

GIGLIO GROUP: THE BOARD OF DIRECTORS APPROVES THE INTERIM FINANCIAL REPORT AS OF 30 SEPTEMBER 2021 AND ALESSANDRO GIGLIO RECOVERS HIS POSITION AS CEO ALONG WITH A RENEWED TEAM: NEW CFO, NEW MARKETING MANAGER AND NEW DIGITAL STRATEGIST

- Giglio Group renovates its operational team in order to consolidate its revenues' growing trends for its typical business and to face the organisational challengers to come: new CFO, Marketing Manager and Digital Strategist appointed. Alessandro Giglio comes back to the Group's leadership as CEO.
- **Total revenues**: equal to € 28.4 million, growing by 17% if compared to typical business, dropping by € 5.8 million (-17.1%) if compared to the consolidated figures of the same period from the previous fiscal year (€ 34.2 million consolidated figures as of 30 September 2020), which included the sale of anti-COVID equipment for about € 10 million.
- Gross Merchandise Value (GMV*): € 60.4 million
- The EBIT is negative by € -0.9 million (€ 2.2 million consolidated figures as of 30 September 2020);
- The EBIT is negative by € -2.1 million (€ 0.3 million consolidated figures as of 30 September 2020).
- The Group net financial debt amounts to € -16.2 million, highlighting a deterioration on 31 December 2020 (€ -10.7 million) of € 5.4 million.
- The Net Profit amounts to € -2.87 million (€ 0.07 million consolidated figures of the same period in the previous fiscal year).
- Hence, the Company still has its capital reduced by more than a third due to losses, as per Art. 2446, par. 1 of the Italian Civil Code.

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Milan, 11 November 2021 - Today, the Board of Directors of Giglio Group S.p.A. (Ticker GG) ("Giglio Group" or the "Company"), -an e-commerce 4.0 company listed on the MTA-STAR market managed by Borsa Italiana S.p.A.- approved the Interim Financial Report as of 30 September 2021, drafted pursuant to the International Financial Reporting Standards ("IFRS") The consolidated revenues of the Group ("Group") as of 30 September 2021, amounting to € 28.4 million, recorded a € 5.8 million drop (-17.7%) if compared to the consolidated figures of the same period from the previous fiscal year (€ 34.2 million consolidated figures as of 30 September 2020), which included the sale of anti-COVID

equipment for about € 10 million, but also a 17% growth on typical business, net of the extraordinary and one-off revenues arising from 2020's sale of anti-COVID PPEs.

Worth noticing the 108% growth in revenues in the United States of America (through the subsidiary Giglio USA) if compared to the previous year, a market believed to be of strategic importance by the Company for its own growth and that had suffered a major halt due to the pandemic.

The founder and major shareholder of the Company, Alessandro Giglio, comes back to the Group's leadership, helped by a new team of managers of prime standing in order to reach the Group's ambitious objectives and goals.

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Alessandro Giglio, CEO and Chairman of Giglio Group, declared: "I retake the leadership of the company in order to dedicate myself to new and important projects related to the Martech, Marketing Automation and Artificial Intelligence worlds, sectors that are currently undergoing a strong growth and that will contribute to shape the global society of the 21st century. To help me in this task, there will be a strengthened team composed of new managers of great experience and professionalism, who will work closely with me; together, we will reach ambitious objectives as early as 2022. My personal welcome then go to the new CFO and Financial Reporting Officer, Francesco Barreca, to Gregory Sicignano, who will guide the Marketing Department, and to Paolo Sordi, our new Digital Strategist. For the occasion, we decided to usher in this new image of the Group with an entirely new logo."

New appointments in the Company's top management

Alessandro Giglio retakes the leadership of the Company as its CEO in order to dedicate himself to the development of new and ambitious projects related to the Martech world, and he will do so together with a new team of great professionals. For the purpose of ensuring the utmost business continuity, Marco Belloni, the outgoing CEO, shall remain a member of the Board of Directors, besides following the coordination of extraordinary operations and holding his actual offices in the Group's subsidiaries, thus personally contributing to the Company's development.

