



#### Disclaimer

This document has been prepared for preliminary discussions in relation to Cellularline S.p.A. (the "Company") and its affiliates (together, the "Group"). This document, the information contained herein, and any information provided at any presentation in connection herewith (the "Materials") are being made available on a strictly confidential basis and all material contained herein and information presented is in summary draft form for discussion purposes only and must not be relied upon for any purpose. The content of this document has a merely informative and provisional nature and is not to be construed as providing investment advice.

This Material is solely for your information on a confidential basis and may not be reproduced or redistributed, in whole or in part, to any other person, including, without limitation, by email or any other means of electronic communication.

The Material includes certain information regarding the Company and the Group that has not been publicly disclosed. You are reminded of your agreement (i) not to disclose such information (or the fact of this presentation and the related discussions) to any person outside your organization or to others within your organization (unless they are also subject to these restrictions), except as may be required by law, regulation or court order, and (ii) to comply with all laws and regulations applicable to the holding of such information.

This presentation has been prepared and issued by, and is the sole responsibility of, the Company. The statements contained herein have not been independently verified. No representation or warranty, express or implied, is given by or on behalf of the Company and any of its directors, officers or employees as to the fairness, accuracy or completeness of the information or opinions given at the presentation or contained in this document and/or related materials and no liability is accepted for any such information or opinions. This document speaks as of November 10<sup>th</sup>, 2022. The information set out herein may be subject to revision and may change materially before closing. The Company is not under any obligation to keep current the information contained in this document and any opinions expressed in it are subject to change without notice.

The information contained herein does not purport to be all-inclusive or to contain all of the information a prospective or existing investor may desire. In all cases, interested parties should conduct their own investigation and analysis of the Company and the data set forth in this document.

None of the Company or any of its respective affiliates, employees, officers, advisers or representatives shall have any liability whatsoever for any loss whatsoever arising from any use of this document or its contents, or otherwise arising in connection with this document (whether direct, indirect, consequential or other).

This document does not constitute an offer to sell securities, nor a solicitation to make an offer to purchase or acquire any securities in the Company under Italian law and/or the law of any other jurisdiction. This document does not constitute a prospectus, offering circular or offering memorandum or an offer to acquire any shares and should not be considered as a recommendation to subscribe or purchase shares. Neither this presentation nor any other documentation or information (or any part thereof) delivered shall be deemed to constitute an offer of or an invitation by or on behalf of the Company. The Company has not decided finally whether to proceed with a transaction.

This document and the information contained herein do not constitute an offer of securities for sale in the United States and are not for publication or distribution in the United States or to US persons (within the meaning of Regulation S under the United States Securities Act of 1933, as amended (the "Securities Act"). The securities proposed to be offered have not been, and will not be, registered under the Securities Act and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Neither this document nor any copy of it may be taken, transmitted or distributed, directly or indirectly, in or into Australia, Canada, Japan or the United States or its territories or possessions. Any failure to comply with this restriction may constitute a violation of Australian, Canadian, Japanese or United States securities laws. The distribution of this document in other jurisdictions may be restricted by law and persons into whose possession this document comes should inform themselves about and observe any such restrictions. This document is not intended for distribution to, or use by, any person or entity in any jurisdiction or country where such distribution or use would be contrary to law or regulation. The securities referred to herein have not been and will not be registered under the applicable securities laws of Australia, Canada, Japan or the United States and, subject to certain exceptions, may not be offered or sold within Australia, Canada, Japan or the United States or to any national, resident or citizen of Australia, Canada, Japan or the United States.

The information in this document may include forward-looking statements, which are based on current expectations and projections about future events. Forward-looking statements, projections, objectives, estimates and forecasts are generally identifiable by the use of the words "may", "will", "should", "plan", "expect", "anticipate", "estimate", "believe", "intend", "project", "goal" or "target" or the negative of these words or other variations on these words or comparable terminology. These forward-looking statements, as well as those included in any other material forming part of the preliminary discussions, are subject to risks, uncertainties and assumptions about the Company, including, amongst other things, the development of its business, trends in its operating industry and future capital expenditure. In light of these risks, uncertainties and assumptions, the events in the forward-looking statements may not occur. The document may include figures related to past performance or simulated past performance. Past performance and simulated past performance are not a reliable indicator of future performance. No one undertakes to update or revise any such forward-looking statement and no representation or warranty is given as to the achievement or reasonableness of future projections, management targets, estimates, prospect or returns, if any.

