

COMUNICATO STAMPA**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**", the "**Company**" or the "**Issuer**"), convened at single call for 24 April 2024, at 10:30, at its registered office in Reggio Emilia, Via G. Lambrakis no. 1/A, to discuss and resolve on the following

AGENDA

1. *Approval of the financial statements for the year ended on 31 December 2023, 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 2023. Related and consequent resolutions.*
2. *Proposal to distribute a cash dividend - partly ordinary, up to the full amount of the year's profit, and partly extraordinary, from available reserves - and an additional extraordinary dividend through the assignment of treasury shares held in portfolio, from available reserves. Related and consequent resolutions.*
3. *Report on the Policy on Remuneration and Compensation Paid: approval of the Remuneration Policy "first section" of the Report, in accordance with 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 of Italian Legislative Decree no. 58/1998.*
5. *Approval of an incentive remuneration plan based on financial instruments, called the "Cellularline S.p.A. 2024-2026 Incentive Plan". 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 shares with no nominal value.

As of the date of this notice, the Company holds 836,490 treasury shares, representing 3.825% of the shares issued by the Company.

Entitlement to attend the Shareholders' Meeting and exercise voting rights

Pursuant to Article 83-*sexies* of Italian Legislative Decree No. 58 of 24 February 1998 (the "**Consolidated Law on Finance**" or the "**TUF**") and Article 9 of the Articles of Association, the persons entitled to attend the Shareholders' Meeting and exercise their voting rights are those in whose favour the Company has received a notice issued 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 Shareholders' Meeting, i.e. 15 April 2024 (the "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 19 April 2024), 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.

Attendance of the Shareholders' Meeting and granting of proxies to the designated representative

The Company has decided to avail itself of the option to provide that, pursuant to Article 106, paragraph 4, of Decree-Law No. 18 of 17 March 2020 (the "**Cura Italia**" Decree), converted with amendments by Law no. 27 of 24 April 2020, the effectiveness of which was last extended by Article 3, paragraph 12-*duodecies* of Decree-Law no. 215 of 30 December 2023, converted by Law no. 18 of 23 February 2024, the attendance of the Shareholders' Meeting of those with voting rights is **permitted exclusively through the representative designated by the Company pursuant to Article 135-*undecies* of the Consolidated Law on Finance**, to whom a proxy must be conferred, in accordance with the terms and conditions indicated below; the aforementioned designated representative may also be conferred proxies or sub-delegates pursuant to Article 135-*novies* of the Consolidated Law on Finance, as an exception to Article 135-*undecies*, paragraph 4, of the Consolidated Law on Finance.

The Company has designated Computershare S.p.A. - with registered office in Milan, via Mascheroni n. 19, 20145 -as the shareholders' representative designated pursuant to Article 135-*undecies* TUF (the "**Designated Representative**"). The Directors and Auditors as well as other persons entitled pursuant to the law, other than those who have the right to vote (who must grant proxy to the Designated Representative), may also attend the Shareholders' Meeting by means of telecommunications that also guarantee their identification. Instructions on how to attend the Shareholders' Meeting by means of telecommunications will be made known by the Company to the parties concerned.

Shareholders who wish to participate in the Shareholders' Meeting must therefore confer, without expenses to their charge (except for any transmission or mailing expenses), to the Designated Representative, in compliance with the provisions of Art. 135-*undecies* TUF, the proxy - with voting instructions, on all or some of the proposed resolutions on the items on the agenda - together with an identity document and, in the case of a delegating legal person, a document proving the powers to issue the 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 (in the *Governance/Shareholders' Meeting* section).

The proxy must be given by signing the specific form available, with the relevant instructions for completion and transmission, on the Company's website www.cellularlinegroup.com (in the *Governance/Shareholders' Meeting* section), by the end of the second trading day preceding the date of the Shareholders' Meeting (i.e. 22 April 2024) and shall be effective only for those proposals in relation to which voting instructions have been given. The proxy and the voting instructions are revocable within the deadline indicated above.

It should be noted that the shares for which proxies have been conferred, 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 not counted for the purposes of calculating the majority and capital share required for the approval of resolutions.