In order to accelerate the growth of the Company, starting from 1 December 2021, the new Marketing Manager Gregory Sicignano shall begin working for the Group, counting on his important previous experiences in Amazon as Marketplace Manager and, before that, in Smartbox, GTI Voyages, Natixis Pramex International and Nicolas UK of the Castel Group.

Moreover, again in the marketing division, the team welcomed a few days ago the appointment of Paolo Sordi as Company's new Digital Strategist, a professional with thirty years of experience and an expert in Digital and Web Marketing, Blockchain, AI and Virtual Reality. Sordi is tasked with horizontally unifying the Group's Digital stance along all of its business axes, thus ensuring that every single client can access an array of omni-channel services according to its specific needs.

Important changes affected also the reorganisation of the Corporate division and, more specifically, of the finance area. In order to complete the migration process towards a new, centralised ERP and to automate and evolve several important administrative and accounting processes within a business model as diverse as Giglio Group's, Francesco Barreca is appointed as the new CFO and Financial Reporting Officer, replacing Carlo Micchi. Barreca is a senior professional with consolidated experiences in well-structured companies such as BDO Italia S.p.A., Seri Plast and RSM S.p.A., and boasts a deep knowledge of both national and international accounting standards.

Briefly, the new management team shall be structured as follows:

- CEO: Alessandro Giglio
- CFO and Financial Reporting Officer: Francesco Barreca
- Marketing Director: Gregory Sicignano (starting from 1 December 2021)
- Digital Strategist: Paolo Sordi

Alessandro Giglio thanks, on behalf of the Company, Marco Belloni for the strong acceleration given to the Group in its transformation process of the business model. Wishing him all the best for his new professional activity, Alessandro Giglio thanks Carlo Micchi, outgoing CFO and Financial Reporting Officer, for allowing the Group to grow and develop during the hard period of the COVID pandemic.

Carlo Micchi did not receive any severance indemnity and, on the basis of the information disclosed to the Company and the public, Micchi does not hold, as of today, any share of the Company.

Analysis of Giglio Group's consolidated results

It is stated that, under the provisions of IFRS 5 accounting standards "Non-current assets held for sale and discontinued operations", the economic results of the media sector related to the previous fiscal year have been represented as "Discontinued operations".

The consolidated revenues, equal to $\[\in \]$ 28.4 million, dropped by $\[\in \]$ 5.8 million (-17.1 %) if compared to the consolidated figures of the same period for the previous fiscal year ($\[\in \]$ 34.2 million as of 30 September 2020). This drop can be ascribed to the postponement of the delivery of B2B e-commerce sector's goods, which will take place after 2021 Q3 due to the global turmoil in the logistic and transport sectors recorded during the summer months and to the end of the Healthcare sector's sales, which had contributed to support the revenues during 2020.

The total of operating costs, accounting for € 25.2 million (€ 28.1 million consolidated figures as of 30 September 2020), slightly decreased in proportion with the revenues' decrease, especially for the newly-initiated activities (the marketing automation and artificial intelligence projects and the international agreements such as EDrone's).

Payroll costs dropped by € 275,000 in witness of the current streamlining of structural costs.

The EBITDA, negative by \in 0.9 million (\in 2.2 million consolidated figures as of 30 September 2020), dropped if compared to the previous year mainly because of the performance of the Healthcare division over the same period from the previous fiscal year. It is also noted that the Company is currently providing new digital services such as Marketing Automation, besides carrying out an intense negotiation activity with new clients.

The EBIT is negative by € -2.1 million (€ 0.3 million consolidated figures as of 30 September 2020).

The Group net financial debt amounts to € -16.2 million, highlighting a deterioration on 31 December 2020 (€ -10.7 million) of € 5.4 million.

The Net Profit amounts to € -2.9 million (€ 0.07 million consolidated figures of the same period in the previous fiscal year).

The Board of Directors of the Company still recorded a reduction of share capital due to significant losses as per Art. 1446, par. 1 of the Italian Civil Code. It is also noted that, as announced in the press release of 13 September 2021, the provisions set forth in Art. 2446, par. 2 of the Italian Civil Code for writing-off the losses are mandatory only should the situation continue until the approval of the Company's Financial Statements as of 31 December 2025, notwithstanding the continuous attention of the Company and of the Board of Directors on the issue.

