

**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 on a single call for 30 April 2026, at 11.00, to discuss and resolve upon the following

**AGENDA**

1. *Approval of the financial statements for the year ended on 31 December 2025, together with the Report by the Board of Directors on Operations, the Report by the Board of Auditors, the Report by the Independent Auditing Firm and the 2025 Impact Report; presentation of the consolidated financial statements as at 31 December 2025. Related and consequent resolutions.*
2. *Allocation of the result for the year. Related and consequent resolutions.*
3. *Proposal to distribute a dividend partly in cash and partly through the allocation of treasury shares held in portfolio from available reserves. Related and consequent resolutions.*
4. *Report on the Policy on Remuneration and Compensation Paid: approval of the Policy on Remuneration – “first section” of the report, in accordance with Art. 123-ter, paragraph 3-ter of the Italian Consolidated Law on Finance (TUF).*
5. *Report on the Policy on Remuneration and Compensation Paid: resolutions on the second section of the report, in accordance with Art. 123-ter, paragraph 6 of the TUF.*
6. *Appointment of the Board of Directors.*
  - a. *Determination of the number of members of the Board of Directors;*
  - b. *Determination of the term of office of the Board of Directors;*
  - c. *Appointment of the members of the Board of Directors;*
  - d. *Appointment of the Chairman of the Board of Directors;*
  - e. *Determination of the remuneration of the members of the Board of Directors*
7. *Appointment of the Board of Auditors.*
  - a. *Appointment of the members of the Board of Auditors, including the Chairman of the Board of Auditors;*
  - b. *Determination of the remuneration of the members of the Board of Auditors.*
8. *Authorisation to purchase and dispose of treasury shares subject to the revocation, for the unexpired portion, of the authorisation resolution passed by the ordinary shareholders' meeting on 17 April 2025. Related and consequent resolutions.*

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**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 1,084,642 treasury shares, representing 4.96% of the shares issued by the Company.

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

Pursuant to Article 83-sexies of Italian Legislative Decree No. 58 of 24 February 1998 (the "**TUF**") and Article 9 of the Articles of Association, the persons entitled to attend the Shareholders' Meeting and exercise their

voting rights – **exclusively through the designated representative**, as specified below – 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. 21 April 2026 (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 27 April 2026), 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.

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

Pursuant to Article 135-*undecies*.1 of the TUF, as referred to in Article 9 of the Articles of Association, the Company has resolved to make use of the option to provide that attendance at the Shareholders' Meeting by those entitled to exercise voting rights shall **take place exclusively through the representative designated by the Company pursuant to Article 135-undecies of the TUF**, to whom a proxy must be granted in accordance with the procedures and conditions set out below. Such designated representative may also be granted proxies or sub-proxies pursuant to Article 135-*novies* of the TUF, by way of derogation from Article 135-*undecies*, paragraph 4, of the 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**").

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.

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, 28 April 2026). 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 (*i.e.*, within 30<sup>th</sup> March 2026), 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](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 15 April 2026 (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. Such proposals will be published without delay on the Company's *website* at the address [www.cellularlinegroup.com](http://www.cellularlinegroup.com), as well as at the authorised storage facility "1infostorage" operated by Computershare S.p.A. at the address [www.1info.it](http://www.1info.it), in order to enable those entitled to vote to make an informed decision also taking into account these new proposals and give the necessary instructions, and in any case no later than 17 April 2026.

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 Shareholders' Meeting is envisaged exclusively through the Designated Representative, pursuant to Article 135-*undecies*.1, paragraph 3, 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 exclusively 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. 21 April 2026. 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 (24 April 2026).

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 days before the meeting (i.e. 27 April 2026) 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.

**Appointment of the Board of Directors**

The Company's Board of Directors is appointed in compliance with the provisions of Articles 11 and 12 of the Articles of Association, to which express reference is made for all aspects not set out below.

Directors are appointed through the list voting system. The outgoing Board of Directors and any shareholders that, alone or together with other shareholders, own a total of at least 2.5% (two point five percent) of the share capital with voting rights, may submit a list. Each shareholder may submit, or participate in the submission of, only one list.

