Communication issued by BID-GO S.r.l. and disseminated to the market by GO Internet S.p.A. on behalf of BID-GO S.r.l.

THIS NOTICE SHALL NOT BE DISCLOSED, PUBLISHED, OR DISTRIBUTED, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN ANY COUNTRY WHERE ITS DISCLOSURE, PUBLICATION, AND/OR DISTRIBUTION WOULD CONSTITUTE A VIOLATION OF LAWS OR REGULATIONS APPLICABLE IN THAT JURISDICTION.

TOTAL MANDATORY TENDER OFFER FOR THE ORDINARY SHARES OF GO INTERNET S.P.A. PROMOTED BY BID-GO S.R.L.

Notice pursuant to Article 102, paragraph 1, of Legislative Decree No. 58 of February 24, 1998, as subsequently amended and supplemented ("TUF") and Article 37 of the Regulations adopted by Consob with resolution No. 11971 of May 14, 1999, as subsequently amended and supplemented ("Issuers' Regulations"), concerning the mandatory totalitarian tender offer promoted by BID-GO S.r.l. on the ordinary shares of GO Internet S.p.A, mandatory pursuant to Article 106 of the TUF, as referred to in Article 9 of GO Internet's bylaws (the "Bylaws")

Cagliari, May 31, 2024

Pursuant to and for the purposes of Articles 102(1) of the TUF and article 37 of the Issuers' Regulations, BID-GO S.r.l. (the "**Offeror**" or "**BID-GO**"), a wholly-owned indirect subsidiary of Tessellis S.p.A. ("**Tessellis**"), hereby announces that, today, in execution of the investment agreement signed on November 30, 2023 between Tessellis, **OpNet** S.p.A. ("**OpNet**") and GO Internet S.p.A. ("**GO Internet**," the "**Company**" or the "**Issuer**") and disclosed to the market on the same date, as amended on April 30, 2024 (**the** "**Investment Agreement**"):

- the subscription by the Offeror - as the subsidiary company designated by Tessellis pursuant to the Investment Agreement - of the capital increase of GO Internet, with the exclusion of pre-emptive rights pursuant to Article 2441, paragraph 5, of the Italian Civil Code, resolved by the Extraordinary Shareholders' Meeting of GO Internet on December 22, 2023 (the "**Reserved Capital Increase**") became effective. The subscription of the Reserved Capital Increase took place by offsetting the trade receivable owed by OpNet to GO Internet - assigned by OpNet in favor of Tessellis and, through further transactions, transferred to the Offeror on May 27, 2024 - in the amount of Euro 3,349,999.62;
- as a result of the subscription to the Reserved Capital Increase, the Issuer issued to the Offeror 4,135,802 ordinary shares of GO Internet, representing 77.04% of the Issuer's share capital (as increased as a result of said subscription).

As a result, the legal prerequisites for the Offeror's promotion of a mandatory all-inclusive takeover bid (the "**Bid**") on the ordinary shares of GO Internet (the "**Shares**"), a company with shares listed on the multilateral trading system Euronext Growth Milan, organized and managed by Borsa Italiana S.p.A. ("**Borsa Italiana**"), pursuant to Articles 102 and 106, paragraph 1, of the TUF, the latter as referred to in Article 9 of the Articles of Association, have been met.

Specifically, the Bid is for:

- No. 1,224,300 Shares (ISIN code IT0005582033), representing 22.80% of the subscribed and paid share capital of GO Internet, i.e., all of the Issuer's Shares outstanding as of today's date, less no. 4,135.802 Shares already owned by the Offeror as of the date of this communication (the "**Communication**") as a result of the subscription of the Reserved Capital Increase and the no. 8,351 Shares held by OpNet as a Person Acting in Concert (as defined below); *as well as*
- maximum 53,166 Shares that could be issued, pursuant to the relevant regulations, in exercise of the Warrants (as defined below) issued by the Company to Negma Group Investment Ltd,

For a total of a maximum of 1,277,466 Shares.

