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(The accompanying translated consolidated financial statements of the Cellularline Group constitute a non-official version which is not compliant with the provisions of Commission Delegated Regulation (EU) 2019/815. This independent auditors' report has been translated into English solely for the convenience of international readers. Accordingly, only the original Italian version is authoritative.)

Independent auditors' report pursuant to article 14 of Legislative decree no. 39 of 27 January 2010 and article 10 of Regulation (EU) no. 537 of 16 April 2014

*To the shareholders of
Cellularline S.p.A.*

Report on the audit of the consolidated financial statements

Opinion

We have audited the consolidated financial statements of the Cellularline Group (the "group"), which comprise the statement of financial position as at 31 December 2023, the income statement and statements of comprehensive income, cash flows and changes in equity for the year then ended and notes thereto, which include material information on the accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Cellularline Group as at 31 December 2023 and of its financial performance and cash flows for the year then ended in accordance with the International Financial Reporting Standards endorsed by the European Union and the Italian regulations implementing article 9 of Legislative decree no. 38/05.

Basis for opinion

We conducted our audit in accordance with the International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in the "Auditors' responsibilities for the audit of the consolidated financial statements" section of our report. We are independent of Cellularline S.p.A. (the "parent") in accordance with the ethics and independence rules and standards applicable in Italy to audits of financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



Cellularline Group

Independent auditors' report

31 December 2023

Recoverability of goodwill

Notes to the consolidated financial statements: note 2.3 –Basis of consolidation and scope of consolidation, note 4.2 – Goodwill and note 4.2.1 – Impairment test on goodwill

Key audit matter	Audit procedures addressing the key audit matter
<p>The group's consolidated financial statements at 31 December 2023 include goodwill of €38.5 million, which is allocated to its sole cash-generating unit ("CGU").</p> <p>Assisted by an independent advisor, the directors tested goodwill for impairment in order to identify any impairment losses resulting if the CGU's carrying amount, including the related goodwill, exceeds its recoverable amount. The directors estimated the recoverable amount based on value in use, calculated using the discounted cash flow model. This model is based on the general concept that the enterprise value of an entity is equal to the present value of the following two elements:</p> <ul style="list-style-type: none">• the cash flows it will be able to generate within the forecast period;• the residual value, i.e., the value of the business as a whole, after the forecast period. <p>For impairment testing purposes, the directors used the expected operating cash flows estimated on the basis of the group's 2024-2027 business plan (the "plan"), approved by the board of directors on 28 February 2024. The resulting recoverable amount (enterprise value) amounted to roughly €176.6 million, which was higher than the reporting-date carrying amount. Accordingly, the directors did not recognise any impairment loss.</p> <p>Impairment testing entails a high level of judgement, in addition to the uncertainty inherent in any forecast, especially in relation to:</p> <ul style="list-style-type: none">• the expected operating cash flows, calculated by taking into account the general economic performance (including expected inflation and exchange rates) and that of the group's sector and the actual cash flows generated by the CGU in recent years;• the financial parameters to be used to discount the above cash flows. <p>The risk of material misstatement in the estimated operating cash flows used by the directors for impairment testing has increased due to the variability of the macroeconomic scenario.</p> <p>Considering the above, we believe that the recoverability of goodwill is a key audit matter.</p>	<p>Our audit procedures, which also involved our own valuation specialists, included:</p> <ul style="list-style-type: none">• understanding and analysing the processes adopted for impairment testing and the preparation of the plan;• analysing the directors' review process in relation to the discrepancies between the 2023 actual data and the related previous forecasts;• analysing the reasonableness and appropriateness of i) the key assumptions used by the directors to determine the operating cash flows and ii) the valuation models adopted. Our analyses included comparing the key assumptions used to the group's historical data and external information, where available;• checking the directors' sensitivity analysis described in the notes in relation to the key assumptions used for impairment testing;• assessing the appropriateness of the disclosures provided in the notes about goodwill and the related impairment test.



Cellularline Group

Independent auditors' report

31 December 2023

Recoverability of customer relationships and trademarks with a finite useful life

Notes to the consolidated financial statements: note 2.3 –Basis of consolidation and scope of consolidation and note 4.1.1 – Measurement of customer relationships and trademarks

