

Tiscali S.p.A., registered offices in Cagliari, Località Sa Illetta, s.s. 195 km.2,3. Share capital of EUR 185,513,965.37 entirely paid-in.
Tax Code, VAT Code and Companies' register number of Cagliari no. 02375280928 - REA no. 191784.

CALLING AN EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING

A Shareholders' extraordinary and ordinary meeting of Tiscali S.p.A. is convened on January 10, 2023, at 12 a.m. (sole call), at the registered office of the Company in Cagliari, Località Sa Illetta SS 195 km 2,3, to discuss and resolve on the following

AGENDA

Ordinary Resolutions

1. Integration of the composition of the current Board of Statutory Auditors. Related and consequent resolutions.

- a) Appointment of Andrea Borghini as Effective Statutory Auditor of the Company, whose office will have the same duration of the other members of the Board of Statutory Auditors and, namely, up to the date on which the Shareholders' meeting will be convened to resolve on the approval of 2023 financial statements, and a yearly gross remuneration of EUR 35,000;
- b) Appointment of Antonio Zecca as Alternate Statutory Auditor of the Company, whose office will have the same duration of the other members of the Board of Statutory Auditors and, namely, up to the date on which the Shareholders' meeting will be convened to resolve on the approval of 2023 financial statements.

Extraordinary Resolutions

2. Granting of a proxy (in Italian, "Delega") to the Board of Directors, to be implemented in one or more tranches within 30 months from the date of the Shareholders' meeting resolution, for an overall amount of EUR 60,000,000.00, including the premium, in order to: (i) resolve a capital increase, in divisible form, pursuant to section 2443 of the Italian Civil Code, also with the exclusion or limitation of the option right pursuant to section 2441, paragraphs 4, 5 and 8 of the Italian Civil Code, also through the issuance of shares to be reserved for incentive-based programs for the assignment of financial instruments in favor of directors, employees and collaborators of the Company, identified by the Board of Directors subject to the execution of specific lock-up commitments; and (ii) issue convertible bonds into ordinary shares of the Company pursuant to section 2420-ter of the Italian Civil Code, together with the power to resolve the related capital increase for the conversion, also with the exclusion or limitation of the option right pursuant to section 2441, paragraph 5, of the Italian Civil Code. Consequent amendments to Section 5 of the Company's By-Law.

3. Change of the Company name from "Tiscali S.p.A." to "Tessellis S.p.A." and consequent amendment to Section 1 of the Company's By-Law.

Attendance and representation

The right to attend the Shareholders' meeting is reserved to those for whom the Company has received the communication from the authorized intermediary certifying, on the basis of the evidence released at the end of the accounting day of December 30, 2022 (record date), the ownership of the voting rights. Those who will become owners of the shares after the aforementioned record date, will not have the right to attend and vote in the Shareholders' meeting.

Each entitled party may be represented by means of a proxy conferred in accordance to Italian law, with the right to use the proxy form available on the Company's website www.tiscali.com, section "Governance/Shareholders' meetings". The instructions for notification of proxies, also sent to the e-mail address ufficiolegale.tiscali@legalmail.it, you may refer to the instructions provided by the abovementioned form.

Postal or electronic voting procedures are not allowed.

Designated representative

Those entitled to vote may be represented at the Meeting, free of charge, by granting a proxy with voting instructions - on all or some of the proposed resolutions regarding the items on the agenda - to Computershare S.p.A., in its capacity as "Designated Representative" by the Company pursuant to section 135-undecies of the Italian Financial Code.

The proxy pursuant to section 135-undecies of the Italian Financial Code to the Designated Representative is only enforceable for the proposals in relation to which voting instructions are given and is conferred by completing and signing the appropriate form, available in printable version on the website tiscali.com/shareholders-meeting/.

The duly completed and signed proxy form must be sent according to the instructions provided by the same form, no later than the second open market day prior to the Shareholders' meeting, i.e. by January 6, 2023. Within the same deadline, proxy and voting instructions are revocable.

Submission of proposed resolutions/integration of the agenda

Shareholders who, even jointly, represent at least one fortieth of the ordinary share capital of the Company and who have the right to express the voting right according to the applicable discipline, may submit proposed resolutions on matters already on the agenda, as well as request the integration of the agenda. The request and a report explaining the reasons of this proposal, together with a copy of the applicant's ID, shall be sent to and received by the Company no later than 10 days from the publication of this notice and, therefore, by December 16, 2022, by certified electronic mail at the address ufficiolegale.tiscali@legalmail.it.

The declaration pertaining the ownership of the shares of the requesting Shareholders, as well as the participation fee required to request integration, must result from a specific communication released by the depositary intermediary, which will be effective as of the date of the request itself, addressed to tiscali@pecserviziotitoli.it.

Right to ask questions before the meeting

Those entitled to vote may propose questions on the items on the agenda, even before the meeting, by sending a communication, by certified electronic mail, to the address ufficiolegale.tiscali@legalmail.it. The application must be accompanied by personal data of the applicant (last and first name or legal name in case of corporation, place and date of birth and tax code).

Only those who certify the ownership of the shares on the record date (30 December 2022), have the right to obtain an answer. To this end, the intermediary depositary must submit, even after the request, a communication having effects up to the aforementioned record date, addressed to tiscali@pecserviziotitoli.it, that certifies the applicant's ownership of the shares. In case the shareholder has requested to his/her own depositary the communication of legitimacy to attend the meeting, it will be sufficient to include the references of this communication in the request, possibly issued by the intermediary or, at least, the denomination of the intermediary itself.

Applications received by January 3, 2023 will be addressed, after having verified their relevance with respect to the agenda and the legitimacy of the applicant, with the same mean indicated by the applicant (e-mail or certified electronic mail) or, at the latest, during the meeting.

Further information

Further information on the exercise of the shareholders' rights is available on the website tiscali.com/shareholders-meeting/.

Documentation

The documentation - including the complete text of the proposed resolutions submitted to the Shareholders' meeting, together with the explanatory reports on the items on the agenda - is available on the SDIR e-market circuit storage mechanism "Spafid Connect" and is published on the Company's website at tiscali.com/shareholders-meeting/ with the opportunity for Shareholders and those who are entitled to vote to obtain a copy of the same. An excerpt of this notice is published on the newspaper *La Repubblica* on December 6, 2022, as well as on the Company's website at the address tiscali.com/meeting-shareholders/ and in the storage mechanism Spafid Connect SDIR emarket, to which reference is made.

Information on the share capital

As at the date of publication of this notice of call, Tiscali's subscribed and paid-in share capital is equal to EUR 185,513,965.37, divided into 177,509,104 ordinary shares, with no indication of par value.

Cagliari, December 6, 2022

For the Board of Directors
David Rota
CEO