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PRESS RELEASE

APPROVAL OF THE DRAFT ANNUAL FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2023

STRONG INCREASE IN REVENUES TO €158.6 MLN (HIGHEST LEVEL SINCE LISTING) +15.3% COMPARED TO 2022

ADJUSTED EBITDA UP TO €20.8 MLN (+24.8%)

ADJUSTED EBITDA MARGIN IMPROVES TO 13.1%, +100BPS

ADJUSTED NET PROFIT UP SHARPLY TO €7.7 MLN, +34.7%

NET FINANCIAL DEBT IMPROVED, DOWN TO €35.4 MLN (€40.4 MLN AT 31 DECEMBER 2022)

PROPOSED DISTRIBUTION OF AN ORDINARY DIVIDEND PARTLY IN CASH AND PARTLY IN SHARES[1]THE 2024-2026 LONG-TERM INCENTIVE PLAN PROPOSAL IS APPROVED

- ***Revenue from sales*** *of EUR* 158.6 *million (EUR 137.6 million at 31 December 2022).*
- ***Adjusted EBITDA***[2] *of EUR* 20.8 *million (EUR 16.6 million in the period ended 31 December 2022).*
- ***Net Profit*** *of EUR 3.6 million (EUR -75.2 million at 31 December 2022).*
- ***Adjusted Net Profit***[3] *of Euro* 7.7 *million (Euro 5.7 million in the period ended 31 December 2022).*
- ***Net Financial Position*** *of EUR* 35.4 *million (EUR 40.4 million at 31 December 2022); leverage ratio*[4] *1.7x at 31 December 2023 (compared with 2.4x at 31 December 2022).*
- *The distribution of a total ordinary dividend*[1] *of EUR 0.13 per share is proposed, to be paid partly in money (EUR 0.087 per share) and partly through the free allocation of treasury shares in the ratio of 1 share every 64 held (dividend yield 4.66%).*

Reggio Emilia, 13 March 2024 - The Board of Directors of Cellularline S.p.A. (hereinafter "**Cellularline**" or the "**Company**"or "**Group**"), a European leader in the sector of accessories for smartphones and tablets listed on the STAR Milan Euronext organised and managed by Borsa Italiana S.p.A., today examined and approved the draft Separate Financial Statements and Consolidated Financial Statements as of 31 December 2023.

Marco Cagnetta, **Board Member and General Manager Sales and Marketing** of the Cellularline Group, commented: "*We are very satisfied with the growth of the business during 2023. Revenues reached levels never seen since the listing and more than half of them (52%) were generated abroad, a sign that our efforts to grow and internationalise the Group are paying off. Thanks to the development of the business, a careful control of structural costs, we achieved an adjusted EBITDA of more than EUR 20 million, approaching EUR 21 million, a level we have not reached since the pre-Covid era. Despite the particularly challenging macroeconomic environment in early 2024, the company remains confident about its medium- to long-term growth targets.*

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[1] *The term 'ordinary' is used in accordance with stock exchange practice*

[2] *Adjusted EBITDA* is calculated as EBITDA adjusted for: *i*) non-recurring costs/(income), *ii*) effects of non-recurring events, *iii*) events relating to extraordinary transactions and *iv*) operating foreign exchange gains/(losses).

[3] *Adjusted Net Result* is calculated as the Financial Year Result, adjusted for: i) adjustments incorporated in Adjusted EBITDA, ii) adjustments of amortisation relating to the Purchase Price Allocation, iii) adjustments of non-recurring financial costs/(income) and iv) the theoretical tax impact of these adjustments.

[4] *Leverage ratio is the ratio of net financial indebtedness to Adjusted EBITDA.*

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Analysis of consolidated revenue

In FY 2023, the Group realised **Sales Revenues** of EUR 158.6 million, an increase of 15.3% compared to the previous year (EUR 137.6 million), thanks to the positive contribution of the most important product lines, on both the domestic and the international market. In particular, the latter is benefiting from the impetus of the recent distribution agreements signed with reference to the German and Spanish market, the increase in sales by Worldconnect, and finally the inclusion of the revenues of the acquired companies (contributing with 3.8% of the above increase).

