



**Interim Financial Report
as of 30 September 2023**

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Interim Financial Report

of the Condensed Consolidated Financial Statement as of

30 September 2023

Company Information

Registered office

Giglio Group S.p.A.
Piazza Diaz 6
20123 Milan

Legal Information

Share Capital subscribed and paid-in € 4,393,604.40
Economic & Admin. Register No. 1028989 Tax no. 07396371002
Registered at Milan Companies Registration Office with no. 07396371002
Website www.giglio.org

Registered office and Headquarters

Piazza Diaz 6, Milan

Operational headquarters

The offices of the company are as follows:

Registered office – Piazza Diaz 6, Milan

Operational office – Via dei Volsci 163, Rome

Operational office – Piazza della Meridiana 1, Genoa

Corporate Boards

Board of Directors

Alessandro Giglio	Chairman and Chief Executive Officer
Anna Lezzi	Executive Board Member
Francesco Gesualdi	Independent Member
Carlo Micchi	Member
Maria Cristina Grillo	Non-executive and Independent Member

Board of Statutory Auditors

Giorgio Mosci	Chairman
Lucia Tacchino	Standing Auditor
Marco Centore	Statutory Auditor
Chiara Cosatti	Alternate Auditor
Gianluca Fantini	Alternate Auditor

Internal Control, Risk and Related-Parties Committee

Francesco Gesualdi	Chairman
Maria Cristina Grillo	

Appointment and Remuneration Committee

Maria Cristina Grillo	Chairwoman
Francesco Gesualdi	

Executive Officer for Financial Reporting
Carlo Micchi

Independent Auditor
Audirevi S.p.A.

*The Board of Directors and the Board of Statutory Auditors shall expire upon the approval of 2023 Financial Statements. The Shareholders' Meeting, on 21 July 2023, appointed Audirevi S.p.A. as its official Auditor for the 2023-2031 period.

1. Introduction

Giglio Group is engaged in the e-commerce of high-end fashion products, in the design products' sector and in the food segment. The Group's mission is to provide technological support to a growing number of prime brands (in all categories served) in their business transformation towards digital omni-channel strategies worldwide.

Founded on 2003, the Group offers tailor-made B2B and B2C services to various industries, mainly with "Made in Italy" brands, covering the whole supply chain, from the creation of e-commerce platforms to storage management on a global scale, up to brands' connection with major digital marketplaces. Indeed, Giglio Group is not only a B2C technology platform for the fashion world, but proposes a broad range of services connecting brands on various digital platforms with consumers across the globe, having also expanded its activities towards the food, design, electronics, DIY and physical well-being industries. Moreover, thanks to its "engagement & marketing automation" division, the Group can now offer evolved digital solutions that allow its customer base both to improve the performances of their own e-commerce website and to open up new B2B and B2C sales processes, or to new national and international markets, by gaining the loyalty of their clients, boosting and digitalising the direct sales force and incentivising and rewarding trades.

The innovative and commercial offer of Giglio Group follows and tries to anticipate the changes in the relationship between brands and consumers. New technologies enable the evolution of sales channels, while the products' life-cycle changes and evolves too, forcing brands to shape their offers around the client and its needs. New business opportunities thus open up in the market, and brands must monitor them, if not autonomously, with the support of competent operators. This is the inevitable evolution of the relationship between brands and their clients, which is not set in stone anymore. Moreover, in the fashion sector, this relationship is not only linked with the change of the collections season after season, but it is also continually moving according to the different digital touchpoints, which, by changing quickly and by offering a more and more sophisticated supply range, bring about a continuous interaction between brands and clients on a global scale.

THE BUSINESS MODEL AND ITS STRENGTHS

Giglio is conceived as a Digital Enabler for brands capable of offering them a presence in the digital and selective distribution worlds by interconnecting through its omni-channel technologies all of its sales channels, thus aiming to become a fully outsourcing Omni-channel Platform for fashion, design and food brands.

With the launch of design and food sales, Giglio Group boasts a unique, high-standing customer base and a complete and innovative range of business and digital services for its brands and their consumers, along with a proprietary omni-channel infrastructure called "Terashop" serving Italian and European excellence in their respective categories and connecting them to the new frontiers of digital sales and interconnected selective channels worldwide.

Giglio boasts its own directly integrated and integrable platform featuring the most popular e-commerce solutions adopted by brands worldwide, as well as major technological partnership that, together with the Company's know-how, make it a pivotal business and technological key-partner for brands' strategies.

Particularly in the Fashion sector, but not only, Giglio Group embraces the brands' different needs with regard to their presence in the digital space, offering services that can increase the value of their current distribution strategy:

- Physical Retail. According to the Group's philosophy, the physical retail must represent the physical lifestyle of the brand, in order to boost its popularity. Giglio Group's omni-channel technology can significantly improve the business and loyalty effectiveness of the physical retail through "click & collect" service, by recording loyalty on the sales point, by favouring products' return and exchange in the store, by providing in-store support for products available online via its "kiosk", reserved only for sales point, and via other "drive-to-store" technologies, as well as by digitally identifying the user in the store with marketing automation technologies.
- E-commerce. The first sales' pillar within the online world, and a consolidated strength for Giglio Group. Now part of all brands' DNA, the e-commerce offers a maximum catalogue range, an increasingly customised relationship with the clients, who can receive to-the-point information and offers thanks to the CRM technology amplified by the marketing automation software. It is the

essential element in the Industrial Plans of major brands, which qualifies the economic sustainability of the brand itself. Moreover, this channel helps accelerating the penetration in new areas, as well as keeping up the sales performance in the most mature markets, where physical sales are dropping significantly.

