			Previous share capital		
	Euro	n. shares	Nominal Unit Value	Euro	n. shares	Nominal Unit Value
Total of which:						
Ordinary Shares (Dividend shares) Current number: 2	208,013,818.32	240,474,399	Without nominal value	207,013,818.32	238,183,973	Without nominal value
Listed (ISIN IT0005496473)	208,013,818.32	240,474,399	Without nominal value	207,013,818.32	238,183,973	Without nominal value
Non listed	-	-		-	-	

	N. of convertible securities exercised	N. of outstanding bonds
Convertible Bonds	10	
Convertible saving shares		
Convertible preferred shares		
Warrant		

The change in capital was executed by virtue of the request for conversion, submitted on 29 August 2024 by Nice Green S.A. (N&G), of ten bonds (N. 61-70) of the convertible and converting bond (in respect to the total of 10 bonds subscribed on 28 August 2024 by N&G), against which 2,290,426 new Tessellis ordinary shares, without par value, listed with ISIN IT0005496473, were issued on 30 August 2024.

It should be noted that the conversion price identified based on the contractual agreements was set at EUR 0.4366.

TESSELLIS

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Shareholders' Capital 208,013,818.32 fully paid-up | VAT 02375280928 | R.E.A. 191784 | C.C.I.A.A. Cagliari
tessellis.it

Furthermore, the Company informs that, on the same date, the second portion of the second tranche of the 2024 POC following the amendment of the regulation of the bond convertible and converting into Tiscali shares, consisting of 31 tranches of EUR 2,000,000 - which can also be subscribed in tranches of multiples of EUR 1,000,000 - for a total maximum amount of EUR 62,000,000.00, reserved for the Investor (the 'POC'), referred to in the investment agreement signed between the Company and N&G on 4 April 2022, as amended.

In particular, the subscription request consists of 10 bonds convertible into Tessellis shares (coupons no. 71-80) with a unit value of EUR 100,000 each, for a total amount of EUR 1,000,000, in execution of the resolutions of the Extraordinary Shareholders' Meetings of the Company of 16 May 2022 and 17 June 2024.

Finally, as already disclosed to the market on 28.08.2024, it should be noted that the present one is the second of five bond subscription requests that Tessellis and Nice&Green have agreed to formalise by 30 September 2024, for a total amount of EUR 6 million.

These funds will also be allocated to the realisation of certain extraordinary investments that Tiscali Italia S.p.A. is preparing to make in the executive start-up phase of the Villanova Project (www.villanova.ai).

	N. of outstanding bonds
Convertible Bonds	10
Convertible saving shares	
Convertible preferred shares	
<i>Warrant</i>	

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About Tessellis

Tessellis S.p.A. (listed Euronext Milan: TSL) is the holding company of the Group formed 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, 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..