

PRESS RELEASE**THE MERGER BY INCORPORATION INTO CELLULARLINE S.P.A. OF THE FULL SUBSIDIARY COVERLAB S.R.L.  
WAS RESOLVED****SHARE BUYBACK PROGRAMME STARTED FOLLOWING THE SHAREHOLDER'S RESOLUTION  
OF 30 APRIL 2026**

Reggio Emilia, 25 May 2026 - Cellularline S.p.A. (hereinafter "**Cellularline**" or the "**Merging Company**" or the "**Company**") - 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., following the press release issued on 11 May 2026, announces that today the Company's Board of Directors approved the merger by incorporation of the full subsidiary Coverlab S.r.l. (the "**Merged Company**") into the Company ("**the Merger**"), after a similar decision was taken by the Shareholders' Meeting of the Merged Company.

The Merger allows to eliminate corporate superstructures, enhance operational agility, reduce administrative costs and create synergies with Cellularline's existing e-commerce structure.

The resolution was adopted by the Board of Directors of the Merging Company as no requests were received within the prescribed time limits from the Shareholders of the Merging Company such as to legitimise the request for the adoption of the aforementioned resolution by the Shareholders' Meeting.

As previously reported on 11 May 2026, it should be noted that the accounting and tax effects of the Merger shall take effect retroactively from 1 January of the year in which the merger becomes effective. The legal effects of the Merger towards third parties shall take effect from the date to be specified in the merger deed, in accordance with Article 2504-bis of the Italian Civil Code.

The Merged Company "Coverlab S.r.l." is wholly owned by Cellularline S.p.A.; consequently, all the shares representing the entire share capital of the Merged Company will be cancelled at the time of the merger and no exchange ratio needs to be set.

It is expected that the Merger deed will be signed, approximately, by the end of September 2026.

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**Start of the programme for the purchase and disposal of own shares ("Programme"), as of 26 May 2026**

The Company also announces that Cellularline's Board of Directors, on the basis of the authorisation resolution approved by the Shareholders' Meeting on 30 April, has initiated the programme for the purchase and disposal of treasury shares ("**Programme**"), effective 26 May 2026. More specifically, the Board of Directors resolved: *i)* Pursuant to what was resolved by the Shareholders' Meeting, that the purchase will be carried out in one or more tranches, up to a maximum number that, taking into account the ordinary shares of Cellularline S.p.A. (ISIN: IT0005244618) from time to time held in portfolio by the Company and its subsidiaries, shall not exceed in the aggregate 7.0% of the Company's share capital (*i.e. up to a maximum total number of shares from time to time held in portfolio equal to 1,530,773*), *ii)* a maximum countervalue for the realisation of the programme equal to € 4 million.

As of today's date, the Company holds 743,928 treasury shares (ISIN: IT0005244618), equivalent to 3.40% of the share capital (*This number may be subject to small variations due to rounding related to the shares assigned as dividends*).

The Board of Directors authorised the Chairman and the CEO, severally and also with the power to sub-delegate to the CFO, to execute the share buyback programme in order to:

- i. preserve for subsequent use, including, by way of example, on-market and off-market operations, consideration in extraordinary transactions, including the exchange or sale of equity investments to be carried out through an exchange, contribution or other act of disposition and/or use, with other parties, or use to service bonds convertible into shares of the Company or bonds with warrants;
- ii. use for the service of future compensation and incentive plans based on financial instruments and reserved for the directors and employees of the Company and/or the companies directly or indirectly controlled by the same, either through the granting of stock options free of charge, or through the free allocation of shares (stock option and stock grant plans);
- iii. use to service any future programmes for the free assignment of shares to shareholders.

#### *Duration of the Programme*

The programme will run for eighteen months from the date of the Shareholders' Meeting.

#### *Method of execution*

Purchases of shares may be made at a price no less than 15% lower and no more than 15% higher than the reference price recorded by the share in the stock exchange session on the day preceding each individual transaction.

Purchases will be carried out in respect of equal treatment of shareholders. Therefore, purchases will be made on Euronext STAR Milan, managed by Borsa Italiana S.p.A., in accordance with the obligations for trading, terms and conditions set out in Article 5 of Regulation (EU) 596/2014 (*Market Abuse Regulation*, "MAR") and in the practices permitted under Article 13 MAR.

The maximum number of ordinary treasury shares that may be purchased daily may not exceed 25% of the average daily volume of shares, with reference to trades over the last 20 days, defined in accordance with Art. 3 para. 3, of Commission Delegated Regulation (EU) 2016/1052, on the trading venue where the purchase is made.

For the implementation of the Programme, will be entrusted Intesa Sanpaolo S.p.A. or other authorized intermediary with the task of coordinating and executing the treasury share purchase transactions, in full independence, in compliance with the contractually predefined parameters and criteria as well as the constraints of the applicable regulations and the Shareholders' resolution.

Cellularline will disclose the details of purchases and any instructions executed and any other information, according to the time-scales set forth in the applicable legislation.

Any changes to the Programme and the information already published will be promptly communicated by the Company.

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

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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 60 countries.*

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