

[CELLULARLINEGROUP]

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2025 INTERIM FINANCIAL REPORT

(Translation from the Italian original which remains the definitive version)

Table of Contents

COMPANY OFFICERS AND CONTROL BODIES	5
GROUP STRUCTURE AS AT 30 June 2025.....	7
CELLULARLINE GROUP DIRECTORS' REPORT	9
1. Introduction.....	10
2. Methodological note.....	10
3. Accounting policies.....	10
4. Main financial and performance indicators.....	11
5. Market performance.....	12
6. Group performance	12
7. Capital and financial position.....	19
8. Investments and research and development activities.....	23
9. Information on transactions with related parties and non-recurring, atypical or unusual transactions.....	23
10. Atypical and/or unusual transactions	25
11. Share-based payments.....	25
12. Treasury shares and shares of the Parent.....	25
13. Main risks and uncertainties to which the Group is exposed	25
14. Management and coordination.....	30
15. Corporate governance	30
16. Classes of financial instruments	30
17. Branches	32
18. Workforce.....	32
19. Information on environmental impact	32
20. Significant events during the interim period	32
21. Significant events after the reporting date.....	33
22. Outlook.....	34
CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE SIX-MONTH PERIOD ENDED 30 JUNE 2025	35
NOTES.....	41
1. Introduction.....	42
2. Accounting policies adopted in preparing the Condensed Interim Consolidated Financial Statements and summary of the applied accounting principles.....	42
3. Segment reporting.....	51
4. Notes to the individual financial statements captions	51
5. Transactions with related parties	72

6.	Other information	73
ATTESTATION OF THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 30 June 2025 PURSUANT TO ART. 81-TER OF CONSOB REGULATION NO. 11971 OF 14 MAY 1999, AS AMENDED AND SUPPLEMENTED.....		75

COMPANY DATA OF THE PARENT CELLULARLINE S.p.A.

Registered Office:

Cellularline S.p.A.

Via Grigoris Lambrakis 1/a

42122 Reggio Emilia (RE) - Italy

Legal information:

Share capital Euro 21,343,189 fully paid-up

VAT reg. no. and Tax Code 09800730963

Economic and Administrative Register RE-315329

Certified e-mail address: spa.cellularline@legalmail.it

ISIN: IT0005244618

Alphanumeric code: CELL

Corporate Website: www.cellularlinegroup.com

COMPANY OFFICERS AND CONTROL BODIES

Board of Directors

Antonio Luigi Tazartes	Chair
Christian Aleotti	Deputy Chair and Chief Executive Officer
Marco Cagnetta	Executive Director
Donatella Busso	Independent Director
Paola Vezzani	Independent Director
Alessandra Bianchi	Independent Director
Mauro Borgogno	Director
Marco Di Lorenzo	Director
Walter Alba	Independent Director
Laura Elena Cinquini	Independent Director

Risk and Control Committee

Donatella Busso	Chair and Director
Alessandra Bianchi	Director
Paola Vezzani	Director

Appointments and Remuneration Committee

Paola Vezzani	Chair and Independent Director
Walter Alba	Independent Director
Donatella Busso	Independent Director

Committee for Transactions with Related Parties

Donatella Busso	Chair and Independent Director
Alessandra Bianchi	Independent Director
Laura Elena Cinquini	Independent Director

Board of Statutory Auditors

Lorenzo Rutigliano	Chair
Daniela Bainotti	Standing Auditor
Paolo Chiussi	Standing Auditor
Guido Prati	Alternate Auditor
Andrea Fornaciari	Alternate Auditor

Supervisory Body

Anna Doro

Alessandro Cencioni

Ester Marino

Chair

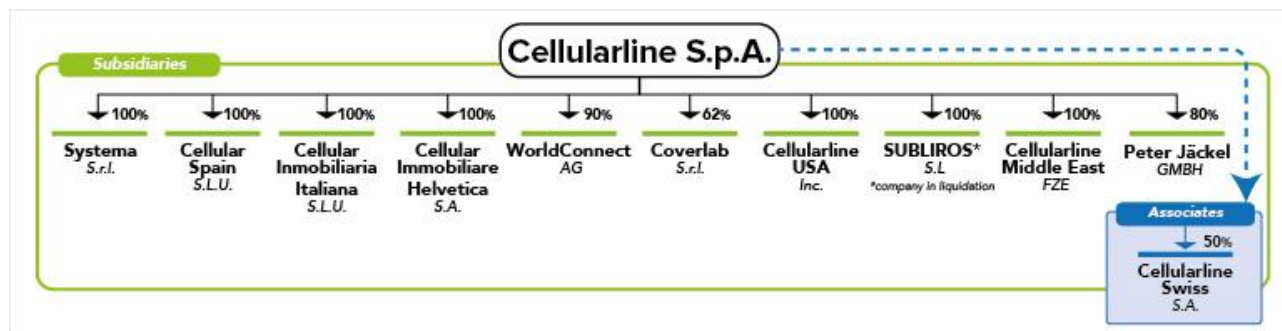
Member

Member

Independent Auditors

KPMG S.p.A.

GROUP STRUCTURE AS AT 30 June 2025



GROUP COMPOSITION

As at 30 June 2025, the Group consists of the following companies:

- Cellularline S.p.A., the Parent, incorporated under Italian law with registered address at Via Lambrakis 1/a, Reggio Emilia (Italy), and operating in Italy and abroad in the sector of design, distribution (including products not under its own brand) and marketing of accessories and devices for multimedia products (smartphones, tablets, wearables, audio devices, etc.) and for mobile connectivity (in the car and on motorcycles/bikes). The Parent has a permanent establishment in Paris, at 91, Rue Du Faubourg Saint Honoré (France), where five employees operate on a permanent basis, carrying out strictly commercial activities for the management of relationships with customers in the French market;
- Cellular Spain S.L.U., a company incorporated under Spanish law with registered office in C/Newton, 1 edificio 2 nave 1, Leganes (Madrid) a wholly-owned subsidiary, which distributes Cellularline brand products in the Spanish and Portuguese markets;
- Cellular Immobiliaria Italiana S.L.U., a company incorporated under Spanish law with registered office in Cl. Industrial no. 50 Sur Edi 2 Nave 27, Leganés (Madrid), a wholly-owned subsidiary which owns a property which was formerly the headquarters of Cellular Spain;
- Cellular Immobiliare Helvetica S.A., with registered office in Lugano, Via Ferruccio Pelli no. 9 (Switzerland), a wholly-owned subsidiary, which owns the property leased to the commercial company Cellular Swiss S.A.;
- Systema S.r.l., a company incorporated under Italian law with registered office in Via della Previdenza Sociale 2, Reggio Emilia (Italy), a wholly-owned subsidiary, operates in the European market for mobile phone accessories for telecommunications;
- Worldconnect AG, a Swiss-registered company based in Diepoldsau, Switzerland, a 90%-owned subsidiary, is the world market leader in premium travel adapters. Founded in 2002, Worldconnect - through its trademarks SKROSS and Q2 Power and leading OEM partnerships - operates internationally with a vast range of products comprising multiple travel adapters, specific adapters for individual countries and power peripheral devices;

- Coverlab S.r.l., an Italian company based at via Mantova 91/A, Parma, for a 62.3%-owned subsidiary, is an e-commerce company, operating - through its proprietary website - in the custom segment of smartphone accessories under the brand Coverlab;
- Subliros SL, a Spanish company with registered office at C/Jacquard 97, Sabadell (Barcelona), wholly owned, is an e-commerce company which, as at 13 May 2025, has entered into voluntary winding-up and subsequent liquidation as part of a rationalisation of the Group's e-commerce activities, which entailed the consolidation of the business within the subsidiary Coverlab S.r.l.;
- Cellularline USA Inc., a company incorporated under the laws of the United States based at 350 5TH AVE FL 41, New York, is a full subsidiary, which distributes Cellularline Group products in the USA and Canada;
- Peter Jäckel GmbH, a major German operator in the field of smartphone accessories, based in Alfeld, a small town in Lower Saxony (Germany), is a 79.6%-owned subsidiary. The company was acquired in January 2023 and has been operating on the German market for over 25 years with leading consumer electronics players;
- Cellular Middle East FZE, a company established in April 2023 for the purpose of better serving the Middle East region through the distribution of Cellularline branded products, is a wholly-owned subsidiary based in Dubai;
- Cellular Swiss S.A., a company incorporated under Swiss law with registered office in Route de Marais 17, Box no. 41, Aigle (Switzerland) a 50%-owned associate, which distributes the Cellularline products in the Swiss market.

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CELLULARLINE GROUP DIRECTORS' REPORT

1. Introduction

The Cellularline Group (hereinafter the “Group” or the “Cellularline Group”) is one of the main operators in the smartphone and tablet accessories sector in the EMEA area, as well as a market leader in Italy; moreover, the Group ranks, by volume, among the top operators in Spain, Switzerland, Belgium, the Netherlands and Austria and boasts a strong competitive position in the other European countries.

The consolidating company (Cellularline S.p.A.) is the result of the merger (the “Business Combination”), that took place on 28 May 2018, of Ginetta S.p.A. and Cellular Italia S.p.A. into Crescita S.p.A., a company listed on AIM Italia, the Alternative Capital Market organised and managed by Borsa Italiana S.p.A. until 21 July 2019.

On 22 July 2019, Cellularline was transferred to the Mercato Telematico Azionario - Euronext Star Milan segment - of Borsa Italiana S.p.A..

The Interim Financial Report as at 30 June 2025 include the financial statements of the Parent Company and its subsidiaries (hereinafter also the “Group” or the “Cellularline Group”).

2. Methodological note

This Directors' Report provides information on the financial position, performance and cash flows of the Cellularline Group as at 30 June 2025, compared with the prior interim period figures as at 30 June 2024 (at 31 December 2024 for the equity figures).

Amounts are expressed in thousands of euros, unless otherwise indicated.

The amounts and percentages were calculated in thousands of euros and, therefore, any differences in certain tables are due to rounding.

3. Accounting policies

This Directors' Report as at 30 June 2025 was prepared in accordance with the provisions of art. 154-*ter*, paragraph 4 of Legislative Decree no. 58/98 of the T.U.F. [Consolidated Finance Act] - and subsequent amendments and additions - in compliance with art. 2.2.3 of the Stock Exchange Rules. In order to facilitate an understanding of the Group's economic and financial performance, a number of Alternative Performance Indicators ("APIs") were identified, as defined by the ESMA 2015/1415 guidelines. For a correct interpretation of these APIs, the following should be noted: (i) these indicators are based exclusively on the Group's historical data and are not indicative of its future performance, (ii) the APIs are not required by IFRS and, though derived from the Consolidated Financial Statements, are not subject to audit, (iii) the APIs should not be considered as substitutes for the indicators provided for in the IFRS, (iv) these APIs must be read together with the Group's financial information in the annual Consolidated Financial Statements; (v) the definitions and criteria adopted to determine the indicators used by the Group, as they are not provided for by the IFRS, may not be consistent with those adopted by other companies or groups and, therefore, may not be comparable with any indicators presented by such parties, and (vi) the APIs used by the Group are drawn up according to a continuous and consistent definition and presentation for all the periods for which financial information is included in the annual Consolidated Financial Statements.

The APIs shown (Adjusted EBITDA, Adjusted EBIT, Adjusted consolidated profit for the year attributable to the Parent, Adjusted Cash Flow from Operations, Adjusted Net Financial indebtedness, Adjusted Net Financial indebtedness/Adjusted EBITDA LTM, Cash generation and Cash Conversion Ratio) are not identified as accounting measures under IFRS and, therefore, as explained above, should not be considered as alternative measures to those provided by the Group's financial statements for the assessment of the economic performance and the related financial position. Certain indicators defined as "adjusted" are reported in order to represent the Group's performance and financial position, net of non-recurring events, non-core operations and events linked to non-recurring transactions, as identified by the Group. These indicators reflect the main financial statements items, net of non-recurring income and expense that are not strictly correlated with the Group's core business and operations, and therefore allow a more consistent analysis of the Group's performance in the years considered in the Directors' Report.

4. Main financial and performance indicators¹

(In thousands of Euro)	Six months ended		
	30 June 2025		30 June 2024
Operating indicators for the six-month period			
Revenue	70,478		72,587
Adjusted EBITDA ²	7,219		7,016
Adjusted EBIT ³	4,049		3,848
Group loss	(1,345)		(1,292)
Adjusted Group profit ⁴	1,288		1,259

(In thousands of Euro)	Balance as at		
	30 June 2025	31 December 2024	30 June 2024
Financial indicators			
Cash flows generated by operating activities	12,241	23,418	13,745
Net financial indebtedness	16,984	22,007	27,495
Net financial indebtedness/Adjusted LTM EBITDA	0.74x	0.97x	1.20x

For more details on changes in cash flows generated by operating activities, please refer to paragraph 7. "Statement of Financial Position" included in this Interim Director's Report.

¹ Adjusted indicators are not identified as IFRS indicators and, therefore, should not be considered as an alternative measure for the assessment of the Group's results. Since the composition of these indicators is not regulated by IFRS, the Group's calculation criterion applied may not be consistent with that adopted by other companies or that may be adopted in the future by the Group, or created by it, and thus not comparable.

² Adjusted EBITDA is the Consolidated EBITDA adjusted by (i) non-recurring expense/(income), (ii) the effects deriving from non-core events, (iii) the effects of events associated with non-recurring transactions and (iv) foreign exchange gains/(losses).

³ Adjusted EBIT is the operating profit adjusted by (i) non-recurring expense/(income) and (ii) the effects of non-core events, (iii) the effect of events associated with non-recurring transactions, (iv) operating exchange gains/(losses) and (v) adjustments of depreciation relating to the purchase price allocation procedure.

⁴ Adjusted Consolidated Profit for the year is calculated as adjusted year Result of the (i) adjustments incorporated in Adjusted EBITDA, (ii) adjustments of amortisation and depreciation relating to the Purchase Price Allocation, (iii) impairment of goodwill (iv) adjustments of non-recurring financial charges/(income) and (v) the theoretical tax impact of these adjustments.

5. Market performance

The Group's reference market, after experiencing a recovery in the second half of 2024 driven by the typical seasonality of the electronics and accessories sector, showed a renewed slowdown in the first half of 2025. Available data on the EMEA market for smartphone accessories priced below EUR 100 – the segment in which the Group primarily operates – indicate a decline both in volume (-2.3%) and in value (-2.5%), with reference to the panel of the seven main EU countries during the first half of 2025 compared with the same period of the previous year. In this context, the Group's performance proved better than the market trend, recording an increase in market share of +0.4 percentage points in volume and +0.5 percentage points in value compared with the corresponding period of 2024. Moreover, it should be noted that GFK's figures do not include certain product categories (point-of-sale film application services and charging cables) and channels (travel retail, e-commerce marketplaces) whose weight in Group revenues is increasing.

Given the Group's limited exposure outside the EMEA region, the import restriction measures being implemented by the US administration have so far had a limited impact.

As regards the customer base structure, the concentration phenomenon previously observed continues, including through transactions of significant relevance.

6. Group performance

The income statement tables presented in this Directors' Report were reclassified in accordance with the presentation methods that management believes best represent the trend of the Group's operating profitability during the six months.

Income Statement

<i>(thousands of Euro)</i>	Six months ended Six months ended 30/06/2025	Of which related parties	% of revenue	Six months ended Six months ended 30/06/2024	Of which related parties	% of revenue
Revenue from sales	70,478	2,390	100%	72,587	2,100	100%
Cost of sales	(42,898)		-60.9%	(44,245)		-61.0%
Gross operating profit	27,580		39.1%	28,342		39.0%
Sales and distribution costs	(15,253)		-21.6%	(15,252)		-21.0%
General and administrative costs	(13,473)	(8)	-19.1%	(13,709)	(6)	-18.9%
Other non-operating revenue	928		1.3%	727		1.0%
Operating profit/(loss)	(218)		-0.3%	107		0.1%
* of which PPA amortisation	3,342		4.7%	3,337		4.6%
* of which non-recurring expense	175		0.2%	179		0.2%
* of which foreign exchange gains	750		1.1%	225		0.3%
Adjusted operating profit/loss (Adjusted EBIT)	4,049		5.7%	3,848		5.3%
* of which depreciation and amortisation (excluding PPA amortisation)	3,170		4.5%	3,168		4.4%
Adjusted EBITDA	7,219		10.2%	7,016		9.7%
Financial income	79		0.1%	216		0.3%
Financial expense	(2,087)		-3.0%	(1,793)		-2.5%
Foreign exchange gains	845		1.2%	111		0.2%
Loss before taxes	(1,380)		-2.0%	(1,359)		-1.9%
* of which PPA amortisation	3,342		4.7%	3,337		4.6%
* of which non-recurring expense	175		0.2%	179		0.2%
* of which impact of fair value Put&Call	80		0.1%	-		-
Adjusted profit before taxes	2,216		3.1%	2,157		3.0%
Current and deferred taxes	36		0.1%	67		0.1%
Group Loss for the period	(1,345)		-1.9%	(1,292)		-1.8%
* of which PPA amortisation	3,342		4.7%	3,337		4.6%
* of which non-recurring expense	175		0.2%	179		0.2%
* of which impact of fair value Put&Call	80		0.1%	-		-
* of which tax effect on the above items	(965)		-1.4%	(965)		-1.3%
Adjusted Group profit for the period	1,288		1.8%	1,259		1.7%

6.1 Consolidated revenue

It should be noted that the six-month period revenue, given the seasonality of the business, historically account for about 40% of the annual total and are therefore not necessarily representative of an annual trend.