Financial and Capital Position Overview as of 30 September 2021

The Net Invested Capital of the Group as of 30 September 2021, equal to € 15.6 million, is mainly comprised of Net Fixed Assets of € 18.2 million, of Net Working Capital totalling € -2.4 million and of the Provisions for risks and charges, which mainly includes the Provisions for employee benefits.

Property, plant and equipment, equal to € 1.1 million (€ 1.4 million as of 31 December 2020), are stable if compared to the previous year.

Intangible Assets, equal to € 16.4 million, are mainly ascribable to the goodwill for the acquisition of Giglio Fashion, of the IBOX SA Group, of E-Commerce Outsourcing S.r.l. an of Salotto di Brera S.r.l.. The movement (net of the period's amortisations) refers to increases for capitalised development costs borne entirely for the implementation and integration of IT platforms. As far as the purchase of Salotto di Brera S.r.l. is concerned, which took place in 2021 Q1, pursuant to IFRS 3, this difference has been attributed temporarily to the goodwill; it is noted that the Group reserved the right to finalise the accounting of said acquisition in the coming 12 months following the purchase.

Financial Fixed Assets, equal to € 0.5 million, are ascribable to the guarantee deposits paid relating to rental contracts for the buildings at Milan and Rome.

The Group's net financial debt amounts to € -16.2 million, highlighting a decrease on 31 December 2020 (€ -10.7 million) of € 5.4 million. This change is mainly due to the drop in liquidity related to the e-commerce business seasonality, which provides for an increase in liquidity over Christmas and Black Friday.

The Group highlights an increase in financial debt: for the current part, of € 1.4 million ascribable to greater banks' exposures; for the non-current part, of € 1.8 million of net balance between new funding obtained and paid reimbursements. As described above, the Company had the chance to halt the payments of the instalments of the outstanding mortgages (so-called moratorium) pursuant to Art. 56 of Legislative Decree 18/2020 ("Heal Italy" decree), as converted with amendments by Law no. 27 of 24 April 2020 and renewed by Art. 65 of Legislative Decree 104/2020 (the so-called "August Decree") as converted with amendments by Law no. 126 of 13 October 2020 and as extended by Art. 1, par. 248 of the Budget Law 2021 (Law no. 178 of 30 December 2020). Following the latest extension, executed through Legislative Decree no. 73/2021 as converted with amendments by Law no. 106 of 23 July 2021, the suspension terms agreed with the credit institutions in April 2020 and subsequently extended were moved to 31 December 2021.

Significant Events During the First Nine Months of the Fiscal Year

On 12 January 2021, Giglio Group S.p.A. signed a binding agreement for the purchase of Salotto Brera - Duty Free S.r.l., a company engaged in a national and international level in the distribution and trading of fashion and food products.

On 23 February 2021, E-Commerce Outsourcing S.r.l. ("ECO"), a subsidiary of Giglio Group S.p.A., subscribed an agreement with 7Hype S.r.l. ("7Hype"), aimed at integrating one of 7Hype's business units in the Group's structure. 7Hype is the first Italian company specialised in Marketing Automation activities and operates at an international level through its brands "7Hype – Marketing Automation" and "Marketing Automation Academy".

On 03 March 2021 the Board of Directors of the Company approved an update to the Industrial Plan 2021-2025. With the new Industrial Plan of Giglio Group, the Company updates its previous sales estimates for the future fiscal years, thus taking into account also the integration of the business carried out by the subsidiary E-Commerce Outsourcing S.r.l., the newly-acquired Salotto di Brera S.r.l. and the integration of 7Hype business branch.

On 11 May 2021, the Board of Directors of the Company resolved on the following with regard to the Financial Statements as of 31 December 2020:

- The Company must reduce its capital by more than a third due to losses, as per Art. 2446, par. 1 of the Italian Civil Code. 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.
- Said deadline for the losses accrued as of 31 December 2020 and amounting to € 8.4 million, is now postponed to the following fifth fiscal year, pursuant to the provisions set forth in Art. 6 of Legislative Decree no. 23 of 8 April 2020 (the so-called "Liquidity Decree", converted with amendments in Law no. 40 of 5 June 2020) "Temporary provisions on capital reductions", as amended by Law no. 178 of 30 December 2020,

which allows listed companies to temporarily suspend some provisions on capital reductions for losses (Art. 2446 and 2-bis), postponing to the following fifth fiscal year the obligation to offset the losses.