Revenue by product line

(In millions of Euro)	Year ended				Change	
	31 December 2023	% of revenue	31 December 2022	% of revenue	Δ	%
Red – Italy	52.7	33.2%	49.5	36.0%	3.2	6.5%
Red – International	75.8	47.8%	61.0	44.3%	14.8	24.2%
Revenue from sales - Red	**128.5**	**81.0%**	**110.5**	**80.3%**	**18.0**	**16.3%**
Black – Italy	3.8	2.4%	4.1	2.9%	(0.3)	(6.2%)
Black – International	3.5	2.2%	3.8	2.7%	(0.2)	(6.1%)
Revenues from Sales - Black	**7.3**	**4.6%**	**7.8**	**5.7%**	**(0.5)**	**(6.1%)**
Blue – Italy	20.3	12.8%	18.1	13.1%	2.2	12.4%
Blue – International	2.5	1.6%	1.2	0.9%	1.3	>100%
Revenue from sales - Blue	**22.8**	**14.4%**	**19.3**	**14.0%**	**3.5**	**18.1%**
Total revenue from sales	**158.6**	**100.0%**	**137.6**	**100.0%**	**21.0**	**15.3%**

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

- the **Red Line**, which represents the Group's core business through the marketing of accessories for smartphones and tablets and the audio products of the **Group's proprietary brands**, recorded a marked increase over the previous year of about 16.3% (EUR 128.5 million in 2023 compared to EUR 110.5 million in 2022). In 2023, sales of the Red line accounted for approximately 81% of total revenues, in line with the previous year. Growth was driven by increased demand in international markets (+24.2% compared with the previous year) due to the contribution of both Cellularline and Worldconnect products, as well as the positive effect of new acquisitions and the new sales agreements signed in Germany and in Spain;
- the **Black Line**, which includes Interphone-branded motorbike accessories, recorded sales of EUR 7.3 million; the Black line's sales as a percentage of total revenues in 2023 (4.6%) was slightly down on the previous year (5.7%), although this channel recorded a growth in online distribution of around 16% compared to the previous year.
- the **Blue Line**, dedicated to the sale of **third-party brand** products, recorded a growth of 18.1%, reaching EUR 22.8 million in 2023, compared to EUR 19.3 million in 2022.

Revenue by geographical area

The table below shows sales by geographical area:

(In millions of Euro)	Year ended				Change	
	31 December 2023	**% of revenue**	**31 December 2022**	**% of revenue**	**Δ**	**%**
Italy	76.9	48.4%	71.9	52.3%	4.9	6.9%
Spain/Portugal	14.3	9.0%	12.0	8.7%	2.3	19.0%
Germany	12.2	7.7%	3.3	2.4%	9.0	>100%
Eastern Europe	8.6	5.4%	8.6	6.2%	0.0	0.1%
Switzerland	8.2	5.2%	6.1	4.4%	2.1	35.0%
Benelux	8.0	5.0%	6.6	4.8%	1.3	20.1%
Northern Europe	7.9	5.0%	7.1	5.1%	0.8	11.2%
France	6.7	4.2%	6.5	4.7%	0.2	3.0%
Great Britain	5.4	3.4%	5.4	3.9%	0.1	1.0%
Middle East	5.2	3.3%	4.4	3.2%	0.8	19.1%
North America	1.7	1.1%	1.0	0.7%	0.8	81.2%
Others	3.5	2.2%	4.9	3.5%	(1.3)	(26.9)%
Total revenue from sales	**158.6**	**100%**	**137.6**	**100%**	**21.0**	**15.3%**

The analysis of sales by geographic area shows significant growth in revenues in the main markets in which the Group operates, especially in Germany, one of the most significant markets, where revenues more than doubled compared to 2022 (+118.2%), net of the effect of Peter Jäckel GmbH being consolidated from 2023. Performance in the Iberian Peninsula (Spain and Portugal), up 19.0%, in Switzerland (+35.0%), as well as in the Middle East region, up 19.1% over 2022, is also noteworthy. The numbers reflect the Group's internationalisation drive, also thanks to the trade agreements signed during the year. The share of sales in **foreign markets** accounts for 51.6% of the Group's total sales (47.7% in 2022).
In Italy, where the Group's absolute leadership is confirmed, revenue growth is +6.9%, thanks to the consolidation of strategic partnerships with major players.

Analysis of operating profit and consolidated profit for the year

The 2023 cost analysis shows that:

- the **Cost of sales** came to EUR 97.5 million, compared with EUR 88.8 million in 2022, equating to 61.4% of revenues, as compared with 64.5% of last year.

- **Sales and distribution costs**, **General and administrative costs** and **Other non-operating costs/income** totalled EUR 56.3 million in 2023 (EUR 125.1 million at 31 December 2022). The delta is mainly due to the impairment of Goodwill recognised in 2022 in the amount of EUR 75.4 million booked into General and Administrative Costs; net of the write-down of goodwill, the item amounted to EUR 49.7 million: the incidence on Revenues improves from 36.1% in 2022 to 35.5% in 2023.

FY 2023 **EBIT** came to EUR 4.9 million (EUR -76.3 million in FY 2022); Adjusted EBIT - calculated net of EUR 6.7 million for amortisation of Purchase Price Allocation, EUR 2.1 million for non-recurring costs and increased by EUR 0.3 million for operating foreign exchange differences was EUR 14.0 million, up 36.7% on the previous year (EUR 10.3 million).

