



THE BOARD OF DIRECTORS APPROVES THE RESULTS AS OF 31 DECEMBER 2023

- The **REVENUES**, amounting to € 21.3 million, increased by € 1.6 million if compared to 31 December 2022 (€ 19.7 million), mainly due to the merger of subsidiary E-Commerce Outsourcing S.r.l. into Giglio Group S.p.A..
- The **EBITDA** shows a negative trend of € -2.1 million (positive for € 0.2 million as of 31 December 2022), mainly as a consequence of the merger of E-Commerce Outsourcing S.r.l. into Giglio Group S.p.A..
- The **EBIT** shows a negative trend of € -3.1 million (positive for € 0.9 million as of 31 December 2022), mainly as a consequence of the merger of E-Commerce Outsourcing S.r.l. into Giglio Group S.p.A..
- The **NFP** shows a negative trend of € -10.5 million (€ -13.5 million million as of 31 December 2022), mainly as a consequence of the merger of E-Commerce Outsourcing S.r.l. into Giglio Group S.p.A..
- The **PROFIT** shows a negative trend of € -3.9 million (positive for € 0.9 million as of 31 December 2022), mainly as a consequence of the merger of E-Commerce Outsourcing S.r.l. into Giglio Group S.p.A.. The Company still has to reduce its capital by more than a third due to losses related to 2020 and 2021 (two harsh years due to the pandemic).

Milan, 05 June 2024 – Giglio Group S.p.A. (Ticker GG), a company listed on the Euronext Milan segment of the Italian stock-exchange market, announces that the Board of Directors of the Company, which took place today, approved the Financial Statements as of 31 December 2023, drafted pursuant to the International Financial Reporting Standards (IFRS).

Alessandro Giglio, CEO and Chairman of Giglio Group, commented: "The past year has been marked by profound transformations within our organization. *We led a radical restructuring to simplify and enhance the efficiency of the entire corporate structure, eliminating unnecessary costs and streamlining operations to be more efficient and agile. The mergers and corporate divestments we have made have shaped a stronger internal structure that will prepare our company to face future challenges with greater determination and with less debt. During this year, we completed the development of the Flex digital platform which is unique on the market in terms of performance, flexibility, innovation, cost-effectiveness and ease of use. It is essential to highlight that our revenues have slowed down due to various external factors, including geopolitical tensions that have impacted our export markets, especially in Russia's luxury sector. In addition, the significant agreement subscribed in May 2023 with Trenitalia, aimed at the exclusive sale of products for travellers on board Frecciarossa trains, was delayed in the start of operations, now scheduled for mid-June 2024. We recognize the importance of meeting these external challenges with resolve and adaptability in order to overcome them successfully. We are confident that, despite these temporary obstacles, the company strategy remains solid and oriented towards achieving positive results in the medium and long term.*"

Financial Activity Overview as of 31 December 2023

The Revenues from contracts with customers, amounting to € 21.3 million, increased by € 1.6 million if compared to 31 December 2022 (€ 19.7 million), mainly due to the business combination operation. Operating and payroll costs increased by € 2.8 and € 1.1 million respectively if compared to the previous year, in witness of the business combination operation.

EBITDA shows a negative trend of € -2.1 million (positive for € 0.2 million as of 31 December 2022), as a result of the business combination operation.

The Net Profit, amounting to € -3.9 million, worsened if compared to the previous year's € 0.1 million.

The profit shows a negative trend of € -3.9 million (positive for € 0.9 million as of 31 December 2022), mainly as a consequence of the merger of E-Commerce Outsourcing S.r.l. into Giglio Group S.p.A.. The Company still has to reduce its capital by more than a third due to losses related to 2020 and 2021 (two harsh years due to the pandemic).

Financial and Capital Position Overview as of 31 December 2023

The Net Invested Capital as of 31 December 2023, equal to € 11.9 million, is mainly comprised of Net Fixed Assets of € 18.3 million, of Net Working Capital totalling € -6.7 million and of the Provisions for risks and charges, which mainly includes the Provisions for legal disputes.