• The Board of Directors executed the residual part of the share capital increase already delegated by the Shareholders' Meeting of 12 November 2020, amounting to € 2.2. million.

On 8 June 2021, Giglio TV HK transferred its own subsidiary Media 360 HK to Giglio Group S.p.A. for a countervalue of 100 HKD (€ 11).

On 21 June 2021, the Ordinary Shareholders' Meeting of the Company approved, with the terms proposed by the Board of Directors, the Financial Statements as of 31 December 2020. The Statutory Financial Statements show a loss for the period of € 8,419,120.00 that, considering the existing reserves, produced a reduction of the share capital greater than one-third of said capital and is thus relevant pursuant to Art. 2446, par. 1 of the Italian Civil Code; the Shareholders' Meeting subsequently resolved to carry forward said loss, taking into account the Board of Directors' commitment to proceed with the residual part of the proxy for the share capital increase already granted pursuant to Art. 2441, par. 4 of the Italian Civil Code by the Shareholders' Meeting on 12 November 2020 with the emission of a maximum of further 1,221,547 shares by 30 June 2021.

Moreover, the Shareholders' Meeting:

- Appointed the new Board of Directors setting the number of members to 5 and appointing the following new directors:
 - o Alessandro Giglio Chairman of the Board of Directors
 - o Anna Maria Lezzi Member
 - o Marco Riccardo Belloni Member
 - o Francesco Gesualdi Independent Member
 - o Sara Armella Independent Member
- Appointed two Statutory Auditors, Giorgio Mosci and Marco Andrea Centore, and an Alternate Auditor, Gianluca Fantini.
- The Board of Directors was authorised to purchase the Company's own shares.
- The adoption of the Stock-Option Plan called "2021-2028 Stock-Option Plan" was approved.
- The Board of Directors, pursuant to Art. 2443 of the Italian Civil Code, was vested with the power to increase the share capital of the Company for a period of five years from the Meeting's resolution, upon payment and in separate issues, for a total amount of € 180,000 by issuing a maximum of 900,000 ordinary shares to be used only within the scope of the "2021-2028 Stock-Option Plan".

On 28 June 2021, Giglio Group S.p.A. completed the allocation of no. 1,221,547 ordinary, newly-issued shares, at a price of € 1.78 per share, for a total value of € 2,174,353.66. The value of the capital increase thus amounted to € 244,309.40 in nominal value and € 1,930,044.26 at share premium. Meridiana Holding S.r.l.,

majority shareholder of the company, subscribed no. 485,547 shares, equal to 39.75% of the capital increase.

On 29 June 2021, Ibox SA ("Ibox") subscribed a private written settlement with a counterparty (a supplier of technical services and software). As a matter of fact, Ibox had caused objections concerning serious technical issues with the software and, pending the settling of the issue, it had accrued € 850,290.23 in trade payables.

On 30 June 2021, Giglio TV HK was transferred to a third party for a countervalue of 100 HKD (€ 11), with the consequent deconsolidation of the investment.

On 15 July 2021, Giglio Group S.p.A., via its subsidiary Salotto di Brera S.r.l., subscribed a framework trade cooperation agreement with multinational Greenland Global Commodity Trading Hub Group, a Chinese state-controlled enterprise engaged in the consumption strategies' sector and in the high-quality international trade.

On 5 August 2021, the subsidiary E-Commerce Outsourcing S.r.l. obtained a € 2 million funding from Banca Progetto S.p.A. in order to support its technological investments. This funding is refundable in 72 monthly instalments starting from 31 March 2022 and ending on 31 August 2027, with an interest rate equal to onemonth Euribor increased by a 4.5% spread.

On 1 September 2021, Giglio Group S.p.A., through its subsidiary 7Hype, signed an important cooperation agreement, in exclusive for Italy, with "Edrone", a Polish company specialised in Al-powered Marketing Automation software for ecommerce for an even faster customised messaging service designed for sales.