Adjusted EBITDA, an indicator considered by the Company to be representative of the Group's operating profitability trend, amounted to EUR 20.8 million in 2023, up from the previous year (EUR 16.6 million), thanks to business development and margin improvements as well as the cost control policies discussed above. This indicator is obtained by adding operating depreciation and amortisation to the Adjusted EBIT, of EUR 6.7 million.

The **Adjusted EBITDA Margin** was 13.1% in 2023 (12.1% in the previous year), also improving (+100bps) compared to 2022.

Net financial expenses amounted to EUR 1.5 million, compared to EUR 0.7 million in 2022. The difference is mainly attributable to the increase in interest rates on outstanding loans as a result of the ECB's anti-inflation actions.

As a result of the above, the **Net Profit** for the financial year amounted to EUR 3.6 million, compared to EUR -75.2 million in FY 2022.
Net of adjustments relating to extraordinary and non-recurring items, **Adjusted Net Profit** was EUR 7.7 million (EUR 5.7 million in 2022).

Analysis of consolidated net financial position and operating cash flow

Net financial debt as of 31 December 2023 amounted to EUR 35.4 million (EUR 40.4 million as of 31 December 2022) and included payables to the banks, net of cash on hand (EUR 23.5 million), payables related to the valuation of put/call options for the purchase of minorities (EUR 7.8 million) and lease payables in application of IFRS 16 (EUR 4.1 million).
The reduction in net financial debt as at 31 December 2023 compared to the same date in the previous year, amounting to EUR 5 million, is mainly attributable to increased profitability.
The leverage ratio at the end of 2023 was 1.7x, a marked improvement over the figure for 2022 (2.4x). The covenant of the existing loan is respected.

Operating cash flow for 2023 was a positive EUR 18.2 million, compared to EUR 8.5 million in the previous year. The main factors for this increase are *commented on above*.

Significant events in 2023

- **9 January**: the Board of Directors appointed Marco Cagnetta as interim Investor Relater of the Company;
- **11 January**: signing of the closing for the acquisition of 60% of the company Peter Jäckel GmbH, a major German player operating for over 25 years with leading consumer electronics companies in the smartphone accessories segment. The stipulated agreement provides for the right to exercise put-and-call options on the minority shareholding of a total of 40% divided into two tranches, the amount of which for each tranche will be calculated taking into account economic-financial parameters recorded by Peter Jäckel GmbH during the financial years 2024 and 2025.
- **12 January**: Mauro Borgogno appointed as the new Group Chief Financial Officer and Manager in charge of drafting corporate accounting documents, pursuant to Article 154-*bis* of the Consolidated Law on Financial Intermediation, to replace Davide Danieli, who had tendered his resignation for personal reasons, while maintaining his position as member of the Company's Board of Directors.
- **28 February:** formalisation of a three-year agreement with MediaMarktSaturn Germany, the leading retail distributor of consumer electronics products in Germany, strategically focused on the shopping experience, with services and a selection of related accessories; the agreement expands the distribution

of Cellularline's range of products dedicated to charging and protecting smartphones in MediaMarktSaturn Germany's approximately 400 German shops.