The Offer is promoted at a price of Euro 0.81 (zero point eighty-one) per Share (the "**Consideration**"). The Consideration corresponds to the unit subscription price by the Offeror of the 4,135,802 Issuer Shares subscribed in execution of the Reserved Capital Increase. Outside of the Reserved Capital Increase, the Offeror made no further purchases of Shares.

The Consideration expresses a 7.5% discount from the official price of the shares recorded on November 29, 2023 (the "**Reference Date**"), the last trading day prior to the November 30, 2023 the date of the announcement of the signing of the Investment Agreement[1]. The Consideration has a discount of 42.2%, 76.9%, 84.6%, and 89.0% from the arithmetic average, weighted by the volumes traded, of the official prices respectively recorded by the Shares in the 1 (one), 3 (three), 6 (six), and 12 (twelve) months preceding the Reference Date.

It should be noted that the Offer, in consideration of the relative countervalue, will not require the publication of an offer document subject to the approval of Consob, or of Borsa Italiana, since the case referred to in Article 1, paragraph 1, lett. v) of the TUF (public tender offer or exchange) is not integrated, in light of the provisions of Article *34-ter*, paragraph 1, lett. c) of the Issuers' Regulations. In connection with the Offer, the Offeror will in any case publish, for the purposes of full disclosure, an offer document (the "**Offer Document**") pursuant to Article 6-*bis* of the Euronext Growth Milan Issuers' Regulations of Borsa Italiana (the "**Euronext Growth Milan Regulations**"), which, as specified, will not be reviewed or approved by Consob or Borsa Italiana.

The terms and essential elements of the Offer are summarized below, referring for a full description and evaluation of the Offer itself to the Offer Document that will be prepared and made available to the market in the time and manner prescribed by law.

[1] Compared to the closing price of the shares on the Reference Date, the Consideration represents a discount of 10%.

1. SUBJECTS PARTICIPATING IN THE BID

1.1 The Bidder

The Offeror, BID-GO S.r.l., is a limited liability company under Italian law, incorporated on May 17, 2024 by a deed drawn up by Notary Gianluca Sbardella (rep. no. 12562, racc. no. 8448), with registered office in Cagliari, registered with the Companies' Register of Cagliari - Oristano, registration no., tax code and VAT no. 04125130924.

The Offeror's share capital is 10,000 euros and is wholly owned by Tiscali Italia S.p.A. ("**Tiscali Italia**"), a wholly owned subsidiary of Tessellis.

It should be noted that the Offeror, since the date of its establishment, has not carried out any economic activity and has been established for the sole purpose of underwriting the Reserved Capital Increase and promoting the Offer.

1.2 Persons acting in concert with the Offeror in connection with the Offer

It should be noted that:

- Tessellis, as stated in para. 1.1, indirectly controls the Offeror through Tiscali Italia, a company in which Tessellis holds 100% of the share capital. Tiscali Italia totally controls the Offeror;
- OpNet directly controls of Tessellis, as it holds 59.26% of its share capital.

Tessellis, Tiscali Italia and OpNet thus constitute the persons acting in concert with the Offeror (the "**Persons Acting in Concert**") within the meaning of Article *101-bis,* c. *4-bis*, lett. b) of the TUF. In addition, Tessellis and OpNet are parties to the Investment Agreement, relevant under Article *101-bis*, c. 4 of the TUF.

The Offeror will also promote the Offer on behalf of the Persons Acting in Concert, pursuant to Articles 106 (as referred to in Article 9 of the Articles of Association) and 109 (1) and (3) of the TUF, and will bear all obligations related thereto.

2. The Issuer

The Issuer is GO Internet S.p.A., a joint-stock company under Italian law with its registered office in Gubbio (PG), Piazza Bernini snc, 06024, enrolled in the Umbria Register of Companies under number 02577660547. Pursuant to Article 3 of the Articles of Association, the Issuer's duration is set at December 31, 2050.

As of the date of this Notice, to the best of the Offeror's knowledge based on public information, the share capital of the Issuer is Euro 7,394,448.29, divided into 5,368,453 ordinary shares, no par value.

The Issuer's shares are traded on the Euronext Growth Milan with ISIN code IT0005582033 and subject to the dematerialization regime pursuant to Article *83-bis* of the TUF.