In the first half of 2025, the Group's sales revenues totalled EUR 70,478 thousand, a decrease of 2.9% on the same period last year (EUR 72,587 thousand).

6.1.1 Revenue from sales by product line

The Group designs, distributes and markets a wide range of products divided into the following product lines:

- (i) Red line, including accessories for multimedia devices (such as cases, covers, phone holders for cars, protective glass, power supply units, portable chargers, data and charging cables, headphones, earphones, speakers, wearable technology products and travel adapters);
- (ii) Black line, including all products and accessories related to the world of motorcycles and bicycles (such as, for example, intercoms and supports for smartphones); and

- (iii) Blue line, which includes all the products marketed in Italy and abroad, not under the Group's proprietary trademarks.

The following table shows revenue, broken down by product, for the periods considered:

Revenues from Sales by product line						
(In thousands of Euro)	Six months endedSix months ended				Change	
	30 June 2025	% of revenues	30 June 2024	% of revenues	Δ	%
Red – Italy	22,413	31.8%	21,749	30.0%	664	3.1%
Red – International	34,173	48.5%	36,490	50.3%	(2,317)	-6.3%
Revenue from sales - Red	56,586	80.3%	58,239	80.2%	(1,653)	-2.8%
Black – Italy	2,565	3.6%	2,146	3.0%	419	19.5%
Black – International	3,089	4.4%	2,583	3.6%	506	19.6%
Revenue from sales - Black	5,653	8.0%	4,730	6.5%	923	19.5%
Blue – Italy	7,165	10.2%	8,320	11.5%	(1,155)	-13.9%
Blue – International	1,073	1.5%	1,298	1.8%	(225)	-17.4%
Revenue from sales - Blue	8,238	11.7%	9,618	13.3%	(1,380)	-14.3%
Total Revenue from Sales	70,478	100.0%	72,587	100.0%	(2,109)	-2.9%

- the **Red Line**, which represents the Group's core business, recorded an overall decline compared with the first half of the previous year of -2.8% (EUR 56,586 thousand in the first half of 2025 versus EUR 58,239 thousand in the first half of 2024), while maintaining its share of 80.3% of the Group's total revenue in the period. Sales in the Italian market continue to grow, while a decline is recorded in the international area, both in contrast with a particularly positive first half of 2024, and due to other factors, some of which are considered to be temporary;
- the **Black Line** recorded sales of EUR 5,653 thousand; with growth of 19.5% (EUR +923 thousand) compared with the same period of the previous year (EUR 4,730 thousand); also the proportion of sales of the Black Line (8.0%) was up from the same period of the previous year (6.5%);
- the **Blue Line** recorded sales of EUR 8,238 thousand, corresponding to 11.7% of the total, compared to EUR 9,618 thousand in the first half of 2024; the decrease of EUR 1,380 thousand (-14.3%) progressively improving with respect to Q1 25 performance. We should also mention the partnership signed with Telepass for the distribution of the new 'Grab&Go' device, which will be effective in the rest of the year.

6.1.2 Consolidated revenue by geographical segment

The following table shows revenue, broken down by geographical segment, for the years considered:

Revenue from sales by geographical segment						
(In thousands of Euro)	Six months endedSix months ended				Change	
	30 June 2025	% of revenues	30 June 2024	% of revenues	Δ	%
Italy	32,144	45.6%	32,178	44.3%	(34)	-0.1%
Spain/Portugal	6,311	9.0%	6,760	9.3%	(449)	-6.6%
Germany	5,253	7.5%	5,471	7.5%	(218)	-4.0%
Eastern Europe	5,150	7.3%	6,031	8.3%	(881)	-14.6%
Benelux	4,385	6.2%	4,195	5.8%	189	4.5%
Northern Europe	4,101	5.8%	3,632	5.0%	469	12.9%
France	3,938	5.6%	4,074	5.6%	(137)	-3.4%
Middle East	3,296	4.7%	2,854	3.9%	442	15.5%
Switzerland	3,183	4.5%	3,146	4.3%	36	1.2%
Great Britain	2,022	2.9%	3,106	4.3%	(1,084)	-34.9%
North America	351	0.5%	720	1.0%	(370)	-51.3%
Others	345	0.5%	417	0.6%	(73)	-17.4%
Total Revenue from Sales	70,478	100%	72,587	100%	(2,109)	-2.9%

With regard to the analysis of sales by geographic area, it should be noted that the sales recorded in foreign markets accounted for over 54.4% of the Group's total sales (55.7% in the first half of 2024).

6.2 Cost of sales

In the first half of 2025, cost of sales came to EUR 42,898 thousand (EUR 44,245 in the first half of 2024) equating to 60.9% of revenue, in line in percentage terms with the same period last year (61.0%).

6.3 Sales and distribution costs

(In thousands of Euro)	Six months endedSix months ended		Changes	
	30 June 2025	30 June 2024	Δ	%
Sales and distribution personnel expense	7,523	7,031	493	7.0%
Commissions to agents	3,361	3,235	127	3.9%
Transport	2,109	2,118	(8)	-0.4%
Advertising and advertising consultancy expenses	609	1,293	(684)	-52.9%
Other sales and distribution costs	1,650	1,577	73	4.7%
Total sales and distribution costs	15,253	15,252	1	0.0%

This item shows no variance compared with the previous period and remains overall in line in terms of its incidence on revenues (21.6%) compared with the first half of 2024 (21.0%).

6.4 General and administrative costs

(In thousands of Euro)	Six months endedSix months ended		Changes	
	30 June 2025	30 June 2024	Δ	%
Amortisation	4,920	4,889	31	0.6%
Depreciation	751	788	(37)	-4.7%
Amortisation right-of-use assets	841	828	12	1.5%
Provisions for risks and impairment losses	359	284	75	26.4%
Administrative personnel expense	3,575	3,341	234	7.0%
Strategic, administrative, legal HR consultancy, etc.	956	1,230	(274)	-22.2%
Commissions and fees	54	80	(26)	-32.3%
Directors' and Statutory Auditors' fees	412	488	(76)	-15.6%
Other general and administrative costs	1,605	1,781	(177)	-9.9%
Total General and administrative costs	13,473	13,709	(236)	-1.7%

General and administrative costs amounted to EUR 13,473 thousand in the first half of 2025, slightly down compared to EUR 13,709 thousand in the first half of 2024.

6.5 Other non-operating expense and revenue

Net non-operating revenue amounted to EUR 928 thousand and mainly refer to costs and revenue relating to residual operations. The item can be broken down as follows:

(In thousands of Euro)	Six months endedSix months ended		Changes	
	30 June 2025	30 June 2024	Δ	%
(SIAE and CONAI contributions)	(112)	(93)	(19)	20.4%
Prior year income	166	142	24	17.0%
Recoveries of SIAE fees	-	3	(3)	-100%
Other non-operating revenue	873	675	198	29.4%
Total other non-operating revenue	928	727	201	27.7%

6.6 Adjusted EBITDA

The main data used to calculate adjusted EBITDA are shown below:

(In thousands of Euro)	Six months endedSix months ended		Changes	
	30 June 2025	30 June 2024	Δ	%
Operating profit/(loss)	(218)	107	(325)	>-100%
Amortisation and depreciation	6,512	6,505	7	0.1%
Non-recurring expense	175	179	(4)	-2.4%
Foreign exchange gains	750	225	525	>100%
Adjusted EBITDA	7,219	7,016	203	2.9%

Adjusted EBITDA amounted to EUR 7,219 thousand in the period under review, an increase of EUR 203 thousand compared to the same period of the previous year. The incidence on sales (Adjusted EBITDA margin) shows a recovery in profitability of 0.6% in the period, increasing from 9.7% in the first half of 2024 to 10.3% in the period under review.

Adjustments made to EBITDA, excluding depreciation and amortisation, amounted to EUR 926 thousand during the first half of 2025 (EUR 404 thousand during the first half of 2024) and mainly consisted of:

- i) foreign exchange gains of EUR 750 thousand attributable to commercial purchase transactions settled in USD; although these are not non-recurring income and expense, with this adjustment the Group intends to present the operating performance, net of currency effects;
- ii) non-recurring expense (EUR 175 thousand); these are related to non-recurring, atypical events or related to extraordinary transactions;

6.7 Financial income and expense

Net financial expense amounts to EUR 2,007 thousand (expense of EUR 1,576 thousand in the first half of 2024), as detailed in the table below:

(In thousands of Euro)	Six months endedSix months ended		Changes	
	30 June 2025	30 June 2024	Δ	%
Fair value gains	24	206	(182)	-88.4%
Interest income	56	10	46	>100%
Total Financial income	79	216	(137)	-63.2%
Finance costs from fair value changes	(1,019)	(402)	(617)	>100%
Interest expense on bank loans	(742)	(1,050)	308	-29.4%
Bank commissions/fees	(235)	(242)	7	-2.8%
Other interest expense	(91)	(99)	8	-8.2%
Total Financial expense	(2,087)	(1,793)	(294)	16.4%
Net Financial expense	(2,007)	(1,576)	(430)	27.3%

Financial income, amounting to EUR 79 thousand, was mainly attributable to the value of bank interest income and to the mark-to-market value of outstanding exchange rate hedging derivatives.

Financial expenses, amounting to EUR 2,087 thousand, increased compared to the previous period (EUR 1,793 thousand) and mainly related to:

- EUR 1,019 thousand mainly for mark-to-market of outstanding foreign exchange hedging derivatives;
- EUR 742 thousand for interest from banks for current and non-current loans;
- EUR 235 thousand for bank commission expenses and factoring transactions;
- EUR 91 thousand for other interest expense.

6.8 Foreign exchange gains

Foreign exchange gains showed a balance of EUR 845 thousand (EUR 111 thousand in the first half of 2024):

(In thousands of Euro)	Six months ended		Changes	
	30 June 2025	30 June 2024	Δ	%
Foreign exchange gains on trade transactions	750	225	525	70.0%
Net foreign exchange gains/(losses) on financial transactions	95	(114)	209	>100%
Net Foreign exchange gains	845	111	734	86.9%

6.9 Adjusted EBIT

The main data used to calculate adjusted EBIT are shown below:

(In thousands of Euro)	Six months ended		Changes	
	30 June 2025	30 June 2024	Δ	%
Operating profit/(loss)	(218)	107	(325)	>-100%
PPA amortisation	3,342	3,337	5	0.1%
Non-recurring expense	175	179	(4)	-2.4%
Foreign exchange gains	750	225	525	>-100%
Adjusted EBIT	4,049	3,848	201	5.2%

Adjusted EBIT amounted to EUR 4,049 thousand compared with EUR 3,848 thousand in the same period of 2024.

The adjustments made to the Group EBIT refer to the factors mentioned in the section on adjusted EBITDA, and to the depreciation of purchase price allocation of EUR 3,342 thousand.

6.10 Adjusted profit/(loss) for the period attributable to owners of the Parent

The main data used to calculate the adjusted profit/(loss) for the period attributable to owners of the Parent are shown below:

(In thousands of Euro)	Six months ended		Changes	
	30 June 2025	30 June 2024	Δ	%
Group loss	(1,345)	(1,292)	(53)	4.1%
Non-recurring expense	175	179	(4)	-2.4%
PPA amortisation	3,342	3,337	5	0.1%
Fair value Put&Call	80	-	80	100%
Tax effect of the above items	(965)	(965)	-	-
Adjusted profit for the period attributable to owners of the Parent	1,288	1,259	28	2.2%

The adjusted result for the first half of 2025 attributable to owners of the Parent is a profit of EUR 1,288 thousand (a gain of EUR 1,259 thousand on the first half of 2024).

In addition to the factors mentioned in the section on adjusted EBIT, the adjustments made to this item mainly relate to the tax effects of the items adjusted.

7. Financial position and cash flows

Statement of financial position

The details of the Group's financial position as at 30 June 2025 and 31 December 2024 are shown below:

<i>(In thousands of Euro)</i>	Balance as at	
	30 June 2025	31 December 2024
Inventories	45,554	39,682
Trade receivables	41,606	56,251
Trade payables	(28,618)	(31,533)
Net trade working capital	58,541	64,400
Other working capital items	(976)	(455)
Net working capital	57,565	63,944
Non-current assets	95,133	98,989
Non-current provisions and other liabilities	(3,510)	(3,860)
Net invested capital	149,189	159,074
Net financial indebtedness	16,984	22,007
Equity	132,205	137,066
Total equity and financial liabilities	149,189	159,074

The Group's Net Trade Working Capital as at 30 June 2025 amounted to EUR 58,541 thousand, showing a decrease of EUR 5,858 thousand compared to 31 December 2024, mainly due to a reduction in trade receivables of EUR 14,645 thousand, partially offset by a decrease in trade payables of EUR 2,915 thousand and by higher inventories of EUR 5,873 thousand. These changes are attributable partly to the seasonality of the business and partly to specific efficiency measures implemented by management.

Total receivables assigned without recourse to factor companies amounted to EUR 10,305 thousand as at 30 June 2025 (EUR 7,982 thousand as at 31 December 2024).

Reclassified statement of cash flows

<i>(In thousands of Euro)</i>	Balance as at	
	30 June 2025	31 December 2024
Available cash/(Financial liabilities):		
Cash	10	10
Bank deposits	27,527	20,742
Cash and cash equivalents	27,537	20,753
Current financial assets	24	341
Current bank loans and borrowings	(18,990)	(13,740)
Other financial liabilities	(1,348)	(1,446)
Current financial indebtedness	(20,315)	(14,845)
Net current financial indebtedness	7,222	5,908
Non-current bank loans and borrowings	(17,639)	(21,149)
Other financial liabilities	(6,567)	(6,766)
Non-current financial indebtedness	(24,201)	(27,915)
Net financial indebtedness	(16,984)	(22,007)

Cash and cash equivalents (EUR 27,537 thousand) and available unused trade and factor credit lines (EUR 23,634 thousand) ensure the Group's high financial strength.

Below is a reconciliation of the net financial indebtedness as at 30 June 2025, of EUR 16,984 thousand, and as at 31 December 2024, of EUR 22,007 thousand, according to the scheme envisaged by ESMA Guidance 32-382-1138 dated 4 March 2021 and indicated in the Consob Note 5/21 dated 29 April 2021:

	Balance as at		Changes	
	30 June 2025	31 December 2024	Δ	%
<i>(In thousands of Euro)</i>				
(A) Cash	27,537	20,753	6,784	32.7%
(B) Cash equivalents	-	-	0	-
(C) Other current financial assets	24	341	(317)	-93.1%
(D) Liquidity (A)+(B)+(C)	27,561	21,094	6,467	30.7%
(E) Current financial debt	11,841	10,168	1,673	16.5%
(F) Current portion of non-current debt	8,497	5,018	3,479	69.3%
(G) Current financial indebtedness (E) + (F)	20,339	15,186	5,153	33.9%
- of which guaranteed	-	-	-	-
- of which not guaranteed	20,339	15,186	5,153	33.9%
(H) Net current financial indebtedness (G) - (D)	(7,222)	(5,907)	(1,314)	22.2%
(I) Non-current financial debt	24,206	27,915	(3,709)	-13.3%
(J) Debt instruments	-	-	-	-
(K) Non-current trade and other payables	-	-	-	-
(L) Non-current financial indebtedness (I)+(J)+(K)	24,206	27,915	(3,709)	-13.3%
- of which guaranteed	-	-	-	-
- of which not guaranteed	24,206	27,915	(3,709)	-13.3%
(M) TOTAL FINANCIAL INDEBTEDNESS (H) + (L)	16,984	22,007	(5,023)	-22.8%

Total financial indebtedness of EUR 16,984 thousand includes:

- EUR 27,561 thousand in Cash and cash equivalents;
- EUR 11,841 thousand for Current financial indebtedness mainly related to hot money and other current financing;
- EUR 8,497 thousand mainly related to current portion of non-current debt and current portion of IFRS 16 lease obligations;
- EUR 24,206 thousand for Non-current financial indebtedness, including non-current portions of bank loans and borrowings, non-current liabilities related to the measurement of put/call options and lease liabilities in application of IFRS 16.

The reduction in Total financial indebtedness as at 30 June 2025, compared to 31 December 2024, was EUR 5,023 thousand.

Eliminating the accounting effects arising from the recognition of rights of use (IFRS 16), the Group's Total financial indebtedness (M) decreased compared to the previous year by EUR 4,737 thousand (EUR 14,010 thousand compared to EUR 18,747 at 31/12/2024).

The main factor that influenced the Group's cash flow trends in the period considered are summarised below.

Net cash flows generated by / (used in) operating activities

<i>(In thousands of Euro)</i>	Six months ended	Six months ended
	30 June 2025	30 June 2024
Cash flows from operating activities		
Loss for the period	(1,345)	(1,292)
<i>Adjustments for:</i>		
- Current and deferred taxes	(36)	(67)
- Net accruals and impairment losses included in working capital	98	937
- (Gains)/Losses on equity investments	-	-
- Accrued financial (income)/expense and Foreign exchange (gains)/losses	1,162	1,466
- Amortisation/depreciation	6,512	6,505
- Other non-monetary changes (*)	-	(130)
<i>Changes in:</i>		
- Inventories	(5,931)	5,366
- Trade receivables	14,345	2,615
- Trade payables	(2,915)	(4,027)
- Other changes in operating assets and liabilities	1,007	2,578
- Payment of employee benefits and change in provisions	-	-
- Interest and other net charges paid	(657)	(207)
Cash flows generated by operating activities	12,241	13,745
Taxes paid/offset	(1,162)	(1,246)
Cash flows generated by operating activities	11,079	12,498

The net cash flow generated by operating activities, amounting to EUR 11,079 thousand (EUR 12,498 thousand in the first half of 2024), decreased mainly due to the results obtained during the six-month period and the dynamics of net working capital.