- **28 April:** the Shareholders' Meeting - approval of all the items on the agenda and, in particular:
  - the separate and consolidated financial statements as at 31 December 2022, as proposed by the Board of Directors on 15 March 2023;
  - the distribution of a dividend through the assignment of treasury shares held in the portfolio at a ratio of 1 share for every 28 ordinary shares of Cellularline S.p.A., for a maximum of 743,499 shares (corresponding to 3.40% of the share capital; dividend yield 3.6%) that can be entirely withdrawn from the treasury shares held by the Company, with a consequent reduction in the related Reserve (a total of 741,108 shares have been distributed, post-rounding);
  - appointment of the new Board of Directors and new Board of Statutory Auditors, which will remain in office for three financial years, until the Shareholders' Meeting to be convened for the approval of the parent financial statements at 31 December 2025. Antonio Luigi Tazartes confirmed as Chairman of the Board of Directors.
- **4 May:** inauguration of the new Board of Directors for the attribution of powers and appointment of Committees, which, in view of continuity, confirmed Christian Aleotti as Deputy Chairman and Chief Executive Officer, with the office also of General Manager, and attributed operating powers to Marco Cagnetta; Independent Directors were identified and members of the board committees were appointed.
- **17 May:** New operational hub in Dubai to speed up the company's growth in the Middle East - in line with one of the Company's development guidelines, i.e. growth in international markets, announcement of the creation of an operational hub in the Jebel Ali Free Zone, in Dubai, in order to better serve the Middle East region, drastically reducing delivery times, facilitating operations and improving service quality.
- **5 June:** according to the provisions of the Cellularline Warrant Rules, on 5 June 2023 the deadline for the exercise of Warrants (the "Deadline") expired and therefore any Warrants not exercised by such Deadline are extinguished.
- **26 June:** a general audit started by the Internal Revenue Service on the Parent Company with reference to the year 2019, thereafter extended to 2017 and 2018. Following a series of internal audits carried out in response to certain objections raised during the audit, the company submitted a request for the reversal of the tax credit on the total Receivables accrued on FYs 2015, 2016 and 2017, for a total of EUR 0.5 million.
- **1 July:** Commercial agreement signed with Spanish department store chain El Corte Inglés.
- **27 July:** The ESG report was published for the third consecutive year, reaffirming the company's new course based on an all-round sustainable business model. Inside are best practices and outstanding performances the Group has achieved in six main areas of action - Governance, People, Community, Suppliers, Environment and Customers.
- **19 October**: following the start of the Israeli-Palestinian conflict, the Yemeni Houthi group launched missile attacks on Israel and piracy actions against merchant ships transiting the Red Sea, with the aim of damaging the Israeli and Western economy. Indeed, trade in the port of Eilat collapsed by 85%. The need to revise routes by the world's major shipping companies has led to an increase in shipping times and therefore in transport and insurance costs, with a strong impact on the timing of supplies and the final prices of consumer goods. The Group’s management is closely monitoring the development of the situation in order to take the necessary corrective actions, should the need arise.
- **23 November**: launch of a programme for the purchase and disposal of treasury shares, on the basis of the authorisation resolution approved by the Shareholders' Meeting of 22 November 2023, amounting to 1,003,566, corresponding to approximately 4.6% of the share capital, for a maximum equivalent value of EUR 3.0 million; it is specified that the Shareholders' Meeting resolution provides for a maximum limit of holding shares totalling no more than 7% of the share capital, taking into account the shares held by the company from time to time, for a period not exceeding eighteen months.

Significant events occurred after the balance sheet date

- From the beginning of FY 2024 until 13 March 2024, 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, purchased 258,074 treasury shares for a total equivalent value of approximately EUR 703 thousand, reaching a number of treasury shares held of 785,281 shares, or 3.59% of the share capital;
- During the first few months of 2024, as per internal dealing and relevant shareholding disclosures pursuant to Art. 120 of Legislative Decree no. 58/98, moreover:
  - the Chief Executive Officer, Christian Aleotti, purchased 500,368 ordinary shares, reaching a total shareholding of 12.15%;
  - the Chairman of the Board of Directors, Antonio Luigi Tazartes, purchased a total of 920,368 ordinary shares, reaching a total shareholding of 7.08%.

Outlook

Based on the revenue trend in the last two years, information available to date and the strategic actions taken by the management, the Company overall confirms the long-term strategic directions and the soundness of the development activities implemented.

Proposed dividend distribution

The Board of Directors resolved to propose to the Shareholders' Meeting the distribution of a dividend partly in money and partly through the assignment of treasury shares held in portfolio, according to the procedures described below:

- for the monetary portion: the distribution of an amount equal to Euro 0.087 gross for each ordinary share in circulation (excluding treasury shares);
- as regards the portion in shares: the assignment of treasury shares in portfolio at a ratio of 1 share for every 64 ordinary shares of Cellularline S.p.A. (rounded down to the nearest unit), for a total maximum of 329,420 shares (corresponding to 1.5% of the share capital) that can be entirely withdrawn from the treasury shares held by the Company,.

The total proposed dividend is EUR 2.8 million, or EUR 0.13 per share in issue to date.

The proposed dividend distribution schedule is as follows: ex-dividend date 20 May 2024; record date in accordance with Art. 83-terdecies of Italian Legislative Decree no. 58 of 24 February 1998 and Article 2.6.6, paragraph 2, of the Rules of the Markets organised and managed by Borsa Italiana S.p.A.) 21 May 2024; payment date gross of statutory deductions starting 22 May 2024.

Other resolutions

Long-Term Incentive Plan: today, the Board of Directors also approved the proposal to adopt the new “2024-2026 Cellularline Group Incentive Plan” (the “Plan”) for the Company’s and the Group’s executive directors, key managers and other key resources, with the aim of creating incentives to develop a culture among senior management highly oriented towards creating value and continuously improving business results and the Company’s equity performance.
Specifically, the Plan is aimed at:

i. engaging and motivating the beneficiaries to align their conduct with the shareholders’

interests and to stimulate performance, directing senior management's focus towards actions that achieve long-term improvement in the Group's results;
ii. encouraging loyalty among the Group's senior management by introducing share-based payment to improve retention;
iii. increasing the portion of the beneficiaries' variable pay to reinforce a results-based culture;
iv. making the Group a more attractive employer on the job market to attract the best talent.