Property, Plant and Equipment (which include also the right-of-use on existing leases) amount to € 539,000 (€ 267,000 as of 31 December 2022).

Intangible Fixed Assets, amounting to € 14.9 million (€ 3.4 million as of 31 December 2022), mainly consist of Goodwill.

Financial Fixed Assets, amounting to € 2.9 million, mainly refer to the investment in the Salotto di Brera company for € 1.951,000 and to the receivables from the IBOX SA company for € 450,000.

As of 31 December 2023, the Group's Net Financial Debt amounts to € -10.5 million (€ -13.5 million as of 31 December 2022).

Significant Events During the Fiscal Year

- **On 14 February 2023**, the transfer of the 51% stake in Cloud Food S.r.l., previously approved by the Board of Directors on 21 December 2022, was completed.
- **On 16 March 2023**, the "Caput Mundi The Mall" shopping centre in the Vatican City was opened to the public, where Salotto di Brera S.r.l. signed an agreement for the lease of the business unit with Gasak S.r.l. at the end of 2022. The company is engaged in the retail sector for the first time.
- **On 13 April 2023**, the Board of Directors approved the Annual Financial Statements and the Consolidated Financial Statements as of 31 December 2022.
- **On 2 May 2023**, the Auditing Firm BDO Italia S.p.A. released its report on the audit of the annual financial statements and the consolidated financial statements, in which it declared the impossibility of expressing an opinion. The Board of Directors acknowledged the conclusions reached by the Auditing Firm in the knowledge that it has acted correctly in the interests of the Company and reserved further comments following a more in-depth examination of the Reports.
- **On 5 May 2023**, CONSOB sent the request for dissemination of information pursuant to Art. 114, par. 5 of Legislative Decree no. 58/98 (CFA), which must be provided at the end of each month with reference to the previous month, starting from 31 May 2023.

- **On 12 May 2023**, the Board of Directors resolved to request to Borsa Italiana, pursuant to Art. 2.5.7 of the Regulations of the markets organized and managed by Borsa Italiana S.p.A., the exclusion of the financial instruments of Giglio Group S.p.A. from STAR qualification and the consequent transition of the same from the MTA-Star segment to the MTA-Standard segment, as a consequence of the conclusions of the report issued by the auditing firm BDO Italia S.p.A. on the draft financial statements and the consolidated financial statements of the Company as of 31 December 2022.
- **On 16 May 2023**, the Auditing Company BDO Italia S.p.A., with communication via certified e-mail, "irrevocably resigned" from the statutory auditing of accounts.
- **On 24 May 2023**, the Ordinary Shareholders' Meeting took note of the consolidated financial statements of the group as of 31 December 2022 and approved the financial statements of Giglio Group S.p.A, resolving to carry forward the profit of € 118,670.56.
- **On 30 June 2023**, the right of withdrawal from the Business Branch Rental Agreement relating to the "Caput Mundi The Mall" shopping centre was exercised and the termination of the contract was declared to the counterparty Gasak S.r.l., due to organizational and management problems that occurred for the management of the entire Mall and not attributable to Giglio.
- **On 8 July 2023**, the Company received the resignation, effective immediately, of the lawyer Sara Armella from the position of non-executive and independent director of the Company, due to new work commitments.
- **On 21 July 2023**, the Meeting appointed the company Audirevi S.p.A. to carry out the statutory audit of the accounts for the period 2023-2031.
- **On 2 October 2023**, the Board of Directors co-opted lawyer Cristina Grillo as a non-executive and independent member of the company, assigning her the presidency of the Appointments and Remuneration Committee and the role as member of the Internal Control, Risk and Related-Parties Committee.
- **On 23 October 2023**, following the notice of call, published on 18 October 2023, of the ordinary and extraordinary Shareholders' Meeting of the Company called for 17 November 2023, the operation referred to in items 1 and 2 on the agenda of the extraordinary part was set in motion; the operation will consist of a share capital increase of up to € 5 million.
- **On 31 October 2023**, the entire share capital of the fully-owned subsidiary, IBox SA, a company incorporated under Swiss law, was transferred. The operation involves the sale of shares for a total value of € 5,887,000. Following the transfer of the shares, Giglio proceeded with the acquisition of a set of activities related to e-commerce currently recorded in the balance sheet of IBox SA, for a total value equivalent to the amount of the transfer itself and equal to € 5,887,000. The transaction did not result in any overall cash flow or financial and economic benefits.
- **On 17 November 2023**, the Shareholders' Meeting of Giglio Group S.p.A. resolved:
 - To appoint and confirm Maria Cristina Grillo as non-executive and independent director of Giglio Group, who will remain in office until the expiry of the entire Board of Directors (i.e. until the date of approval of the Financial Statements as of 31 December 2023);
 - To increase the share capital upon payment, in tranches, with exclusion of the option right pursuant to paragraphs 5 and 6 of Art. 2441 of the Italian Civil Code, by the final deadline of 31 December 2023 for an amount up to a total of € 5,000,000.00, including any share premium,