Cash flows generated by / (used in) investing activities

<i>(In thousands of Euro)</i>	Six months ended	Six months ended
	30 June 2025	30 June 2024
Cash flows from investing activities		
Acquisition of subsidiary, net of cash acquired and other costs	-	-
Purchase of property, plant and equipment and intangible assets	(2,408)	(2,334)
Cash flows used in investing activities	(2,408)	(2,334)

In the first half of 2025, the investment activity mainly concerned:

- investments in intangible assets of about EUR 1,076 thousand, mainly related to the evolution of the main company software and R&D on new products/brands;
- investments in plant, machinery, equipment and rights of use of approximately EUR 1,332 thousand;

Cash flows generated by / (used in) financing activities

<i>(In thousands of Euro)</i>	Six months ended	Six months ended
	30 June 2025	30 June 2024
Cash flows from financing activities		
Disbursed bank loans and loans and borrowings from other financial backers ⁵ (*)	-	-
Repaid bank loans and borrowings from other financial backers (*)	1,741	(7,881)
Other financial assets and liabilities	24	(2,298)
(Dividend distribution)	(1,941)	(1,824)
Other changes in equity	(1,727)	(386)
Net cash flows generated by financing activities	(1,903)	(12,389)

The cash flow from financing activities as at 30 June 2025 mainly reflects the distribution of a cash dividend in the amount of EUR 1,941 thousand and buy-back transactions in the first half of 2025 in the amount of EUR 1,695 thousand included in the item Other changes in equity, while on the sources side, there was an increase in current financial liabilities.

8. Investments and research and development activities

During H1 2025 - as in previous years - the Group carried out constant research and development activities, focusing its efforts on selected projects deemed to be of particular importance:

- technological innovation for the development of new product configurations and their packaging with the aim of increasing the degree of environmental sustainability;
- technological process innovation in key business areas;
- technological innovation aimed at developing new products to expand the market proposition.

9. Information on transactions with related parties and non-recurring, atypical or unusual transactions

Transactions with related parties are neither atypical nor unusual and are part of the ordinary course of business of the Group's companies. These transactions mainly concern (i) the supply of products and accessories for mobile telephony, (ii) the provision of services that are functional to the performance of the business and (iii) the provision of loans to the above-mentioned related parties. Transactions with related parties, as defined by IAS 24 and governed by Article 4 of Consob Regulation 17221 of 12 March 2010 (and subsequent amendments), implemented by the Group up to 30 June 2024 concern mainly commercial transactions relating to the supply of goods and the provision of services. The following is a list of the related parties with which transactions took place in the first half of 2025, indicating the type of relationship:

Related parties	Type and main relationship
Cellular Swiss S.A.	Associate of Cellularline S.p.A. having a 50% investment (consolidated using the equity method); the remaining shareholders are: Maria Luisa Urso (25%) and Antonio Miscioscia (25%)
Christian Aleotti	Shareholder of Cellularline S.p.A.

The table below shows the statement of financial position balances of the Group's Related Party Transactions for the six-month period ended 30 June 2025 compared with 31 December 2024

(In thousands of Euro)	Balance as at					
	30 June 2025			31 December 2024		
	Current trade receivables	Other non-current assets	(Trade payables)	Current trade receivables	Other non-current assets	(Trade payables)
Cellular Swiss S.A.	2,366	-	(1)	3,316	-	(0)
Total	2,366	-	(1)	3,316	-	(0)
<i>Impact on the financial statements item</i>	5.7%	-	0.0%	5.9%	-	0.0%

It should be noted that trade receivables are presented net of the related trade payables.

The table below shows the income statement balances of Cellularline's transactions with related parties until 30 June 2025 and 30 June 2024:

(In thousands of Euro)	Six months ended							
	30 June 2025				30 June 2024			
	Revenue from sales	(Sales and distribution costs)	(General and administrative costs)	Other non-operating (expense)/revenue	Revenue from sales	(Sales and distribution costs)	(General and administrative costs)	Other non-operating (expense)/revenue
Cellular Swiss S.A.	2,390	-	(1)	-	2,100	-	(1)	-
Other	-	-	(8)	-	-	-	(5)	-
Total	2,390	-	(9)	-	2,100	-	(6)	-
<i>Impact on the financial statements item</i>	3.39%	-	0.06%		2.9%	-	0.0%	

The main related parties with which Cellularline carried out transactions in the year ended 30 June 2025 are as follows:

- Cellular Swiss S.A.: commercial relationship involving the transfer of goods held for sale by Cellularline to Cellular Swiss S.A., with the latter recharging a portion of the commercial contributions incurred for the acquisition of new customers and/or the development of existing customers, in line with the Group's commercial policies;
- Christian Aleotti: two leases to which Cellularline is a party, as tenant, entered into on 1 September 2017 and 16 October 2017.

10. Atypical and/or unusual transactions

During H1 2025, there were no atypical and/or unusual transactions, as defined in CONSOB Communication no. DEM/6064293 of 28 July 2006.

11. Share-based payments

Information on Payment agreement based on shares is presented in Note 4.12 to the Condensed Interim Consolidated Financial Statements.

12. Treasury shares and shares of the Parent

During the first half of 2025, 342,155 treasury shares were assigned in connection with the distribution of the dividend resolved by the shareholders' meeting of 17 April 2025.

The number of treasury shares held in the portfolio as at 30 June 2025 was 857,953 (568,781 as at 31 December 2024), or 3.92% of the share capital. See paragraph “21. Significant events during the interim period” for information on the ongoing buy-back programme.

13. Main risks and uncertainties to which the Group is exposed

This section provides information on the Group's exposure to each of the risks and uncertainties, the objectives, policies and processes for managing these risks and the methods used to assess them, as well as the Group's management of capital.

The overall responsibility for creating and supervising a Group risk management system lies with the Parent's Directors, who are responsible for developing and monitoring the Group's risk management policies.

The Group's risk management policies are designed to identify and analyse the risks to which the Group is exposed, to establish appropriate limits and controls and to monitor risks and compliance with these limits. These policies and related systems are reviewed regularly to reflect any changes in market conditions and the Group's activities. Through training, standards and management procedures, the Group aims to create a disciplined and constructive control environment in which its employees are aware of their roles and responsibilities.

In this context, the Parent Cellularline S.p.A. has adopted the Code of Ethics and the Organisation and Management Model pursuant to Legislative Decree No. 231 of 8 June 2001, giving appropriate notice to all the parties concerned, and keeps it updated according to regulatory developments and corporate activity.

13.1 Risks related to competition and competitiveness

The market for accessories for mobile devices (smartphones and tablets) is characterised by a high level of competitiveness, which could also be strengthened by the possible entry of potential new Italian or foreign competitors. The Group's current or future competitors may be able to implement marketing and commercial development policies that will enable them to gain market share to the detriment of those operators that use multiple sales channels. In this case, the Group could be forced to reduce its sales prices without any corresponding reduction in the purchase costs of its products, thus achieving a lower margin on the sale of its products. One of

the main threats to the Group is the sale of competing products by producers located in the Far East, often through the on-line channel and with low quality and/or non-certified product offerings.

If the Group, in the event of an increase in the number of direct and/or indirect competitors, is not able to maintain its competitive strength on the market, there could be negative effects on its business and growth prospects as well as on its financial position and performance. Further risks are linked to possible changes in consumer purchasing behaviour in the light of demographic changes, increasing digitalisation, changing economic conditions and purchasing power. Any misjudgement regarding developments in consumer behaviour, trends in terms of prices and product ranges may result in the risk of failed or delayed adoption of appropriate sales models and in the failed or delayed exploration of new sales channels, with possible negative effects on the Group's financial position and performance.

13.2 Risks related to seasonality and the obsolescence of inventories.

The market the Group operates in is characterised by seasonal phenomena that are typical of the market of electronic products and accessories. In particular, sales in the second half of each year account for more than 60% of total annual sales on average, with demand peaking in the last quarter of the year (Black Friday and Christmas). Absolute EBITDA, in consideration of a far more linear and uniform distribution of overhead costs (personnel, rents and general expenses) throughout the year, is also affected by this seasonality, showing a significantly higher average EBITDA incidence in the second half of the year. Therefore, the Group is exposed to risks related to the availability of certain products in the warehouse as well as the risk that some of them may become obsolete before they are put on the market.

Considering the importance of warehouse management in its business organisation, the Group may be exposed both to an availability risk related to the correct forecast of the quantity and assortment of products for the subsequent marketing in a given period of the year and to a risk related to the obsolescence of inventories due to delays in marketing or because the quantities procured exceed sales on the market in the last quarter with possible sales difficulties in subsequent quarters.

The Group is exposed to the risk associated with possible changes in consumer purchasing behaviour, in light of demographic changes and increased competitive pressure, further amplified by the current macroeconomic conditions that increase price volatility with possible effects on consumers' purchasing choices also in relation to their spending capacity.

The incorrect definition of the product range in terms of variety and availability during the periods of the year that are characterised by high sales or the untimeliness of the change in strategy in terms of updated sales data and information could have a negative impact on the match between product offer and customer demand and the measurement of products held as inventories, with negative effects on the Group's financial position and performance.

13.3 Risks related to changes in the regulatory framework

The Group is subject to the regulations applicable to products manufactured and/or marketed. The evolution of the regulations or any changes to the regulations in force, also at international level, could require the Group to bear additional costs to adapt its production facilities or the characteristics of its products to the new provisions, with a consequent negative effect on the Group's growth prospects as well as on its financial position and performance.

13.4 Risk associated with price trends and possible procurement difficulties and relations with suppliers

The Group operates in international markets, with customers operating mainly in the EMEA area and with suppliers of products located mainly in the Far East (China and the Philippines); as at today, sales are therefore made almost exclusively in Euro, while the majority of purchases of products are settled in USD, as is the practice of the reference industry. The Group is therefore exposed to exchange rate risk - for the main types of product supplies - almost exclusively in USD. However, there are numerous factors that limit its risk profile, including the possibility to carry out, in a relatively short time (3-6 months), revisions to customer price lists and the high contractual flexibility with suppliers in the Far East (with no commitments to purchase minimum quantities at predefined prices for periods exceeding 6 months, with some rare exceptions).

The performance of foreign exchange rates applied during the year was as follows:

Currency	Average 2025	Period ending 30 June 2025	Average 2024	Period ending 31 December 2024
Euro/USD	1.093	1.172	1.082	1.039

In H1 2025, the Group used derivative financial instruments to hedge fluctuations in the EUR/USD exchange rate.

In addition, any legislative, political and economic changes, as well as potential social instability and conflict or the introduction of restrictions or customs duties on the export of products, or the introduction into the European Union of any restrictions on the import of products from these countries, could have a negative impact on the production capacity of suppliers and on the procurement activities of the Group, with consequent possible negative effects on the business and prospects, as well as on the financial position and performance of the Group.

In the event of a resurgence in inflation, the increase in interest rates due to the tightening of monetary policies implemented to tackle the situation, in addition to impacting the cost of debt, could lead to a contraction in consumption also in the sector in which the Group operates, with unfavourable effects on results.

13.5 Liquidity risk

From an operational point of view, the Group controls the liquidity risk through the regular planning of expected cash flows and payments. Based on the results of such planning, it identifies financial requirements and thus the financial resources to cover them. The average debt exposure is shown below:

<i>(In thousands of Euro)</i>	within 12 months	1 - 5 years	over 5 years	Total
Employee benefits	-	637		637
Trade payables	28,618	-		28,618
Deferred tax liabilities	-	879	339	1,218
Bank loans and borrowings from other financial backers	18,990	17,639		36,630
Non-current provisions for risks and charges	-	1,655		1,655
Other liabilities	6,976	-		6,976
Other financial liabilities	1,348	6,567		7,915
Current tax liabilities	1,702	-		1,702
Total	57,640	27,372	339	85,351

In order to prevent unforeseen cash outflows from becoming critical, the Group aims to keep a balance between maintaining the funding and flexibility, through the use of available liquidity and credit lines. With regard to potential liquidity risks, the Group continues to show a good equity and financial structure, considering the limited leverage ratio (0.7x), the current cash and cash equivalents (EUR 27,537 thousand) and the unsecured commercial credit lines made available by various credit institutions and not used (about EUR 23,634 million).

13.6 Credit risks

Credit risk is the risk that a customer or one of the counterparties to a financial instrument may cause a financial loss by defaulting on an obligation and arises mainly from the Group's trade receivables and financial investments. The Group is exposed to the risk that its customers may delay or fail to meet their payment obligations within the agreed terms and conditions and that the internal procedures adopted in relation to the assessment of creditworthiness and solvency of customers are not sufficient to ensure the successful completion of collections. Such failed payments, late payments or other default situations may be due to the insolvency or bankruptcy of the customer, economic events or specific situations of the customer.

Specifically, the Group pays attention to the credit policy with regard to both long-standing and newly acquired customers, strengthening the policies of preventive action, by acquiring more complete credit information (from different sources) for all major and/or new customers and by progressively increasing the systematic way in which credit report analyses are conducted, including the assessment of the customer portfolio and the assignment of credit limits.

The schedule of trade receivables as at 30 June 2025 is shown below:

<i>(In thousands of Euro)</i>	Not yet due	Due within 6 months	Due in 6 to 12 months	Due after 12 months
Trade receivables (gross of loss allowance)	34,114	2,724	616	6,171
Amounts due from associates	1,621	740	-	5
Total gross trade receivables	35,736	3,464	616	6,176
(Loss allowance)	-	-	-	(4,385)
Total net trade receivables	35,736	3,464	616	1,790

The Group recognises an expected loss allowance considering estimated losses on trade receivables, other assets and non-current financial assets, which takes into account the risk level of the counterparties and the related positions by homogeneous classes. In particular, the policy implemented by the Group provides for the stratification of trade receivables on the basis of days past due and an assessment of the counterparty's solvency, and applies different impairment percentages that reflect the relative recovery expectations. The Group then applies an analytical assessment based on the debtor's reliability and ability to pay the amounts due, for impaired loans.

13.7 Interest rate risks

In relation to the risk of changes in interest rates, in 2025 the Parent Company considered it appropriate to enter into interest rate swaps to hedge the risk of changes in interest rates on existing medium/long-term loans (residual debt at 30 June 2025 of approximately EUR 25.0 million); in this way, should interest rates rise, such increases would not result in higher financial charges on this component of the debt.

13.8 Risks related to the administrative liability of legal persons

In 2017 the Parent adopted the organisational model and the code of ethics and appointed the supervisory body as provided for by Legislative Decree no. 231 of 8 June 2001, in order to ensure compliance with the set conditions of fairness and transparency in the execution of business activities, to protect its position and image, the expectations of shareholders and the work of employees. The model is a valid tool for raising the awareness of all those who work on behalf of the Parent, so that they behave correctly and properly while performing their activities, as well as a means of prevention against the risk of committing crimes.

13.9 Risks associated with climate change

Risk that a catastrophic event resulting from acute weather phenomena (storms, floods, earthquakes, fires or heat waves) and/or chronic weather phenomena, i.e. long-term climatic changes (temperature changes, rising sea levels, reduced water availability, loss of biodiversity, etc.), may damage assets or cause a production stoppage for the Group and/or suppliers, and prevent the Group from carrying out its operations by interrupting the value chain or lead to a slowdown in the supply chain.

The Group regularly and thoroughly examines the risk of climate change. The “ESG Report 2024”, while not constituting an “NFS” (Non-Financial Statement) pursuant to Italian Legislative Decree no. 254/2016 implementing Directive 2014/95/EU, was presented to the Board of Directors on 30 July 2025; in the following days, the Report was made public and distributed to all stakeholders. At present, no significant elements have been highlighted such as to identify triggers that could generate accounting impacts. In particular, the recoverability of the value of inventories, the potential impact on the residual useful life of assets, following the potential need to replace them in order to comply with new policies or non-compliance with current regulations, and the potential impact on the demand for products were examined without finding any critical issues. Given the ongoing evolution of the subject, the Group will continue and expand its monitoring of such possible risks in the future.

13.10 Risk of cybercrimes and computer system disruptions

The Group is very sensitive to the risks associated with possible interference with the IT system, on which the continuity and operability of the business very much depends. Also with reference to the Cyber Risk (the risk connected to the handling of information in the computer system that may be hacked, stolen or deleted due to accidental events or malicious actions - such as hacker attacks), it should be noted that the Parent has adopted various measures to guarantee the continuity of IT services, including the use of distinct server locations and various levels of security for access to systems, and has also drawn up a plan to guarantee data recovery in the event of a disaster event through a Disaster Recovery system and plan. With reference to the remaining Group companies, the Parent's management is continuing the process of reconnaissance and evaluation of the measures activated locally with the aim of implementing adequate safeguards at Group level through a programme of continuous improvement of the posture in the area of Cyber Security through the set of measures, policies and technologies put in place to protect its digital assets. In addition, an insurance policy has been stipulated to cover the cyber risk.

14. Management and coordination

Cellularline S.p.A. is not managed and coordinated by companies or entities and defines its general and operational strategic guidelines independently.