On 10 September 2021, the Company reached an agreement with Meridiana Holding S.r.l. for the reimbursement in one single instalment of the funding granted by the latter to the former by 31 January 2023, while Giglio Group S.p.A. shall have to pay, starting from 30 September 2021 and until 31 January 2023, the interests accrued monthly.

On 15 September, the Company signed two important framework trade cooperation and distribution agreements for luxury products, one with the Chinese company Eursell and the other with the Belarussian MarketLiga. Eursell is a global platform of luxury brands and shall promote the e-commerce market in China.

On 21 September 2021, the Ordinary Shareholders' Meeting of the Company, following the waivers by a candidate Standing Auditory and a candidate Alternate Auditor announced by Giglio via press release on 21 June 2021, resolved on the appointment of a Standing Auditor and of an Alternate Auditor in order to integrate the Board of Statutory Auditors.

Significant Events Following the First Nine Months of the Fiscal Year

On 5 October 2021, the Company, through its subsidiary E-Commerce Outsourcing S.r.l., currently engaged in marketing automation activities through its leased business branch "7Hype", developed an innovative product validated by Tech Data, which allows for the hyper-customised communication with both the final users and all companies, resellers, distributors and business partners involved in each specific sector.

On 9 October 2021, the Company reimbursed the MiniBond SACE instalment, which was due to expire.

Outlook

The permanence of risks and uncertainties related to COVID-19 pandemic requires further prudence in facing the near future. Even though, apparently, the e-commerce may seem to be aided by the forced slowdown of physical retail, and the ongoing cultural shift may reasonably lead towards the growth of digital stores (as seen also in the first months of 2021), the fact that the economic system is currently facing an incessant consumption crisis cannot be undervalued. It is evident, then, that the benefit of digital sales increases is not enough to support the decline of the other channels and, as such, productive companies will have to accelerate on the implementation of change, operational streamlining and digitalization processes. In this scenario, out B2C - E-Commerce Service Provider division will inevitably become subject to pressure for the numerous technological updates requested by our clients in order to increase sales and services more than proportionally if compared to an organic channel evolution that should have happened were we in a normal context. This situation, which is obviously going to saturate the productive capacity of the Group, calling for a constant investment to support growth, also implies 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. The challenge the Group has to face in the following months is to remain in line with the requests of its clients, giving them greater attention, and to focus on new projects only in order to build long-term relationship with an elevate added value for the client and the Group both. In this context, the Group shall differentiate between sectors so as to reduce its dependence on the fashion world, thus focusing also in those sectors were business is already operative, such as e-commerce for retail, design, home decor, healthcare and food products.

At the same time, given the new business strategies of some large clients, who relied only on the online channel as their trade source, thus deciding to recentralise all of the activities outsourced up to that moment, the reference target of the Group was confirmed to be excellent, medium-sized companies in their own category.

The B2B division, enabler for the marketing of products towards the marketplaces and the international distribution, on the one hand, benefits from the growth of its clients' marketplaces that, in turn, increases its volumes and market share in a quick and constant way, and on the other hand, is subject to a constant pressure on prices brought about by consumers' impoverishment, that leads marketplaces to implement significant promotions in order to keep purchases on a constant basis. Along with said context, the duties applied by the USA in China for import goods further squeeze the division's chances of growth, which shall operate more and more strategically and selectively with its partnering brands, increasing the number of marketplaces and countries and integrating the processes so as to boost efficiency. The expectations for this division are being driven by the growth of its clients, albeit more and more demanding, by investing in business development in order to constantly consider new operators and new channels, but also by increasing the product categories in which to operate (fashion sector aside).

From the sales analyses of 2021 Q3, a substantial stability of the B2C emerged, recording growing numbers on a constant scope of clients, thus confirming 2021 budget as of Q3. Indeed, the current negative change, if compared to the previous year, is mainly due to the loss of some clients in April-July 2020. A slowdown in B2B is recorded, because the PPEs sales of the same period in 2020 was not adequately replaced during 2021. The Group expects to mitigate the effect of this lack of turnover with Christmas' and Black Friday's sales.