through the issue of ordinary shares having the same characteristics as the ordinary outstanding Giglio shares and regular dividend rights, to be paid in cash, reserved for the controlling shareholder and other qualified or institutional investors; consequent modification of Art. 6 of the Company's By-laws;

- To set the price of said Share Capital Increase in accordance with the following formula: "Weighted average of the official price of Giglio Group's shares recorded on the last three market months before the day of issue times the daily volumes exchanged in the same period, to which a corrective discount between 5% and 20% must be deducted";
- To reserve the Share Capital Increase to institutional and qualified investors, including all parties who, as of the date of the Interim Condensed Consolidated Financial Statements as of 30 June 2023, have made binding or non-binding expressions of interest, as well as to the controlling shareholder, taking into account the commitments undertaken by the same;
- To carry out the capital increase through a private placement procedure compliant with market practice, including, possibly, accelerated bookbuilding, entrusted to an authorized intermediary, who will proceed with the identification of the non-related party investors and the price within the discount range defined above, without the participating related parties being able to influence the setting of the price;
- To grant a proxy to the Board of Directors pursuant to Art. 2443 of the Italian Civil Code to increase the share capital via a paid increase in tranches without option rights for an amount of € 5,000,000.00 including any share premium, to be subscribed by 31 December 2023 and to be carried out in one or more tranches within five years from the date of the resolution, through the issue of ordinary shares having the same characteristics as the outstanding ones and regular dividend rights, with the exclusion of the option right pursuant to paragraphs 5 and 6 of Art. 2441 of the Italian Civil Code, to be paid in cash, reserved for the controlling shareholder and other qualified or institutional investors;
- To entrust, with reference to this Share Capital Increase, the determination of the price to the assessment that the Board of Directors will have to carry out at the time of exercising the proxy pursuant to Art. 2443 of the Italian Civil Code, according to a criterion consistent with that of the weighted average of the share market performance, with a maximum discount, adopted for the Share Capital Increase referred to in item no. 1 of the agenda, to be adopted with the assistance of a qualified advisor, in light of the market conditions existing at the time of the decision.
- To amend Art. 6 of the Company's By-laws, introducing par. 6.11, that shall read as follows: *"On 17 November 2023, the Extraordinary Shareholders Meeting of Giglio resolved to (i) increase the share capital of the Company upon payment, in tranches and with the exclusion of the right of option, pursuant to the par. 5 and 6 of Art. 2441 of the Italian Civil Code, by the final deadline of 31 December 2023 for an amount up to a total of € 5,000,000.00, including any share premium, through the issue of ordinary shares having the same characteristics as the ordinary outstanding Giglio shares and regular dividend, to be released in cash, reserved for the controlling shareholder and other qualified or institutional investors, as well as (ii) to grant a proxy to the Board of Directors pursuant to Art. 2443 of the Italian Civil Code to increase the share capital for a fee and in tranches with the exclusion of the right of option, pursuant to par. 5 and 6 of the art. 2441 of the Italian Civil Code, for the part of the Share Capital Increase not subscribed by the deadline of 31 December 2023, to be carried out in one or more tranches, within five years from the date of the resolution, through the issue of ordinary shares having the same characteristics as the outstanding ones and regular dividend, to be released in cash, reserved for the controlling shareholder and other qualified or institutional investors."*

