



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

In relation to the COVID-19 epidemiological emergency, by virtue of the exceptional discipline contained in the Law Decree No. 18 of 17 March 2020 concerning “Measures to strengthen the National Health Service and provide economic support for families, workers and businesses related to the COVID-19 epidemiological emergency” (hereinafter referred to as the “Decree”), converted with amendments by Law No. 27 of 24 April 2020, also taking into account the provisions of Article 3, Paragraph 6, of the Law Decree No. 183 of 31 December 2020, converted with amendments by Law No. 21 of 26 February 2021, the Ordinary and Extraordinary Shareholders’ Meeting of Tiscali S.p.A. is convened on 24 June 2021, at 12 noon (single call) in Cagliari, Via Sidney Sonnino No. 84, at the offices of Notary Sechi and Pavan Notai Associati, with the following

### AGENDA

#### ORDINARY PART

##### 1. Integration of the Board of Directors. Related and consequent resolutions.

- a. *Appoint Paolo Fundarò and Cristiana Procopio as Directors of the Company with the same term of office as the other members of the Board and, therefore, until the date of the Shareholders’ Meeting called to approve the 2021 financial statements;*
- b. *determination of the gross annual remuneration for the Directors Paolo Fundarò and Cristiana Procopio in EUR 25,000.00, equal to that of the other directors;*

##### 2. Financial Statements as at 31 December 2020

- a. *Approval of the statements’ documentation*
- b. *Allocation of profit for the year.*

##### 3. Report on remuneration policy and compensation paid

- a. *Binding resolution on the first section (2021 remuneration policy)*
- b. *Non-binding resolution on the second section (2020 remuneration).*

#### EXTRAORDINARY PART

4. Amendment of Articles 6 and 8 of the Articles of Association

5. Issue of the next tranches of the “Tiscali Conv 2021-2023” convertible bond reserved for Nice&Green S.A. for an amount of EUR 15 million (with the possibility of renewal for a further EUR 21 million) to be issued in one or more tranches pursuant to Article 2420-bis of the Italian Civil Code and consequent paid capital increase, in one or more tranches, excluding option rights pursuant to Article 2441, Paragraph 5, of the Italian Civil Code, reserved to Nice&Green S.A., to service the conversion of the convertible bond “Tiscali Conv 2021-2023”, for a maximum amount, including the share premium, of EUR 21 million (with the possibility of renewal for a further EUR 21 million). Consequent amendment of Article 5 of the Articles of Association, related and consequent resolutions, delegation of powers.

ORDINARY PART

6. Appointment of the Board of Statutory Auditors and its Chairman

a. Appointment of the Board of Statutory Auditors and its Chairman

b. Determination of remuneration.

**Designated representative**

In order to minimise the risks related to the ongoing health emergency, the Company has decided to avail itself of the option set forth in Article 106, Paragraph 4, of the Decree and, therefore, to provide that the intervention by those entitled to vote shall take place exclusively through the designated representative, without physical participation by the shareholders.

Consequently, the Company has appointed Computershare S.p.A. — with offices in Turin, Via Nizza 262/73, 10126 — to represent the shareholders pursuant to Article 135-*undecies* of the Legislative Decree No. 58/98 (TUF, Consolidated Law on Finance) and the aforementioned Decree (hereinafter referred to as the “Designated Representative”). Shareholders who wish to participate in 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.

Pursuant to TUF Article 135-*undecies*, the proxy to the Designated Representative is effective only for the proposals in relation to which voting instructions are given and is conferred by filling in and signing the specific form, available in printable version on the website [tiscali.com/assemblea-azionisti/](http://tiscali.com/assemblea-azionisti/).

The proxy form, duly completed and signed, must be submitted in accordance with the instructions on the form by the second trading day prior to the meeting, i.e., by 22 June 2021. Proxy and voting instructions are revocable within the same deadline.

As permitted by Article 106 of the Decree, the Designated Representative may also be granted, by 12 noon on June 23, 2021, proxies or sub-delegations pursuant to TUF Article 135-*novies*, as an exception to TUF Article 135-*undecies*, Paragraph 4, by following the instructions on the form available on the Company's website at [tiscali.com/assemblea-azionisti/](http://tiscali.com/assemblea-azionisti/). In the same way, the entitled persons may revoke, within the aforementioned deadline, the proxy/sub-proxy and the voting instructions given.

### **Attendance and Representation**

The right to attend the Shareholders' Meeting — exclusively through the Designated Representative, in accordance with the above-indicated procedures — shall be granted to those persons for whom the Company has received a communication from the authorised intermediary certifying, on the basis of evidence relating to the end of the accounting day of 15 June 2021 (*record date*), ownership of voting rights. Those who become owners of the shares after this date will not have the right to participate and vote in the Shareholders' Meeting.

### **Attendance of Entitled Persons**

In consideration of the limitations that may arise due to health requirements, the participation of the entitled persons (the members of the corporate bodies, the appointed Secretary and the Designated Representative) in the Shareholders' Meeting may also (or exclusively) take place by means of telecommunication in the manner notified to them individually, in compliance with the applicable regulatory provisions for such an eventuality.

