

# TESSELLIS

**TESSELLIS S.p.A.**

**Registered office in Cagliari, Sa Illetta locality, S.S. 195 km. 2,3**

**Share Capital Paid-in Euro 152,100,000.00**

**Tax code, VAT number and registration with the Cagliari Register of Companies**

**No. 02375280928**

**ILLUSTRATIVE REPORT OF THE BOARD OF DIRECTORS ON THE PROPOSALS ON  
THE AGENDA OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS'  
MEETING OF JUNE 27, 2025, PREPARED PURSUANT TO ARTICLE 125-TER OF  
LEGISLATIVE DECREE 58/1998**

Shareholders,

this document has been prepared by the Board of Directors of Tessellis S.p.A. ("Tessellis" or the "Company"), in compliance with applicable regulations, in connection with the Tessellis Shareholders' Meeting convened in ordinary and extraordinary session in a single call for June 27, 2025 at 12 p.m., to discuss and resolve on the following:

agenda

**ORDINARY PART**

**1. Budget as of December 31, 2024**

- a. Approval of budget documentation.
- b. Allocation of loss for the year - referral to item 4 on the agenda of the Meeting In extraordinary session.

**2. Report on remuneration policy and compensation paid**

- a. Binding resolution on the first section (remuneration policy 2025).
- b. Non-binding resolution on the second section (compensation 2024).

**3. Appointment of the Board of Directors (as per notice of meeting dated 5/16/2025):**

- a. Determination of the number of members of the Board of Directors;
- b. Determination of the term of office of the Board of Directors;

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- c. Appointment of the members of the Board of Directors;
- d. Appointment of the Chairman the Board of Directors;
- e. Determination of the compensation of the members of the Board of Directors.

## **EXTRAORDINARY PART**

### **4. Resolutions pursuant to Article 2446 of the Civil Code.**

- a. Reduction of share capital pursuant to Article 2446 of the Civil Code due to operating losses exceeding 1/3 in the amount of 101,909,082.61 Euros.
- b. Consequent amendment of Article 5 of the bylaws.

### **5. Delegation of authority to the Board of Directors pursuant to Articles 2441 and 2443 of the Civil Code.**

- a. Delegation of powers to the Board of Directors, to be exercised on one or more occasions within 30 months from the date of the shareholders' meeting resolution, for a maximum amount of Euro 40,000,000.00 including share premium: (i) to increase the share capital for cash, in divisible form, pursuant to Article 2443 of the Civil Code, also with the exclusion or limitation of option rights pursuant to Article 2441, paragraphs 4, 5 and 8 of the Civil Code, including through the issuance of shares to be reserved to service incentive programs based on the allocation of financial instruments in favor of directors, employees and collaborators of the Company, identified by the Board of Directors against specific lock-up commitments by the latter; and (ii) to issue bonds convertible into ordinary shares of the company pursuant to Art. 2420-ter of the Italian Civil Code, together with the power to approve the related capital increase to service the conversion, including with the exclusion or limitation of option rights pursuant to Article 2441(5) of the Italian Civil Code.
- b. Consequent amendment of Article 5 of the Articles of Association.

Pursuant to and in accordance with Article 125-ter of Legislative Decree 58/1998, we submit this report to your attention with reference to items 1 and 2 on the agenda in ordinary session. The proposals relating to item 3 have already been



explained in the report published last May 16, 2025, while those relating to items 4 and 5 on the agenda will be made public within the terms of the law.

\* \* \*

### **1. Approval of the operating budget as of December 31, 2024. Related and consequent resolutions**

Shareholders,

A copy of the draft financial statements of Tessellis S.p.A. (the "Company") as of December 31, 2024, approved by the Board of Directors at the meeting held on May 27, 2025 and accompanied by the reports of the Directors, Statutory Auditors and the auditing firm, will be filed, in accordance with current regulations, at the registered office and Consob and will be available on the Company's website <https://www.tessellis.it/assemblea-azionisti/> within the terms of the law.

For an explanation of the draft financial statements, please see the Directors' Report on Operations.

The final figure of the Company's draft financial statements as of December 31, 2024 shows a loss for the period of Euros 101,909,082.61. We propose to approve the financial statements as a whole and in individual entries and propose that you adopt a resolution in line with the following proposal:

#### **Proposal a: approval of budget documentation**

*The Shareholders' Meeting of Tessellis S.p.A.,*

- *reviewed the Company's separate financial statements and the Group's consolidated financial statements as of December 31, 2024, which show a loss of 101,909,082.61 euros, the directors' report on operations, the report on corporate governance and ownership structure, and the report on the non-financial statement;*
- *reviewed the report of the Board of Statutory Auditors to the meeting referred to in Article 153 of Legislative Decree 58/1998 (TUF);*

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- *reviewed the auditors' reports to the separate and consolidated financial statements as of December 31, 2024;*

*resolution*

*- to approve the separate financial statements of the Company for the year ended December 31, 2024, as a whole and in their individual entries, which show a loss of 101,909,082.61 euros, as prepared by the Board of Directors to which ample discharge is given for its management.*

*Proposal b: approval of budget documentation*

*The Shareholders' Meeting of Tessellis S.p.A.,*

*with reference to this proposal, refers the decision about the allocation of the loss for the year to the determination to be made by today's Extraordinary Shareholders' Meeting under item 4 on the agenda below.*

## **2. Report on remuneration policy and compensation paid - Approval of the first section (remuneration policy 2025)**

### **- Non-binding vote on the second section (compensation 2024)**

Shareholders,

in preparation for the June 27, 2025 Shareholders' Meeting, the report on the remuneration policy and compensation paid was prepared.

The document is divided into two sections:

- *the first outlines the Company's policy on the remuneration of Directors, Statutory Auditors and key management personnel with reference to the year 2025, and is subject to binding resolution by the Shareholders' Meeting;*
- *the second provides a representation of the items that make up the remuneration of the individuals mentioned above, with an illustration of the compensation paid to them in FY2024, and is subject to a non-binding resolution of the Shareholders' Meeting in favor or against.*

Given all of the above, you are asked to comment separately on the first and second sections of the report, in the terms described above, and therefore the Board of Directors submits the following proposals for your approval:

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Proposal a: Binding resolution on the first section of the report on compensation policy and compensation paid (compensation policy 2025)

*The Shareholders' Meeting of Tessellis S.p.A., having regard to the applicable regulations regarding the report on remuneration policy and compensation paid,*  
*resolution*

- *To approve the first section of the report on the remuneration policy and compensation paid by the Company.*

Proposal b: Non-binding vote on the second section of the report on compensation policy and compensation paid (compensation 2024).

*The Shareholders' Meeting of Tessellis S.p.A., having regard to the applicable regulations regarding the report on remuneration policy and compensation paid,*  
*resolution*

- *favorably on the second section of the report on the remuneration policy and compensation paid by the Company in FY2024.*

\* \* \*

Shareholders,

in postponing the discussion of items 4 and 5 on the extraordinary agenda to the documents that will be made public within the legal terms, please comment on the above proposals.

Cagliari, May 27, 2025

**Tessellis S.p.A.**

For the Board of Directors.

David Rota

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Chief Executive Officer