15. Corporate governance

The Parent's Corporate Governance system complies with the principles contained in the Corporate Governance Code for Listed Companies and with international best practice. On 10 March 2025, the Board of Directors approved the Report on corporate governance and ownership structure, pursuant to article 123-bis of the T.U.F. [Consolidated Finance Law], relating to 2024. This Report is published on the Company's website www.cellularlinegroup.com in the "Governance" section - subsection "Shareholders' Meeting" - and explicit reference is made to it as required by law. Cellularline S.p.A.'s management and control model is the traditional one provided for by Italian law, which provides for the presence of a Shareholders' Meeting, a Board of Directors, a Board of Statutory Auditors and the Independent Auditors. The corporate officers are appointed by the Shareholders' Meeting and remain in office for three years. The Independent Directors, as defined in the Code, and the role played by them both within the Board and within the Company's Committees (Risk and Control Committee, Committee for Transactions with Related Parties, Appointments and Remuneration Committee), are appropriate means of ensuring an adequate balance of interests of all the shareholders and a significant degree of debate in the discussions of the Board of Directors.

16. Classes of financial instruments

Below is a breakdown of the financial assets and liabilities required by IFRS 7 according to the categories envisaged by IFRS 9 for the period ended 30 June 2025 and 31 December 2024.

(In thousands of Euro)	Carrying amount as at 30/06/2025	Carrying amount			Fair value level		
		Amortised cost	FV to OCI	FV to PL	Level 1	Level 2	Level 3
Cash and cash equivalents	27,537	27,537	-	-	-	-	-
Trade receivables and other assets	48,778	48,778	-	-	-	-	-
Other financial assets	24	-	-	24	-	24	-
Total financial assets	76,339	76,316	-	24	-	24	-
Financing	36,630	36,630	-	-	-	-	-
Trade payables and other liabilities	35,595	35,595	-	-	-	-	-
Other financial liabilities	7,915	-	-	7,915	-	7,915	-
Total financial liabilities	80,140	72,225	-	7,915	-	7,915	-

(In thousands of Euro)	Carrying amount as at 31/12/2024	Carrying amount			Fair value level		
		Amortised cost	FV to OCI	FV to PL	Level 1	Level 2	Level 3
Cash and cash equivalents	20,753	20,753	-	-	-	-	-
Trade receivables and other assets	65,834	65,834	-	-	-	-	-
Other financial assets	341	-	-	341	-	341	-
Total financial assets	86,928	86,928	-	341	-	341	-
Financing	34,889	34,889	-	-	-	-	-
Trade payables and other liabilities	40,011	40,011	-	-	-	-	-
Other financial liabilities	8,212	-	-	8,212	-	8,212	-
Total financial liabilities	83,112	74,900	-	8,212	-	8,212	-

IFRS 13 establishes a fair value hierarchy that classifies the inputs of the measurement techniques adopted to measure fair value into three levels. The fair value hierarchy gives the highest priority to prices (unadjusted) quoted in active markets for identical assets or liabilities (Level 1 data) and the lowest priority to unobservable inputs (Level 3 data). In some cases, the data used to measure the fair value of an asset or liability could be classified into different levels of the fair value hierarchy. In such cases, the fair value measurement is classified entirely at the same level of the hierarchy in which the lowest level input is classified, taking into account its importance for the measurement.

The levels used in the hierarchy are:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date;
- Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly;
- Level 3 inputs are unobservable inputs for the asset or liability.

It should be noted that put/call options and derivative financial instruments are measured at fair value. For financial instruments measured at amortised cost, the carrying amount is also considered to be a reasonable approximation of their fair value.

17. Branches

The Company has its registered office in Reggio Emilia, at Via Grigoris Lambrakis no. 1/A and has a branch office in France, based in Paris at 91, Rue Du Faubourg Saint Honoré.

18. Workforce

In H1 2025, in the belief that people are one of the Group's strategic assets, it was decided to continue to invest in improving people management practices and policies through the implementation and continuous maintenance of HR processes and systems. Moreover, the Group continues to carry out training and development activities for its employees on a regular basis, in the certainty that the professional and working growth of each individual is a prerequisite for continuous improvement in performance.

The work is carried out in full compliance with the rules and regulations in force regarding safety in the workplace. There have been no specific incidents to be mentioned in this report, such as deaths, serious accidents at work or occupational diseases for which the Group has been held liable.

The number of employees as at 30 June 2025 amounts to 296.

19. Information on environmental impact

The Group firmly believes in respecting the environment and the ecosystem in which it operates; this is why it carries out its business taking into account the protection of the environment and the need for sustainable use of natural resources, in accordance with the provisions of current environmental legislation, committing itself to act responsibly towards the territory and the community. In particular, the assessment and management of environmental and social impacts along the supply chain, as well as the traceability of its suppliers are extensively analysed in the Environment, Social and Governance (ESG) report published annually. The Group condemns any type of action or behaviour that is potentially harmful to the environment. Although it does not have any significant environmental impacts, the Group has adopted specific procedures for the disposal of Waste Electrical and Electronic Equipment (WEEE).

20. Significant events during the interim period

- From the beginning of FY 2025, Cellularline S.p.A., within the scope of the authorisation to purchase treasury shares resolved by the Issuer's Shareholders' Meeting on 22 November 2023 and renewed by resolution of the Shareholders' Meeting on 17 April 2025, purchased 631,357 ordinary treasury shares for a total value of EUR 1,695 thousand. As of today, Cellularline directly holds 857,953 treasury shares, equal to 3.92% of the share capital with voting rights.
- On 26 February 2025, the Board of Directors approved the 2025-2028 Business Plan.
- On 17 April 2025, the Shareholders' Meeting approved all the items on the agenda and, in particular:
 - the Financial Statements as at 31 December 2024;

- the allocation of the profit for the year and the distribution of an ordinary dividend partly in cash and partly through the assignment of treasury shares;
 - the Explanatory report on the remuneration policy and fees paid approved;
 - authorisation to purchase and dispose of treasury shares, following revocation, for the portion that was not executed of the authorisation resolution passed by the ordinary shareholders' meeting on 22 November 2023.
- On 8 May 2025, the Parent started a new buyback programme of up to 7% of the share capital (maximum EUR 3.8 million), following authorisation by the shareholders' meeting of 17 April 2025. The execution of the programme was entrusted to Intesa Sanpaolo S.p.A.
 - On 13 May 2025, the company Subliros S.L. resolved the liquidation as part of the Group's *e-commerce* streamlining efforts, concentrating *business* operations on its subsidiary, Coverlab S.r.l.
 - On 21 May 2025, cash dividends were paid in the amount of EUR 0.093 per eligible ordinary share, and dividends were paid through the free allocation to shareholders of 342,155 ordinary treasury shares, in the amount of 1 ordinary share for every 61 ordinary shares held.
 - On 10 June 2025, Cellularline Group took an important step in its path towards sustainable corporate development by obtaining Benefit Corporation status. Cellularline thus formally commits to generating a positive impact on society and the environment, embedding these objectives into its business model and making them an integral part of its corporate purpose. The common benefit objectives identified in the enhancement of people, responsible innovation and environmental sustainability reflect and strengthen the Group's strategic pillars.
 - On 20 June 2025, a minority shareholder of Peter Jäckel GmbH exercised the Put option reserved to him for the sale to Cellularline of a tranche equating to a total of 19.6% in the company's share capital. The exercise of the put option by the minority shareholders brings Cellularline to hold a 79.6% controlling interest in Peter Jäckel.

21. Significant events after the reporting date

- From 1st July 2025 until today, Cellularline, within the scope of the authorisation to purchase treasury shares resolved by the Shareholders' Meeting on 17 April 2025, purchased 165,691 ordinary treasury shares for a total value of EUR 497 thousand. As of today's date, Cellularline directly holds 1,023,644 treasury shares, equal to 4.68% of share capital with voting rights
- On 22 July 2025, a partnership was signed with Telepass for the distribution of the new “Grab&Go” device. Cellularline will support Telepass in distributing the new pay-per-use product for electronic tolling in Europe, and particularly in Italy, where the Group expects to reach over 1,000 physical points of sale, including large-scale retail, consumer electronics, travel retail and motorcycle accessories, ensuring widespread coverage across the country as well as highly structured logistics management. The agreement is part of Cellularline's strategy aimed at simplifying customer access to advanced technological mobility solutions.

- On 6 August 2025, the 2024 ESG Report was published. The Report is developed around three strategic principles – Ecological Transition, People Care & DE&I and Change System – which guide the Group's action in six thematic areas: *Governance*, People, Community, Suppliers, Environment and Customers.

22. Outlook

In the first half of 2025, the non-positive situation of the reference markets, in a context of continuing uncertainty, resulted in a lower than expected performance for the Group. As is well known, the Group's revenues and results are subject to a marked seasonality, with a significant impact of the last quarter (for which there is no complete visibility at present) on the overall result for the year. Based on the information available to date, the Company confirms the estimates for the Leverage ratio and updates the estimates for Revenues and Adjusted EBITDA, which could be reduced in a range between 8% and 12% compared to the lower values disclosed at the time (Euro 175 million and Euro 24 million respectively).

Reggio Emilia, 10 September 2025

Antonio Luigi Tazartes
Chair of the Board of Directors

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**CONDENSED INTERIM CONSOLIDATED FINANCIAL
STATEMENTS AS AT AND FOR THE SIX-MONTH PERIOD
ENDED 30 JUNE 2025**

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**CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR
THE PERIOD ENDED 30 June 2025**

STATEMENT OF FINANCIAL POSITION

<i>(In thousands of Euro)</i>	Note s	Balance as at 30/06/2025	Of which Related parties	Balance as at 31/12/2024	Of which related parties
ASSETS					
Non-current assets					
Intangible assets	4.1	39,452		43,264	
Goodwill	4.2	38,281		38,192	
Property, plant and equipment	4.3	7,494		7,454	
Equity investments in associates and other companies		428		428	
Right-of-use assets	4.4	2,811		3,099	
Deferred tax assets	4.5	6,529		6,412	
Financial assets		138		141	
Total non-current assets		95,133		98,989	
Current assets					
Inventories	4.6	45,554		39,682	
Trade receivables	4.7	41,606	2,366	56,251	3,316
Current tax assets	4.8	530		294	
Financial assets	4.9	24		341	
Other assets	4.10	7,173		9,583	
Cash and cash equivalents	4.11	27,537		20,753	
Total current assets		122,423		126,903	
TOTAL ASSETS		217,556		225,893	
EQUITY AND LIABILITIES					
Equity					
Share capital	4.12	21,343		21,343	
Other reserves	4.12	104,901		104,738	
Retained earnings from consolidation	4.12	7,305		5,338	
Profit (loss) for the period attributable to owners of the Parent		(1,345)		5,647	
Equity attributable to owners of the Parent		132,205		137,066	
Equity attributable to non-controlling interests		-		-	
TOTAL EQUITY		132,205		137,066	
LIABILITIES					
Non-current liabilities					
Bank loans and borrowings and loans and borrowings from other financial backers	4.13	17,639		21,149	
Deferred tax liabilities	4.5	1,218		1,406	
Employee benefits	4.14	637		604	
Provisions for risks and charges	4.16	1,655		1,850	
Other financial liabilities	4.19	6,567		6,766	
Total non-current liabilities		27,716		31,775	
Current liabilities					
Bank loans and borrowings and loans and borrowings from other financial backers	4.13	18,990		13,740	
Trade payables	4.16	28,618	1	31,533	
Current tax liabilities	4.17	1,702		1,854	
Provisions for risks and charges	4.16	-		-	
Other liabilities	4.18	6,976		8,478	
Other financial liabilities	4.19	1,348		1,446	
Total current liabilities		57,635		57,051	
TOTAL LIABILITIES		85,351		88,826	
TOTAL EQUITY AND LIABILITIES		217,556		225,893	

INCOME STATEMENT

<i>(thousands of Euro)</i>	Notes	Six months ended 30/06/2025	Of which related parties	Six months ended 30/06/2024	Of which related parties
Revenue from sales	4.20	70,478	2,390	72,587	2,100
Cost of sales	4.21	(42,898)		(44,245)	
Gross operating profit		27,580		28,342	
Sales and distribution costs	4.22	(15,253)		(15,252)	
General and administrative costs	4.23	(13,473)	(8)	(13,709)	(6)
Other non-operating expense	4.24	928		727	
Operating profit/(loss)		(218)		107	
Financial income	4.25	79		216	
Financial expense	4.25	(2,087)		(1,793)	
Foreign exchange gains	4.26	845		111	
Gains on equity investments		-		-	
Pre-tax loss		(1,380)		(1,359)	
Current and deferred taxes	4.27	36		67	
Loss for the period before non-controlling interests		(1,345)		(1,292)	
Profit (loss) for the period attributable to non-controlling interests		-		-	
Loss for the period attributable to owners of the Parent		(1,345)		(1,292)	
Basic earnings per share (Euro per share)	4.28	(0.06)		(0.06)	
Diluted earnings per share (Euro per share)	4.28	(0.06)		(0.06)	

STATEMENT OF COMPREHENSIVE INCOME

<i>(thousands of Euro)</i>	Notes	Six months ended 30/06/2025	Six months ended 30/06/2024
Loss for the period attributable to owners of the Parent		(1,345)	(1,292)
<i>Other comprehensive income that will not be reclassified to profit or loss</i>			
Actuarial gains (losses) on defined benefit plans		-	-
Actuarial gains (losses) on provisions for risks		-	-
Gains/(losses) on translation of foreign operations		151	(784)
Income taxes		-	-
Other comprehensive income (expense) for the period		151	(784)
Total comprehensive expense for the period		(1,193)	(2,076)

STATEMENT OF CASH FLOWS

<i>(thousands of Euro)</i>	Notes	Six months ended 30 June 2025	Six months ended 30 June 2024
Loss for the period		(1,345)	(1,292)
Amortisation		6,512	6,505
Net write-downs and provisions included in working capital		98	937
(Income)/expenses from investments and (Gains)/losses on foreign exchange		1,162	1,466
(Gains)/losses on equity investments		-	-
Current and deferred taxes		(36)	(67)
Other non-monetary changes (*)		-	(130)
Flow generated by operating activities net of NWC		6,392	7,420
(Increase)/decrease in inventories		(5,931)	5,366
(Increase)/decrease in trade receivables		14,345	2,615
Increase/(decrease) in trade payables		(2,915)	(4,027)
Increase/(decrease) in other assets and liabilities		1,007	2,578
Payment of employee benefits and change in provisions		(0)	-
Interest paid and other net charges paid		(657)	(207)
Cash flow generated by operating activities		12,241	13,745
Income taxes paid and offset		(1,162)	(1,246)
Net cash flows generated by operating activities		11,079	12,498
Acquisition of subsidiaries, net of cash acquired		-	-
Purchase of property, plant and equipment and intangible assets		(2,408)	(2,334)
Cash flows used in investing activities		(2,408)	(2,334)
(Dividends distributed)		(1,941)	(1,824)
Other financial assets and liabilities (*)		24	(2,298)
Disbursed bank loans and borrowings from other financial backers [1]		-	-
Repaid bank loans and borrowings from other financial backers		1,741	(7,881)
Other changes in equity		(1,727)	(386)
Net cash flows used in financing activities		(1,903)	(12,389)
Increase/(decrease) in cash and cash equivalents		6,768	(2,225)
Effects of exchange rate fluctuations (*)		17	117
Total cash flow		6,785	(2,108)
Opening cash and cash equivalents	4.11	20,753	14,041
Closing cash and cash equivalents	4.11	27,537	11,934

* In order to provide better comparability, these items as at 30.06.2024 have been reclassified.

[1] Stipulation of new loans/new draws.

STATEMENT OF CHANGES IN EQUITY

	Share Capital	Other reserves	Retained earnings	Profit (loss) for the period/year	Non-controlling interests	Total Equity
Balance as at 31 December 2023	21,343	107,056	2,665	3,595	-	134,659
Profit for the period		-	-	5,647		5,647
Other comprehensive income		(332)	-	-		(332)
Total comprehensive income		(332)	-	5,647	-	5,314
Allocation of prior year loss		1,044	2,551	(3,595)		-
Dividend distribution		(1,824)	-	-		(1,824)
Repurchase of treasury shares		(1,875)	-	-		(1,875)
Other changes		670	122	-		792
Balance as at 31 December 2024	21,343	104,738	5,338	5,647	-	137,066
Loss for the period				(1,345)		(1,345)
Other comprehensive income		151				151
Total comprehensive income for the period		151		(1,345)	-	(1,193)
Allocation of prior year profit (loss)		5,015	632	(5,647)		-
Dividend distribution		(1,941)				(1,941)
Repurchase of treasury shares		(1,695)				(1,695)
Other changes		(1,366)	1,334			(32)
Balance as at 30 June 2025	4.12	21,343	104,901	7,304	(1,345)	132,204

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NOTES

1. Introduction

The Cellularline Group (hereinafter the “Group” or the “Cellularline Group”) is one of the main operators in the smartphone and tablet accessories sector in the EMEA area, as well as a market leader in Italy; moreover, the Group ranks, by volume, among the top operators in Spain, Switzerland, Belgium, the Netherlands and Austria and boasts a strong competitive position in the other European countries.

Since 22 July 2019, the Parent's shares have been listed on Euronext STAR Milan market, organised and managed by Borsa Italiana S.p.A.

At the reporting date of the consolidated financial statements as at and for the year ended 30 June 2025, the shareholders of Cellularline holding more than 5% of the share capital with voting rights are as follows:

- Christian Aleotti 12.573%
- First Sicaf S.p.A. 8.024%
- Antonio Luigi Tazartes 7.309%

This Interim Financial Report is submitted for approval by the Board of Directors on 10 September 2025, in line with the financial calendar approved by the Board of Directors on 11 December 2024.

