

**NOTICE CONVENING THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF CELLULARLINE S.P.A.**

Shareholders are hereby invited to attend the Ordinary and Extraordinary Shareholders' Meeting of Cellularline S.p.A. ("**Cellularline**", "**Company**" or "**Issuer**"), convened in a single session for 12 December 2024, at 2.00 pm, at the registered office in Reggio Emilia, Via G. Lambrakis no. 1/A, to discuss and resolve on the following

**AGENDA***Ordinary session*

1. *Appointment of a Board Director pursuant to Article 2386, paragraph 1, of the Italian Civil Code, and Article 11 of the Articles of Association. Related and consequent resolutions.*

*Extraordinary session*

1. *Amendments to Clauses 3, 15 and 21 of the Articles of Association in order to attain the legal status of a 'benefit company'. Related and consequent resolutions;*
2. *Amendments to Clauses 8 and 9 of the Articles of Association in enable shareholders' meetings to occur exclusively with the participation of the designated representative and solely through telecommunication means. 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 ordinary shares with no nominal value. As of the date of this notice, the Company holds 463,949 treasury shares, representing 2.122% 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 Clause 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. 3 December 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 9 December 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.

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

The Company has decided to avail itself of the option, under Article 106, paragraph 4, of Decree-Law No. 18 of 17 March 2020 ("**Cura Italia Decree**"), as amended by Law No. 27 of 24 April 2020 and further extended by Article 11, Law No. 21 of 5 March 2024 ("**Legge Capitali**"), to permit participation in the Shareholders' Meeting of those entitled to vote **exclusively through the representative designated by the Company pursuant to Article 135-*undecies* of the Consolidated Law on Finance (TUF)**. Voting rights may only be exercised by delegating authority to the aforesaid designated representative, following the procedures and under the conditions outlined below. Additionally, proxies or sub-proxies may be also granted to the

designed representative in accordance with Article 135-*novies* of the TUF, notwithstanding Article 135-*undecies*, paragraph 4, of the TUF.

The Company has appointed Computershare S.p.A. - with registered office in Milan, via Mascheroni n. 19, 20145 - as the designated shareholder representative pursuant to Article 135-*undecies* of the TUF ("**Designated Representative**").

Directors and Auditors, as well as other persons entitled by law, other than those with voting rights (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 intending to participate in the Shareholders' Meeting must confer, without incurring any charges (except for any transmission or mailing expenses), to the Designated Representative, in compliance with the provisions of Art. 135-*undecies* of the TUF, a proxy with voting instructions on all or some of the proposed resolutions on the agenda items, along with an identity document and, for a delegating legal person, a document demonstrating the authority to issue the proxy. This should be done using the specific proxy form provided 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 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, 10 December 2024). 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 the 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.

Please also note that the Designated Representative may also be granted proxies and/or sub-delegations pursuant to Article 135-*novies* of the TUF, notwithstanding Article 135-*undecies*, paragraph 4 of the TUF, with the relevant written voting instructions, by signing the specific form available on the Company's *website* [www.cellularlinegroup.com](http://www.cellularlinegroup.com) (in the *Governance/Shareholders' Meeting* section), with the relevant instructions for completion and transmission, no later than 12 noon on the day prior to the date set for the Shareholders' Meeting (i.e. 11 December 2024). Proxies and voting instructions are revocable within the same deadline and in the same manner as for their submission.

The granting of proxies pursuant to Articles 135-*novies* and 135-*undecies* of the TUF do not entail any expenses for the Shareholder, except for those related to transmission or mailing.

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 to the Designated Representative is available on the Company's *website* at [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, 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 registered letter with advice of receipt, to the registered office of the Company, reference "*Investor Relator*"; or (ii) by certified e-mail, to 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**

Considering that participation in the Meeting is exclusively permitted through the Designated Representative, shareholders entitled to attend who wish to submit proposals for resolutions and voting on the items on the agenda, as provided under Article 126-*bis*, paragraph 1, of the TUF, are invited to submit them by 27 November 2024 (15th day prior to the Shareholders' Meeting), by sending them (i) by registered letter with advice of receipt, to the registered office of the Company, 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 Delegated Representative to collect any voting instructions 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 29 November 2024.

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.

#### **Appointment of a director to supplement the Board of Directors**

It should be noted that, pursuant to Clause 11.16 of the Articles of Association, if the entire Board of Directors is not to be renewed, the Board members will be appointed by the Shareholders' Meeting with the ordinary procedures and majorities, and consequently the list voting procedure will not apply.

Considering that participation in the Meeting is exclusively permitted through the Designated Representative, if one or more Shareholders wish to submit nominations for the appointment of the new member of the Board of Directors, the aforesaid nominations must be sent by 27 November 2024 (i) by registered letter with advice of receipt, to the registered office of the Company, 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 Delegated Representative to collect any voting instructions on the same. The proposals will be published without delay, and in any case no later than 29 November 2024, on the Company's *website* [www.cellularlinegroup.com](http://www.cellularlinegroup.com), as

well as on the authorized storage mechanism "1infostorage" by Computershare S.p.A. at [www.1info.it](http://www.1info.it), and made available at the registered office.

Nominations must be accompanied by: (i) *the curriculum vitae* of the candidates; (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 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.

For further information, please refer to the explanatory report on the relevant item on the agenda of the Shareholders' Meeting, which will be made available to the public as described below.

### **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. 3 December 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 (5 December 2024).

The requests, accompanied by the information relating to the identification data of the persons submitting them as well as references to the notice sent by the intermediary to the Company pursuant to the regulations in force, must be sent: (i) by registered letter with advice of receipt, to the registered office of the Company; or (ii) by certified e-mail, to the address [spa.cellularline@legalmail.it](mailto: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. 9 December 2024) 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 report on the item on the agenda and the relevant resolution proposals, will be made available to the public, within the terms provided for by the regulations in force, at the registered office and in the Shareholders' Meeting session of the *website* [www.cellularlinegroup.com](http://www.cellularlinegroup.com) as well as at the authorised storage mechanism "1infostorage" of Computershare S.p.A. at [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 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 Clause 8 of the Articles of Association, on the *website* [www.cellularlinegroup.com](http://www.cellularlinegroup.com) in the section dedicated to this Shareholders' Meeting as well as on the authorized storage mechanism "1infostorage" by Computershare S.p.A. at [www.1info.it](http://www.1info.it) and, in excerpt form, in the newspaper "Il Giornale" on 12 November 2024.

Reggio Emilia, 12 November 2024

For the Board of Directors  
The President  
Antonio Luigi Tazartes

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*Cellularline S.p.A., founded in Reggio Emilia in 1990, is, together with its brands **Cellularline, Interphone, AQL, MusicSound, Ploos+, Skross, Q2Power, Nova, Coverlab, Allogio, Peter Jäckel, Newrban, Untags, Film&Go e 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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