- E-Tailers (or Multi-Brand Stores) and Marketplace. E-tailers represent the main share of online sales worldwide, especially now that main physical department stores generate more than half of their revenues on their own online channels. The Marketplace channel amplifies the international online distribution of brands by increasing the customers' brand awareness and, in turn, the digital sales. Giglio Group's technological and business partnership can face the challenge to keep the brands' desired positioning and to correctly manage the in-season distribution, the specials sales and off-season goods within the high variety of digital supply now available on the market. More specifically, Giglio has accrued a significant experience in managing off-season hoods on main digital channels worldwide.

- International Distribution and Travel Retail. A paramount channel for brands' presence on an international level, but also for increasing their sales and expanding their popularity with international consumers. Giglio Group aims at increasing brands' sales via all of the international channels in which its proprietary omni-channel technology can allow for an interaction between the physical and digital retail, also during leisure travels.

Essentially, Giglio Group's mission is to lead brands through their sales transformation by activating the best combination of sales channels and economic model, accompanying its partner brands along the process in order to obtain a 100% sell-through rate for every season through the correct balancing of national and international physical channels with proprietary or third-party digital channels such as marketplaces.

In 2023, the Company operated with a full focus on the international distribution and e-commerce businesses. E-Commerce Outsourcing S.r.l. is an e-commerce company that invested predominantly in omni-channel technologies in Italy, and its platform allows to provide to brands and end customers a complete purchase experience by interconnecting physical and digital retail in all of the users' interaction touchpoints. By integrating Giglio Group's and E-Commerce Outsourcing S.r.l.'s technologies and know-how, it was possible to expand the Group's activity toward new sectors such as, specifically, GDS, Food and mass retailing, with a chance to apply

different business models: online sales with home delivery, products' collection from retail outlets, digital kiosks for in-shop sales, CRM systems, as well as B2B and B2E websites.

Moreover, E-Commerce Outsourcing S.r.l.'s acquisition, which took place a few years back, strengthened the Group's technical organisation thanks to the introduction of highly-specialised e-commerce experts in its workforce.

Moreover, following the purchase of Salotto di Brera S.r.l., which took place on 12 January 2021, the Group has become a reference player in the international distribution in the selective and exclusive travel retail channel, in which Salotto di Brera has built strong business relations over the years with main cruise lines, touristic and diplomatic airports, duty-free chain stores, touristic ports and NATO bases.

Over the first months of 2022, the new Giglio Meta Business Unit was launched, dedicated to the development of Metaverse and NFT projects and capable of ensuring the creation of the entire development process of a project, from the specific business sector analysis to the launch of NFTs on the market, besides producing multimedia, three-dimensional contents capable of engaging the user in a virtual experience unique in each Metaverse.

THE REFERENCE MARKET

According to a survey made by Fondazione Altagamma in 2022, in collaboration with various analysts, and called "Altagamma Consensus 2023", 2022 was a record-breaking year for the luxury market, which exceeded pre-pandemic levels. Solid growth was initially forecast for the entirety of 2023, but its performance is being affected by factors such as the rising trend in energy costs, growing inflation, shortages of raw materials, ongoing geopolitical tensions and the decline in purchasing power by certain consumer groups. The recovery and increase of tourist flows on a global scale, together with the consumption's rebound, seem capable of counterbalancing - however partially - the inflationary increase and the current uncertainty expected for 2023.

Overall, a 5% (Europe and North America) and 9% (Asia) increase in the annual consumption in the various markets is expected.

The distribution segment recorded higher increases in both the physical and digital retail, which will allow for the brands to strengthen their omni-channel strategy. Digital retail is expected to grow by 8% and physical retail by 7%. The digital wholesale will grow by 5.5%, while the physical one by 3.5%.

With regard to 2023, McKinsey & Company's report "The State of Fashion 2023" highlights a relatively slow growth in sales for the fashion market, ranging between 2-3% and characterised by a reduction in the European market (1-4% expected decrease) and a growth in China (2-7%) and in the United States of America (1-6%). These forecasts are affected by inflation.

Moreover, the new data regulation will open up a new chapter in the history of digital marketing, considering that the client targeting will become less efficient and more expensive. Brands are getting ready to embrace more creative campaigns and new channels such as retail media networks and the metaverse in order to obtain a greater return on marketing costs and to gather precious data that may be used to deepen clients' relations.

Group's Outlook on Luxury Goods Market

Giglio Group sees major market opportunities and seeks to deliver results by tapping immediately into increasing online channel usage, the growing importance of the Millennials and luxury consumer growth in China, in the Far East and in the other emerging markets. The Group's objective for 2023 is to link a global customer base directly with high-end, medium-sized fashion brands, that is, Italian excellencies that have yet to reach a global positioning and that, due to their size and the need to redesign their strategies, are showing the need to access new market segments by making use of an international business and technological partner such as Giglio Group.

Giglio Group envisages to continue strengthening its positioning in the reference market, i.e. as digital enabler of companies' business transformation through digital, logistic, marketing and international relationships' services for fashion brands, trying to attract an increased number of brands and aiming at increasing the volumes managed in all geographical areas and the number of marketplaces integrated in its platform. For 2023, the Company expects an increase in revenues caused by the annual growth of its current clients' portfolio, mainly due to the increased recovery of the market, to the increase in features that Terashop is constantly releasing to its clients in order to improve their revenues and to the duty-free market's recovery.

Furthermore, Giglio Group extended the supply of its services also to adjacent business areas, with specific focus on the design, retail chain stores and food industries, offering its omni-channel

platform to the main players of each segment, so that it can be integrated with physical sales points and the main reference marketplaces of those sectors.

Giglio Group is intensifying its efforts to increase its productive capacity in order to create more and more projects for e-commerce platforms, also by integrating the experience of a travel retail consumer, so as to face the astounding increase in demand for these goods via online sales.