As of the date of this Notice, based on publicly available information, the Issuer does not hold treasury shares or own, directly or indirectly, shares or quotas of parent companies.

With the exception of the Shares and except as specified below in relation to the Convertible Bond and the Warrants (as defined *below*), as of the date of this Notice, the Issuer has not issued any financial instruments that grant voting rights, even limited to specific topics, in ordinary or extraordinary shareholders' meetings, and/or other financial instruments that may grant third parties the right to acquire shares of the Issuer and/or voting rights, even limited to specific topics, in the future.

It should be noted that, on April 7, 2023, the GO Internet Shareholders' Meeting resolved to issue a convertible/converting bond into GO Internet ordinary shares, *cum warrants*, with the exclusion of option rights pursuant to Article 2441, paragraphs 5 and 6 of the Italian Civil Code, for a total principal amount up to a maximum of Euro 6,280,000.00 (the "**Convertible Bond**"), to be offered for subscription to Negma Group Investment Ltd. ("**Negma**"). Specifically, the agreement between the Issuer and Negma governing the issuance of the Convertible Bond (the "**Negma Agreement**") - entered into on March 21, 2023 - provides, *inter alia, for* Negma's commitment to subscribe for bonds convertible into GO Internet ordinary shares (the "**Convertible Bonds**"), issued by the Issuer in up to no. 12 *tranches* following specific subscription requests made by it, for a total principal amount of up to Euro 6,000,000.

The Negma Agreement also provides that Negma, in exchange for the issuance of each *tranche of* Bonds and payment of the related subscription price, has the right to receive, free of charge, a number of *warrants* (the "**Warrants**") to be determined from time to time in a number equal to 30% of the par value of each *tranche* divided by the exercise price of the Warrants, so that in the event of full conversion of the Warrants, the Company will receive an amount equal to 30% of the par value of the Bonds issued. The exercise ratio of each Warrant is 1:1 and therefore gives each Warrant holder the right to obtain one ordinary share of the Company for each Warrant exercised. Warrants may be exercised, under penalty of forfeiture, in the period between the date of their issuance and the fifth year from the same.

Neither the Convertible Bonds nor the Warrants are admitted to trading on any market.

As of the date of this Notice, as most recently announced by the Issuer on December 22, 2023, 4 *tranches of* the Convertible Bond have been issued and conversion requests have been made by Negma, the holder of the Convertible Bonds, for a total amount of Euro 2,279,999.33 and for 596,649,691 GO Internet shares (counted *prior to the* share regrouping resolved by the Issuer's shareholders' meeting on December 22, 2023). In addition, as of the date of this Notice, as a result of the issuance of the fourth *tranche of* the Convertible Bond, the Company has issued to Negma a total of 53,166 Warrants (number so redetermined by the Issuer as a result of the share regrouping resolved by the shareholders' meeting of December 22, 2023 and for the purpose of maintaining financial equivalence). In particular, it is represented that: (i) as a result of the issuance of the first *tranche of* the Convertible Bond, 1,500 Warrants, the unit exercise price of which is EUR 22.96; (ii) as a result of the issuance of the second *tranche of* the Convertible Bond, 3.333 Warrants, the unit exercise price of which is EUR 10.33; (iii) as a result of the issuance of the third *tranche of* the Convertible Bond, 15,000 Warrants, the unit exercise price of which is EUR 2.30, were allotted to Negma; and (iv) as a result of the issuance of the fourth *tranche* of the Convertible Bond Loan, 33,333 Warrants, the unit exercise price of which is EUR 1.03, were allotted to Negma. It should be noted that the indicated exercise prices were thus restated by the Issuer as a result of the share grouping resolved by the shareholders' meeting of December 22, 2023 and for the purpose of maintaining financial equivalence.

The following table shows - based on public information available as of today's date - the breakdown of the Issuer's share capital as of the date of this Notice, as it results from the execution of the Reserved Capital Increase:

Shareholder	Number of ordinary shares	% Share capital
BID-GO Ltd.	4.135.802	77,04%
OpNet S.p.A.*	8.351	0,16%
Floating	1.224.300	22,80%

*Shareholder representing the control chain of BID-GO.