### **Submission of proposals for resolutions/additions to the agenda**

Shareholders who, also jointly, represent at least one fortieth of the ordinary share capital and who are entitled to exercise this right in the forms provided for by the applicable regulations, may submit proposals for resolutions on the items already on the agenda as well as request the integration of the agenda. The request and a report explaining the reasons for it, together with a copy of the applicant's identity document, must be received within 10 days of the publication of this notice, and therefore by 24 May 2021, by email to: [ufficiolegale.tiscali@legalmail.it](mailto:ufficiolegale.tiscali@legalmail.it).

The certification of the ownership of the shares by the requesting Shareholders as well as of the shareholding required to request the integration must result from a specific communication from the depository intermediary, effective as of the date of the request, addressed to [tiscali@pecserviziotitoli.it](mailto:tiscali@pecserviziotitoli.it).

Shareholders who intend to exercise this right are invited to contact the Company's Legal Affairs office in advance at the e-mail address [ufficiolegaleitalia@it.tiscali.com](mailto:ufficiolegaleitalia@it.tiscali.com) to define all necessary operational details.

In relation to the fact that participation in the Shareholders' Meeting is envisaged exclusively through the Designated Representative, legitimate shareholders who intend to formulate proposals for resolutions and votes on the items on the agenda must submit them by 9 June 2021 in the same manner as indicated in the previous paragraph. Such proposals, where relevant, shall be published without delay on the Company's website, in order to enable those entitled to vote to express themselves in an informed manner, also taking into account such new proposals, and to allow the Designated Representative to collect voting instructions, if necessary, on such proposals. The requesting party must provide suitable documentation proving the right to participate in the Shareholders' Meeting.

### **Questions**

Those entitled to vote may propose questions on the items on the agenda even before the meeting, by sending an e-mail to [ufficiolegale.tiscali@legalmail.it](mailto:ufficiolegale.tiscali@legalmail.it). The question must be accompanied by the personal data of the applicant (surname and first name or name in the case of an entity or company, place and date of birth and tax code).

Applicants who can prove ownership of the shares on 15 June 2021 (*record date*) are entitled to receive a reply. To this end, the depository intermediary must produce, even after the application, a communication with effect until the above date attesting to the ownership of the shares by the applicant, addressed to [tiscali@pecserviziititoli.it](mailto:tiscali@pecserviziititoli.it). If the shareholder has requested from its depository intermediary the notice of entitlement to participate in the Shareholders' Meeting, it will be sufficient to include in the request the references of such notice possibly issued by the intermediary or, at least, the name of the intermediary itself.

Applications received by 15 June 2021, after verification of their relevance and the legitimacy of the applicant, will be answered by the means indicated by the applicant (e-mail or certified e-mail) by 22 June 2021. Questions and answers will be published on the Company's website.

### **Method of appointment of Statutory Auditors**

Pursuant to Article 18 (Board of Statutory Auditors) of the Articles of Association, the Board of Statutory Auditors is appointed on the basis of lists of candidates filed at the Company's registered office, also by e-mail at [ufficiolegale.tiscali@legalmail.it](mailto:ufficiolegale.tiscali@legalmail.it), by 30 May 2021.

Lists of candidates may be submitted by those entitled to vote who, alone or together with others, hold, at the time of submitting the lists, a shareholding representing at least 4.5% (four point five per cent) of the share capital with voting rights at the Ordinary Shareholders' Meeting. This shareholding must be shown by the appropriate communications produced by the authorised intermediary which must reach the Company, if not available on the day on which

the lists are filed, by 3 June 2021 at the Certified Electronic Mail address [tiscali@pecserviziotitoli.it](mailto:tiscali@pecserviziotitoli.it).

If, by the deadline of 30 May 2021, only one list has been filed, or only lists filed by shareholders who are connected with each other pursuant to applicable laws, lists may be filed until 2 June 2021 and the minimum shareholding required to file the lists is reduced by half.

For the valid submission of lists and the related documentation, Shareholders must comply with the provisions of Article 18 of the Articles of Association and the instructions provided on the Company's website [www.tiscali.com](http://www.tiscali.com) (Governance/Shareholders' Meetings section).

#### **Further information**

Further information on the exercise of shareholders' rights is available at [tiscali.com/assemblea-azionisti/](http://tiscali.com/assemblea-azionisti/).

Due to the aforementioned COVID-19 epidemiological emergency, the access of shareholders to the offices of the registered office is suspended.

#### **Documentation**

The resolution proposals on the items on the agenda are available at the Spafid Connect SDIR e-market storage platform as well as at [tiscali.com/assemblea-azionisti/](http://tiscali.com/assemblea-azionisti/).

Additional documentation submitted to the Shareholders' Meeting will be published by 25 May 2021 (for documentation with a publication deadline within 30 days from the date of the Shareholders' Meeting) and by 3 June 2021 (for documentation with a publication deadline within 21 days from the date of the Shareholders' Meeting). An extract of this notice will be published in the daily newspaper ItaliaOggi on 15 May 2021.

#### **Information on the share capital**

The share capital of EUR 51,655,159.37 is divided into 5,061,225,582 ordinary shares with no nominal value.

*Cagliari, 14 May 2021*

*For the Board of Directors*

*Renato Soru  
Chief Executive Officer*