Group's Business and Structure

Founded in 2003 by Alessandro Giglio, Giglio Group is today an e-commerce 4.0 company capable of promoting and distributing luxury “Made in Italy” commercial brands across the globe. Listed initially on the Italian Stock Exchange AIM Italia market since August 2015, then on the STAR segment since March 2018 and later on the MTA-Standard segment of Borsa Italiana S.p.A. starting from May 2023, the Group operates in 5 continents and in over 70 countries when considering all the countries served by its e-commerce services.

The Group's objective is to create a fully-integrated model both as far as distribution channels and business models are concerned.

The Company is involved both in B2C and B2B operations. The integration between the two main business models, Principal (B2B) and Agent (B2C), allows the Group to manage in an optimal way brand's warehouse stock, both on-season and off-season, aiming at a 100% sell-through rate.

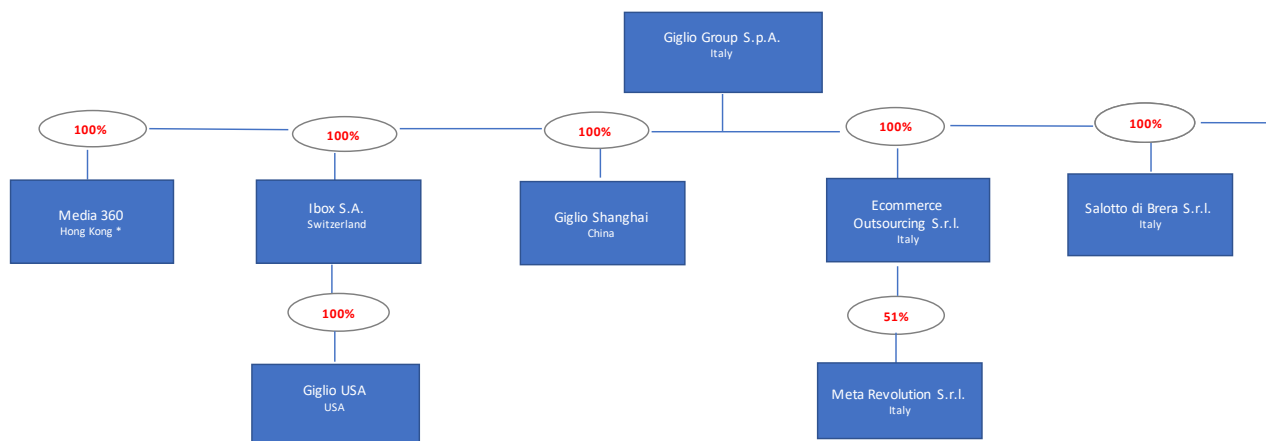
The B2C business model, managed by the subsidiaries Ibox SA and E-Commerce Outsourcing S.r.l. (the digital core of the group), consists in providing digital services for the management of monobrand websites for Fashion, Design and Food customers, as well as in offering integrated digital services aimed at improving the overall performances. Terashop is a unique technological platform capable of managing the mono-brand website, the omni-channel marketing requested by the sales points, the connection with the marketplaces, the integration with payment systems and logistics. Traded goods belong to the on-season collection of brands, which pay a fee on the sales and with which Giglio Group cooperates in their digital marketing strategy. No specific investment in working capital is needed, and there is no warehouse risk.

The B2B model, on the other hand, aims at facilitating brands' indirect online sales on behalf of major e-commerce platforms around the world, offering an additional distribution to physical networks.

On 15 January 2021, Giglio Group S.p.A. purchased the company Salotto di Brera S.r.l., engaged in B2B supplies for fashion, food and jewellery goods for cruise ships and duty-free stores in ports, airports and NATO bases.

Within the B2B model, Giglio Group directly manages logistics with the external warehouses, defines resale prices, manages the warehouse with a proved capacity to reduce stocks in a short time and with a high turnover of goods' index. Giglio Group collaborates with client e-commerce platforms on the basis of a defined sales plan which further diminished the risk of unsold items. The difference between the payment times to the brands, usually at the beginning of the season to reserve the stocks, and the collection times from the marketplaces, normally 90 days after the end of the season, generates a financial requirement that is optimized by a careful use of instrument in support of the working capital.

The Group corporate structure is reported below:



* Company being divested

On 21 December 2022, the Board of Directors resolved to transfer its investments in Media 360 Hong Kong and Cloudfood S.r.l., which are neither active nor productive. On 14 February 2023, the transfer of the 51% stake in Cloud Food S.r.l. was completed.

2. Significant Events During the First Nine Months of 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 23 February 2023, the Parent Company subscribed the capital share increase of its subsidiary Salotto di Brera S.r.l. for a total amount of € 975,000, thus bringing its Share Capital to € 1 million. The share capital increase was aimed at strengthening the subsidiary's assets.
- On 16 March 2023, the "Caput Mundi The Mall" shopping centre in the Vatican City was opened to the public, where the subsidiary 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 30 March 2023, the Board of Directors approved the new Industrial Plan 2023-2027, which replaces the Industrial Plan 2022-2026 and its underlying assumptions. In this regard, the Company proceeded to acquire an independent analysis by an Advisor of international standing, in which no high-level critical issues were highlighted (on a low-medium-high scale) in relation to the assumptions underlying the Industrial Plan such as to compromise the reliability or imply the unreasonableness of the aforementioned assumptions.
- On 4 April 2023, the Board of Directors approved the impairment test based on the results of the Industrial Plan, on which a leading consultancy firm has drawn up an in-depth report.
- 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 S.p.A..
- 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. Consequently, also the roles appointed to Armella in the

Committees will be taken on by the new director in possession of the necessary requisites of experience and competence, who shall be appointed by co-optation.

- 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.