Readers are cautioned not to place undue reliance on such forward-looking statements as a prediction of actual results. The Company's ability to achieve its projected objectives or results is dependent on many factors which are outside management's control. Actual results may differ materially from (and be more negative than) those projected or implied in the forward-looking statements. Such forward looking information involves risks and uncertainties that could significantly affect expected results and is based on certain key assumptions.

The information herein may not be reproduced or published in whole or in part, for any purpose, or distributed to any other party.

By attending this presentation, you acknowledge that you will be solely responsible for your own assessment of the market and the market position of the Company and the Group and that you will conduct your own analysis and be solely responsible for forming your own view of the potential future performance of the Company's and the Group's business.

By attending this presentation, you will be taken to have represented, warranted and undertaken that you have read and agree to be bound by and comply with the contents of this notice and the research report guidelines set forth in a separate memorandum.



## 9M 2022 Highlights

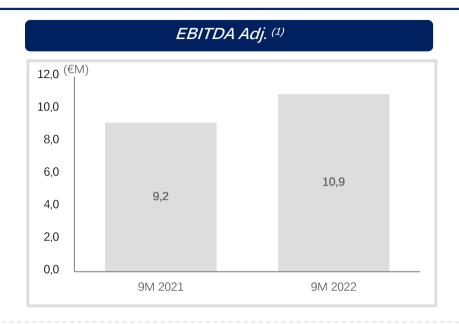
- ➤ Revenues +28,7% YTD, thanks to strong performance both in Italian and International markets despite of challenging economic context and high level of inflation.
- ➤ Top line growth continues also during the third quarter (+18.7%), confirming the soundness of the strategies put in place.
- ➤ EBITDA Adj. was €10.9M in 9M 2022, with a solid 11.5% margin on Revenues, although -0,9p.p. vs 9M 2021 as consequence of costs increase.
- ➤ Net Result Adj. in the period was €3.7M, slightly below compared to 9M 2021 (€4.2M).
- Net Debt at €45.3M€ as of 30 September 2022; while net of Financial Lease contracts (ex IFRS 16) was €40.6M vs €35.5M end of FY2021.
- ➤ The Group is ready to face the fourth quarter of the peak season confident to close the year-end with significant top-line growth sales, backed by the strong performance in the top line in 9M2021 and the several initiatives put in place, despite geopolitical uncertainty surrounding the global economy.
- ➤ E-commerce strategic development activities continue: acquisition of the Spanish social commerce Allogio https://allogiocases.com/

