

**NOTICE CONVENING THE ORDINARY SHAREHOLDERS' MEETING OF CELLULARLINE S.P.A.**

Shareholders are invited to attend the Ordinary Shareholders' Meeting of Cellularline S.p.A. ("**Cellularline**", "**Company**" or "**Issuer**"), convened in a single call for 17 April 2025, at 11:00 a.m., to discuss and resolve on the following

**AGENDA**

1. *Approval of the financial statements for the year ended on 31 December 2024, complete with the Report by the Board of Directors on Operations, the Report by the Board of Auditors and the Report by the Independent Auditing Firm; presentation of the consolidated financial statements as at 31 December 2024. Related and consequent resolutions.*
2. *Allocation of the result for the year and proposal to distribute a dividend partly in cash and partly through the allocation of treasury shares. Related and consequent resolutions.*
3. *Report on the remuneration policy and compensation paid: approval of the remuneration policy, "first section" of the report, pursuant to art. 123-ter, paragraph 3-ter, of Italian Legislative Decree no. 58/1998.*
4. *Report on the Policy on Remuneration and Compensation Paid: resolutions on "section two" of the report, in accordance with Art. 123-ter, paragraph 6-ter of Italian Legislative Decree no. 58/1998.*
5. *Authorisation to purchase and dispose of treasury shares subject to revocation of the authorisation resolution passed by the Ordinary Shareholders' Meeting on 22 November 2023 for the unexecuted portion. Related and consequent resolutions.*

\*\*\*

**Information on the share capital**

As at the date of this call notice, the share capital of Cellularline comes to Euro 21,343,189; it is divided up into 21,868,189 ordinary shares with no nominal value.

As of the date of this notice, the Company holds 842.907 treasury shares, representing 3,854% of the shares issued by the Company.

**Eligibility to participate in the Shareholders' Meeting and exercise voting rights**

Pursuant to art. 83-sexies of Legislative Decree no. 58 of 24 February 1998 ("**TUF**") and art. 9 of the Articles of Association, the persons entitled to participate in the Meeting and to exercise the right to vote – **exclusively through the designated representative**, as specified *below* – are those in favour of whom the Company has received a specific communication made by an authorised intermediary on the basis of the accounting records relating to the end of the accounting day of the seventh trading day prior to the date set for the Meeting, i.e. 8 April 2025 ("**Record date**"). Credit or debit entries made to the accounts after that date are not relevant for the purposes of entitlement to exercise voting rights at the Shareholders' Meeting. Accordingly, those who hold the Company's shares after the aforementioned record date will not be entitled to attend and vote at the Shareholders' Meeting.

The notice from the intermediary must be received by the Company by the end of the third market trading day prior to the date set for the Shareholders' Meeting (i.e. by 14 April 2025), without prejudice to the entitlement to attend and vote if the notice is received by the Company after the aforementioned deadline, provided that it is received before the start of the Shareholders' Meeting proceedings.

Pursuant to Article 9 of the Articles of Association, the Directors, the Auditors, the designated representative and the representatives of the auditing firm as well as other persons authorised by law, other than those who have the right to vote (who must confer a proxy to the designated representative, as specified *below*),

may participate in the Meeting **exclusively by means of telecommunication** which also guarantee their identification and participation. Instructions on how to attend the Shareholders' Meeting by means of telecommunications will be made known by the Company to the parties concerned.

#### **Participation in the Assembly and delegating proxies to the designated representative**

Pursuant to art. 135-*undecies*.1 of the TUF, as referred to in art. 9 of the Articles of Association, the Company has decided to avail itself of the option to provide that the participation in the Meeting of those who have the right to vote is **permitted exclusively through the representative designated by the Company pursuant to art. 135-undecies TUF**, to whom a proxy must be conferred, in the manner and under the conditions indicated below; the aforementioned designated representative may also be conferred proxies or sub-proxies pursuant to art. 135-*novies* TUF, in derogation of art. 135-*undecies*, paragraph 4, TUF.

The Company designated Computershare S.p.A. – with registered office in Milan, via Mascheroni n. 19, 20145 – as the shareholders' representative designated pursuant to art. 135-*undecies* TUF (“**Designated Representative**”).