Please also note that the Designated Representative may also be granted proxies and/or sub-delegations pursuant to Article 135-*novies* of the Consolidated Law on Finance, as an exception to Article 135-*undecies*, paragraph 4 of the Consolidated Law on Finance, with the relevant written voting instructions, by signing the specific form available, with the relevant instructions for completion and transmission, on the Company's website www.cellularlinegroup.com (in the *Governance/Shareholders' Meeting* section), no later than 12:00 on the day prior to the date scheduled for the Shareholders' Meeting (23 April 2024). Proxies and voting instructions are revocable within the same time limits and in the same manner as for their submission.

The granting of proxies pursuant to Articles 135-*novies* and 135-*undecies* of the Consolidated Law on Finance does not entail any expenses for the Shareholder, except for those of transmission or mailing.

The Designated Representative will be available for clarification or information on 02 4677 6813 – 02 4677 6814 or at the e-mail address ufficiomi@computershare.it.

Further information concerning the granting of proxy to the Designated Representative is available on the Company's website 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 Relator*"; or (ii) by certified e-mail, at the address 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 Designated Representative, eligible shareholders who intend to submit proposals for resolutions and votes on the items on the agenda of the Shareholders' Meeting as provided for by Article 126-*bis*, paragraph 1, TUF, are invited to submit them by 09 April 2024 (15th day prior to the Shareholders' Meeting), by sending them (i) by recorded delivery with return receipt, at the registered office of the Company, reference "*Investor Relator*"; or (ii) by certified e-mail, at the address spa.cellularline@legalmail.it), in order to allow the Designated Representative to collect any voting instructions on the same. Such proposals shall be published without delay on the Company's website www.cellularlinegroup.com, as well as at the authorised storage mechanism "*1infostorage*" of Computershare S.p.A. at www.1info.it, in order to enable those entitled to vote to express themselves in an informed manner also taking into account such new proposals and to give the necessary instructions, and in any case no later than 10 April 2024.

The applicant shall provide appropriate documentation proving the entitlement to attend the Shareholders' Meeting and the issuance of proxy to the Designated Representative for attendance of the Shareholders' Meeting. For the purposes of the relevant 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

Pursuant to Article 127-ter, paragraph 1-bis, of the Consolidated Law on Finance, persons entitled to vote and in favour of whom the Company has received a notice issued by an authorised intermediary pursuant to applicable laws and regulations may submit questions on the items on the agenda even before the Shareholders' Meeting, by submitting them to the Company no later than the deadline pursuant to Article 83-sexies, paragraph 2, of the Consolidated Law on Finance, i.e. 15 April 2024). 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 (18 April 2024).

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*.

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

Questions received prior to the Shareholders' Meeting will be answered at least three trading days before the meeting (i.e., 19 April 2024) also by publication in a special section of the company's website. The Company may provide a single answer to questions with the same content.

Information documents

The documents relating to the Shareholders' 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 Auditors, the report of the independent auditors, the report on remuneration and compensation paid, and the Information Document drawn up pursuant to Articles 114-bis of the Consolidated Law on Finance and 84-bis, paragraph 1, Issuers' Regulation, will be made available to the public, within the terms set forth by the regulations in force, at the registered office and in the Shareholders' Meeting section of the website *www.cellularlinegroup.com* as well as at the authorised storage mechanism "1infostorage" of Computershare S.p.A. at *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 its entirety, in compliance with the provisions of Article 125-bis of the Consolidated Law on Finance, Article 84 of the Issuers' Regulation adopted by Resolution no. 11971 of 14 May 1999 and Article 8 of the Articles of Association, on the website *www.cellularlinegroup.com* in the section dedicated to this Shareholders' Meeting and, in excerpt form, in the newspaper "**Italia Oggi**" on 25 March 2024.

Reggio Emilia, 25 March 2024

For the Board of Directors
The Chairman
Antonio Luigi Tazartes

*Cellularline S.p.A., founded in Reggio Emilia in 1990, is, together with its brands **Cellularline, PLOOS, AQL, MusicSound, Interphone, Nova, Skross, Coverlab, Allogio and Peter Jäckel**, the leading company in the smartphone and tablet accessories sector. The Group is at the technological and creative forefront of the multimedia device accessories industry, striving to deliver products synonymous with outstanding performance, ease of use and a unique user experience. The Group currently has 250 employees. Cellularline brand products are sold in over 60 countries*

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