

**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**", the "**Company**" or the "**Issuer**"), convened for 22 November 2023, at 10:30, at its registered office in Reggio Emilia, Via G. Lambrakis no. 1/A, to discuss and resolve on the following

**AGENDA**

1. *Authorisation to buy and sell treasury shares; 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 521,964 treasury shares, representing 2.387% of the shares issued by the Company.

**Participation in the Shareholders' Meeting**

Persons entitled to vote are entitled to attend the Shareholders' Meeting. Pursuant to Article 83-*sexies* of Italian Legislative Decree No. 58 of 24 February 1998 (the "**TUF**"), 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. 13 November 2023 (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 17 November 2023), 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. There are no procedures for voting electronically or by correspondence.

Directors, Auditors, and representatives of the independent auditing firm as well as other persons entitled by law, other than those with voting rights, may attend the Shareholders' Meeting by means of telecommunications that 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, in compliance with the applicable regulatory provisions for such an event.

**Voting proxies**

Each person entitled to attend may be represented at the Shareholders' Meeting by means of a proxy in writing, in accordance with the provisions of Article 2372 of the Italian Civil Code as well as other applicable provisions, including regulatory provisions, by signing the proxy inserted at the foot of the copy of the aforementioned notice issued by the intermediary or, alternatively, by using the proxy form published on the Company's website [www.cellularlinegroup.com](http://www.cellularlinegroup.com), in the *Governance/Shareholders' Meeting* section.

The proxy can be notified to the Company by sending a letter recorded delivery with advice of receipt to the registered office at Via G. Lambrakis, 1/A, Reggio Emilia or, alternatively, by e-mailing the certified address: [spa.cellularline@legalmail.it](mailto:spa.cellularline@legalmail.it).

Any prior notification shall not exempt the representative during accreditation for access to the Shareholders' Meeting, from the obligation of certifying conformity with the original of the copy notified and the identity of the proxy and the delegating party.

### **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 recorded delivery with return receipt, at the registered office of the Company, reference "*Investor Relater*"; or (ii) by certified e-mail, at the address *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.

Those entitled to vote may individually submit motions for resolutions to the Shareholders' Meeting.

Additions to the agenda, or the presentation of further proposed resolutions on items already on the agenda, shall be announced, in the same form prescribed for the publication of this notice, at least fifteen days prior to the date scheduled for the Shareholders' Meeting. Concurrently with the publication of the integration notice or presentation, the report prepared by the requesting Shareholders, accompanied by any evaluations of the Board of Directors, will be made available to the public, in the same form as the documents relating to the Shareholders' Meeting.

Additions to the agenda are not permitted for items on which the Shareholders' Meeting resolves, pursuant to law, on the proposal of the directors or on the basis of a draft or a report prepared by them, other than those referred to in Article 125-*ter*, paragraph 1, TUF.

### **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. 13 November 2023). 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 (15 November 2023).

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 two days before the meeting (20 November 2023) 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.

**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 *Governance/Shareholders' Meeting* section 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 Article 8 of the Articles of Association, on the website [www.cellularlinegroup.com](http://www.cellularlinegroup.com) in the section dedicated to this Shareholders' Meeting and, in excerpt form, in the newspaper "Il Sole 24 Ore" on 20 October 2023.

Reggio Emilia, 20 October 2023

For the Board of Directors  
The Chairman  
Antonio Tazartes