3. Significant Events Following the First Nine Months of the Fiscal Year

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, which can be carried out (i) in a first part, following a resolution meeting by resorting to a private placement procedure compliant with market practice, including, where appropriate, that of accelerated bookbuilding (hereinafter "ABB"), evaluated with the support of MIT SIM S.p.A. which has been assigned the role of advisor and arranger of the operation and (ii) in a second part, in the event of failure to fully subscribe the increase within the deadline of 31 December 2023, through the exercise of the proxy in the manner that will be deemed most appropriate by the Board of Directors in relation to the market context. The share capital increase will be aimed at both qualified or institutional investors and, in any case, at all parties who have submitted expressions of interest, binding or non-binding, including the companies Meridiana Holding S.p.A. ("Meridiana") and Luxury Cloud S.r.l. ("Luxury"); Meridiana has undertaken to guarantee the share capital increase of a maximum amount of € 3 million in the event that no other investor joins the increase, as already indicated in Giglio Group's Interim Condensed Consolidated Financial Statements as of 30 June 2023. Since Alessandro Giglio is the controlling shareholder of the Company, of Meridiana and of Luxury, headed by director Anna Maria Lezzi, all related parties of the Company, the subscription of the

share capital increase by the latter could constitute transactions between relevant related parties pursuant to the Procedure for transactions with related parties in the version last approved by the Board of Directors on 30 June 2021 ("RPT Procedure") and to the Regulation adopted by Consob with resolution no. 11971 of 14 May 1999, as subsequently amended and integrated ("Issuers Regulation"). In particular, the amount of the possible subscription of the share capital increase by Meridiana could lead to the qualification of the subscription as a Transaction of Greater Importance pursuant to Art. 8.1 of the RPT Procedure, while any subscription by Luxury could constitute a Transaction of Lesser Importance pursuant to Art. 8.2 of the RPT Procedure. Nevertheless, the two transactions will be taken into account together.

On 31 October 2023, the entire share capital of its fully-owned subsidiary, IBox SA, a company incorporated under Swiss law, was sold. The operation involves the sale of shares for a total value of € 5,887,000. Following the transfer of the shares, Giglio Group 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 operation will not result in any overall cash flow or financial and economic benefits. This operation is strategic for the rationalization of corporate costs through the reduction of resources allocated to a foreign company which is no longer essential for Giglio Group's operations. This will lead to significant savings, both in terms of payroll costs, facilities, offices, and corporate expenses related to international operations. This industrial strategy is an integral part of a long-term reorganization plan of the group which aims to consolidate the activities of the Italian companies and divest those of the foreign companies, with the aim of concentrating Giglio Group as the sole 100% operational entity, in order to to maximize resource optimization and improve overall business efficiency. The transfer also concerns Ibox's US subsidiary called Giglio USA.

4. Outlook

Over the last three years, the global context was characterised by a sequence of three extraordinary events: i) the pandemic emergency, ii) the Russian-Ukrainian conflict, with the consequent energy and food crisis and iii) the return of a rising inflation and the end of ultra-expansive monetary policies.

The risks of the global macroeconomic outlooks are still significant and prone to deteriorate. The evolution of the Russian-Ukrainian conflict continues to represent one of the negative factors that may accentuate the slowdown of the world's economic activity. Moreover, the inflation represents a watershed in the various alternative scenarios hypothesised, which range from the most negative one - which foresees a 0.7% global economic growth with a 6.1% inflation - to the most positive one - 2.2% growth in the world's GDP with a 4.6 inflation (source: Oxford Economics, World Economics Prospects Monthly, January 2023).

In addition to this, China's decision to eliminate the so-called "zero-Covid" policy in December 2022 brought about a slowdown in industrial production, logistics services and consumption in that same month. During 2023 Q1, however, a significant increase of the same was recorded. There is optimism for the recovery of consumption, which should benefit from the sharp increase in the population's saving rate during the pandemic years, with positive impacts on domestic industries such as hospitality, tourism, textiles and clothing.

In this context, the e-commerce segment benefited from a cultural shift characterised by a constant growth in digital stores, facilitated by the slowdown of the physical retail.

Our B2C -E-Commerce Service Provider Division division is currently under pressure due to the numerous requests of technological updates made by our clients, aimed at increasing both sales and services to final consumers.

This situation calls 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 positioning with partnering brands (clients), considering that the Group is becoming more and more a technical and process partner, but also an outsourcing service provider.

In addition to maintaining solid relationships with the historical customers of the Giglio Group, the strengthening of the marketing activity already begun at the end of 2022 continues, also through the recruitment of qualified personnel, which made it possible in the first nine months of the year to obtain new significant contracts both from an economic point of view and for the quality of the contractors.

The expansion of the Travel Retail business of Salotto di Brera continued 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 reached following the conclusion of framework agreements with the Starboard and Harding groups. During 2023, the number of ships served by Salotto di Brera increased.

The development of the Travel Retail sector also continues in the airport sector. 2023 saw the openings of Vienna, Shenzhen and Kazan airports, and agreements are expected to be concluded with seven further airports between the end of the year and the beginning of the next one.

The subscription of an agreement which involves all the business units of the Group for the creation of a complete service to one of the main companies operating in the transport sector at European level is highlighted; in detail:

- 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 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 signing of new contracts with four leading fashion brands in the world.

The growth of the new business unit, launched in 2022 H2, relating to the production of merchandising for artists and large companies is expected; this business unit shall be engaged throughout 2023 in the production and online and on-tour distribution of the merchandising of the "Maneskin" rock band . Moreover, the company is engaged in advanced negotiations with other artists and companies of the same calibre.

5. Accounting Standards

This Interim Financial Report was prepared according to the same accounting standards used for the preparation of the Giglio Group 2022 Consolidated Annual Financial Statements.