2. Accounting policies adopted in preparing the Condensed Interim Consolidated Financial Statements and summary of the applied accounting principles

The basis of preparation and main accounting policies adopted in the preparation of the Condensed Interim Consolidated Financial Statements for the six-month period ended at 30 June 2025 (the “Condensed Interim Consolidated Financial Statements”) are described below. They have been applied consistently for all the years presented in this document, taking into account the provisions of note 2.1 “New accounting standards, amendments and interpretations endorsed by the European Union that became effective as of the financial year beginning 1st January 2025”.

2.1 Basis of the preparation of the Condensed Interim Consolidated Financial Statements

These Condensed Interim Consolidated Financial Statements were prepared in accordance with IAS 34 (Interim financial statements) and should be read in conjunction with the Group's latest annual consolidated financial statements as at 31 December 2024 (“the latest financial statements”). Although they do not include all the information required for full disclosure of the financial statements, specific explanatory notes are included to explain events and transactions that are relevant to understanding changes in the Group's financial position and performance since the last financial statements.

2.2 Criteria for the preparation of the Condensed Interim Consolidated Financial Statements

The Condensed Interim Consolidated Financial Statements were prepared on the assumption of going concern, as the Directors verified that there are no financial, management or other indicators that could indicate critical issues regarding the Group's ability to meet its obligations in the foreseeable future and in particular in the next 12 months.

The Condensed Interim Consolidated Financial Statements are presented in Euro, the Group's functional currency. Amounts are expressed in Euro unless otherwise specified. Rounding is carried out at an individual accounting account level and therefore aggregated. It should also be noted that any differences in some tables are due to rounding values expressed in thousands of Euro.

The Condensed Interim Consolidated Financial Statements consist of the following statements and these notes:

- A) Statement of financial position:** it presents current and non-current assets separately from current and non-current liabilities, with a description in the notes, for each asset and liability item, of the amounts that are expected to be settled or recovered within or after 12 months from the reporting date.
- B) Income statement:** the classification of costs in the income statement is based on their function, showing the intermediate results relating to gross operating profit/(loss), net operating profit/(loss) and profit/(loss) before taxes.
- C) Statement of comprehensive income:** this statement includes the profit/(loss) for the year and the expense and income recognised directly in equity for transactions other than those carried out with the owners.
- D) Statement of cash flows:** this statement shows cash flows from operating, investing and financing activities. Cash flows from operating activities are represented using the indirect method, through which the profit for the year is adjusted by the effects of non-monetary transactions, any deferral or accrual of previous or future collections or payments and revenue connected with the cash flows deriving from investing or financing activities.
- E) Statement of changes in equity:** this statement includes, in addition to the result of the statement of comprehensive income, also the transactions that took place directly with the shareholders who acted in this capacity and the details of each individual component. Where applicable, it also includes the effects of changes in accounting policies for each item of equity.
- F) Notes to the Condensed Interim Consolidated Financial Statements.**

The Condensed Interim Consolidated Financial Statements are presented in comparative form.

2.3 Basis of consolidation and scope of consolidation

Basis of consolidation

The condensed interim consolidated financial statements include the financial statements or accounting statements at 30 June 2025 of the subsidiaries included in the scope of consolidation. An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. An investor has power over an investee entity when the investor has existing rights that give it the current ability to direct the relevant activities, i.e. the activities that significant affect that investee's returns.

The results of subsidiaries acquired, including through mergers, or sold during the year are included in the income statement from the effective date of acquisition until the effective date of disposal.

When necessary, adjustments were made to the Financial Statements of subsidiaries to align the accounting policies used with those adopted by the Group and in compliance with IFRS.

All transactions between Group companies and the related balances are derecognised on consolidation.

Subsequently, the losses attributable to non-controlling interests in excess of their equity are allocated to equity attributable to owners of the Parent, with the exception of cases in which the non-controlling owners have a binding obligation and are able to provide additional investments to cover the losses.

Business combinations

The acquisition of subsidiaries is accounted for using the acquisition method. The cost of the acquisition is determined by the aggregate acquisition-date fair values of the assets given, liabilities incurred or assumed and equity instruments issued by the Group in exchange for control of the acquiree.

The identifiable assets, liabilities and contingent liabilities of the acquiree that meet the conditions for recognition in accordance with IFRS 3 are recognised at their acquisition-date fair values, with the exception of non-current assets (or disposal groups), which are classified as held for sale in accordance with IFRS 5. These are recognised and measured at their fair values less selling costs.

Goodwill arising from the acquisition of control of an investee or a business unit reflects the excess of the acquisition cost (defined as the aggregate considerations transferred in the business combination), plus the fair value of any previously held interests in the acquiree, over the acquisition-date fair values of the acquiree's identifiable assets, liabilities and contingent liabilities.

In an acquisition that does not entail control, goodwill can be determined at the acquisition date either in proportion to the percentage of control acquired or by measuring the fair value of non-controlling interests.

The measurement method is chosen on a case-by-case basis for each transaction.

Any adjustments to goodwill may be recognised in the measurement period (which may not exceed one year from the acquisition date) as a result of subsequent changes in the fair value of payments subject to conditions or in the determination of the fair values of the acquired assets and assumed liabilities, if goodwill could only be determined provisionally recognised at the acquisition date and if such changes are determined to reflect new information about facts and circumstances existing at the combination date. In the event of the sale of interests in subsidiaries, the residual amount of goodwill attributable to them is included in the determination of the gain or loss on the sale.

Scope of consolidation

The Condensed Interim Consolidated Financial Statements as at 30 June 2025 include the financial and performance figures of Cellularline S.p.A. (Parent) and operating companies in which the Parent holds, directly or indirectly, an interest of more than 50%, or controls according to the definition in IFRS 10.

The method used for consolidation is that of full consolidation for the following companies:

Company	Office	Currency	Share Capital	Type of ownership	Percentage of ownership
			(in currency/000)		
Cellular Spain S.L.U.	Spain (Madrid)	EUR	3	Direct	100%
Cellular Inmobiliaria S.L.U.	Spain (Madrid)	EUR	3	Direct	100%
Cellular Immobiliare Helvetica S.A.	Switzerland (Lugano)	CHF	100	Direct	100%
Systema S.r.l.	Italy (Reggio Emilia)	EUR	100	Direct	100%
WorldConnect AG	Switzerland (Diepoldsau)	CHF	100	Direct	90%
Cellularline USA Inc	USA (New York)	USD	50	Direct	100%
Coverlab S.r.l.	Italy (Parma)	EUR	10	Direct	62.3%
Subliros S.L. in liquidation	Spain (Barcelona)	EUR	11	Direct	100%
Peter Jäckel GmbH	Germany (Alfeld)	EUR	100	Direct	79.6%
Cellularline Middle East	Arab Emirates (Dubai)	USD	41	Direct	100%

It is specified that the companies Worldconnect AG, Coverlab S.r.l., Subliros S.L. and Peter Jäckel GmbH are consolidated 100% by virtue of the put&call contracts signed by the Parent, which regulate the acquisition of the remaining shares in the subsidiaries.

On 1 April 2025, the subsidiary Coverlab S.r.l. underwent a recapitalisation transaction, following which the Parent's shareholding increased to 62.3% (from 55% at 31 December 2024).

As part of a rationalisation of the Group's e-commerce activities, after completing the transfer of the business unit to Coverlab S.r.l., the extraordinary shareholders' meeting of Subliros S.L., on 13 May 2025, resolved to place the company into voluntary liquidation, initiating its winding-up process.

On 20 June 2025, a minority shareholder of Peter Jäckel GmbH exercised the Put option reserved to them for the sale to Cellularline of a tranche equating to a total of 19.6% in the company's share capital. The exercise of the put option by the minority shareholders brings Cellularline to hold a 79.6% controlling interest in Peter Jäckel.

The associate Cellular Swiss S.A. is measured using the equity method, as shown in the table below:

Company	Office	Currency	Share Capital	ownership %	
				Direct	Indirect
		(in currency/000)			
Cellular Swiss S.A.	Switzerland (Aigle)	CHF	100	50%	-

2.4 Use of estimates and evaluations for the preparation of the Condensed Interim Consolidated Financial Statements

When preparing the Condensed Interim Consolidated Financial Statements, Management had to formulate measurements, estimates and assumptions that influence the application of accounting standards and the amounts of assets, liabilities, costs and revenues recognised in the financial statements.

Estimates and assumptions are based on elements known at the date of preparation of the Consolidated Financial Statements, management's experience and other elements considered relevant. The values resulting from the final data may differ from these estimates.

Significant subjective judgements by management in applying the Group's accounting standards and the main sources of uncertainty in estimates were the same as those applied for the preparation of the consolidated financial statements for the year ended 31 December 2024.

Impairment test on goodwill

At each reporting date, the Group reviews the carrying amount of its non-financial assets, in line with IAS 36, to determine whether there are any indicators of impairment.

If an impairment indicator exists, then the carrying amount of the assets must undergo an impairment test. Goodwill undergoes an impairment test at least annually.

For the purpose of preparing the Condensed Interim Consolidated Financial Statements as at 30 June 2025, the Directors identified as impairment indicators the Group's book net equity being higher than its stock market capitalisation at the same date, and a possible economic performance below forecasts.

According to the provisions of paragraph 22 of IAS 36, the impairment test must be performed "for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit (CGU) to which the asset belongs, unless either:

- the asset's fair value less costs of disposal is higher than its carrying amount; or
- the asset's value in use can be estimated to be close to its fair value less costs of disposal and fair value less costs of disposal can be measured".

Generally, most assets do not have the characteristics to be tested individually and therefore the impairment test is performed at CGU level.

The Cellularline Group has identified a single CGU to which goodwill and other intangible assets recognised as a result of business combinations are allocated. This CGU coincides with the only Operating Segment and the entire Group.

This CGU

- represents the minimum level within the Cellularline Group for which information on goodwill and such other intangible assets is available and monitored for internal management purposes, and
- This level is no larger than an Operating Segment as defined by IFRS 8 before applying the aggregation criteria.

For the purposes of the impairment test, the recoverable amount was determined as value in use using the discounted cash flow model. This criterion is based on the general concept that the Enterprise Value is equal to the discounted value of the following two elements:

- the cash flows it will be able to generate within the forecast period;
- the terminal value, i.e. the value of the business as a whole, after the forecast period.

In applying this method, the Group uses various assumptions, including the estimate of future increases in sales, operating expense, the growth rate of terminal values, investments, changes in working capital and the weighted average cost of capital (discount rate). The Group, therefore, with the support of an Advisor (Deloitte & Touche), performed an impairment test, whose criteria and results were approved by the Board of Directors of the Parent on 10 September 2025. The test revealed no impairment losses.

Refer to Note “4.2 Goodwill” for more detailed information.

Fair value measurement

When measuring the fair value of an asset or liability, the Group makes use of observable market data where possible.

The fair values are divided into various hierarchical levels based on the input data used in the measurement techniques, as illustrated below:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date;
- Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly;
- Level 3 inputs are unobservable inputs for the asset or liability.

If the inputs used to measure the fair value of an asset or a liability might be categorised within different levels of the fair value hierarchy, the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level of input that is significant to the entire measurement.

2.5 Most significant accounting standards used in the preparation of the Condensed Interim Consolidated Financial Statements

The accounting standards adopted for the preparation of the Condensed Interim Consolidated Financial Statements are consistent with those used for the preparation of the Consolidated Financial Statements of the Cellularline Group as at 31 December 2024.

Transactions in foreign currencies are translated into the functional currency of each Group company at the exchange rate in force at the date of the transaction.

Monetary items in foreign currency at the reporting date are translated into the functional currency using the exchange rate at that date. Non-monetary items that are measured at fair value in a foreign currency are translated into the functional currency using the exchange rates in force on the date on which the fair value was determined. Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rate in force at the transaction date. Foreign exchange gains and losses arising from the translation are generally recognised in profit or loss for the year under financial income and expense.

The exchange rates used to translate the financial statements of Cellular Immobiliare Helvetica SA and Worldconnect AG as at 30 June 2025 into Euro were as follows:

Currency	Average First half of 2025	End of period as at 30 June 2025
EUR/CHF exchange rate	0.941	0.935

The exchange rates used to translate the financial statements of Cellularline USA Inc. and Cellularline Middle East FZE⁶ as at 30 June 2025 into EUR were as follows:

Currency	Average First half of 2025	End of period as at 30 June 2025
EUR/USD exchange rate	1.093	1.172

2.5.1 New accounting standards, amendments and interpretations endorsed by the European Union that became effective as at the financial year beginning 1st January 2025

The following new standards and amendments to existing accounting standards are mandatorily applicable for the first time as at 1st January 2025 as a result of the endorsement by the European Commission of the following documents:

Document title	Date of issue	Date of entry into force	Endorsement date	EU Regulation and date of publication
The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability (Amendments to IAS 21)	15 August 2023	1 January 2025	12 November 2024	(EU) 2024/2862 13 November 2024

The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability (Amendments to IAS 21)

Document issued by the IASB on 15 August 2023, applicable from 1st January 2025 with early application permitted. The amendments require an entity to apply a methodology consistently over time to ascertain whether one currency can be converted into another and, when this is not possible, to define the method of exchange rate determination to be used and the disclosure to be made in the notes to the consolidated financial statements. The application of these amendments had no impact on these Condensed Interim Consolidated Financial Statements as at 30 June 2025.

2.5.2 IFRS and IFRIC accounting standards, amendments and interpretations approved by the European Union, not yet applicable and not adopted in advance as at 30 June 2025

The following table shows the standards or amendments endorsed by the European Union, not yet mandatorily applicable and not early adopted in these Condensed Interim Consolidated Financial Statements as at 30 June 2025:

Document title	Date of issue by the IASB	Date of entry into force of the IASB document
Amendments to the classification and measurement of financial instruments (Amendments IFRS 9 and IFRS 7)	30 May 2024	1 January 2026
Annual Improvements to IFRS Accounting Standards – Volume11	18 July 2024	1 January 2026

⁶ The company keeps its accounts in USD Dollars.

Nature-dependent electricity contracts (Amendments IFRS 9 and IFRS 7)	18 December 2024	1 January 2026
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With Regulation No. 2025/1047 issued by the European Commission on 27 May 2025, the amendments to IFRS 9 and IFRS 7 'Amendments to the classification and measurement of financial instruments' were endorsed, essentially aimed at clarifying the timing of the derecognition of financial liabilities settled through electronic payment systems and at providing clarification on the classification of financial assets with environmental, social and governance characteristics. The amendments are effective for financial years beginning on or after 1st January 2026.

With Regulation No. 2025/1266 issued by the European Commission on 30 June 2025, the amendments to IFRS 9 and IFRS 7 'Nature-dependent electricity contracts' were endorsed, essentially aimed at: (i) clarifying the application of the 'own-use exemption' for power purchase agreements from renewable sources; and (ii) allowing, subject to certain conditions, the designation of a cash flow hedge in the presence of renewable energy purchase or sale contracts (that can be net settled). The amendments are effective for financial years beginning on or after 1st January 2026.

With Regulation No. 2025/1331 issued by the European Commission on 9 July 2025, the document 'Annual Improvements to IFRS Accounting Standards - Volume 11' was endorsed, containing changes of a technical and editorial nature to international accounting standards. These amendments are effective for financial years beginning on or after 1st January 2026.

2.5.3 IFRS accounting standards, amendments and interpretations not yet endorsed by the European Union

At the reporting date of the interim position, the competent bodies of the European Union had not yet completed the endorsement process necessary for the adoption of the following amendments and standards:

Document title	Date of issue by the IASB	Date of entry into force of the IASB document
IFRS 18 - Presentation and Disclosure in Financial Statements	09 April 2024	1 January 2027
IFRS 19 - Subsidiaries without Public Accountability: Disclosure	09 May 2024	1 January 2027

IFRS 18 - Presentation and Disclosure in Financial Statements.

Standard issued by the IASB on 09 April 2024, applicable from 1 January 2027 with early application permitted. The new standard, which will replace IAS 1 'Presentation of Financial Statements', improves the disclosure of corporate performance in terms of comparability, transparency and usefulness of the published information and introduces significant changes in the structure of the financial statements with particular reference to the income statement and, to a lesser extent, the statement of cash flows. In particular:

- some classifications of revenues and expenses are revised, drawing a distinction between the operating, investment and financial sections, as well as confirming the already existing tax and discontinued operations categories;
- two new sub-totals (operating profit and profit before financial operations and income tax) are introduced;

- it is required to use the operating result as the starting point for the presentation of the statement of cash flows prepared under the indirect method;
- it provides for the elimination of certain alternative classification options of currently permitted items in the cash flow statement, such as interest received and paid and dividends received and paid.

Entities are also called upon to identify and disclose non-IFRS performance indicators used by management to comment on economic and financial trends, justifying and reconciling them with the items in the IFRS financial statements. Finally, the standard introduces new criteria for the aggregation and disaggregation of information within the notes.

IFRS 19 - Subsidiaries without Public Accountability: Disclosure.

Standard issued by the IASB on 09 May 2024, applicable from 1 January 2027 with early application permitted.

The standard will introduce reduced disclosure requirements for financial statements of subsidiaries that do not have public accountability, and therefore do not have debt or equity instruments

listed on regulated markets and do not hold assets in a fiduciary capacity. IFRS 19 will simplify reporting systems and processes for non-publicly accountable companies, reducing the costs of preparing subsidiary financial statements, while at the same time ensuring an adequate degree of quality and usefulness of the information for stakeholders.