Shareholders wishing to attend the Meeting must therefore confer, free of charge (except for any transmission or shipping costs), to the Designated Representative, in compliance with the provisions of art. 135-*undecies* TUF, the proxy/sub proxy - with voting instructions, on all or some of the proposed resolutions regarding the items on the agenda - together with an identity document and, in the case of a legal person delegating, a document proving the powers to issue the proxy/sub proxy, using the specific proxy form prepared by the Designated Representative in agreement with the Company, available on the Company's website at [www.cellularlinegroup.com](http://www.cellularlinegroup.com) (in the *Governance/Shareholders' Meeting* section).

The proxy/sub proxy must be given by signing the specific form available on the Company's website at [www.cellularlinegroup.com](http://www.cellularlinegroup.com) (in the *Governance/Shareholders' Meeting* section), along with the relevant completion and submission instructions, by the end of the second trading day before the Shareholders' Meeting date (namely, 15 April 2025). This proxy will only be valid for the proposals for which voting instructions have been provided. The proxy and the voting instructions are revocable within same the deadline indicated above.

It should be noted that the shares with conferred proxies, even partially, are counted for the purpose of duly constituting the Shareholders' Meeting. With regard to proposals for which no voting instructions have been given, the shares are excluded from the calculation for determining the majority and capital share required to approve resolutions.

The Designated Representative is available for any clarification or information at the phone numbers 02 4677 6813 or 0246776814 or through the email address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

Further information concerning the granting of proxy/sub proxy to the Designated Representative is available on the Company's website [www.cellularlinegroup.com](http://www.cellularlinegroup.com).

There are no procedures for voting electronically or by correspondence.

#### **Integration of the agenda and presentation of new proposals for resolutions**

Pursuant to Article 126-*bis* of the Consolidated Law on Finance, shareholders who, individually or jointly, represent at least 2.5% of the share capital may submit to the Company, within ten days of the publication of the notice of call, requests to supplement the list of items to be discussed, indicating in the request the additional items they propose, or submit resolution proposals on items already on the agenda of the Shareholders' Meeting. Additions to the agenda are not permitted in relation to items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the Directors or on the basis of a draft or a report prepared by them other than on items on the agenda.

Shareholders in whose favour the Company has received appropriate notification from an authorised intermediary, pursuant to current legislation, certifying ownership of the required shareholding, shall be entitled to request the integration of the agenda or submit resolution proposals.

The request, accompanied by the information relating to the identification data of the shareholders submitting it and the overall percentage held as well as references to the notice sent by the intermediary to the Company pursuant to the regulations in force, must be made in writing to the Company within the aforementioned deadline: (i) by recorded delivery with return receipt, at the registered office of the Company, reference "*Investor Relater*"; or (ii) by certified e-mail, at the address [spa.cellularline@legalmail.it](mailto:spa.cellularline@legalmail.it).

The Company reserves the right not to accept requests for integration or resolution proposals sent by certified e-mail that are illegible or transmitted with damaged or otherwise illegible files. Please provide a telephone number or e-mail address at which the sender can be contacted, in the accompanying message.

Within the aforementioned time limit and in the same manner as above, a report must be submitted to the Board of Directors of the Company stating the reasons for the resolution proposals on the new items proposed for discussion or the reasons for the additional resolution proposals submitted on items already on the agenda.

#### **Faculty to individually submit resolution proposals before the Shareholders' Meeting**

In relation to the fact that participation in the Shareholders' Meeting is envisaged exclusively through the Appointed Representative, legitimised shareholders who intend to formulate proposals for resolutions and votes on the items on the agenda of the Shareholders' Meeting as provided for by Article 135-*undecies*.1, paragraph 2 of the Consolidated Law on Finance, are invited to submit them by 2 April 2025 (15th day prior to the Shareholders' Meeting), by sending them (i) by registered mail with return receipt, to the Company's registered office, reference "*Investor Relator*"; or (ii) by certified e-mail, to the address [spa.cellularline@legalmail.it](mailto:spa.cellularline@legalmail.it), in order to allow the Appointed Representative to collect voting instructions, if any, on the same. These proposals will be published without delay on the Company's website [www.cellularlinegroup.com](http://www.cellularlinegroup.com), as well as at the authorized storage mechanism "1infostorage" of Computershare S.p.A. at [www.1info.it](http://www.1info.it), in order to enable those entitled to vote to express themselves consciously even taking into account these new proposals and provide the necessary instructions, and in any case by 4 April 2025.