3. Essential elements of the Offer

3.1 Legal prerequisites of the Offer

The obligation to promote the Offer follows the effectiveness on today, May 31, 2024 (the "**Execution Date**"), of the Offeror's subscription to the Reserved Capital Increase in fulfillment of the provisions of the Investment Agreement. By virtue of this subscription, the Offeror has become the owner of a majority interest in the Issuer's share capital, amounting to 77.04% (the "**Majority Ownership** ").

Specifically, the Investment Agreement had as its object the execution of an overall transaction (the "**Transaction**")[2] , described below, instrumental to the acquisition of the Majority Shareholding in the Issuer by Tessellis or companies controlled by it, subject to the fulfillment or waiver of certain conditions precedent (mostly waivable by Tessellis alone) by May 31, 2024.

In execution of the Investment Agreement, following the fulfillment of the stipulated conditions, the following occurred: (i) on May 27, 2024, OpNet transferred a commercial credit claimed by OpNet against GO Internet to Tessellis for an amount of EUR 3,349,999.62 (the "**Credit Assignment**"), which was subsequently transferred by Tessellis to Tiscali Italia and then to the Offeror; (ii) on the Execution Date, the effectiveness of the subscription to the Reserved Capital Increase, subscribed by the Offeror through the offsetting of the commercial credit transferred through the Credit Assignment; (iii) on the same Execution Date, as a result of the subscription to the Reserved Capital Increase and the consequent acquisition by the Offeror of the Majority Stake in the share capital of GO Internet, the occurrence of the conditions for the promotion of the Offer.

It should be noted that, pursuant to Article *101-bis,* paragraph 3, letter c), of the TUF, the Offeror and the Issuer are not subject to the disclosure requirements with respect to employees or their representatives set forth in the TUF, since, as of the date of this Notice, the Offeror holds the majority of the voting rights exercisable at the Issuer's ordinary shareholders' meeting.

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[2] It should be noted that GO Internet informed the market of the Transaction in a press release dated November 30, 2023, which was also published on the *website* www.gointernet.it in the Investor Relations section.

3.2 Categories and quantity of shares under the Offer

The Offer is for all of the Issuer's ordinary shares outstanding as of today's date minus the Shares already held by the Offeror and the Persons Acting in Concert, i.e. (i) no. 4,135.802 Shares, equal to 77.04% of GO Internet's share capital, held directly by the Offeror following the subscription of the Reserved Capital Increase, corresponding to the Majority Shareholding, and (ii) the 8,351 Shares, equal to 0.16% of GO Internet's share capital, held by OpNet. Therefore, the Offer relates to a maximum of 1,224,300 outstanding Shares, representing 22.80% of the Issuer's share capital, as well as a maximum of 53,166 Shares that could be issued, pursuant to the relevant regulations, in exercise of the Warrants issued by the Company to Negma.

The Offer is addressed, indiscriminately and on equal terms, to all shareholders of the Issuer.

It should be noted that the number of shares covered by the Offer may vary downward if, by the end of the Acceptance Period (as defined *below*), the Offeror (or Persons Acting in Concert) purchases Issuer Shares outside the Offer, in compliance with applicable regulations. Purchases made outside the Offer will be disclosed to the market pursuant to Article 41(2) of the Issuers' Regulations.

Shares tendered in acceptance to the Offer must be freely transferable to the Offeror and free from any and all encumbrances and liens of any kind and nature, whether real, mandatory, or personal.

3.3 Unit consideration and maximum countervalue of the Offer

The Offeror will pay a consideration of Euro 0.81 (zero point eighty-one) for each Share tendered to the Offer.

The Consideration has been set in accordance with the provisions of Article 106, paragraph 2, of the TUF, referred to in Article 9 of the Bylaws (in accordance with the provisions of Article 6-*bis* of the Euronext Growth Milan Regulations), pursuant to which the Offer must be made at a price not lower than the highest price paid by the Offeror and the Persons Acting in Concert for purchases of Shares in the twelve months preceding the date of the Communication (*i.e.,* the Execution Date of the Reserved Capital Increase). The Consideration coincides, in fact, with the same price per Share for the subscription of the Reserved Capital Increase, in the absence of other purchases of Shares in the twelve months prior to the date of this Notice.