For all newly-issued standards, as well as for revisions and amendments to existing standards, the Cellularline Group is assessing any impacts that cannot currently be reasonably estimated arising from their future application. This Interim Financial Report has been prepared using the same accounting standards applied by the Group for the preparation of the Financial Statements as at 31 December 2024.

2.6 Seasonality

The market the Group operates in is characterised by seasonal phenomena. In particular, sales are higher in the final part of each year, with a peak in demand near and during the Christmas period; purchases of goods from suppliers are mainly concentrated in the second and third quarters of the year. On the other hand, operating expense show a more linear trend given the presence of a component of fixed costs (personnel, rents and general expenses) which has a uniform distribution over the year. As a result, operating margins are also affected by this seasonal nature.

The trend in revenues and the trend in costs described above have an impact on the trend in net commercial working capital and total financial indebtedness, which is structurally characterised by the generation of cash in the final part of the year.

Therefore, the analysis of interim results financial position and indicators cannot be considered fully representative, and it would therefore be wrong to consider the indicators for the period as a proportional share of the entire year.

3. Segment reporting

The Group has identified one operating segment, which includes all the services and products provided to customers, and it coincides with the entire Group. The Group's vision of a single business means that it has identified one single Strategic Business Unit ("SBU").

The Group's activities develop through one operating segment, which can be divided into three main product lines:

- Red line (accessories for multimedia devices);
- Black line (accessories for motorcycles and cycling);
- Blue line (third party products marketed under distribution agreements).

4. Notes to the individual condensed interim consolidated financial statements captions

4.1 Intangible assets

The specific table below shows changes in this item, indicating the historical cost, accumulated amortisation, changes in the year and the closing balance of each asset. Amortisation was calculated using the rates that reflect the assets' residual useful lives.

The change in intangible assets, broken down by category as at 31 December 2024 and 30 June 2025, is shown below:

<i>(In thousands of Euro)</i>	31 December 2024	Increases	(Decreases)	Acquisitions	(Amortisation)	Reclassifications	Exchange difference	30 June 2025
Start-up and expansion costs	16	-	-	-	(3)	-	-	12
Development costs	1,173	592	-	-	(592)	-	(0)	1,172
Industrial patents and intellectual property rights	4,065	462	-	-	(896)	-	10	3,642
Concessions, licenses, trademarks and similar rights	14,861	8	(1)	-	(773)	-	7	14,101
Customer relationships	23,090	-	-	-	(2,657)	-	16	20,450
Assets under construction and payments on account	59	16	-	-	-	-	-	75
Total intangible assets	43,264	1,077	(1)	-	(4,920)	-	33	39,452

With reference to the six-month period ended 30 June 2025, it should be noted that the item has increased by EUR 1,077 thousand.

In particular, the increases are mainly attributable to:

- development costs of EUR 592 thousand; this item mainly includes the costs incurred for investments in specific product innovation projects. These are considered to generate long-term benefits, as they relate to projects under development, whose products are clearly identified, are intended for a market with sufficient profit margins to cover the amortisation of capitalised costs, which is normally two years.
- industrial patents and intellectual property rights, equal to EUR 462 thousand: this item mainly includes software, i.e. the costs incurred for the implementation and development of the main management

programme and other specific applications, which are normally amortised over 3 years. The investments are mainly related to updates to the SAP management software, to the business intelligence systems and further innovations/IT projects, aimed at having increasingly effective and efficient information tools to support the Group's organisational structure;

4.2 Goodwill

The details of Goodwill as at 30 June 2025 and 31 December 2024 are shown below:

<i>(In thousands of Euro)</i>	Balance as at	
	30 June 2025	31 December 2024
Goodwill	38,282	38,192
Total Goodwill	38,282	38,192

The changes in Goodwill between 31 December 2024 and 30 June 2025 are shown below:

<i>(In thousands of Euro)</i>	Goodwill
Balance as at 31 December 2024	38,192
Acquisitions	-
Increases	-
Exchange difference	90
(Impairment losses)	-
Balance as at 30 June 2025	38,282

4.2.1 Impairment test on goodwill

As at 30 June 2025, goodwill recognised in the Group's Condensed Interim Consolidated Financial Statements amounted to EUR 38.3 million and was allocated to the sole cash-generating unit (hereinafter also referred to as the "CGU"), which coincides with the entire Cellularline Group.

As required by the relevant accounting standard (IAS 36), the Directors identified as impairment indicators the carrying amount of net equity attributable to the owners of the Parent being higher than its stock market capitalisation at the same date, and a possible economic performance below forecasts for the current year.

At the time of closing of the Condensed Interim Consolidated Financial Statements as at 30 June 2025, the Directors assessed whether there were any impairments of intangible assets with an indefinite useful life (goodwill), by comparing the carrying amount with the relevant recoverable value. For this reason, a special impairment test was carried out with the assistance of a consultant (Deloitte & Touche) in order to determine the relative recoverable value of the Group's net invested capital.

In particular, the impairment test was performed on the basis of the economic-financial forecasts based on the 2025-2028 Business Plan approved by the Board of Directors on 26 February 2025, taking into account the updates available for the first year of the Plan.

The recoverable amount is determined as value in use using the discounted cash flow method.

This criterion is based on the general concept that the Enterprise Value is equal to the discounted value of the following two elements:

- the cash flows it will be able to generate within the forecast period;
- the residual value, i.e. the value of the business as a whole, after the forecast period.

The discount rate used was the weighted average cost of capital (“Weighted Average Cost of Capital” or “WACC”) of approximately 10.59% (10.66% at 31 December 2024) and an estimated perpetually sustainable growth rate ("g") of 1.96% (1.96% as at 31 December 2024), determined consistently with long-term inflation expectations (source: International Monetary Fund, April 2025), representative of the geographical market areas in which the Group operates.

The WACC is the average of the cost of equity and the cost of debt capital weighted according to financial structure of comparable companies. It should be noted that the estimates and data relating to the performance and financial forecasts to which the above parameters are applied are determined by Management on the basis of past experience and expectations of developments in the markets in which the Group operates.

In addition, it should be noted that WACC used for the purpose of the impairment test in these Consolidated Financial Statements also includes an execution risk component, with an impact on the calculation of the finished rate equal to 1.11%, which represents an estimate of the risk of not completely achieving the Plan objectives, as well as the current degree of volatility and uncertainty reflected by the macro-economic context. Therefore, this component, although reflected in the discount rate and not in the cash flows, originates from simulations carried out on the assumption that the Plan's objectives will not be fully achieved, given the persistence of a context of uncertainty.

The analyses performed, based on the assumptions and limitations highlighted above, led to an estimate of the recoverable value, in terms of Enterprise Value, of approximately EUR 185.4 million. This value is higher than the Carrying Amount, which is equal to the Group's net invested capital at the reference date (approximately EUR 149.2 million), giving rise to no impairment losses.

Impairment testing is characterised by a high level of judgement, in addition to the uncertainty inherent in any forecast, especially in relation to:

- the expected operating cash flows, calculated by taking into account the general economic performance (including expected inflation rates and exchange rates) and that of the company's sector and the actual cash flows generated by the CGU in previous years;
- the financial parameters to be used to discount the above cash flows.

In addition, sensitivity analyses were carried out which simultaneously consider a change in:

- the WACC and the growth rate (g-rate), in order to verify the impact generated by changes in these parameters on the Enterprise Value and, consequently, on the difference between the latter and the Carrying Amount at the reporting date;
- the WACC and EBITDA according to the 2025-2028 Plan (starting from 2026) and the Terminal Value in order to verify the impact generated by changes in these parameters on the Enterprise Value and, consequently, on the difference between the latter and the carrying amount at the reporting date.

The sensitivity analyses did not reveal any potential impairment losses, even in the event of a deterioration in the WACC, zero g-rate or a combination of the two, and in the event of a reduction in Plan EBITDA and Terminal Value up to 14%, in addition to what had already been taken into account in the estimate of the execution risk.

Sensitivity analysis: Cover/(Impairment) - WACC and g-rate (€ thousand)

		WACC				
		-1,0%	-0,5%	Company	+0,5%	+1,0%
		9.6%	10.1%	10.6%	11.1%	11.6%
G-rate	-	35.7	25.8	16.9	8.8	1.4
	0.5%	40.8	30.3	20.8	12.2	4.4
	1.0%	47.0	35.6	25.4	16.2	7.9
	1.5%	53.9	41.5	30.5	20.6	11.7
	2.0%	61.7	48.1	36.2	25.5	16.0
	2.5%	70.6	55.6	42.6	31.0	20.7
	3.0%	80.8	64.2	49.8	37.1	25.9

Sensitivity analysis: Cover/(Impairment) - WACC and EBITDA (€ thousand)

		WACC
		Company
		10.6%
EBITDA reduction - over and above what is already included in the execution (WACC)	(10.0%)	1.2
	(7.5%)	9.9
	(5.0%)	18.7
	(2.5%)	27.4
	-	36.2

It should be noted that the inclusion of an Execution Risk Premium in the WACC implies a tolerance with respect to a possible reduction in EBITDA in the plan forecasts. In the specific case, this tolerance is about 13.7% over the Plan period and consequently, the sensitivity shown here is calculated starting from an EBITDA 13.7% lower than that of the 2025-28 Business Plan.

4.3 Property, plant and equipment

The change to Property, plant and equipment, broken down by category as at 31 December 2024 and 30 June 2025, is shown below:

(In thousands of Euro)	31 December 2024	Increases	(Decreases)	Acquisitions	(Depreciation)	Reclassifications	Foreign Exchange rate differences	30 June 2025
Land and buildings	4,727	5	-	-	(88)		8	4,652
Plant and machinery	297	4	-	-	(43)		-	259
Industrial and commercial equipment	2,253	766	(30)	-	(620)	117	2	2,488
Assets under construction and payments on account	177	36	-	-	-	(117)	-	95
Total property, plant and equipment	7,454	811	(30)	-	(751)	-	10	7,494

For the six-month period ended 30 June 2025, the Group made investments amounting to EUR 811 thousand: in particular, commercial display units as well as plotters were purchased (to support the development of the custom-made protective film business) given on loan for free to customers and moulds for new products.

4.4 Right-of-use assets

This item, amounting to EUR 2,811 thousand (EUR 3,099 thousand as at 31 December 2024), refers exclusively to the recognition of rights of use assets due to the initial application of IFRS 16 - Leases.

The changes in the year were as follows:

<i>(In thousands of Euro)</i>	Right-of-use assets
Balance as at 31 December 2024	3,099
Increases	557
Exchange difference	2
Decreases	(6)
(Amortisation)	(841)
Balance as at 30 June 2025	2,811

4.5 Deferred tax assets and liabilities

Changes in Deferred tax assets and liabilities between 31 December 2024 and 30 June 2025 are shown below.

Deferred tax assets

<i>(In thousands of Euro)</i>	
Balance as at 31 December 2024	6,412
Accruals to in profit or loss	118
Releases to comprehensive income	-
Balance as at 30 June 2025	6,529

The balance as at 30 June 2025, amounting to EUR 6,529 thousand, comprises deferred tax assets originating mainly from accruals to taxed provisions, temporarily non-deductible amortisation/depreciation and the impact of the application of IFRS, though not for taxation purposes. The change from the previous year, amounting to EUR 118 thousand, is related to deferred IRES and IRAP tax assets calculated, mainly, on partially deductible amortisation and depreciation such as those related to the Cellularline and Interphone trademarks.

The following aspects were taken into account in the calculation of deferred tax assets:

- the tax regulations in force and their impact on temporary differences, and any tax benefits deriving from the use of tax losses carried forward, where such exist, considering their potential recoverability over a period of three years;
- the Group's forecast profits in the medium and long term.

On the basis of the above, the Group expects that it can recover with reasonable certainty the deferred tax assets recognised.

Deferred tax liabilities

<i>(In thousands of Euro)</i>	
Balance as at 31 December 2024	1,406
Releases to profit or loss	(192)
Accruals to comprehensive income (income tax)	5
Balance as at 30 June 2025	1,219

Deferred tax liabilities at 30 June 2025 are primarily attributable to the deferred taxation arising from the PPA of Worldconnect, Systema and Peter Jäckel.

It is estimated that this debt is attributable to differences that will be absorbed in the medium and long term.

4.6 Inventories

Inventories as at 30 June 2025 amounted to EUR 45,554 thousand, net of the allowance for inventory write-down of EUR 4,791 thousand. Inventories include those at the Group's warehouse and goods in transit, for which the Group has already acquired ownership, for EUR 7,642 thousand (EUR 7,215 thousand as at 31 December 2024). Inventories consist mainly of finished products; advances also include advances for the purchase of finished products.

The increase compared to 31 December 2024 is attributable both to the seasonality of the business and to strategic policies by management on the efficiency of inventories.

Inventories are made up as follows:

<i>(In thousands of Euro)</i>	Balance as at	
	30 June 2025	31 December 2024
Finished products and goods	40,227	35,194
Goods in transit	7,642	7,215
Advances	2,477	2,007
Gross inventories	50,345	44,416
(Allowance for inventory write-down)	(4,791)	(4,734)
Total Inventories	45,554	39,682

Changes in allowance for inventory write-down between 31 December 2024 and 30 June 2025 are shown below:

<i>(In thousands of Euro)</i>	Allowance for inventory write-down
Balance as at 31 December 2024	(4,734)
(Accruals)	(118)
Releases to profit or loss	-
Exchange difference	-
Utilisations	60
Balance as at 30 June 2025	(4,791)

During the period, the Group, following an analysis of slow-moving products, set aside EUR 118 thousand for problems (typical of the sector) related to the obsolescence/slow movement of inventories, in order to align their carrying amount to the estimated realisable value.

4.7 Trade receivables

The breakdown of Trade receivables as at 30 June 2025 and 31 December 2024 are shown below:

<i>(In thousands of Euro)</i>	Balance as at	
	30 June 2025	31 December 2024
Trade receivables from third parties	43,625	57,019
Trade receivables from related parties (Note 5)	2,366	3,316
Gross trade receivables	45,991	60,335
(Loss allowance)	(4,385)	(4,084)
Total trade receivables	41,606	56,251

The amount of receivables decreased by EUR 14,645 thousand compared to the previous reporting date; the decrease is mainly due to a seasonal phenomenon of the business and to the action taken by management on credit management.

Total receivables assigned without recourse to factor companies amounted to EUR 10,305 thousand as at 30 June 2025 (EUR 7,982 thousand as at 31 December 2024).

Changes in the loss allowance as at 30 June 2025 are shown below:

<i>(In thousands of Euro)</i>	Loss allowance
Balance as at 31 December 2024	(4,084)
(Accruals)	(359)
Foreign Exchange rate difference	(1)
Utilisations	59
Balance as at 30 June 2025	(4,385)

Impaired assets refer mainly to disputed amounts or customers subject to bankruptcy proceedings. The utilisations reflects amounts that, based on certain, precise information or the outcome of pending bankruptcy procedures were impaired in full.

Credit risk is the exposure to potential losses arising from non-performance of the obligations taken on by the counterparty. The Group has credit control processes in place that include customer creditworthiness analyses and credit exposure controls based on reports with a breakdown of due dates and average collection times.

The change in the loss allowance, following the accrual of the period, is the result of an analytical assessment of non-performing assets and assets that have been proven to be of uncertain recoverability as well as a general assessment based on the asset's historical credit loss.

The carrying amounts of trade receivables are deemed to approximate their fair value.

4.8 Current tax assets

The breakdown of current tax assets as at 30 June 2025 and 31 December 2024 is shown below:

<i>(In thousands of Euro)</i>	Balance as at	
	30 June 2025	31 December 2024
Receivables from tax authorities	170	163
Receivables for tax payments on account	245	14
Tax assets requested for reimbursement	115	117
Total current tax assets	530	294

Current tax assets mainly include: (i) tax payments on account of EUR 245 thousand, (ii) receivables from the Tax Authorities of EUR 170 thousand, mainly relating to R&D tax credits from previous financial years/periods, and (iii) tax assets requested for reimbursement amounting to EUR 115 thousand.

4.9 Financial assets

Financial assets at 30 June 2025 amounted to EUR 24 thousand (EUR 341 thousand as at 31 December 2024) and mainly refer to the positive mark-to-market of current derivatives.

4.10 Other assets

The breakdown of Other assets as at 30 June 2025 and 31 December 2024 is shown below:

<i>(In thousands of Euro)</i>	Balance as at	
	30 June 2025	31 December 2024
Prepaid expenses	4,908	7,218
VAT credit	2,251	1,623
Others	14	742
Total Other assets	7,173	9,583

Total other assets as at 30 June 2025 amounted to EUR 7,173 thousand (EUR 9,583 thousand as at 31 December 2024) and mainly include prepaid expenses and the receivable from the tax authorities for VAT for the period.

4.11 Cash and cash equivalents

The breakdown of Cash and cash equivalents as at 30 June 2025 and 31 December 2024 is shown below:

<i>(In thousands of Euro)</i>	Balance as at	
	30 June 2025	31 December 2024
Bank accounts	27,527	20,742
Cash on hand	10	10
Total Cash and cash equivalents	27,537	20,753

Cash and cash equivalents amount to EUR 27,537 thousand as at 30 June 2025 (EUR 20,753 thousand as at 31 December 2024). The item consists of cash on hand, securities and demand deposits or short-term deposits with banks that are currently available and readily usable.

For further details regarding the dynamics that influenced cash and cash equivalents, reference should be made to the Statement of Cash Flows.

4.12 Equity

Shareholders' equity, amounting to EUR 132,205 thousand (EUR 137,066 thousand at 31 December 2024), decreased mainly due to the result for the period and the distribution of dividends, as well as the purchase of treasury shares.