The Plan entails the free assignment to each beneficiary of rights to receive - free of charge – the Company's treasury shares as a reward for the achievement of the long-term performance targets: relative total shareholder return (TSR), which measures the performance of the Cellularline share compared to a benchmark security, and Adjusted EBITDA on a three-year basis, which measures business performance (with respective weights of 50% and 50%).
The Plan provides for three annual allocation cycles each lasting a total of five years, consisting of a three-year vesting period, at the end of which the achievement of the performance targets is measured, and a two-year lock-up on the shares assigned to beneficiaries who meet the targets.
For each Plan cycle, the shares will be assigned when the rights vest all at once at the end of the relevant three-year period provided that the beneficiary has maintained the employment relationship or directorship with the Company or Group, with exceptions for good leavers in line withmarket practice.
For additional information on the Plan, please refer to the Information Memorandum, which the Company will publish according to the methods and terms of law.

<u>Calling of the Ordinary Shareholders' Meeting</u>

The Board of Directors also convened the Ordinary Shareholders' Meeting, in a single call, on 24 April 2024, 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. Allocation of the profit for the year. Related and consequent resolutions.
3. Proposal to distribute a dividend in cash - partly ordinary, for the amount of the profit of the year, and partly extraordinary by means of the available reserves, and through the assignment of treasury shares held in portfolio, by means of the available reserves. Related and consequent resolutions.
4. Report on the Policy on Remuneration and Compensation Paid: approval of the Policy on Remuneration and Compensation Paid in accordance with Art. 123-ter, paragraph 3-ter of Italian Legislative Decree no. 58/1998.
5. 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.
6. Approval of an incentive remuneration plan based on financial instruments, called the "Cellularline S.p.A. 2024-2026 Incentive Plan". Related and consequent resolutions.

The document required by the legislation in force in relation to the matters outlined above, together with the draft financial statements and the consolidated financial statements of Cellularline as at 31 December

2023, will be filed at the company’s registered office and will be made available on the website www.cellularlinegroup.com in accordance with the legal and regulatory terms.

Legal statements

The Manager responsible for preparing the financial information, Mauro Borgogno, states, pursuant to paragraph 2 of article 154-bis of the Consolidated Finance Act, that the financial reporting in this press release corresponds with the documentary records, ledgers and accounting entries.
The annexes include the financial statements examined and approved today by the Board.

- **Annex A**: the Cellularline Group’s IFRS-compliant Consolidated Financial Statements at 31 December 2023 compared with the same at 31 December 2022;

- **Annex B**: Cellularline S.p.A.’s IFRS-compliant Annual Financial Statements at 31 December 2023 compared with the same at 31 December 2022;

- **Annex C**: the Cellularline Group’s consolidated income statement for the year ended 31 December 2023, reclassified on the basis of presentation that management deems to best reflect the Group's operating profitability.

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It should be noted that the audit of the draft financial statements is still in progress and that the auditors' report will therefore be made available by the legal deadlines.

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The draft Annual Financial Statements and Consolidated Financial Statements at 31 December 2023 will be filed within the deadline pursuant to Article 154-*ter*, paragraph 2, of the Consolidated Finance Act at the Company's registered office and on the Company's website, www.cellularlinegroup.com and on the authorised storage mechanism “1INFO” managed by Computershare S.p.A. at www.1info.it.

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This press release is available on the Company's website www.cellularlinegroup.com, Investors/Press Releases section and on the authorised storage system www.1info.it.

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Analyst conference call

Management will present the consolidated results as at 31 December 2023 to the financial community during a conference call to be held on 14 March 2024 at 16:30 CET.
To participate in the conference call, you will need to register at the following link "CLICK HERE TO REGISTER FOR THE CONFERENCE CALL"

The slides from the presentation and any supporting material will be available before the start of the conference call, on the site www.cellularlinegroup.com/investors/presentazioni.

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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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ANNEX A

CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 December 2023

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(thousands of Euro)	Notes	31 December 2023	Of which related parties	31 December 2022	Of which related parties
ASSETS					
Non-current assets					
Intangible assets		50,594		54,826	
Goodwill		38,505		34,272	
Property, plant and equipment		7,816		7,726	
Equity investments		331		71	
Right-of-use assets		3,994		4,388	
Deferred tax assets		5,805		5,122	
Financial assets		54		-	
Total non-current assets		**107,099**		**106,405**	
Current assets					
Inventories		46,931		41,400	
Trade receivables		51,459	3,761	53,291	3,707
Current tax assets		473		970	
Financial assets		338		75	
Other assets		13,066		3,371	
Cash and cash equivalents		14,041		9,916	
Total current assets		**126,308**		**109,023**	
TOTAL ASSETS		**233,407**		**215,428**	
EQUITY AND LIABILITIES					
Equity					
Share capital		21,343		21,343	
Other reserves		107,056		168,737	
Retained earnings		2,665		15,554	
Profit for the year attributable to owners of the parent		3,595		(75,166)	
Equity attributable to owners of the parent		**134,659**		**130,468**	
Equity attributable to non-controlling interests		-		-	
TOTAL EQUITY		**134,659**		**130,468**	
LIABILITIES					
Non-current liabilities					
Financial liabilities		8,600		15,709	
Deferred tax liabilities		3,547		2,762	
Employee benefits		544		524	
Provisions for risks and charges		1,939		1,356	
Other financial liabilities		9,061		9,457	
Total non-current liabilities		**23,691**		**29,808**	
Current liabilities					
Financial liabilities		29,170		23,788	
Trade payables		32,330		23,580	
Current tax liabilities		1,686		772	
Provisions for risks and charges		-		-	
Other liabilities		8,939		5,591	
Other financial liabilities		2,932		1,421	
Total current liabilities		**75,057**		**55,152**	
TOTAL LIABILITIES		**98,748**		**84,960**	
TOTAL EQUITY AND LIABILITIES		**233,407**		**215,428**	

ANNEX A

CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED

31 December 2023

INCOME STATEMENT

(thousands of Euro)	**31 December 2023**	**Of which related parties**	**31 December 2022**	**Of which related parties**
Revenue from sales	158,648	5,433	137,644	5,120
Cost of sales	(97,459)		(88,849)	
Gross operating profit	**61,189**		**48,795**	
Sales and distribution costs	(29,233)		(25,604)	
General and administrative costs	(27,818)	(12)	(101,272)	(12)
Other non-operating costs/(revenue)	737		1,787	
Operating profit/(loss)	**4,876**		**(76,295)**	
Financial income	2,434		1,632	
Financial expense	(3,942)		(2,287)	
Foreign exchange gains/(losses)	622		2,095	
Gains on equity investments	260		38	
Profit/(loss) before taxes	**4,250**		**(74,816)**	
Current and deferred taxes	(655)		(349)	
Profit for the year before non-controlling interests	**3,595**		**(75,166)**	
Profit (loss) for the year attributable to non-controlling interests	-		-	
Profit for the year attributable to owners of the parent	**3,595**		**(75,166)**	
Basic earnings per share (Euro per share)	**0.17**		**(3.65)**	
Diluted earnings per share (Euro per share)	**0.17**		**(3.65)**	

STATEMENT OF COMPREHENSIVE INCOME

(thousands of Euro)	**Notes**	**31 December 2023**	**31 December 2022**
Profit for the year attributable to owners of the parent		**3,595**	**(75,166)**
Other components of comprehensive income that will not be reclassified to profit or loss			
Actuarial gains (losses) on defined benefit plans		(40)	196
Actuarial gains (losses) on provisions for risks		(85)	359
Gains/(losses) on translation of foreign operations		1,177	806
Income taxes		35	(155)
Other components of comprehensive expense for the year		**1,087**	**1,206**
Total comprehensive income for the year		**4,683**	**(73,960)**

ANNEX A

CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 December 2023

CONSOLIDATED STATEMENT OF CASH FLOWS

(thousands of Euro)	Notes	31 December 2023	31 December 2022
Profit for the year		3,595	(75,166)
Amortisation, depreciation and impairment of goodwill		13,405	88,070
Net impairment losses and accruals		1,270	397
(Gains)/losses on equity investments		(260)	(38)
Accrued financial (income)/expense		886	549
Current and deferred taxes		655	349
Other non-monetary changes		(717)	80
Cash flow generated by operating activities net of Net Working Capital		**18,835**	**14,241**
(Increase)/decrease in inventories		(4,587)	(11,654)
(Increase)/decrease in trade receivables		2,498	(1,170)
Decrease in trade payables		8,595	3,755
Increase/(decrease) in other assets and liabilities		(7,159)	3,474
Payment of employee benefits and change in provisions		(1)	(136)
Cash flow generated (absorbed) by operating activities		**18,181**	**8,510**
Interest paid and other net charges paid		(3,703)	(2,287)
Income taxes paid		(1,432)	(1,335)
Net cash flows generated by operating activities		**13,047**	**4,889**
Acquisition of subsidiaries, net of cash acquired		(2,552)	(786)
Purchase of property, plant and equipment and intangible assets		(4,893)	(4,609)
Cash flows generated (absorbed) by investing activities		**(7,445)**	**(5,395)**
(Dividends distributed)		-	(1,012)
Other financial assets and liabilities		(245)	(1,827)
Other changes in equity		(592)	400
Decrease in bank loans and borrowings and loans and borrowings from other financial backers		(1,727)	3,811
Payment of transaction costs relating to financial liabilities		-	106
Net cash flows generated by (used in) financing activities		**(2,564)**	**1,478**
Increase/(decrease) in cash and cash equivalents		**3,038**	**972**
Effect of exchange rate fluctuations		1,087	806
Total cash flow		**4,125**	**1,778**
Opening cash and cash equivalents		**9,916**	**8,138**
Closing cash and cash equivalents		**14,041**	**9,916**