- **On 1 December 2023**, the Extraordinary Shareholder's Meeting of Salotto di Brera Duty Free S.r.l. resolved to increase the share capital of the company by a total of € 2,000,000.00 through an offer under subscription to the company Meridiana Holding S.p.A. - majority shareholder of Giglio Group - given acknowledgement of the waiver by Giglio Group to exercise the option right and therefore to subscribe to the Capital Increase. The Capital Increase took place through the contribution in kind to Salotto di Brera of the well-known accessory and footwear brand "Nira Rubens" - of which Meridiana itself was the exclusive owner and on the value of which a specific sworn appraisal was issued in accordance with the law - its e-commerce website, its social channels and anything else connected to the brand; following the Capital Increase, Meridiana shall hold approximately 51% of the share capital of Salotto Brera and Giglio approximately 49%, with the consequent exit of Salotto Brera from the control and consolidation scope of Giglio. At the same time as the Capital Increase, Salotto Brera signed a Framework Agreement with the Company which, on the one hand, facilitates and improves the synergistic management of the travel retail branch with the existing distribution branch present in the Company and, on the other hand, entrusts the latter with the management of the exclusive worldwide distribution of the "Nira Rubens" brand products, strengthening the business lines of all the companies involved in the project.
- **On 4 December 2023**, the e-commerce platform www.frecciarossa.shop dedicated to the online sale of the brand-new Frecciarossa collection was presented, on the occasion of Trenitalia's Winter Experience.
- **On 19 December 2023**, Giglio Group S.p.A. completed the merger by incorporation of "E-Commerce Outsourcing S.r.l.", already 100% owned, into Giglio Group S.p.A..
- **On 19 December 2023**, the placement aimed at identifying potential investors was launched, carried out using the Accelerated Bookbuilding (ABB) procedure, entrusted to the authorized intermediary MIT SIM S.p.A..
- **On 20 December 2023**, the Company announced the conclusion of the private placement of no. 11,298,741 ordinary newly-issued shares without nominal value, at a price of € 0.442527173 per share, for an overall countervalue of € 5 million. The placement, managed by MIT SIM S.p.A. and carried out through the Accelerated Bookbuilding ("ABB") procedure, was aimed at qualified and institutional investors and all subjects who submitted expressions of interest, binding or non-binding. Following the capital increase, Ibox SA, the only member who is not a related party, subscribed at the price indicated above no. 2,937,672 shares for a value of € 1.3 million, equal to 26% of the capital increase through the compensation of its liquid and collectable receivables towards the Company. Meridiana Holding S.p.A. subscribed no. 6,779,245 shares for a value of € 3 million, equal to 60% of the capital increase, of which € 2,528,000 in cash, which have already been transferred into the Company's coffers and € 472,000 through compensation of its liquid and collectable receivables towards the Company; Luxury Cloud S.r.l. subscribed no. 1,581,823 shares for a value of € 700,000, equal to 14% of the capital increase, paid in cash, which have already been transferred into the Company's coffers. Upon completion of the transaction, the overall share capital of the Company shall amount to € 6,653,353 divided into no. 33,266,763 ordinary shares without nominal value. Upon the conclusion of the transaction, Meridiana Holding S.p.A., already majority shareholder of the Company, shall hold 57% of Giglio Group's share capital.

Significant events after the end of the fiscal year

No events occurred subsequent to the end of the financial year such as to require adjustments to the values shown compared to what has already been reported in this Financial Report.

- **On 13 March 2024**, a Rental Agreement for the Travel Retail business unit of Salotto di Brera was subscribed, made up of the set of assets organized for the exercise of travel retail activities and includes, as better specified in the annexes thereto, (i) the subordinate employment contracts in place with the employees currently employed in the business unit, (ii) the contracts in place with customers and suppliers subscribed within the scope of the activity of the business unit, (iii) the assets instrumental to the exercise of the activity inherent to the business unit, (iv) the leasing contract of the property located in Assago, Strada 1, Palazzo 7 (MI); the same provides for a total duration of 1 (one) year, with possible renewal to be negotiated between the parties in good faith within 3 months of the relevant expiry and an agreed price for the rent for the first year equal to € 60,000.00 plus VAT, where due.
- No events occurred subsequent to the end of the financial year such as to require adjustments to the values shown compared to what has already been reported in this Financial Report.