The applicant must provide suitable documentation proving entitlement to participate in the Shareholders' Meeting and the issuance of proxy to the Designated Representative for participation in the Shareholders' Meeting. For the purpose of its publication, as well as in relation to the proceedings of the Shareholders' Meeting, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness, their compliance with applicable regulations and the legitimacy of the proposers.

#### **Right to ask questions before the Shareholders' Meeting**

In relation to the fact that participation in the Meeting is envisaged exclusively through the Designated Representative, pursuant to art. 135-*undecies*.1, paragraph 3 of the TUF, those who have the right to vote and in whose favour the Company has received a specific communication made by an authorized intermediary pursuant to the legislation in force, may ask questions on the matters on the agenda exclusively before the Meeting, sending them to the Company no later than the deadline referred to in art. 83-*sexies*, paragraph 2, TUF, i.e. 8 April 2025. Ownership of the voting right may also be attested after the submission of the applications provided that it is within the time limit set forth in Art. 127-*ter*, paragraph 1-*bis*, TUF (11 April 2025).

The applications, accompanied by information on the identification data of the persons submitting them as well as references to the communication sent by the intermediary to the Company pursuant to the applicable regulations, must be transmitted: (i) by recorded delivery with return receipt, at the registered office of the Company, or (ii) by certified e-mail, at the address [spa.cellularline@legalmail.it](mailto:spa.cellularline@legalmail.it).

Please provide a telephone number or e-mail address at which the sender can be contacted, in the accompanying message.

Questions received before the Meeting will be answered at least three days before the meeting (i.e., 14 April 2025) also through publication in a specific section of the company's *website*. The Company may provide a single answer to questions with the same content.

### **Information documents**

The documentation relating to the Meeting, including the explanatory reports on the items on the agenda and the related resolution proposals as well as the annual financial report, the report of the Board of Statutory Auditors, the report of the auditing firm, the report on remuneration and compensation paid, will be made available to the public, within the terms established by current legislation, at the registered office and in the Shareholders' Meeting section of the *website* [www.cellularlinegroup.com](http://www.cellularlinegroup.com) as well as at the authorised storage mechanism "1infostorage" of Computershare SpA at the address [www.1info.it](http://www.1info.it).

Shareholders and, if different, those entitled to attend and vote at the Shareholders' Meeting are entitled to inspect the aforementioned documents, filed at the Company's registered office, and to obtain a copy thereof.

\*\*\*

This notice of call is published in full, in accordance with the provisions of art. 125-*bis* of the TUF, art. 84 of the Issuers' Regulation adopted with resolution no. 11971 of 14 May 1999 and art. 8 of the Articles of Association, on the *website* [www.cellularlinegroup.com](http://www.cellularlinegroup.com) in the section dedicated to this Meeting and, in extract, in the daily newspaper "Italia Oggi" on 18 March 2025.

Reggio Emilia, 18 March 2025

For the Board of Directors  
The Chairman  
Antonio Luigi Tazartes

\*\*\*

*Cellularline S.p.A., fondata a Reggio Emilia nel 1990, è, con i marchi **Cellularline, Interphone, MusicSound, Ploos+, Skross, Q2Power, Nova, Coverlab, Allogio, Peter Jäckel, Newrban, Film&Go e Style&Go**, l'azienda leader nel settore degli accessori per smartphone e tablet. Il Gruppo si pone come punto di riferimento tecnologico e creativo negli accessori per dispositivi multimediali con l'obiettivo di offrire agli utilizzatori un accessorio con prestazioni eccellenti, facilità d'uso e unicità esperienziale. Il Gruppo impiega oggi circa 300 dipendenti ed i prodotti a marchio Cellularline sono commercializzati in oltre 60 paesi.*

### **Cellularline S.p.A. - Investor Relations**

[ir@cellularlinegroup.com](mailto:ir@cellularlinegroup.com)

### **Close to Media – Ufficio Stampa**

Enrico Bandini +39 335 8484706

[enrico.bandini@closetomedia.it](mailto:enrico.bandini@closetomedia.it)

Mariella Speciale +39 349 2843110

[mariella.speciale@closetomedia.it](mailto:mariella.speciale@closetomedia.it)

Davide Casi

[davide.casi@closetomedia.it](mailto:davide.casi@closetomedia.it)