

ISSUE OF A CONVERTIBLE BOND LOAN

Cagliari January, 10 2019. The Company announces that, as part of the actions to be made in order to raise the financial resources necessary to implement the 2018-2021 Business Plan approved by the Board of Directors meeting held on November 12, 2018, the Company has completed the necessary preparatory actions required to issue a convertible bond loan reserved to qualified investors pursuant to Article No. 34-ter, paragraph 1 (b) of the Consob Regulation No. 11971 dated May 14, 1999 (Issuers' Regulation) and Article No. 35, paragraph 1 (d), of the Consob Regulation No. 20307 dated February 15, 2018 (Intermediaries Regulation), in execution of the powers conferred, pursuant to Article No. 2420-ter and of the Article No. 2443 of the Italian Civil Code, by the Shareholders' Meeting held on June 26, 2018 ("Proxies").

Today, the Company achieved and signed an agreement with ICT Holding Limited and Sova Disciplined Equity Fund SPC for the subscription of the above-mentioned convertible bond loan for EUR 10.6 million divided into equal shares (the "Convertible Bond Loan").

The issue of the Bond Loan will be executed without the prior publication of an offer prospectus, by virtue of the exemption to the publication of an offer prospectus provided for in Article No. 34-ter, paragraph 1, letter b) of the Issuers Regulation.

The bonds will not be listed on any regulated market; they have a one-year duration and no non-interest-bearing coupon. The subscription price of the bonds will be equal to 95% of the nominal value.

The bonds may be converted at the request of the subscribers after two months from the issue, and at the request of the Issuer upon expiry. The conversion price is equal to 85% of the weighted average by volume of the prices of the Issuer's shares recorded at the close of trading of the last 10 working days preceding the date of conversion request.

Deloitte & Touche S.p.A. expressed its opinion on the appropriateness of the method of calculating the conversion price.

Pursuant to the Regulation on Transactions with Related Parties adopted by Consob with Resolution No. 17221 dated 12 March 2010 and subsequent amendments (the "Related Party Regulations"), ICT Holding Limited is a related party, being a Relevant Shareholder with a shareholding [equal to 23.52%] of the Company's share capital. The signing of the agreement with ICT can be qualified as a transaction of major importance on the basis of the criterion of the relevance index of the counter-value referred to in the Related Parties Regulation.

It is established that the issue of the Bond Loan, and the related increase in capital serving the same, will be resolved, pursuant to the Delegations, by the Board of Directors to be held on 31 January 2019.

For the purpose of approving the Bond Loan, the Company specifies it has availed itself (pursuant to Article No. 10 of the Related Party Regulation) of the approval procedure identified pursuant to Article No. 7 of the Related Party Regulations (established for transactions of minor importance) and Article No. 5.3 of the Regulations for the regulation of transactions with related parties approved by the Company on 28 April 2017, at the end of which a favorable opinion was given to the Board of Directors.



All documentation relating to the transaction, including the Illustrative Report prepared by the Board of Directors pursuant to Article No. 2441, paragraph 6, and No. 2443, paragraph 1 of the Civil Code, and of the Article No. 72, paragraphs 1 and 6 of the Issuers' Regulations, and the information document pursuant to Article No. 5 of the Related Party Regulations, as well as the opinion of the Committee for Transactions with Related Parties, has been made available in accordance with the law and is also available on the Issuer's website www.tiscali.com as well as at its registered office.

Information on Tiscali

Tiscali S.p.A. (Borsa Italiana. Milan: TIS) is one of the leading telecommunications companies in Italy and provides its customers, individuals, SOHo and companies with a wide range of services: in particular, Internet access in Ultra Broadband mode with Wireless Fiber To The Home Technology (WFTTH) and FIBER as well as VoIP, MVNO, media and other technologically advanced products. As at December 31, 2017, Tiscali recorded a customer portfolio of approximately 750 thousand units. The Tiscali website can be reached at www.tiscali.com.