Share capital

The share capital as at 30 June 2025 amounts to EUR 21,343 thousand, divided into 21,868,189 ordinary shares. On 22 July 2019, Borsa Italiana S.p.A. commenced trading of the Parent's ordinary shares on the Mercato Telematico Azionario (MTA), including them in the STAR segment.

Other reserves

As at 30 June 2025, other reserves amount to EUR 104,901 thousand (EUR 104,738 thousand as at 31 December 2024) and were divided as follows:

- The share premium, which amounts to EUR 102,034 thousand, including EUR 59,253 in suspended taxation following the realignment of trademarks and customer relationships.
- Other reserves amounting to EUR 5,551 thousand which mainly originated as a result of the effects of the application of the IFRS and the Business Combination which took place in 2018;
- Treasury shares of EUR 2,684 thousand.

Retained earnings from consolidation

As at 30 June 2025, retained earnings from consolidation amounted to EUR 7,305 thousand.

Loss for the period attributable to owners of the Parent

The loss for the period ended 30 June 2024 attributable to owners of the Parent came to EUR 1,345 thousand.

Long Term Incentive Plan Reserve (Share-based payment plans)

In 2021, the Group approved a Stock Grant Plan, which envisages the award to certain employees of rights to receive Parent shares free of charge.

The free award of such rights to receive shares comes under the scope of the "Cellularline S.p.A. 2021-2023 Incentive Plan", submitted for approval by the ordinary shareholders' meeting on 28 April 2021.

The following table summarises the main conditions of the stock grant plan:

Date of assignment	Maximum number of instruments	Vesting conditions	Contractual duration of options
15 March 2023	90,000 *	30% Relative Total Shareholder Return 70% Consolidated Adjusted EBITDA	Three years

(*) The number of instruments reported refers to the first tranche of awards of the three-year cycle, of which 55,000 assigned to CEOs and key managers. As at the date of this Report, only the third grant cycle is active.

The Plan envisages three cycles of annual awards of rights to Beneficiaries (2021, 2022 and 2023), each of which with a three-year performance period and a two-year lock-up on the shares assigned by virtue of the rights awarded for each cycle, where conditions are met and in accordance with the terms and conditions set forth in the Plan and its Regulation. The rights assigned to the beneficiaries will accrue, and accordingly give entitlement to their holders to receive shares of the Parent, according to the degree to which measurable multi-year performance objectives, pre-determined by the Parent, are achieved. These performance objectives contribute with a different percentage weighting towards the accrual of the rights and attribution of the shares, all as indicated:

- (i) the Relative Total Shareholder Return (or Relative TSR) is the share performance objective and contributes towards the incentive variable remuneration envisaged by the Plan (in the form of shares), weighing for 30%,
- (ii) the Consolidated Three-Year Adjusted EBITDA is the corporate performance objective and contributes towards the incentive variable remuneration envisaged by the Plan (in the form of shares), weighing for 70%.

As at 30 June 2025, in accordance with IFRS 2, the measurement regarded the total fair value of the approved plan.

The "market based" component (Relative Total Shareholder Return) has been estimated using a stochastic simulation with the Monte Carlo Method, which, on the basis of suitable hypotheses, made it possible to define a significant number of alternative scenarios over the time frame considered.

The non-market-based component was valued at the reporting date to account for expectations regarding the number of rights that may vest.

In addition, in 2024, the Group approved a Stock Grant Plan, which envisages the award to certain employees of rights to receive shares of the Parent free of charge.

The free award of such rights to receive shares comes under the scope of the "Cellularline S.p.A. 2024-2026 Incentive Plan", submitted for approval by the ordinary shareholders' meeting on 24 April 2024.

The following table summarises the main conditions of the stock grant plan:

Date of assignment	Maximum number of instruments	Vesting conditions	Contractual duration of options
08 May 2024	109,000 *	50% Relative Total Shareholder Return 50% Consolidated Adjusted EBITDA	Three years
Date of assignment	Maximum number of instruments	Vesting conditions	Contractual duration of options
04 March 2025	119,000 *	50% Relative Total Shareholder Return 50% Consolidated Adjusted EBITDA	Three years

(*) As at the date of this Report, only two cycles of the above Plan have been activated.

The Plan envisages three cycles of annual awards of rights to Beneficiaries (2024, 2025 and 2026), each of which with a three-year performance period and a two-year lock-up on the shares assigned by virtue of the rights awarded for each cycle, where conditions are met and in accordance with the terms and conditions set forth in the Plan and its Regulation. The rights assigned to the beneficiaries will accrue, and accordingly give entitlement to their holders to receive shares of the Parent, according to the degree to which measurable multi-year performance objectives, pre-determined by the Parent, are achieved. These performance objectives contribute with a different percentage weighting towards the accrual of the rights and allocation of the shares, all as indicated:

- (i) the Relative Total Shareholder Return (or Relative TSR) is the share performance objective and contributes towards the incentive variable remuneration envisaged by the Plan (in the form of shares), weighing for 50%,
- (ii) the Consolidated Three-Year Adjusted EBITDA is the corporate performance objective and contributes towards the incentive variable remuneration envisaged by the Plan (in the form of shares), weighing for 50%.

As at 30 June 2025, in accordance with IFRS 2, the measurement regarded the total fair value of the approved plan.

The "market based" component (Relative Total Shareholder Return) has been estimated using a stochastic simulation with the Monte Carlo Method, which, on the basis of suitable hypotheses, made it possible to define a significant number of alternative scenarios over the time frame considered.

The non-market-based component was valued at the reporting date to account for expectations regarding the number of rights that may vest.

The value of the LTI reserve at 30 June 2025 is EUR 207 thousand (EUR 255 thousand as at 31 December 2024).

4.13 Bank loans and borrowings and other financial liabilities (current and non-current)

The breakdown of current and non-current bank loans and borrowings and other financial liabilities as at 30 June 2025 is shown below:

<i>(In thousands of Euro)</i>	Balance as at	
	30 June 2025	31 December 2024
Current bank loans and borrowings and loans and borrowings from other financial backers	18,990	13,740
Non-current bank loans and borrowings and loans and borrowings from other financial backers	17,639	21,149
Total bank loans and borrowings and loans and borrowings from other financial backers	36,630	34,889
Other current financial liabilities	1,348	1,446
Other non-current financial liabilities	6,567	6,766
Total other financial liabilities	7,915	8,212
Total financial liabilities	44,545	43,101

As at 30 June 2025, bank loans and borrowings and loans and borrowings from other financial backers came to EUR 36,630 thousand (EUR 34,889 thousand as at 31 December 2024) and mainly include:

- the bank loan of the Parent, stipulated in July 2024 in the re-financing transaction for EUR 25,000 thousand;

- the Parent's current hot money bank loans and other current bank loans and borrowings, in the amount of EUR 11,630 thousand.

Other financial liabilities as at 30 June 2025, amounting in total to EUR 7,915 thousand (EUR 8,212 thousand at 31 December 2024), mainly include lease liabilities and financial payables for Put & Call options.

The bank loans of the Parent as at 30 June 2025, gross of bank fees, are as follows:

(In thousands of Euro)	Inception	Maturity	Original amount	Balance as at 30 June 2025		
				Outstanding debt	current portion	non-current portion
Syndicated loans						
“Ordinary” facility	31/07/2024	31/07/2028	25,000	25,000	7,144	17,856
Total syndicated loan (*)			25,000	25,000	7,144	17,856

(*) The syndicated loan was signed with con BNL S.p.A. and Unicredit S.p.A..

The syndicated bank loan to the above institutions is subject to financial covenants. These covenants, calculated on a leverage ratio defined as the net Financial Position in relation to EBITDA on the basis of contractual agreements with credit institutions, were met as at 30 June 2025. Loans are measured using the amortised cost method based on the provisions of IFRS 9.

Below is a reconciliation of the net financial indebtedness as at 30 June 2025, of EUR 16,984 thousand, and as at 31 December 2024, of EUR 22,007 thousand, according to the scheme envisaged by ESMA Guidance 32-382-1138 dated 4 March 2021 and indicated in the Consob Note 5/21 dated 29 April 2021:

(In thousands of Euro)	Balance as at		Changes	
	30 June 2025	31 December 2024	Δ	%
(A) Cash	27,537	20,753	6,784	32.7%
(B) Cash equivalents	-	-	0	-
(C) Other current financial assets	24	341	(317)	-93.1%
(D) Liquidity (A)+(B)+(C)	27,561	21,094	6,467	30.7%
(E) Current financial debt	11,841	10,168	1,673	16.5%
(F) Current portion of non-current debt	8,497	5,018	3,479	69.3%
(G) Current financial indebtedness (E) + (F)	20,339	15,186	5,153	33.9%
- of which guaranteed	-	-	-	-
- of which not guaranteed	20,339	15,186	5,153	33.9%
(H) Net current financial indebtedness (G) - (D)	(7,222)	(5,907)	(1,314)	22.2%
(I) Non-current financial debt	24,206	27,915	(3,709)	-13.3%
(J) Debt instruments	-	-	-	-
(K) Non-current trade and other payables	-	-	-	-
(L) Non-current financial indebtedness (I)+(J)+(K)	24,206	27,915	(3,709)	-13.3%
- of which guaranteed	-	-	-	-
- of which not guaranteed	24,206	27,915	(3,709)	-13.3%
(M) TOTAL FINANCIAL INDEBTEDNESS (H) + (L)	16,984	22,007	(5,023)	-22.8%

A breakdown of financial liabilities by maturity is shown below:

<i>(In thousands of Euro)</i>	Balance as at	
	30 June 2025	31 December 2024
Within 1 year	20,339	15,186
From 1 to 5 years	24,206	27,915
Total financial liabilities	44,545	43,101

4.14 Employee benefits

At 30 June 2025, the item amounts to EUR 637 thousand (EUR 604 thousand at 31 December 2024); the actuarial measurements of the Parent's and subsidiary Systema's post-employment benefits (TFR) are updated as at 30 June 2025. These latter measurements are made on the basis of the accrued benefits method using the "Projected Unit Credit" criterion, as required by IAS 19.

The change in the period is attributable to staff turnover and actuarial measurements.

At 30 June 2025, the actuarial model is based on:

- discount rate of 3.18%, which was derived from the Iboxx Corporate AA index with a duration of 7/10;
- annual inflation rate of 2.00%;
- annual rate of increase in the post-employment benefits of 3.00%, which is equal to 75% of inflation plus 1.5 percentage points.

In addition, sensitivity analyses were carried out for each actuarial assumption, considering the effects that would have occurred as a result of reasonably possible changes in the actuarial assumptions at the reporting date; the results of these analyses do not give rise to significant effects.

4.15 Buy-back plan

With the approval of the Shareholders' Meeting of 17 April 2025, the authorisation programme for the purchase and arrangement of treasury shares was renewed (the so-called "Buy Back Plan"), subject to revocation, for the unexecuted portion, of the authorisation resolution passed by the Shareholders' Meeting of 22 November 2023.

The renewal of the share buy-back plan, which will last eighteen months (starting from the date of the shareholders' resolution), was motivated by the objective of liquidity support, preservation for subsequent use, use in service of future compensation and incentive plans and any future programs of free assignment of shares to shareholders. It should be noted that the ongoing Buy-Back plan is not aimed at reducing the share capital through the cancellation of the treasury shares purchased.

Within the framework of this resolution, the Board of Directors launched the programme for the purchase and disposal of treasury shares, providing that the purchase will be carried out in one or more tranches, up to a maximum number of Cellularline shares that, taking into account the ordinary shares held from time to time in the portfolio by the Company and its subsidiaries, does not exceed 7.0% of the share capital, subject to compliance with the limits set forth in the applicable regulations. With regard to the consideration, the share purchases may be made at a consideration that is no less than 15% lower and no more than 15% higher than the reference price

that the stock will have recorded in the stock exchange session on the day prior to each individual transaction, as well as in compliance with the conditions relating to trading set out in article 3 of Delegated Regulation (EU) 2016/1052.

During the ongoing Buy-Back programme, 342,155 treasury shares of Cellularline were used for the distribution of the share portion of the 2025 dividend.

It is recalled that as at 10 September 2025, the Company held 1,023,644 treasury shares, equal to 4.68% of the share capital.

4.16 Provisions for risks and charges

Changes in the Provisions for risks and charges, broken down for the period between 31 December 2024 and 30 June 2025 are shown below:

<i>(In thousands of Euro)</i>			
	Agents' severance indemnity provision (FISC)	Provision for future risks	Total
Balance as at 31 December 2024	1,781	69	1,850
- of which current portion	-	-	-
- of which non-current portion	1,781	69	1,850
Accruals	258	-	258
From change in the scope of consolidation	-	-	-
(Utilisations)/Releases	(384)	(69)	(453)
Balance as at 30 June 2025	1,655	-	1,655
- of which current portion	-	-	-
- of which non-current portion	1,655	-	1,655

The Agents' severance indemnity provision (FISC) refers to the probable amount to be paid by the Parent and the subsidiary Systema to agents for the termination of the agency relationship for events not the fault of the agent. The actuarial measurement, updated as at 30 June 2025, in compliance with IAS 37, was carried out by quantifying future payments through the projection of the indemnities accrued at the reporting date by the agents operating until the presumed (random) termination date of the contractual relationship. For actuarial measurements, demographic and economic-financial assumptions were adopted; specifically, the discount rate was set with reference to the IBoxx Eurozone AA index in relation to the duration of the collective. Specifically, a rate of 3.18% was adopted.

4.16 Trade payables

The breakdown of Trade payables as at 30 June 2025 and 31 December 2024 is shown below:

<i>(In thousands of Euro)</i>	Balance as at	
	30 June 2025	31 December 2024
Trade payables to third parties	28,617	31,499
Trade payables from related parties (Note 8)	1	34
Total trade payables	28,618	31,533

As at 30 June 2025, trade payables, all due within the year with normal payment terms, amounted to EUR 28,618 thousand (EUR 31,533 thousand as at 31 December 2024) and refer to the acquisition of goods and services.

4.17 Current tax liabilities

As at 30 June 2025, this item amounted to EUR 1,702 thousand (EUR 1,854 thousand as at 31 December 2024) and mainly included the liability of the Parent for EUR 1,530 thousand and EUR 172 thousand attributable to other Group companies (of which Worldconnect AG for EUR 115 thousand).

4.18 Other liabilities

The breakdown of Other liabilities as at 30 June 2025 and 31 December 2024 is shown below:

(In thousands of Euro)	Balance as at	
	30 June 2025	31 December 2024
Due to employees	3,096	2,311
Tax liabilities	705	2,240
Social security liabilities	827	994
Other liabilities	2,348	2,933
Total Other liabilities	6,976	8,478

As at 30 June 2025, the item amounts to EUR 6,976 thousand (EUR 8,478 thousand as at 31 December 2024) and mainly consists of:

- EUR 3,096 thousand due to employees for wages to be settled and bonuses;
- EUR 827 thousand due to social security institutions for contributions to be settled;
- tax liabilities of EUR 705 thousand (withholdings and VAT);
- EUR 2,348 thousand for other liabilities (accrued expenses and deferred income and payments on account to customers).

4.19 Other financial liabilities (current and non-current)

The breakdown of Other financial liabilities as at 30 June 2025 and 31 December 2025 is shown below:

(In thousands of Euro)	Balance as at	
	30 June 2025	31 December 2024
Other current financial liabilities	1,348	2,932
Other non-current financial liabilities	6,567	9,061
Total other financial liabilities	7,915	11,993

As at 30 June 2025, Total other financial liabilities come to EUR 7,915 thousand (EUR 11,993 thousand at 31 December 2024) and mainly include:

- financial liabilities relating to put/call options and agreements signed for the purchase of the remaining shares of subsidiaries for EUR 4,932 thousand, of which EUR 4,382 thousand relating to Worldconnect, EUR 150 thousand relating to Peter Jäckel and EUR 400 thousand relating to Coverlab;
- the lease liability deriving from the application of IFRS 16 for EUR 2,974 thousand (EUR 3,260 as at 31 December 2024).

4.20 Revenue

In the first half of 2025, revenue from sales amounts to EUR 70,478 thousand (EUR 72,587 thousand in the first half of 2024). As mentioned earlier, the Group's business is developed in a single operating segment and can be divided into three main product lines:

- Red line (accessories for multimedia devices);
- Black line (accessories for motorcycles and bicycles);
- Blue line (third party products marketed under distribution agreements).

The following tables show revenue, broken down by product line and geographical segment.