The Consideration is understood to be net of stamps, insofar as due, and of fees, commissions and expenses, which will remain the responsibility of the Offeror, while the substitute tax on capital gains, if due, will remain the responsibility of the Offerors.

The Price of EUR 0.81 per Share expresses a discount of 7.5% from the official price of the Issuer's Shares recorded on the Reference Date (discount equals 10% to the closing price at the Reference Date).

The following table presents a comparison between the Consideration and, having regard to reference prices, (i) the offical price of the Shares recorded on the Reference Date, and (ii) the volume-weighted arithmetic average of the official prices of the Issuer's Shares relating to 1 (one), 3 (three), 6 (six) months, and 12 (twelve) months prior to the Reference Date.

Reference periods	Weighted average price per share (*) in Euro	Consideration compared to weighted average price per share (%)
November 29, 2023 (Official Price)	0,88	(7.5)%
1 month	1,40	(42.2)%
3 months	3,50	(76.9)%
6 months	5,25	(84.6)%
12 months	7,38	(89.0)%

(*) Source: FactSet

In the event of full acceptance of the Offer, the total maximum countervalue of the Offer (in relation to the maximum number of 1,277,466 Shares covered by the Offer) is Euro 1,034,747.46 (the "**Maximum Disbursement**").

The Offeror intends to meet the financial coverage of the Maximum Disbursement (and the estimated costs of the Transaction) through the use of its own means that will be made available, directly or indirectly, by Tessellis. The Offeror declares pursuant to Article *37-bis* of the Issuers' Regulations that it has put itself in a position to fully meet any commitment to pay the Maximum Disbursement.

3.4 Duration of the Offer

The acceptance period of the Offer (the "**Acceptance Period**") will be agreed with Borsa Italiana in accordance with the provisions of Article *6-bis* of the Euronext Growth Milan Regulations and, therefore, in compliance with the terms set forth in Article 40(2)(b) of the Issuers' Regulations.

Since this is an offer promoted by a person who already holds an interest in the Issuer in excess of the 30% threshold provided for in Article 106, paragraph 1, of the TUF, Article *40-bis* of the Issuers' Regulations may apply to the Offer, if the relevant conditions are met. Therefore, upon closure of the Acceptance Period and, precisely, by the trading day following the Payment Date (as defined *below*), the Acceptance Period may be reopened for an additional five trading days pursuant to Article *40-bis,* paragraph 1(b) of the Issuers' Regulations (the "**Reopening of the Offer Period**").

Payment of the Consideration against the simultaneous transfer to the Offeror of ownership of the Shares tendered to the Offer will take place no later than the fifth trading day following the closing date of (i) the Acceptance Period, as extended, if any, and (ii) the Reopening of the Offer Period, if any (each, a "**Payment Date**").

3.5 Allocation assumptions

Since this is an offer on the totality of the Shares not held directly and indirectly by the Offeror and Persons Acting in Concert, no form of allocation is envisaged.

3.6 Markets on which the Offer is promoted

The Offer is addressed, indiscriminately and on equal terms, to all holders of GO Internet ordinary shares and is promoted exclusively in Italy.

The Offer is not and will not be promoted or disseminated in the United States of America, Canada, Japan and Australia, as well as in any other country (other than Italy) (the "**Other Countries**") in which the Offer is not permitted in the absence of authorization by the competent authorities or other fulfillment by the Offeror, nor using national or international means of communication or commerce of the Other Countries (including, without limitation, the postal network, facsimile, telex, electronic mail, telephone and internet), nor through any facility of any of the financial intermediaries of the Other Countries, nor in any other manner.

Adherence to the Offer by persons residing in countries other than Italy may be subject to specific obligations or restrictions under statutory or regulatory provisions. It is the sole responsibility of the recipients of the Offer to comply with such regulations and, therefore, to verify their existence and applicability before joining the Offer by contacting their advisors.