6. Financial Highlights as of 30 September 2023

Alternative performance indicators

The Group utilises some alternative performance indicators, which are not identified as accounting measures within IFRS, for management's view on the performance of the Group. Therefore, the criteria applied by the Group may not be uniform with the criteria adopted by other groups and these values may not be comparable with that determined by such groups.

These alternative performance indicators exclusively concern historical data of the Group and determined in accordance with those established by the Alternative Performance Indicators Orientations issued by ESMA/2015/1415 and adopted by CONSOB with communication No. 92543 of December 3, 2015. These indicators refer to the performance for the accounting period of the present Interim Financial Report and of the comparative periods and not to the expected performance of the Group and must not be considered as replacement of the indicators required by the accounting standards (IFRS).

The alternative performance indicators utilised in the Financial Report are as follows:

Operating/trade working capital: calculated as the sum of Inventories and Trade Receivables net of Trade Payables.

Net working capital: the operating working capital net of other receivables/payables, tax receivables/payables.

Net capital employed: calculated as the sum of non-current fixed assets and net working capital.

Total Financial Debt (also Net Financial Debt): determined according to the provisions set forth in Consob Communication no. 6064293 of 28 July 2006 and in conformity with the Reference Note no. 5/21 issued by Consob on 29 April 2021 with regard to the ESMA32-382-1138 Orientation of 4 March 2021, by subtracting from cash and cash equivalents and from other current financial assets short/medium/long-term financial payables, trade payables and other medium/long-term debts.

EBITDA Adjusted: is determined adding to EBITDA non-recurring charges as detailed in the Directors' Report.

EBITDA: is the Operating result before Amortisation/Depreciation and Write-downs of tangible and intangible fixed assets.

EBIT: EBIT is the operating result reported in the income statement illustrated in the Explanatory Notes.

Gross Margin: The difference between total revenues and operating costs, made up of raw materials, ancillaries and consumables, changes in inventories, service costs and rent, lease and similar costs, adjusted for non-recurring costs.

Non-recurring costs: represented by income items that: (i) result from events or transactions that are not repeated frequently in the ordinary course of the Group's activities, or that result from non-recurrent events or facts; (ii) result from events or transactions which are not representative of the normal course of business.

Consolidated Financial Statements Overview as of 30 September 2023

The main balance sheet figures of the Group as of 30 September 2023 are specified below:

(Euro thousands)	30.09.2023	31.12.2022	Change
Intangible Assets	15,186	15,436	(250)
Property, Plant and Equipment	755	456	299
Financial Fixed Assets	261	247	15
Total Fixed Assets	16,203	16,139	64
Inventories	1,171	1,559	(388)
Trade receivables	11,462	10,134	1,327
Trade payables	(14,668)	(11,957)	(2,711)
Operating/Commercial Working Capital	(2,036)	(264)	(1,772)
Other current assets and liabilities	(1,850)	(3,328)	1,477
Net Working Capital	(3,886)	(3,592)	(295)
Provisions for risks and charges	(344)	(365)	22
Deferred tax assets and liabilities	957	875	82
Other non-current liabilities	-	-	-
Net Invested Capital	12,930	13,057	(127)
Total Net Invested Capital	12,930	13,057	(127)
Equity	3,590	4,317	(727)
Minority interest in equity	(39)	(43)	-
Net financial debt*	(16,480)	(17,331)	850
Total Sources	(12,930)	(13,057)	127

The Net Invested Capital of the Group at 30 September 2023, equal to € 12.9 million, is principally comprised of Net Fixed Assets (€ 16.2 million), and of Net Working Capital (€ -3.9 million).

Intangible Assets, equal to € 15.2 million, are mainly ascribable to the goodwill for the acquisition of Giglio Fashion, of the IBOX Group, of E-Commerce Outsourcing S.r.l. and of Salotto di Brera (collectively worth € 13.4 million). The movement describes (net of the period's amortisations) increases for capitalised development costs borne entirely for the implementation and integration of IT platforms on subsidiary E-Commerce Outsourcing S.r.l..

Property, Plant and Equipment (which also include the RoU on existing leasing contracts), equal to € 0.8 million, increased mainly (net of depreciation for the period) due to the recognition based on IFRS 16 of the commercial sublease contract of the property for office use located in Rome and stipulated between the company Giglio Group S.p.A. and the company Maxfactory S.r.l..

Financial Fixed Assets, equal to € 0.3 million, are ascribable to the guarantee deposits paid relating to rental contracts for the buildings at Milan and Rome.

The net financial debt (determined in accordance with Consob communication No. DEM/6064293 and illustrated below) as of 30 September 2023 and 31 December 2022 is as follows:

(Euro thousands)	30.09.2023	31.12.2022	Change
A Cash and cash equivalents	1,261	1,794	(533)
B Cash and cash equivalents			-
C Other current financial assets	2	2	0
D Cash & cash equivalents (A)+(B)+(C)	1,263	1,796	(533)
E Current financial liabilities	(1,596)	(2,881)	1,285
<i>of which with Related Parties</i>	-	(732)	732
F Current part of the non-current financial liabilities	(5,316)	(5,268)	(48)
G Current financial liabilities (E)+(F)	(6,912)	(8,149)	1,238
H Net current financial liabilities (G) - (D)	(5,648)	(6,353)	705
I Non-current financial liabilities	(8,202)	(7,896)	(306)
<i>of which with Related Parties</i>			-
J Debt instruments	(2,979)	(3,005)	27
K Non-current trade and other payables	(3)	(76)	73
L Non-current financial liabilities (I)+(J)+(K)	(11,184)	(10,977)	(207)
M Total financial liabilities (H)+(L)	(16,833)	(17,331)	498

The Group's Net Financial Debt amounts to € -16.8 million, as opposed to € -17.3 million as of 31 December 2022.