Each person entitled to vote may vote for only one list. The lists, duly signed by each of the holders of voting rights who submitted them and accompanied by a certification indicating the percentage of shareholding held by such holders of voting rights and evidencing ownership of such shareholding, may be (i) filed at the Company's registered office on working days (by 6.00 pm), or (ii) sent by electronic notification to the certified email address *spa.cellularline@legalmail.it* no later than the twenty-fifth day prior to the date of the Shareholders' Meeting (i.e. by 5 April 2026). When the lists are filed, information enabling the identification of the persons submitting them must also be provided. The Company will make the lists and related annexes available to the public at the registered office, in the Shareholders' Meeting section of its website *www.cellularlinegroup.com*, as well as at the authorised storage facility at the address *www.1info.it*, at least twenty-one days prior to the meeting date (i.e. by 9 April 2026).

Ownership of the minimum shareholding required for the submission of lists shall be determined with reference to the shares registered, in favour of the shareholders submitting the list, on the date on which the list is filed with the Company.

The relevant certification may also be submitted to the Company after the filing of the list, provided that it is delivered within the deadline set for the publication of the lists by the Company. Each shareholder, or shareholders bound by a shareholders' agreement relevant pursuant to Article 122 of the TUF, the controlling entity, controlled companies or companies subject to common control pursuant to Article 93 of the TUF, or any persons otherwise connected with one another, including indirectly, may not – even through intermediaries or through a fiduciary company – submit, or participate in the submission of, more than one list.

Each candidate may appear on only one list, failing which he or she shall be deemed ineligible. In each list, candidates must be listed by means of a progressive numbering.

Each list containing between 3 (three) and 7 (seven) candidates must contain and specifically indicate at least 1 (one) director who meets the independence requirements envisaged by applicable legislation; each list that contains more than 7 (seven) candidates must contain and specifically indicate at least 2 (two) candidates who meet the independence requirements envisaged by applicable legislation.

Lists with 3 (three) or more candidates must comprise candidates belonging to both genders, so that at least two-fifths of the candidates belong to the least represented gender.

The assumption of the office of Director is subject to meeting the requirements established by current provisions of law and regulations. Directors must meet the requirements laid down by pro tempore legislation in force.

Each list must have the following attached, as lack thereof will mean that they will be deemed inadmissible: (i) the *curriculum vitae* of the candidates, including a list of positions held at other companies; (ii) the declarations with which each of the candidates accepts his/her candidature and certifies, under his/her responsibility, the non-existence of causes of ineligibility or incompatibility, as well as the existence of the requirements envisaged by the applicable regulations to cover the post of director of the company, including the declaration about the satisfaction of the independence requirements; (iii) the indication, for lists submitted by shareholders, of the identity of the shareholders that presented the lists and the overall investment percentage held; (iv) each other additional or different declaration, information and/or document provided for by law and by applicable regulatory provisions.

Shareholders who intend to submit lists for the appointment of members of the Board of Directors are invited to read the recommendations contained in Consob Communication No. DEM/9017893 of 26 February 2009 as well as the Guideline of the Board of Directors of Cellularline S.p.A. to Shareholders on the Future Size and Composition of the New Board of Directors made available on the website and at the authorised storage mechanism [www.1info.it](http://www.1info.it). With reference to the sixth item on the agenda, shareholders are invited to consult the explanatory report of the Board of Directors prepared pursuant to Article 125-ter of the TUF.

Finally, it should be noted that, in the absence of lists, or where only one list is submitted, or where the number of directors elected on the basis of the submitted lists is lower than the number of members to be appointed, or where for any reason it is not possible to proceed with the appointment of the Board of Directors through the list voting system, the members of the Board of Directors shall be appointed by the Shareholders' Meeting according to the ordinary procedures and majorities.

For further information on the appointment of the Board of Directors, please refer to the explanatory report relating to the relevant item on the agenda, which will be made available to the public within the time limits and in the manner provided for by the applicable regulations.

### **Appointment of the Board of Auditors**

The Company's Board of Auditors is appointed in compliance with the provisions of Art. 18 of the Articles of Association, to which express reference is made for all aspects not set out below.

The members of the Board of Auditors are appointed through the list voting system. Shareholders representing at least 2.5% of the share capital with voting rights can submit a list of candidates, numbered progressively.

Any list setting out names, numbered progressively, of one or more candidates, shall indicate if the individual candidacy is for the position of regular auditor or alternate auditor.

The lists, duly signed by each of the holders of voting rights who submitted them and accompanied by a certification indicating the percentage of shareholding held by such holders of voting rights and evidencing ownership of such shareholding, may (i) be filed at the Company's registered office on working days (by 6.00 pm), or (ii) sent by electronic notification to the certified email address [spa.cellularline@legalmail.it](mailto:spa.cellularline@legalmail.it) no later than the twenty-fifth day prior to the date of the Shareholders' Meeting (i.e. by 5 April 2026). When the lists are filed, information enabling the identification of the persons submitting them must also be provided. The Company will make the lists and related annexes available to the public at the registered office, in the

Shareholders' Meeting section of its website [www.cellularlinegroup.com](http://www.cellularlinegroup.com), as well as at the authorised storage facility at the address [www.1info.it](http://www.1info.it), at least twenty-one days prior to the meeting date (i.e. by 9 April 2026).