ANNEX B

FINANCIAL STATEMENTS AS AT 31 December 2023

STATEMENT OF FINANCIAL POSITION

(thousands of Euro)	31 December 2023	Of which related parties	31 December 2022	Of which related parties
ASSETS				
Non-current assets				
Intangible assets	39,333		45,102	
Goodwill	18,432		18,432	
Property, plant and equipment	5,282		5,411	
Equity investments in subsidiaries and associates	23,561		20,578	
Right-of-use assets	2,622		3,626	
Deferred tax assets	5,203		4,788	
Financial assets	6,912	6,912	6,391	6,391
Total non-current assets	**101,344**		**104,328**	
Current assets				
Inventories	37,710		35,008	
Trade receivables	48,864	17,341	48,961	12,794
Current tax assets	415		939	
Financial assets	269		34	
Other assets	10,392	75	2,581	
Cash and cash equivalents	6,356		4,818	
Total current assets	**104,005**		**92,341**	
TOTAL ASSETS	**205,349**		**196,669**	
EQUITY AND LIABILITIES				
Equity				
Share capital	21,343		21,343	
Other reserves	103,189		166,260	
Retained earnings	2,420		15,821	
Profit for the year	1,136		(75,893)	
TOTAL EQUITY	**128,089**		**127,531**	
LIABILITIES				
Non-current liabilities				
Financial liabilities	8,600		14,821	
Deferred tax liabilities	1,727		1,673	
Employee benefits	211		209	
Provisions for risks and charges	1,795		1,249	
Other financial liabilities	1,909		2,796	
Total non-current liabilities	**14,242**		**20,748**	
Current liabilities				
Financial liabilities	29,169		23,697	
Trade payables	27,296	605	18,881	254
Current tax liabilities	1,268		612	
Provisions for risks and charges	-		-	
Other liabilities	4,221		4,040	39
Other financial liabilities	1,063		1,160	
Total current liabilities	**63,017**		**48,390**	
TOTAL LIABILITIES	**77,260**		**69,138**	
TOTAL EQUITY AND LIABILITIES	**205,349**		**196,669**	

ANNEX B

FINANCIAL STATEMENTS AS AT 31 December 2023

INCOME STATEMENT

(thousands of Euro)	**31 December 2023**	**Of which related parties**	**31 December 2022**	**Of which related parties**
Revenue from sales	126,766	20,832	113,022	16,322
Cost of sales	(81,560)	(1,491)	(76,299)	(1,257)
Gross operating profit	**45,206**		**36,723**	
Sales and distribution costs	(19,534)	61	(19,104)	44
General and administrative costs	(21,500)	(12)	(96,566)	(12)
Other non-operating revenue	476	(145)	1,826	(11)
Operating profit/(loss)	**4,649**		**(77,121)**	
Financial income	313	177	1,369	102
Financial expense	(3,862)		(2,164)	
Foreign exchange gains/(losses)	674		2,288	
Gains on equity investments	-		-	
Profit/(loss) before taxes	**1,774**		**(75,628)**	
Current and deferred taxes	(638)		(265)	
Profit for the year	**1,136**		**(75,893)**	

STATEMENT OF COMPREHENSIVE INCOME

(thousands of Euro)	**31 December 2023**	**31 December 2022**
Profit for the year	**1,136**	**(75,893)**
Other components of comprehensive income that will not be reclassified to profit or loss		
Actuarial gains (losses) on defined benefit plans	(19)	54
Actuarial gains (losses) on provisions for risks	(79)	335
Gains/(losses) on translation of foreign operations	-	-
Income taxes	27	(108)
Other components of comprehensive expense for the year	**(71)**	**280**
Total comprehensive income for the year	**1,065**	**(75,613)**