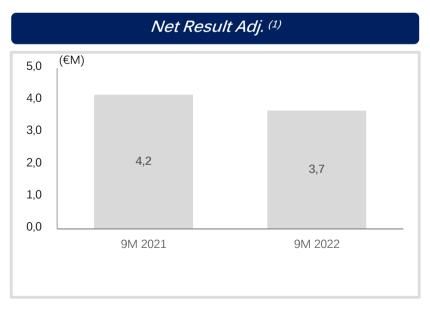




# Key financials (€M)





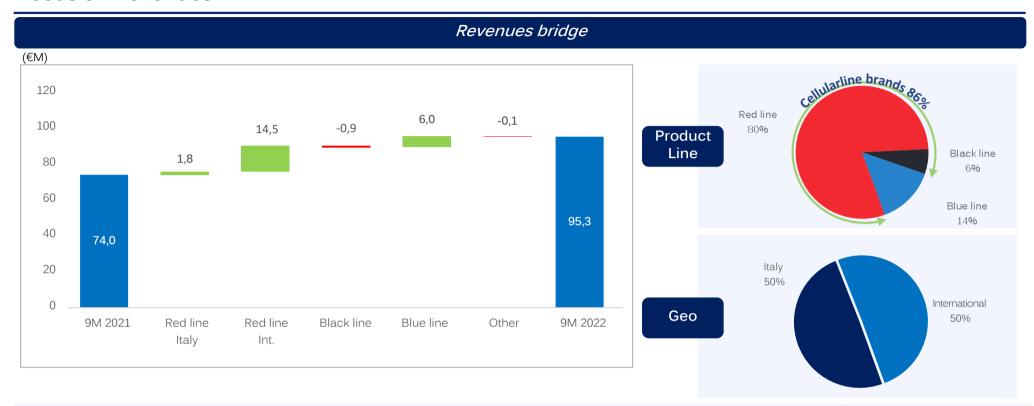








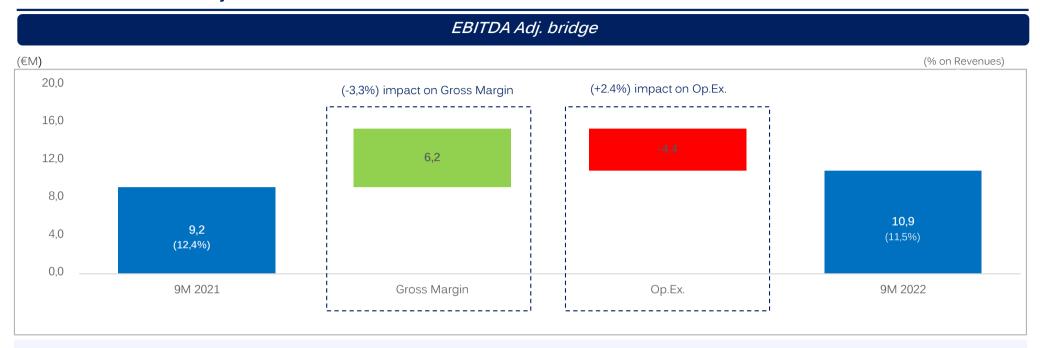
#### **Focus on Revenues**



- ➤ Revenues +28.7% YTD 2022 with a solid growth through all the three quarters confirmed the endurance of the performance reaching €95.3M in the period.
- > Red line ~80% of total Revenues showed strong rebound thanks to:
  - Progressive execution of the medium-long term strategy leads to an increasing demand for Cellularline products, both in Italy as well as international markets
  - Worldconnect, who benefitted from traffic recovery in the Airport Travel Retail Channel
  - Coverlab for €0.9M, social commerce start-up acquired in July 2021
- > Blue line benefited from unbundling process of third-party-brands in distribution.
- > Well balance contribution to the top line from International and Domestic markets with 50% share each.



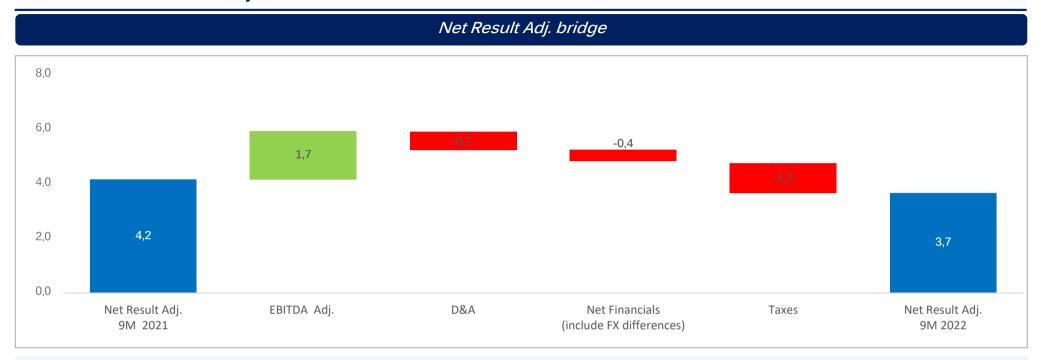
## Focus on EBITDA Adj.



- ➤ EBITDA Adj. hit €10.9M in 9M 2022, recording an increase of €1.7M in absolute terms, but saw a slightly decline in margin of 0.9%.
- > Gross margin raised €6.2M, thanks to volume effect but recorded a minus 3.3% as a percentage on Revenues, as a consequences of:
  - USD appreciation
  - different contribution mix (Company, Business unit, product) to the top line growth
- > Opex increased €4.4M in absolute terms in the period but declined 2.4% as incidence on Revenues due to greater absorption of fixed costs, given by the strong growth in Revenues and tight cost control put in place by the management
  - Main benefits raised from reduction in the incidence of *i*) personnel costs, *ii*) consultancy and *iii*) other commercial variable costs; while the incidence of transport costs increased.