Outlook

The numerous requests for technological updates requested by our customers call for a constant investment in new developments for the platforms and for the constant maintenance of the same so as to support growth, also implying a constant analysis on the strategic nature of its role with partnering brands (clients), thus becoming more and more a technical and process partner, but also an outsourcing service provider.

In addition to maintaining solid relationships with Giglio's historic customers, the strengthening of marketing activity continues.

The expansion of the Travel Retail business of Salotto di Brera continues thanks to the organic growth given by the increase in tourism on cruise ships (Leisure Travel) and to the non-organic growth deriving from the growing number of ships.

The subscription of an agreement with Trenitalia, which involves all the Group's business units for the creation of a complete service; more specifically:

- Creation of e-commerce site;
- Production and digital sale of all merchandising;
- Creation, production and sale of co-branded products with big brands;
- Agreements with important companies in other sectors for the sale on board of their carriers of the products of the most important brands distributed by Salotto Brera.

In the B2B segment, it is believed that contracts with new distribution customers can be completed, in addition to the subscription of agreements with new leading fashion brands in the world.

The growth of the new business unit, launched in 2023 H2, relating to the production of merchandising for artists and large companies, is expected.

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The Company must still reduce its capital by more than a third due to losses, as per Art. 2446, par. 1 of the Italian Civil Code.

This loss accrued in the financial year ended as of 31 December 2023. Therefore, pursuant to the law, the Shareholders' Meeting must be called "to take appropriate measures", however, the law also provides for the postponement of the measures aimed at offsetting the loss, which are required (as per par. 2 of the same article) only in the event that the loss does not diminishes within a third of the capital by the following fiscal year (unlike what happened with the losses accrued as of 31 December 2020 and 31 December 2021, for which, pursuant to the provisions set forth in Law no. 178 of 30 December 2020 and in Legislative Decree no. 228 of 30 December 2021 (converted with amendments by Law no. 15 of 25 February 2022), the obligation to cover the losses provided for by Art. 2446, par. 2 of the Italian Civil Code was moved to the fifth following financial year).

In this regard, for the losses accrued as of 31 December 2020 and 31 December 2021 already carried forward, the Board of Directors proposes to use part of the available reserves, increased thanks to the capital increase completed on 20 December 2023, to off-set them with the consequent reduction of reserves to € 15,956,000.

For the losses as of 31 December 2023, for which - having emerged the loss at the Shareholders' Meeting called to approve the Financial Statements, the same Meeting is called upon to assume pursuant to Art. 2446, par. 1, of the Italian Civil Code, the "appropriate measures" on the basis of the report prepared by the Directors, with the observations of the Auditors - the directors' proposal is that the Meeting decides to carry forward the loss again, believing that the reasons indicated in the Directors' Report as a prerequisite for business continuity and the initiatives indicated therein also constitute the tool that makes it possible to recover the loss within the following financial year.

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Deposit of documents

The Financial Statements as of 31 December 2023, along with any other document approved by the Board of Directors and by the Shareholders' Meeting called for 28 June 2023, shall be made available to the public in line with the administrative formalities and deadlines set forth in applicable laws and regulations, at the Company's headquarters in Milan, Via Visconti di Modrone 11, on the Company's website at www.giglio.org and on the authorised storage mechanism at www.emarketstorage.com.

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The Executive Officer for Financial Reporting, Carlo Micchi, declares, pursuant to Art. 154-bis, par. 2 of the CFA, that the accounting information contained in the present press release corresponds to the accounting figures, books and documents.