More specifically, the change in financial debt can also be ascribed to the following factors:

E. Current financial liabilities: The reduction is attributable to lower financial payables due to the use of advance lines and current accounts payable.

F. Current portion of non-current financial debt: the increase refers to the new loans taken out in Q1, net of the repayment of principal on previous loans.

I. Non-current financial liabilities: shows a reduction mainly due to the restatement of the current portion of loans following the month's reimbursements.

J. Debt instruments: As of 30 September 2023, the non-current Financial Debt includes the long-term EBB S.r.l. bond.

K. Non-current trade and other payables: This account as of 31 December 2022 mainly included the instalment debt for the purchase of subsidiary Salotto di Brera S.r.l.. During the first half of 2023, the debt was extinguished following the payment of the last instalment.

As of 30 September 2023, the net financial debt records the financial debt related to the EBB S.r.l. bond.

In compliance with market standards, the regulation governing the Debenture Bond's terms and conditions includes, other than the aforementioned elements, also (i) some commitments and limitations borne by the Company, including, by way of example but not limited thereto, financial covenants, as well as disclosure and industrial commitments and (ii) bondholders safeguards in the

case of events detrimental to their interests, which shall activate the acceleration clause and thus oblige the Company to fully redeem the Debenture Bond in advance (the so-called events of major importance). The industrial commitments mentioned above include the obligation to finalise the internationalisation project, whose content is attached to the Regulation of the Bond. Before recent amendments, the financial covenants to be respected throughout the life of the Bond were two, and more specifically: a) a gearing ratio, and b) a leverage ratio, as defined by the Regulation of the Bond. In particular: (a) the leverage ratio could not be greater than: (i) 4.5 for 2019 and 2020 and (ii) 3.5 starting from 2021 and until the expiration of the Bond; and (b) the gearing ratio could not be greater than 2 for the whole duration of the Bond.

On 28 June 2023, SACE, as guarantor of the bond loan, gave consent to the bond holder EBB S.r.l. upon grant of the waiver under the following terms and conditions:

- Consent relating to non-compliance with the financial parameters "leverage ratio" and "gearing ratio" (covenant holiday) is granted in relation to all the verification dates until full repayment of the bond loan. However, the commitments referred to in clause 11.2 (disclosure commitments) of the regulation of the bond loan by Giglio Group S.p.a. remain in force;
- Therefore the surety commitment of Meridiana Holding pursuant to Article 10 ("Regulation of the Loan, Financial Parameters and Further Commitment of the Guarantor") is to be considered no longer in force. In any case, it is understood between the parties that all other obligations and duties assumed by Meridiana Holding Srl pursuant to the guarantee and indemnity agreement dated 10 March 2020 shall remain in force and fully exercisable.
- In view of the above, it should be noted that with reference to the guarantee and indemnity agreement dated 10 March 2020, the guaranteed amount referred to in premise D is thus understood to be confirmed at € 1,500,000 together with the commitment to grant a pledge on the shares of Giglio Group S.p.a. for a total of € 4,152,000 in favour of SACE. The parties agreed that the pledge does not imply the possibility of exercising voting rights.
- The effectiveness of the consent was expressed is suspended until the date of receipt of the acceptance of the letter of consent countersigned by Giglio Group S.p.a., sent on 29 June 2023.

Consolidated Financial Activity Overview as of 30 September 2023

The key consolidated economic highlights are shown below.

<i>(Euro thousands)</i>	30.09.2023	30.09.2022	Change
Revenues from contracts with customers	22,924	27,849	(4,925)
Operating Costs	(18,792)	(24,161)	5,369
Gross Margin	4,131	3,688	443
Gross Margin %	18.0%	13.2%	4.8%
Payroll expenses	(2,318)	(2,878)	560
EBITDA	1,813	810	1,004
EBITDA%	7.9%	2.9%	5.0%
Non-recurring revenues (charges)	(7)	0	(7)
Amortisation, depreciation & write-downs	(871)	(900)	29
EBIT	935	(91)	1,026
Net financial charges	(921)	(835)	(86)
PROFIT BEFORE TAXES	15	(928)	943
Income taxes	96	78	18
PROFIT FOR THE PERIOD			
DISCONTINUED OPERATIONS (adjusted)	0	0	0
PROFIT FOR THE PERIOD	110	(849)	959
RESULT ATTRIBUTABLE TO MINORITY INTERESTS	(4)	(4)	(4)
GROUP PROFIT/(LOSS)	114	(849)	963
EBIT adjusted to non-recurring costs	942	(91)	1,033
EBIT%	4.1%	(0.3)%	4.4%
PROFIT FOR THE PERIOD%	0.5%	(3.0)%	3.6%

The consolidated revenues , equal to € 22.9 million, are dropping if compared to the consolidated figures of the same period for the previous fiscal year (€ 27.8 million consolidated figures as of 30 September 2022).

The EBITDA showed a positive trend, accounting for € 1,813,000 (€ 810,000 on consolidated figures as of 30 September 2022), ascribable to savings achieved with the supply and consulting contracts, as well as to the sales carried out with higher margins.

The Net Profit , equal to € 110,000, is improving significantly if compared to the previous year (€ - 252,000).

7. Segment disclosure

IFRS 8 accounting standard – “Operating Segments” requires the disclosure of detailed information for each segment, understood as being a component of an entity (i) who is capable of carrying out an activity that generates revenues and costs, (ii) whose operating results are periodically reviewed by top management for the purposes of adopting decisions concerning resource allocation and performance assessment, and (iii) for which separate budget information are available.