ANNEX B

FINANCIAL STATEMENTS AS AT 31 December 2023

STATEMENT OF CASH FLOWS

(thousands of Euro)	31 December 2023	31 December 2022
Profit for the year	1,136	(75,893)
Amortisation, depreciation and impairment losses	10,842	86,081
Net impairment losses and accruals	1,203	412
(Gains)/losses on equity investments	-	-
Accrued financial (income)/expense	2,875	1,984
Current and deferred taxes	638	265
Other non-monetary changes	-	134
Cash flow generated by operating activities net of Net Working Capital	**16,694**	**11,688**
(Increase)/decrease in inventories	(2,866)	(9,317)
(Increase)/decrease in trade receivables	(374)	2,119
Increase/(decrease) in trade payables	8,415	916
Increase/(decrease) in other assets and liabilities	(6,469)	2,425
Payment of employee benefits and change in provisions	(18)	(74)
Cash flow generated (absorbed) by operating activities	**15,830**	**7,757**
Interest paid and other net charges paid	(2,901)	(2,164)
Income taxes paid	(933)	(1,331)
Net cash flows generated by operating activities	**11,547**	**4,262**
Acquisition of subsidiary, net of cash acquired	(2,945)	(1,261)
Purchase of property, plant and equipment and intangible assets	(3,977)	(3,875)
Net cash flows generated by (used in) investing activities	**(6,922)**	**(5,136)**
(Dividends distributed)	-	(1,012)
Other financial assets and liabilities (*)	(1,761)	(1,224)
Other changes in equity	(577)	280
Decrease in bank loans and borrowings and loans and borrowings from other financial backers	(749)	3,715
Payment of transaction costs relating to financial liabilities	-	106
Net cash flows generated by (used in) financing activities	**(3,087)**	**1,865**
Increase/(decrease) in cash and cash equivalents	**1,538**	**991**
Effect of exchange rate fluctuations (*)	-	-
Total cash flow	**1,538**	**991**
Opening cash and cash equivalents	**4,818**	**3,827**
Closing cash and cash equivalents	**6,56**	**4,818**

ANNEX C

CONSOLIDATED INCOME STATEMENT

RECLASSIFIED

(thousands of Euro)	**31 December 2023**	**Of which related parties**	**% of revenue**	**31 December 2022**	**Of which related parties**	**% of revenue**
Revenue from sales	158,648	5,433	*100%*	137,644	5,120	*100%*
Cost of sales	(97,459)		*-61.4%*	(88,849)		*-64.5%*
Gross profit margin	**61,189**		***38.6%***	**48,795**		***35.5%***
Sales and distribution costs	(29,233)		*-18.4%*	(25,604)		*-18.6%*
General and administrative costs	(27,818)	(12)	*-17.5%*	(101,272)	(12)	*-73.6%*
Other non-operating (expense)/revenue	737		*0.5%*	1,787		*1.3%*
Operating profit/(loss)	**4,876**		***3.1%***	**(76,294)**		***-55.4%***
* of which PPA amortisation	6,669		*4.2%*	6,463		*4.7%*
* of which impairment of goodwill	-		*0.0%*	75,425		*54.8%*
* of which non-recurring expense/(revenue)	2,134		*1.3%*	2,731		*2.0%*
* of which foreign exchange gains/(losses)	335		*0.2%*	1,928		*1.4%*
Adjusted operating profit/loss (Adjusted EBIT)	**14,015**		***8.8%***	**10,253**		***7.4%***
* of which depreciation and amortisation (excluding PPA amortisation)	6,742		*4.2%*	6,384		*4.6%*
Adjusted EBITDA	**20,757**		***13.1%***	**16,636**		***12.1%***
Financial income	2,434		*1.5%*	1,632		*1.2%*
Financial expense	(3,942)		*-2.5%*	(2,287)		*-1.7%*
Foreign exchange gains/(losses)	622		*0.4%*	2,095		*1.5%*
Gains/(losses) on equity investments	260		*0.2%*	38		*0.0%*
Profit/(loss) before taxes	**4,250**		***2.7%***	**(74,816)**		***-54.4%***
* of which PPA amortisation	6,669		*4.2%*	6,463		*4.7%*
* of which impairment of goodwill	-		*0.0%*	75,425		*54.8%*
* of which non-recurring expense/(revenue)	2,134		*1.3%*	2,731		*2.0%*
* of which fair value impact on the warrants and put & call	(2,296)		*-1.4%*	(1,514)		*-1.1%*
Adjusted profit before taxes	**10,757**		***6.8%***	**8,289**		***6.0%***
Current and deferred taxes	(655)		*-0.4%*	(349)		*-0.3%*
Profit (loss) for the year attributable to owners of the parent	**3,595**		***2.3%***	**(75,166)**		***-54.6%***
* of which PPA amortisation	6,669		*4.2%*	6,463		*4.7%*
* of which impairment of goodwill	-		*0.0%*	75,425		*54.8%*
* of which non-recurring expense/(revenue)	2,134		*1.3%*	2,731		*2.0%*
* of which fair value impact on the warrants and put & call	(2,296)		*-1.4%*	(1,514)		*-1.1%*
* of which tax effect on the above items	(2,424)		*-1.5%*	(2,237)		*-1.6%*
Adjusted Group profit/loss for the year	**7,678**		***4.8%***	**5,702**		***4.1%***