Moreover, the potential of the newly-acquired Salotto di Brera S.r.l. is not still fully expressed, as the same company operates mainly with international clients that, working on cruise ships, airports and NATO bases, recovered their activities, albeit partially, only during 2021 Q2. Signals of strong recovery can be recorded especially in Asian and Middle-Eastern countries, thus generating expectations for an increase in the turnover of the subsidiary starting from 2021 Q4.

The Executive Officer for Financial Reporting, Mr. Carlo Micchi, declares that the accounting information contained in the present press release corresponds to the accounting figures, book and documents, pursuant to Art. 154-bis, par. 2 of the Consolidated Act. The Interim Financial Report is made available on the Company's Website at www.giglio.org in the "Investor Relations" section, as well as on the authorised storage system www.emarketstorage.it

Main consolidated economic data

(Euro thousands)	30.09.2021	30.09.2020	Change
Revenues from contracts with customers	28,409	34,252	(5,843)

(2,906)
(0.0)0/
(6.6)%
(275)
(3,181)
(9.9)%
142
(3,039)
(274)
(3,313)
372
(2,942)
(10.1)%
(10.3)%

The main balance sheet figures of the Group as of 30 September 2021 are as specified below:

(Euro thousands)	30.09.2021	31.12.2020	Change
Intangible Assets	16,375	15,411	964
Property, Plant and Equipment	1,169	1,356	(187)
Financial Fixed Assets	486	671	(185)
Total Fixed Assets	18,030	17,438	592
Inventories	3,222	1,754	1,468
Trade receivables	11,234	9,951	1,283
Trade payables	(11,531)	(13,591)	2,060
Operating/Commercial Working Capital	2,925	(1,886)	4,811
Other current assets and liabilities	(5,312)	(4,072)	(1,240)
Net Working Capital	(2,387)	(5,958)	3,571
Provisions for risks and charges	(718)	(885)	167
Deferred tax assets and liabilities	695	442	253
Net Invested Capital	15,620	11,037	4,583
Net Invested Capital of Sales Activities	-	-	-

Total Net Invested Capital	15,620	11,037	4,583
Equity	535	(325)	860
Net financial liabilities*	(16,155)	(10,712)	(5,443)
Total Sources	(15,620)	(11,037)	(4,583)

The net financial debt (determined in accordance with Consob communication No. DEM/6064293 and illustrated below) as of 30 September 2021 and 31 December 2020 is as follows:

	(Euro thousands)	30.09.202 1	31.12.202 0	Change
Α.	Cash	3,115	5,085	(1,970)
В.	Bank and short-term deposits and cheques	_	-	-
C.	Securities held for trading	2	2	-
D.	Cash & cash equivalents (A)+(B)+(C)	3,117	5,087	(1,970)
E.	Current financial receivables	240	480	(240)
F.	Current bank payables	(2,150)	(826)	(1,324)
G.	Current portion of non-current liabilities	(2,183)	(1,851)	(331)
Н.	Current bond loan	(770)	(500)	(270)
l.	Other current financial payables	(409)	(919)	510
	of which with Related Parties	0	(493)	493
J.	Current financial liabilities (F)+(G)+(H)	(5,511)	(4,096)	(1,415)
K.	Net current financial liabilities (I) + (E) + (D)	(2,154)	1,471	(3,625)
L.	Non-current bank payables	(8,085)	(6,412)	(1,673)
М.	Bonds issued	(4,056)	(4,304)	248
N.	Other non-current payables	(1,859)	(1,467)	(392)
	of which with Related Parties	(637)	(417)	(220)
О.	Non-current financial liabilities (K)+(L)+(M)	(14,000)	(12,183)	(1,818)
P.	Net financial liabilities (J)+(N)	(16,155)	(10,712)	(5,443)

Information on Giglio Group

Founded by Alessandro Giglio in 2003 and listed on the STAR segment of Borsa Italiana ever since 2018, Giglio Group is the leading company for the design, creation and management of high value-added e-commerce platforms in Italy for Fashion, Design, Lifestyle and, more recently, Food and Healthcare sectors. The Company is based in Milan, but it is also present with offices in New York, Rome, Lugano and Genoa. 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 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.

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