APPENDIX

Statement of Profit or Loss of Giglio Group S.p.A.:

<i>(Euro thousands)</i>	31.12.2023	31.12.2022	Change
Revenues from contracts with customers	21,302	19,726	1,576
Operating Costs	(20,692)	-17,905	-2,787
Gross Margin	609	1,821	-1,212
Gross Margin %	2.9%	9.20%	-6.30%
Payroll expenses	(2,703)	-1,615	-1,088
EBITDA	(2,094)	206	-2300
EBITDA%	(9.8)%	1.00%	-10.80%
Amortisation, depreciation & write-downs	(1,025)	-308	-717
EBIT	(3,113)	868	-3,981
Net financial charges	(713)	-760	47
PROFIT BEFORE TAXES	(3,826)	108	-3,934
Income taxes	(121)	10	-131
PROFIT FOR THE PERIOD	(3,946)	119	-4,065
RESULT ATTRIBUTABLE TO MINORITY INTERESTS	0	0	0
GROUP PROFIT/(LOSS)	(3,946)	119	-4,065
EBIT%	(14.6)%	-0.90%	-13.70%
PROFIT FOR THE PERIOD%	(18.6)%	-4.70%	-13.90%

Statement of Financial Position of Giglio Group S.p.A.:

<i>(Euro thousands)</i>	31.12.2023	31.12.2022	Change
Intangible Assets	14,867	3,368	11,499
Property, Plant and Equipment	539	267	272
Financial Fixed Assets	2,869	12,110	(9,241)
Total Fixed Assets	18,274	15,745	2,529
Inventories	393	605	(212)
Trade receivables	3,637	6,357	(280)
Trade payables	(8,254)	(7,906)	(2,788)
Operating/Commercial Working Capital	(4,224)	(944)	(3,281)
Other current assets and liabilities	(2,452)	(1,716)	(736)
Net Working Capital	(6,676)	(2,660)	(4,016)
Provisions for risks and charges	(584)	(204)	(380)
Deferred tax assets and liabilities	903	1,010	(107)
Other non-current liabilities	-	-	-
Net Invested Capital	11,917	13,891	(1,974)
Total Net Invested Capital	11,917	13,891	(1,974)
Equity	(1,377)	(408)	(970)
Minority interest in equity	-	-	-
Net financial debt*	(10,493)	(13,483)	2,990
Total Sources	(11,870)	(13,891)	2,020

Net Financial Liabilities of Giglio Group S.p.A.:

	(Euro thousands)	31.12.2023	31.12.2022	Change
A	Cash and cash equivalents	966	105	861
B	Cash and cash equivalents	-	-	-
C	Other current financial assets	2	2	-
D	Cash & cash equivalents (A)+(B)+(C)	968	107	861
E	Current financial liabilities	(1,025)	(4,010)	2,985
	<i>of which with Related Parties</i>		(1,880)	1,880
F	Current part of the non-current financial liabilities	(3,736)	(3,692)	(44)
G	Current financial liabilities (E)+(F)	(4,761)	(7,702)	2,941
H	Net current financial liabilities (G) - (D)	(3,793)	(7,595)	3,802
I	Non-current financial liabilities	(4,416)	(2,807)	(1,609)
	<i>of which with Related Parties</i>		(181)	181
J	Debt instruments	(2,281)	(3,005)	724
K	Non-current trade and other payables	(1)	(76)	75
L	Non-current financial liabilities (I)+(J)+(K)	(6,698)	(5,888)	(810)
M	Total financial liabilities (H)+(L)	(10,493)	(13,483)	2,990

Information on Giglio Group:

Founded by Alessandro Giglio in 2003 and listed on the Borsa Italiana stock-exchange market ever since 2015 (currently on the EURONEXT MILAN segment), Giglio Group is the leading company for the design, creation and management of high value-added omni-experience platforms in Italy for Fashion, Design, Lifestyle, Food, Healthcare and Merchandising sectors. The Company is based in Milan, but it is also present with offices in Rome, Genoa and Shanghai Thanks to its remarkable expertise, Giglio Group accompanies its customers in the online distribution of their products through a unique platform, starting from the implementation of fully tailor-made and managed monobrand e-store. Moreover, the Company integrates its business with the dedicated placement on main marketplaces and social channels worldwide, ensuring the online management of both new collections and inventories stock.. The uniqueness of a “complete-supply-chain” online service thus ensures a 100% sell-through rate.

For further information:

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