The Group identified three business areas (Business Units) after segmenting its activities with reference to the types of products, production processes and target markets:

1. B2B e-commerce
2. B2C e-commerce
3. Corporate.

The operating units within the above business units are as follows:

1. B2B e-commerce: Giglio Group Spa, Giglio USA, Salotto di Brera S.r.l. and Giglio Shanghai;
2. B2C e-commerce: IBOX SA, E-Commerce Outsourcing S.r.l., Giglio Shanghai and Meta Revolution;
3. Corporate: includes centralised Group functions which can not be assigned to the business units and mainly carried out by Giglio Group S.p.A.

The individual sector results (net of inter-company eliminations) are as follows:

	30 September 2023				
(Euro thousands)	B2B e-commerce	B2C e-commerce	B2B2C E-commerce	Corporate	Total
Revenues from contracts with customers	10,561	11,427	41	(0)	22,029
Other incomes	15	433	0	164	612
Capitalised costs	0	291	0	0	291
Total revenues	10,576	12,151	41	164	22,933
EBITDA	304	3,730	(4)	(2,355)	1,675
EBIT	253	3,158	(17)	(2,459)	936
EBT	73	2,799	(20)	(2,838)	15
Profit for the period	88	2,876	(20)	(2,834)	110

Over the course of the first nine months of the fiscal year, the B2B and B2C sector's revenues decreased if compared to the ones of the same period in the previous year.

The results of sectors at 30 September 2022 are as follows:

30 September 2022				
(Euro thousands)	B2B e-commerce	B2C e-commerce	Corporate	Total
Revenues from contracts with customers	18,490	8,839	0	27,329
Other incomes	42	204	136	381
Capitalised costs	0	138	0	138
Total revenues	18,532	9,181	136	27,849
EBITDA	1,738	1,240	(2,171)	807
EBIT	1,712	592	(2,397)	(93)
EBT	1,717	345	(2,990)	(928)
Profit for the period	1,683	384	(2,916)	(849)

8. Business seasonality

The Group's operations are affected by business seasonality, as reflected in the consolidated results.

Specifically, in the e-commerce sector sales volumes are highly concentrated respectively in the first, third and fourth quarters at the winter and summer sales, as well as during the Christmas periods.

9. Number and value of treasury shares and of shares in parent companies held by the company

The Company does not hold treasury shares or shares of the parent company.

10. Number and nominal value of treasury shares and shares or quotas of holding companies purchased or sold by the company in the period

The Company did not purchase or sell during the year treasury shares or shares of the parent company.

11. Significant shareholders and shares of the Issuer

At the date of the present interim financial report (30 September 2023) the official data indicates the following significant shareholders:

55,66% of shares held by Meridiana Holding S.r.l.

FINANCIAL STATEMENTS

- Condensed Consolidated Statement of Financial Position
- Condensed Consolidated Statement of Profit or Loss and Comprehensive Income
- Condensed Consolidated Statement of Changes in Equity
- Condensed Consolidated Statement of Cash Flows
- Consolidation scope

Condensed Consolidated Statement of Financial Position

Condensed Consolidated Statement of Financial Position (Euro thousands)	30.09.2023	31.12.2022
Non-current assets		
Property, plant & equipment	204	205
Right-of-use assets	551	251
Intangible assets	1,833	2,083
Goodwill	13,353	13,353
Investments in joint ventures	-	5
Receivables	261	242
Deferred tax assets	1,050	1,016
Total non-current assets	17,253	17,155
Current assets		
Inventories	1,171	1,559
Trade receivables	11,462	10,134
Financial receivables	2	2
Tax receivables and deferred tax assets	2,185	2,107
Other assets	4,972	1,635
Cash and cash equivalents	1,261	1,794
Total current assets	21,053	17,232
Total Assets	38,306	34,387
Equity		
Issued capital	4,394	4,394
Reserves	24,094	22,190
FTA Reserve	4	4
Retained earnings	(32,215)	(28,833)
Foreign Currency Translation reserves	18	7
Net profit/(loss)	114	(2,078)
Total Group Equity	(3,590)	(4,317)
Minority interest in equity	39	43
Total Net Equity	(3,551)	(4,274)
Non-current liabilities		
Provisions for risks and charges	-	-
Post-employment benefit funds	344	365
Deferred tax liabilities	93	141
Financial payables (non-current portion)	10,829	10,901
Other non-current liabilities	3	76
Total non-current liabilities	11,269	11,484
Current liabilities		
Trade payables	14,668	11,957
Financial payables (current portion)	6,912	8,150
Tax payables	8,059	5,420
Other liabilities	949	1,651
Total current liabilities	30,588	27,177
Total liabilities and Equity	38,306	34,387

Condensed Consolidated Statement of Profit or Loss

Condensed Consolidated Statement of Profit or Loss (Euro thousands)	30.09.2023	30.09.2022
Total revenues from contracts with customers	22,020	27,329
Other revenues	612	381
Capitalised costs	291	138
Change in inventories	(387)	(189)
<i>Purchase of raw materials, ancillary, consumables and goods</i>	(8,380)	(15,564)
<i>Service costs</i>	(9,692)	(8,127)
<i>Rent, lease and similar costs</i>	(143)	(211)
Operating costs	(18,215)	(23,902)
<i>Salaries and wages</i>	(1,697)	(2,139)
<i>Social security charges</i>	(511)	(580)
<i>Post-employment benefits</i>	(110)	(160)
Payroll expenses	(2,318)	(2,879)
<i>Amortisation</i>	(665)	(643)
<i>Depreciation</i>	(206)	(262)
<i>Write-downs</i>	(1)	6
Amortisation, depreciation & write-downs	(871)	(899)
Other operating costs	(197)	(71)
Operating profit	935	(92)
Financial income	31	77
Net financial charges	(952)	(913)
Profit before taxes	15	(927)
Income taxes	96	78
Profit for the period	110	(849)
Of which minority interest	(4)	(2)
Basic and diluted profit from continuing operations	0.0050	(0.0115)
Profit per share – basic and diluted	0.0052	(0.0087)