The certification confirming ownership, at the time the list is filed with the Company, of the number of shares required for its submission may also be provided to the Company after the filing of the list, provided that it is delivered within the deadline set for the publication of the lists by the Company.

If by the deadline for list submission, no list has been deposited, or only one list has been deposited, or only lists presented by shareholders that are inter-related in accordance with Art. 144-*quinquies* of the Issuers' Regulation, prompt notice will be given and the deadline for list submission will be extended for another 3 (three) days, and therefore lists can be submitted until 8 April 2026, and the threshold envisaged for being able to make such submissions will be halved and, therefore, set as 1.25% of the share capital.

No one in any of the situations of impediment or ineligibility or who does not meet the requirements of professionalism, integrity and independence laid down by current legislation can be elected as auditor and if elected, shall forfeit the office.

Lists presenting a total of three or more candidates must comprise candidates belonging to both genders, thereby meaning that at least two fifths of the candidates to the office of regular auditor and at least two fifths of the candidates to the office of alternate auditor (in any case rounded off in compliance with current regulations and legislation in force pro tempore and therefore, in accordance with Art. 144-*undecies*.1, paragraph 3 of Consob Issuers' Regulation), belong to the less represented gender on the list.

Shareholders, shareholders forming part of significant shareholder agreements as per Art. 122 of the TUF, the parent, subsidiaries and joint ventures pursuant to Art. 93 of the TUF, cannot submit or participate in the submission of more than one list, either directly or through a third party or trust company, nor can they vote for more than one list and each candidate must be included on only one list, at risk of forfeiture. Any affiliations and votes expressed in violation of this prohibition will not be attributed to any of the lists.

Each list must have the following attached, as lack thereof will mean that they will be deemed as not having been submitted: (i) information relative to the identity of the shareholders that submitted the lists and an indication of the total percentage share held; (ii) a declaration of shareholders others than those individually or jointly holding a controlling or relative majority share, attesting to the absence of any relationships as envisaged by current rules and regulations with the latter; (iii) a full disclosure on the personal characteristics of the candidates and a declaration by said same candidates attesting to the meeting of the requirements laid down by the law and their acceptance of candidacy, as well as a list of any administration and auditing appointments already held in other companies.

Shareholders wishing to submit lists for the appointment of the Board of Auditors are invited to comply with the recommendations issued by CONSOB in Communication No. DEM/9017893 of 26 February 2009, to which reference is made. With reference to the seventh item on the agenda, shareholders are invited to consult the explanatory report of the Board of Directors prepared pursuant to Article 125-ter of the TUF.

It should be noted that, if only one list is submitted or no list is submitted, the Chairman of the Board of Auditors shall be appointed by the Shareholders' Meeting with the legal majorities.

For further information on the appointment of the Board of Auditors, please refer to the explanatory report relating to the relevant item on the agenda, which will be made available to the public within the time limits and in the manner provided for by the applicable regulations.

### **Information documents**

The documents relating to the Shareholders' Meeting, including the explanatory report on the items on the agenda and the relevant resolution proposals, as well as the annual financial report, the Report by the Board of Auditors, the Report by the Independent Auditing Firm, the Report on corporate governance and ownership structure and the Report on the Policy on Remuneration and Compensation Paid, will be made available to the public, within the terms and according to the procedure provided for by the regulations in force, at the registered office and in the section of the Company's website dedicated to this Shareholders'

Meeting ([www.cellularlinegroup.com](http://www.cellularlinegroup.com), *Governance/Shareholders' Meeting* section) as well as at the authorised storage mechanism "1infostorage" of Computershare S.p.A. ([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.

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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 20 March 2026.

Reggio Emilia, 20 March 2026

For the Board of Directors

The Chairman

Antonio Luigi Tazartes

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*Cellularline S.p.A., founded in Reggio Emilia in 1990, is, together with its brands **Cellularline, Interphone, MusicSound, Ploos+, Skross, Q2Power, Nova, Coverlab, Allogio, Peter Jäckel, Newrban, Film&Go and Style&Go**, 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 300 employees. Cellularline brand products are sold in over 55 countries.*

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

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