4. Rationale for the Offer and future plans

As stated in Section 3.1 above, the obligation to promote the Offer arose as a result of the completion, on the Closing Date, of the subscription of the Reserved Capital Increase by the Offeror. Therefore, the Offer is aimed at fulfilling the obligation under Article 106(1) of the TUF, as referred to in Article 9 of the Issuer's Articles of Association. Furthermore, the Offeror's objective as a result of the Offer is to achieve the exclusion from trading on Euronext Growth Milan of the Issuer's ordinary shares (the "**Delisting**").

The subscription of the Reserved Capital Increase and the resulting Offer are part of an investment project that will enable the Tessellis Group to expand its service portfolio, sales network and B2BX customer base by accelerating the realization of the objectives of one of the pillars of its *business plan*. The Transaction in which the Offer is included allows GO Internet to achieve industrial synergies with the group headed by Tessellis, as well as to find the means to improve its equity and financial situation and safeguard its business continuity.

5. Withdrawal of listing shares and possible scenarios after The Offering

The Offer is aimed at delisting the Issuer's shares from trading on Euronext Growth Milan.

In the event that the Offeror upon completion of the Offer, as a result of acceptances to the Offer and any purchases made outside the Offer in accordance with applicable regulations during the Acceptance Period (including the period of any Reopening of the Offer Period), comes to hold a total stake of more than 90% of the Issuer's share capital, the Offeror hereby declares its intention not to restore a free float sufficient to ensure the regular trading of the Issuer's ordinary shares.

In this hypothesis, in any case, the obligation to purchase the remaining Shares of the Issuer's shareholders who so request will not apply to the Offeror, pursuant to and for the purposes of Article 108, paragraph 2, of the TUF, as this provision is not applicable to the Issuer, since GO Internet is not a company with securities admitted to trading on a regulated market, nor is it made applicable by virtue of a statutory call. For the same reasons, if, upon completion of the Offer, as a result of the acceptances to the Offer and any purchases made outside the Offer in accordance with applicable regulations, the Offeror comes to hold an overall stake of at least 95% of the Issuer's share capital, the obligation to purchase the remaining Shares of GO Internet shareholders who so request, pursuant to and in accordance with Article 108, paragraph 1, of the TUF, and the right to purchase pursuant to Article 111 of the TUF, will not apply to the Offeror.

Pursuant to "Part Two - Guidelines" of Article 41 of the Euronext Growth Milan Regulations, if, as a result of acceptances to the Offer and any purchases made outside of the Offer in accordance with applicable regulations, the Offeror comes to hold an overall stake of more than 90% of the Issuer's share capital, the Delisting may take place without the need for the prior consent of the Issuer's shareholders and will take effect from the date that the Offeror will agree with Borsa Italiana. Unless otherwise required, such date will coincide with (i) the trading day following the day of payment of the Consideration; or (ii) in case of Reopening of the Offer Period, with the trading day following the date of payment of the Reopening.

Otherwise, if the Offeror, as a result of acceptances to the Offer and any purchases made outside the Offer in accordance with applicable regulations, does not come to hold a stake of at least 90% of GO Internet's share capital, the Offeror will consider whether to request the Issuer's Board of Directors, pursuant to Article 2367 of the Italian Civil Code ("*Convocation at the Request of Shareholders*"), that a GO Internet Shareholders' Meeting be convened to deliberate on the request to Borsa Italiana to delist the shares, pursuant to the guidelines set forth in Article 41 of the Euronext Growth Milan Regulations and Article 15.3 of the Articles of Association, under which the proposed Delisting, in order to be approved, must obtain not less than 90% of the votes cast by the holders of Shares gathered at the meeting. In this regard, it is recalled that the Issuer's shareholders will not be granted the right of withdrawal pursuant to Article *2437-quinquies* of the Civil Code.