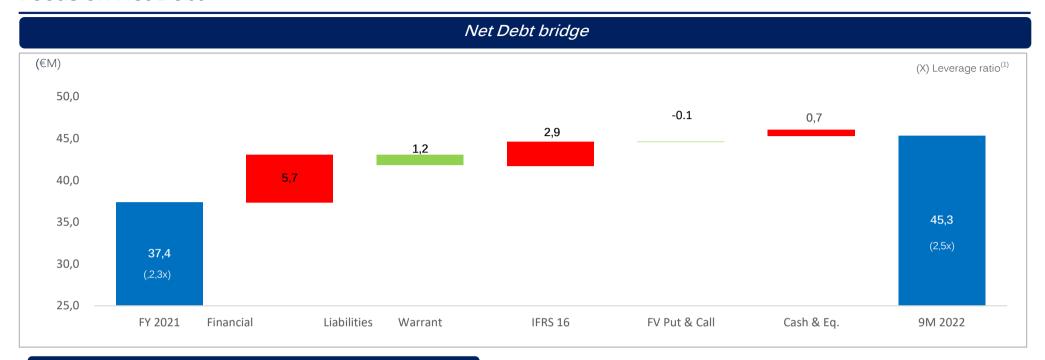


## Focus on Net Result Adj.



- ➤ Net Result Adj. €3.7M slightly decreased in 9M 2022 vs 9M 2021, as a consequences of different effects:
  - positive contribution from EBITDA Adj., thanks to the improvement in the business performances
  - increase in D&A, mainly due to amortization of new lease contract (ex IFRS16)
  - higher Net financials mainly related to FX hedging costs, partially compensated by lower interest on financial debts
  - overall lower benefit from taxes equal to €1.1M

#### Focus on Net Debt



#### Net Debt

(€m)	FY 2021	9M 2022 Delta
Financial Liabilities	35,7	41,4 5,7
Warrant	1,2	0,0 -1,2
Oth. Fin. assets	-0,0	-0,1 -0,1
IFRS 16	1,8	4,7 2,9
Fair Value Put & Call	6,7	6,7 -0,0
Cash & Equivalents	-8,1	-7,4 0,7
Net Debt	37,4	45,3 7,9

- ➤ Net Debt as of 30 September 2022 was €45.3M, net of Financial lease contracts was €40.6M vs €35.5M in FY2021.
- ➤ Increase in NFP was mainly related to the higher Operating working capital required to support top line growth; although OWC incidence on Revenues decreased to 79.4% from 86.2% in 9M 2021.
- ➤ Cash flow from operation was also affected (i.e. inventory) by the the change in the method of transport (favoring sea transport over air transport) in order to limit costs but implying a higher volume of goods in transit.
- ➤ Credit line for Acquisition (€20.0M) plus uncommitted credit line of €13.6M give ample financial flexibility for further M&A activities.



<sup>&</sup>lt;sup>1</sup>Leverage ratio: Net Debt/ EBITDA Adj..

<sup>&</sup>lt;sup>2</sup>Fair Value Put & Call refers to: Systema €0,6M; Worldconnect €4,4M and Coverlab €1,7M.

#### FY 2022 & Medium-term overview

- FY2022
- ➤ The management is optimistic about the ongoing top-line growth for the rest of FY2022, based on *i*) the performance recorded in 9M 2022 and *ii*) the benefits expected from the activities planned for the fourth quarter
- ➤ EBITDA Adj. increase in absolute terms, with slightly decrease in margin on revenues due to transitory cost effect related to inflation and transport cost.

#### Medium Term Overview

The main objectives / initiatives included in the 2022-2025 Business Plan are:

- Brand & Products,
- · Italian and International Market,
- Travel Retail
- E-commerce channels
- Organization, business processes
- ESG

Based on the information available to date and in the hypothesis of a normalization of the macroeconomic situation:

> the Company overall confirms the long-term objectives and strategic target included in the Business Plan 2022-25.

# **Q&A** session



### IR contact



## **Davide Danieli**

Group Corporate & Financial Officer

# Alessandro Brizzi

IR & Group Finance Manager

ir@cellularlinegroup.com

www.cellularlinegroup.com

Ph: +39 0522 33 40 02