Key audit matter	Audit procedures addressing the key audit matter
<p>The group's consolidated financial statements at 31 December 2023 include customer relationships and trademarks with a finite useful life (the "intangible assets") of €28.4 million and €16.4 million, respectively, net of accumulated amortisation and accumulated impairment losses of €39.2 million and €11.3 million, respectively.</p> <p>Based on approved internal analyses, the directors did not identify any specific indicators that these intangible assets might be impaired.</p> <p>With reference to the customer relationships, the directors considered the long-term renewal agreements signed with the group's key customers during 2023.</p> <p>With reference to trademarks with a finite useful life, the directors considered: (i) the main financial indicators of the plan prepared by management and (ii) retaining a significant market share in the relevant markets.</p> <p>Performing internal analyses entails a high level of judgement, in addition to the uncertainty inherent in any forecast.</p> <p>The risk of material misstatement in the identification and assessment of the trigger events potentially affecting customer relationships and trademarks with a finite useful life has increased due to the variability of the macroeconomic scenario.</p> <p>Considering the above, we believe that the recoverability of these intangible assets is a key audit matter.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none">• analysing the reasonableness of i) the key assumptions used by the directors to identify the intangible assets and determine the related residual expected cash flows, as well as the related value in use and ii) the valuation models adopted. Our analyses included comparing the key assumptions used to the group's historical data and external information, where available;• checking the internal analyses approved by the directors to ensure there were no indicators of impairment of intangible assets;• analysing the long-term renewal agreements signed with the group's key customers;• assessing the main financial indicators of the plan prepared by management;• checking the level of market share in the relevant markets;• assessing the appropriateness of the disclosures provided in the notes about intangible assets.

Responsibilities of the parent's directors and board of statutory auditors ("Collegio Sindacale") for the consolidated financial statements

The directors are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with the International Financial Reporting Standards endorsed by the European Union and the Italian regulations implementing article 9 of Legislative decree no. 38/05 and, within the terms established by the Italian law, for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

The directors are responsible for assessing the group's ability to continue as a going concern and for the appropriate use of the going concern basis in the preparation of the carve-out consolidated financial statements and for the adequacy of the related disclosures. The use of this basis of accounting is appropriate unless the directors believe that the conditions for liquidating the parent or ceasing operations exist, or have no realistic alternative but to do so.



Cellularline Group

Independent auditors' report

31 December 2023

The *Collegio Sindacale* is responsible for overseeing, within the terms established by the Italian law, the group's financial reporting process.

Auditors' responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISA Italia will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISA Italia, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors;
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the group to cease to continue as a going concern;
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance, identified at the appropriate level required by ISA Italia, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the ethics and independence rules and standards applicable in Italy and communicate with them all relationships



Cellularline Group

Independent auditors' report

31 December 2023

and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are, therefore, the key audit matters. We describe these matters in this report.

Other information required by article 10 of Regulation (EU) no. 537/14

On 16 April 2019, the parent's shareholders appointed us to perform the statutory audit of its consolidated financial statements as at and for the years ending from 31 December 2019 to 31 December 2027.

We declare that we did not provide the prohibited non-audit services referred to in article 5.1 of Regulation (EU) no. 537/14 and that we remained independent of the parent in conducting the statutory audit.

We confirm that the opinion on the consolidated financial statements expressed herein is consistent with the additional report to the *Collegio Sindacale*, in its capacity as audit committee, prepared in accordance with article 11 of the Regulation mentioned above.

Report on other legal and regulatory requirements

Opinion on the compliance with the provisions of Commission Delegated Regulation (EU) 2019/815

The parent's directors are responsible for the application of the provisions of Commission Delegated Regulation (EU) 2019/815 with regard to regulatory technical standards on the specification of a single electronic reporting format (ESEF) to the consolidated financial statements to be included in the annual financial report.

We have performed the procedures required by Standard on Auditing (SA Italia) 700B in order to express an opinion on the compliance of the consolidated financial statements with Commission Delegated Regulation (EU) 2019/815.

In our opinion, the consolidated financial statements have been prepared in XHTML format and have been marked up, in all material respects, in compliance with the provisions of Commission Delegated Regulation (EU) 2019/815.

Due to certain technical limitations, some information included in the notes to the consolidated financial statements when extracted from the XHTML format to an XBRL instance may not be reproduced in an identical manner with respect to the corresponding information presented in the consolidated financial statements in XHTML format.

Opinion pursuant to article 14.2.e) of Legislative decree no. 39/10 and article 123-bis.4 of Legislative decree no. 58/98

The parent's directors are responsible for the preparation of the group's directors' report and report on corporate governance and ownership structure at 31 December 2023 and for the consistency of such reports with the related consolidated financial statements and their compliance with the applicable law.

We have performed the procedures required by Standard on Auditing (SA Italia) 720B in order to express an opinion on the consistency of the directors' report and the specific information presented in the report



Cellularline Group

Independent auditors' report

31 December 2023

on corporate governance and ownership structure indicated by article 123-bis.4 of Legislative decree no. 58/98 with the group's consolidated financial statements at 31 December 2023 and their compliance with the applicable law and to state whether we have identified material misstatements.

In our opinion, the directors' report and the specific information presented in the report on corporate governance and ownership structure referred to above are consistent with the group's consolidated financial statements at 31 December 2023 and have been prepared in compliance with the applicable law.

With reference to the above statement required by article 14.2.e) of Legislative decree no. 39/10, based on our knowledge and understanding of the entity and its environment obtained through our audit, we have nothing to report.

Bologna, 28 March 2024

KPMG S.p.A.

(signed on the original)

Davide Stabellini
Director of Audit