The Offeror, alternatively, could also proceed with the Delisting by means of a merger by incorporation of the Issuer into BID-GO itself (the "**Merger**"), subject to the approval of the competent corporate bodies, with the consequence that the holders of shares of the Issuer who do not tender their shares to the Offer or who, given the conditions, do not exercise their right of withdrawal, would become, as a result of the Merger, holders of financial instruments not traded on any multilateral trading system, with the consequent difficulty of liquidating their investment in the future. The Issuer's shareholders who (i) remained in the Company's shareholding structure, and (ii) did not take part in the resolution approving the Merger, would be entitled to the right of withdrawal only if one of the prerequisites set forth in Article 2437 of the Civil Code were met, and, in such a case, they would receive in exchange shares not listed on a multilateral trading facility. In such a case, the liquidation value of the shares subject to withdrawal would be determined in accordance with Article *2437-ter,* paragraph 2, of the Civil Code, taking into account the Issuer's balance sheet size and its income prospects.

In any event, the Offeror reserves the right to evaluate in the future, at its own discretion, the implementation of any further extraordinary transactions and/or corporate and business reorganization that may be deemed appropriate, in line with the objectives and motivations of the Transaction in which the Offer is part of and with its own strategies, regardless of whether or not the Delisting is achieved and also, if appropriate, in order to simplify the shareholder structure of the Issuer and/or the Offeror. In this regard, it should be noted that, as of the date of this Notice, the relevant corporate bodies have not taken any formal resolutions regarding the above.

6. Conditions for the effectiveness of the Offer

Since the Offer is a mandatory all-inclusive tender offer pursuant to Article 106(1) of the TUF, as referred to in Article 9 of the Articles of Association, it is not subject to any condition of effectiveness.

7. Interests held by the Offeror and Persons Acting in Concert

As of the date of this Notice, the Offeror holds the Majority Interest, i.e., a total of 4,135,802 ordinary shares of the Issuer, corresponding to 77.04% of the Issuer's share capital.

In addition, it should be noted that OpNet, Person Acting in Concert, holds 8,351 ordinary shares of the Issuer, corresponding to 0.16% of the Issuer's share capital.

Neither the Offeror nor the Persons Acting in Concert hold any other financial instruments issued by the Issuer or having such instruments as underlying.

8. Communications and authorizations for the conduct of the Bid

Promotion of the Offer is not subject to obtaining any authorization.

9. Publication of announcements and documents related to the Offering

The Offer Document, press releases and all documents related to the Offer will be available, among other things, on the Issuer's *website* at www.gointernet.it.

10. Consultants for the Operation.

The Offeror is assisted by Gianni & Origoni as legal advisor and Banca Akros S.p.A. - Gruppo Banco BPM as Intermediary in Charge of Coordinating the Collection of Acceptances.

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THIS DOCUMENT SHALL NOT BE DISCLOSED, PUBLISHED, OR DISTRIBUTED, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, AUSTRALIA, CANADA, OR JAPAN (OR OTHER COUNTRIES, AS DEFINED BELOW)

The Offer is not and will not be promoted or disseminated in the United States of America (i.e., directed to U.S. Persons, as defined under the U.S. Securities Act of 1933, as amended), Canada Japan and Australia, as well as in any other country in which such Offer is not permitted in the absence of authorization by the competent authorities or other *compliance by the Offeror (such countries, including the United States of America, Canada, Japan and Australia, collectively the "**Other Countries**") nor by using domestic or international means of communication or commerce of the Other Countries (including, but not limited to, the postal network, facsimile, telefax, electronic mail, telephone and the Internet), nor through any facility of any of the financial intermediaries of the Other Countries, nor in any other manner.*

Partial or complete copies of any documents to be issued by the Offeror in connection with the Offer are not and shall not be sent, or in any way transmitted, or otherwise distributed, directly or indirectly, in the Other Countries. Any person who receives such documents shall not distribute, send, or mail them (either by mail or by any other means or instrument of communication or commerce in the Other Countries).

Any acceptances of the Offer resulting from solicitation activities carried out in violation of the above limitations will not be accepted.

Adherence to the Offer by persons residing in countries other than Italy may be subject to specific obligations or restrictions provided by legal or regulatory provisions. It is the sole responsibility of the recipients of the Offer to comply with such regulations and, therefore, to verify their existence and applicability before joining the Offer by contacting their advisors.

The Offeror shall not be held liable for violation by any person of any of the above limitations.