Revenue from Sales by product line

(In thousands of Euro)	Six months ended				Change	
	30 June 2025	% of revenue	30 June 2024	% of revenue	Δ	%
Red – Italy	22,413	31.8%	21,749	30.0%	664	3.1%
Red – International	34,173	48.5%	36,490	50.3%	(2,317)	-6.3%
Revenue from sales - Red	56,586	80.3%	58,239	80.2%	(1,653)	-2.8%
Black – Italy	2,565	3.6%	2,146	3.0%	419	19.5%
Black – International	3,089	4.4%	2,583	3.6%	506	19.6%
Revenue from sales - Black	5,653	8.0%	4,730	6.5%	923	19.5%
Blue – Italy	7,165	10.2%	8,320	11.5%	(1,155)	-13.9%
Blue – International	1,073	1.5%	1,298	1.8%	(225)	-17.4%
Revenue from sales - Blue	8,238	11.7%	9,618	13.3%	(1,380)	-14.3%
Total Revenue from Sales	70,478	100.0%	72,587	100.0%	(2,109)	-2.9%

Revenue from sales by geographical segment

(In thousands of Euro)	Six months ended				Change	
	30 June 2025	% of revenues	30 June 2024	% of revenues	Δ	%
Italy	32,144	45.6%	32,178	44.3%	(34)	-0.1%
Spain/Portugal	6,311	9.0%	6,760	9.3%	(449)	-6.6%
Germany	5,253	7.5%	5,471	7.5%	(218)	-4.0%
Eastern Europe	5,150	7.3%	6,031	8.3%	(881)	-14.6%
Benelux	4,385	6.2%	4,195	5.8%	189	4.5%
Northern Europe	4,101	5.8%	3,632	5.0%	469	12.9%
France	3,938	5.6%	4,074	5.6%	(137)	-3.4%
Middle East	3,296	4.7%	2,854	3.9%	442	15.5%
Switzerland	3,183	4.5%	3,146	4.3%	36	1.2%
Great Britain	2,022	2.9%	3,106	4.3%	(1,084)	-34.9%
North America	351	0.5%	720	1.0%	(370)	-51.5%
Others	345	0.5%	417	0.6%	(73)	-17.4%
Total Revenue from Sales	70,478	100%	72,587	100%	(2,109)	-2.9%

4.21 Cost of sales

The cost of sales amounts to EUR 42,898 thousand for the first half of 2025 (EUR 44,245 for the first half of 2024) and mainly includes the costs of purchasing and processing raw materials (EUR 40,091 thousand), personnel expense (EUR 1,649 thousand) and logistics costs (EUR 1,159 thousand).

4.22 Sales and distribution costs

In the first half of 2025, the sales and distribution costs amounted to EUR 15,253 thousand (EUR 15,252 thousand in the first half of 2024) and break down as follows:

(In thousands of Euro)	Six months ended			
	30 June 2025	% of revenue	30 June 2024	% of revenue
Sales and distribution personnel expense	7,523	10.7%	7,031	9.7%
Commissions to agents	3,268	4.6%	3,235	4.5%
Transport	2,109	3.0%	2,118	2.9%
Advertising and commercial consultancy expenses	609	0.9%	1,293	1.8%
Other sales and distribution costs	1,744	2.5%	1,577	2.2%
Total sales and distribution costs	15,253	21.6%	15,252	21.0%

4.23 General and administrative costs

In the first half of 2025, the general and administrative costs amounted to EUR 13,473 thousand (EUR 13,709 thousand in the first half of 2024) and break down as follows:

<i>(In thousands of Euro)</i>	Six months ended			
	30 June 2025	% of revenue	30 June 2024	% of revenue
Amortisation	4,920	7.0%	4,889	6.7%
Depreciation	751	1.1%	788	1.1%
Amortisation right-of-use assets	841	1.2%	828	1.1%
Provisions for risks and impairment losses	359	0.5%	284	0.4%
Administrative personnel expense	3,575	5.1%	3,341	4.6%
Strategic, administrative, legal HR consultancy, etc.	956	1.4%	1,230	1.7%
Directors' and Statutory Auditors' fees	412	0.6%	488	0.7%
Commissions and fees	54	0.1%	80	0.1%
Other general administrative costs	1,605	2.3%	1,781	2.5%
Total general and administrative costs	13,473	19.1%	13,709	18.9%

4.24 Other non-operating income and expense

In the first half of 2025, non-operating expense and revenue amounted to EUR 928 thousand (EUR 727 thousand in the first half of 2024) and break down as follows:

<i>(In thousands of Euro)</i>	Six months ended			
	30 June 2025	% of revenue	30 June 2024	% of revenue
Prior year income	166	0.2%	142	0.2%
Recoveries of SIAE fees	-	0.0%	3	0.0%
(SIAE and CONAI contributions)	(112)	-0.2%	(93)	-0.1%
Other non-operating income	873	1.2%	675	0.9%
Total other non-operating income	928	1.3%	727	1.0%

Total other non-operating income amounted to EUR 928 thousand, slightly up compared to the corresponding period of the previous year.

4.25 Financial income and expense

Net financial expense amounts to EUR 2,007 thousand (expense of EUR 1,576 thousand in the first half of 2024).

<i>(In thousands of Euro)</i>	Six months ended			
	30 June 2025	% of revenues	30 June 2024	% of revenues
Financial income from fair value changes	24	0.0%	206	0.3%
Interest income	56	0.1%	10	0.0%
Total Financial income	79	0.1%	216	0.3%
Finance costs from fair value changes	(1,019)	-1.4%	(402)	-0.6%
Interest expense on bank loans	(742)	-1.1	(1,050)	-1.4%
Bank commissions/fees	(235)	-0.3%	(242)	-0.3%
Other interest expense	(91)	-0.1%	(99)	-0.1%
Total Financial expense	(2,087)	-3.0%	(1,793)	-2.5%
Net financial expense	(2,007)	-2.8%	(1,576)	-2.2%

Financial income, amounting to EUR 79 thousand, was mainly attributable to the value of bank interest income and to the mark-to-market value of outstanding currency hedging derivatives.

Financial expenses, amounting to EUR 2,087 thousand, were in line with the previous period and mainly related to:

- EUR 1,019 thousand mainly for mark-to-market of outstanding currency hedging derivatives;
- EUR 742 thousand for interest due to banks for current and non-current loans;
- EUR 235 thousand for bank commissions/fees expenses and factoring transactions;
- EUR 91 thousand for other interest expense.

4.26 Foreign exchange gains and losses

The breakdown of the item for the six-month periods ended 30 June 2025 and 30 June 2024 is shown below:

<i>(In thousands of Euro)</i>	Six months ended			
	30 June 2025	% of revenue	30 June 2024	% of revenue
Net foreign exchange gains on trading	750	1.1%	225	0.3%
Net foreign exchange gains/(losses) on financial transactions	95	0.1%	(114)	-0.2%
Total foreign exchange gains	845	1.2%	111	0.2%

4.27 Income taxes

The breakdown of Income taxes for the six-month periods ended 30 June 2025 and 30 June 2024 is shown below:

(In thousands of Euro)	Six months ended	
	30 June 2025	30 June 2024
Current taxes	(195)	(197)
Current taxes from previous years	1	(21)
Deferred tax assets/(liabilities)	229	285
Total	36	67

This item includes the charge for current taxes for the year in the amount of EUR 195 thousand.

Taxes for interim periods are calculated by applying the tax rate determined on the most up-to-date forecast situation as at 31 December available at the time of closing (budget or forecast) to the profit or loss for the period. We proceed to determine the taxes of this forecast situation, estimating analytically the increases and decreases. The incidence of budget/forecast taxes on the respective profit or loss determines the tax rate, which is subsequently applied to the interim period result for the calculation of taxes for the period.

Deferred taxes of EUR 229 thousand mainly refer to:

- income due to the recognition of deferred tax assets of the Parent amounting to EUR 114 thousand on partially-deductible amortisation, like that of the Cellularline and Interphone trademarks, as described in the section on deferred tax assets;
- income from the release of deferred tax liabilities arising from the effect of amortisation on the PPA of Worldconnect, Systema and Peter Jäckel, amounting to EUR 105 thousand.

4.28 Basic and diluted earnings per share

Basic earnings per share were calculated by dividing the loss for the period by the average number of ordinary shares. There are no instruments with potential dilutive effects. The table below shows the details of the calculation:

(In thousands of Euro)	Six months ended	
	30 June 2025	30 June 2024
Loss for the period [A]	(1,345)	(1,292)
Number of shares (in thousands) taken into account for the calculation of basic and diluted earnings per share [B]	21,070	21,219
Basic and diluted earnings per share (in Euro) [A/B]	(0.06)	(0.06)

4.29 Statement of cash flows

The main factor that influenced cash flow trends in the years considered are summarised below.

Net cash flows generated by / (used in) operating activities

(In thousands of Euro)	Six months ended	
	30 June 2025	30 June 2024
Cash flows from operating activities		
Loss for the period	(1,345)	(1,292)
<i>Adjustments for:</i>		
- Income taxes	(36)	(67)
- Net accruals and impairment losses	98	937
- Accrued net financial expense	1,162	1,466
- Amortisation/depreciation	6,512	6,505
- Other non-monetary changes (*)	-	(130)
<i>Changes in:</i>		
- Inventories	(5,931)	5,366
- Trade receivables	14,345	2,615
- Trade payables	(2,915)	(4,027)
- Other changes in operating assets and liabilities	1,007	2,578
- Payment of employee benefits and change in provisions	-	-
- Interest paid and other net charges paid	(657)	(207)
Cash flows generated by operating activities	12,241	13,745
Taxes paid/offset	(1,162)	(1,246)
Cash flows generated by operating activities	11,079	12,498

(*) In order to provide better comparability, these items for the first half of 2024 have been reclassified.

Cash flows generated by / (used in) investing activities

(In thousands of Euro)	Six months ended	
	30 June 2025	30 June 2024
Cash flows from investing activities		
Acquisition of subsidiary, net of cash acquired and other costs	-	-
Purchase of property, plant and equipment and intangible assets	(2,408)	(2,334)
Cash flows Used in investing activities	(2,408)	(2,334)

Cash flows generated by / (used in) financing activities

(In thousands of Euro)	Six months ended	
	30 June 2025	30 June 2024
Cash flows from financing activities		
Disbursed bank loans and borrowings and loans and borrowings from other financial backers ^[1]	-	-
Repaid bank loans and borrowings and loans and borrowings from other financial backers	1,741	(7,881)
Other financial assets and liabilities (*)	24	(2,298)
(Dividend distribution)	(1,941)	(1,824)
Other changes in equity	(1,727)	(386)
Net cash flows generated by financing activities	(1,903)	(12,389)

(*) In order to provide better comparability, these items as at 30.06.2024 have been reclassified.

[1] Stipulation of new loans/new drawdowns.

5. Transactions with related parties

Transactions with related parties are neither atypical nor unusual and are part of the ordinary course of business of the Group's companies. These transactions mainly concern (i) the supply of products and accessories for mobile telephony, (ii) the provision of services that are functional to the performance of the business and (iii) the provision of loans to the above-mentioned related parties. Transactions with related parties, as defined by IAS 24 and governed by Article 4 of Consob Regulation 17221 of 12 March 2010 (and subsequent amendments), implemented by the Group up to 30 June 2024 concern mainly commercial transactions relating to the supply of goods and the provision of services. The following is a list of the related parties with which transactions took place in the first half of 2025, indicating the type of relationship:

Related parties	Type and main relationship
Cellular Swiss S.A.	50%-owned associate of Cellularline S.p.A. (consolidated using the equity method); the remaining shareholders are: Maria Luisa Urso (25%) and Antonio Miscioscia (25%)
Christian Aleotti	Shareholder of Cellularline S.p.A.

The table below shows the statement of financial position balances of the Group's Related Party Transactions as at 30 June 2025 compared with those as at 31 December 2024

(In thousands of Euro)	Balance as at					
	30 June 2025			31 December 2024		
	Current trade receivables	Other non-current assets	(Trade payables)	Current trade receivables	Other non-current assets	(Trade payables)
Cellular Swiss S.A.	2,366	-	(1)	3,316	-	(0)
Total	2,366	-	(1)	3,316	-	(0)
<i>Impact on the financial statements item</i>	5.7%	-	0.0%	5.9%	-	0.0%

It should be noted that trade receivables are presented net of the related trade payables.

The table below shows the income statement balances of Cellularline's transactions with related parties for the first half of 2025 and the corresponding period of 2024:

(In thousands of Euro)	Six months ended							
	30 June 2025				30 June 2024			
	Revenue from sales	(Sales and distribution costs)	(General and administrative costs)	Other non-operating income (expense)	Revenue from sales	(Sales and distribution costs)	(General and administrative costs)	Other non-operating income (expense)/
Cellular Swiss S.A.	2,390	-	(1)	-	2,100	-	(1)	-
Other	-	-	(8)	-	-	-	(5)	-
Total	2,390	-	(9)	-	2,100	-	(6)	-
<i>Impact on the financial statements item</i>	3.39%	-	0.06%		2.9%	-	0.0%	-

The main related parties with which Cellularline carried out transactions in the first half of 2025 are as follows:

- Cellular Swiss S.A.: trading relationship involving the transfer of goods held for sale by Cellularline to Cellular Swiss S.A., with the latter recharging a portion of the commercial contributions incurred for the

acquisition of new customers and/or the development of existing customers, in line with the Group's commercial policies;

- Christian Aleotti: two leases to which Cellularline is a party, as tenant, entered into on 1 September 2017 and 16 October 2017.

6. Other information

6.1 Contingent liabilities

On the basis of the information available to date, the Parent's Directors believe that, at the date of approval of these condensed interim consolidated Financial Statements, the accrued provisions are sufficient to ensure the correct presentation of financial information.

6.2 Risks

The Group is exposed to the various risks already illustrated in Paragraph 13 of the Directors' Report.

6.3 Guarantees granted in favour of third parties

This item includes sureties payable in favour of third parties for EUR 611 thousand, mainly relating to a customer to guarantee any contractual penalties for commercial supplies.

It should be noted that as at 30 June 2025, no contractual penalties have been recognised and none are expected in the Group's budget and forecasts.

6.4 Subsequent events

- From 1st July 2025 until today, Cellularline, within the scope of the authorisation to purchase treasury shares resolved by the Shareholders' Meeting on 17 April 2025, purchased 165,691 ordinary treasury shares for a total value of EUR 497 thousand. As of today's date, Cellularline directly holds 1,023,644 treasury shares, equal to 4.68% of share capital with voting rights;
- On 22 July 2025, a partnership was signed with Telepass for the distribution of the new "Grab&Go" device. Cellularline will support Telepass in distributing the new pay-per-use product for electronic tolling in Europe, and particularly in Italy, where the Group expects to reach over 1,000 physical points of sale, including large-scale retail, consumer electronics, travel retail and motorcycle accessories, ensuring widespread coverage across the country as well as highly structured logistics management. The agreement is part of Cellularline's strategy aimed at simplifying customer access to advanced technological mobility solutions.
- On 6 August 2025, the 2024 ESG report was published. The Report is developed around three strategic principles - **Ecological Transition, People Care & DE&I and Change System** - which guide the Group's action in six thematic areas: *Governance*, People, Community, Suppliers, Environment and Customers.

Reggio Emilia, 10 September 2025

Antonio Luigi Tazartes

Chair of the Board of Directors

Mauro Borgogno

Manager responsible for preparing financial information

ATTESTATION OF THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE SIX-MONTH PERIOD ENDED 30 June 2025 PURSUANT TO ART. 81-TER OF CONSOB REGULATION NO. 11971 OF 14 MAY 1999, AS AMENDED AND SUPPLEMENTED

We, the undersigned Christian Aleotti, as Chief Executive Officer, and Mauro Borgogno, in his capacity as Manager responsible for preparing the financial information of the Cellularline Group, attest, also considering the provisions of Article 154-bis, paragraphs 3 and 4, of Legislative Decree 58 of 24 February 1998:

- that the condensed interim consolidated financial statements are consistent with the characteristics of the business; and
- that the administrative and accounting procedures for the preparation of the Condensed Interim Consolidated Financial Statements as at and for the six-month period ended 30 June 2025 have been effectively applied.

In this regard, we note that no significant issues emerged.

It is also certified that the 2025 Interim Financial Report of the Cellularline Group:

- has been prepared in accordance with the applicable International Financial Reporting Standards endorsed by the European Union pursuant to Regulation (EC) No 1606/2002 of the European Parliament and of the Council of 19 July 2002;
- corresponds with the entries in the ledgers and the accounting records;
- gives a true and fair view of the performance and financial position of the issuer and of all the companies included in the consolidation.

The Director's Report includes a reliable analysis of references to important events that occurred in the first six months of the year and their impact on the Condensed Interim Consolidated Financial Statements, together with a description of the main risks and uncertainties for the remaining six months of the year. The Director's Report also includes a reliable analysis of information on significant transactions with related parties.

Reggio Emilia, 10 September 2025

Christian Aleotti
Deputy Chair and CEO

Mauro Borgogno
Manager responsible for preparing the financial information



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(This independent auditors' report has been translated into English solely for the convenience of international readers. Accordingly, only the original Italian version is authoritative)

Report on review of condensed interim consolidated financial statements

*To the Shareholders of
Cellularline S.p.A.*

Introduction

We have reviewed the accompanying condensed interim consolidated financial statements of the Cellularline Group comprising the statement of financial position, the income statement, the statement of comprehensive income, the statement of cash flows and the statement of changes in equity, and notes thereto, as at and for the six months ended 30 June 2025. The parent's directors are responsible for the preparation of these condensed interim consolidated financial statements in accordance with the IFRS Accounting Standard applicable to interim financial reporting (IAS 34) as issued by the International Accounting Standards Board and endorsed by the European Union. Our responsibility is to express a conclusion on these condensed interim consolidated financial statements based on our review.

Scope of review

We conducted our review in accordance with Consob (the Italian Commission for Listed Companies and the Stock Exchange) guidelines set out in Consob resolution no. 10867 dated 31 July 1997. A review of condensed interim consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (ISA Italia) and, consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion on the condensed interim consolidated financial statements.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed interim consolidated financial statements of the Cellularline Group as at and for the six months ended



Cellularline Group

Report on review of condensed interim consolidated financial statements

30 June 2025

30 June 2025 have not been prepared, in all material respects, in accordance with the IFRS Accounting Standard applicable to interim financial reporting (IAS 34) as issued by the International Accounting Standards Board and endorsed by the European Union.

Parma, 12 September 2025

KPMG S.p.A.

(signed on the original)

Federico Superchi
Director of Audit