Condensed Consolidated Statement of Comprehensive Income

Condensed Consolidated Statement of Comprehensive Income (Euro thousands)	30.09.2023	30.09.2022
Profit for the period	110	(849)
Other comprehensive income		
<i>Other comprehensive income that will be reclassified to profit/(loss) in subsequent periods (net of tax)</i>		
Exchange differences on translation of foreign operations	12	32
Total other comprehensive income that may be reclassified to profit/(loss) in subsequent periods (net of tax)	12	32
<i>Other comprehensive income that will not be reclassified to profit/(loss) in subsequent periods (net of tax)</i>		
Actuarial loss on employee benefits obligations	(9)	(32)
Total other comprehensive income that will not be reclassified to profit/(loss) in subsequent periods (net of tax)	(9)	(32)
Total Comprehensive Income for the period	113	(849)

Condensed Consolidated Statement of Changes in Equity

Description (Euro thousands)	Issued capital	Reserves	FTA Reserve	Foreign Currency Translation reserves	Retained earnings	Net profit/(loss)	Group's Total	Third Parties	Consolidated Total
31 December 2022 Balance	4,394	22,190	4	7	(28,833)	(2,078)	(4,317)	43	(4,274)
Issue of share capital							-		-
Share premium reserve							-		-
Shareholders contributions to the corporate funds (or assets)		474					474		474
Retained earnings					(2,078)	2,078	-		-
IAS 19 Reserve		(9)					(9)		(9)
Exchange rate effect				12			12		12
Other changes					136		136	-	136
Profit for the period						114	114	(4)	110
30 September 2023 Balance	4,394	22,655	4	18	(30,775)	114	(3,590)	39	(3,551)

Statement of Cash Flows

Euro thousands

30.09.2023 30.09.2022

	30.09.2023	30.09.2022
<i>Cash flows from operating activities</i>		
Net profit from continuing operations	110	(849)
Net profit from discontinued operations	-	-
Adjustments to reconcile profit before tax to net cash flow:		
Depreciation and impairment of property, plant and equipment	65	81
Amortisation of right-of-use assets	141	182
Amortisation and impairment of intangible assets	665	643
Non-cash changes of provisions	(22)	(326)
Write-downs/(Revaluations)	1	(6)
Net foreign exchange differences	920	835
Income taxes	(96)	(78)
Changes in:		
Inventories	388	356
Trade receivables	(1,327)	(1,749)
Tax receivables	(79)	(277)
Current financial receivables	-	-
Other assets	(3,337)	31
Deferred tax liabilities	(48)	(48)
Trade payables	2,711	(108)
Tax payables	2,736	1,634
Right-of-use assets	(441)	266
IFRS16 financial payables	295	(632)
Other current and non-current liabilities	(775)	(1,257)
Change in net working capital	124	(1,785)
Changes in provisions	-	-
Changes in assets/liabilities held for sale/Discontinued operations	-	-
Cash flow generated from operating activities	1,907	(1,304)
Interest paid	(703)	(644)
Income taxes paid	-	-
Net cash flow generated from operating activities	1,204	(1,948)
<i>Cash flows from investing activities</i>		
Investments in property, plant & equipment	(64)	13
Investments in intangible assets	(415)	8
Acquisition of Salotto di Brera net of liquidity acquired	-	-
Changes in other intangible assets	(54)	(88)
Increase in investments in joint ventures	5	3
Change in consolidation scope	-	-
Net cash flow used in investing activities	(528)	(65)
<i>Cash flow from financing activities</i>		
Share capital increase	-	-
Change in Shareholders' Equity	613	186
New financing	3,304	4,354
Repayment of loans	(4,365)	(2,384)
Change in financial liabilities	(760)	(107)
Net cash flow used in financing activities	(1,208)	2,048
Net increase/(decrease) in cash and cash equivalents	(533)	36
Cash and cash equivalents at 1 January	1,794	2,474
Cash and cash equivalents at 30 September	1,261	2,510

Consolidation scope

Information on subsidiaries:

The consolidated financial statements of the Group include:

Consolidation scope

Giglio Group S.p.A.	Italy	Parent company	
E-Commerce Outsourcing	Italy	Subsidiary	100%
Salotto di Brera	Italy	Subsidiary	100%
Giglio USA	USA	Subsidiary	100%
IBOX SA	Switzerland	Subsidiary	100%
Giglio (Shanghai) Technology Company Limited	China	Subsidiary	100%
Meta Revolution S.r.l.	Italy	Subsidiary	51%
Media 360 HK Limited	HK	Subsidiary	100%

Companies consolidated under the line-by-line method:

Giglio Group S.p.A. (parent company)

Registered office Piazza Diaz No. 6, Milan and operational and administration offices Via dei Volsci No. 163, Rome – Share capital: € 4,394,000

More specifically, the Company operates in the e-commerce business line.

Ever since 20 March 2018, the Company was listed on the MTA Star market of the Italian Stock Exchange; since May 2023, however, the Company moved on to the MTA-Standard segment of the Italian Stock Exchange with a floating capital of approximately 35%; the corporate structure is present on the website: www.giglio.org.

E-Commerce Outsourcing S.r.l.

Registered Office: Via Sesia 5, 20017 Rho (MI)

Share capital: € 700,000

The Company is one of the major suppliers of outsourced e-commerce services.

Salotto di Brera S.r.l.

Registered Office: Piazza Diaz, 6 | 20123 Milan

Share capital: € 1,000.000

The company is engaged in B2B supplies for fashion, food and jewellery goods for cruise ships and duty-free stores in ports, airports and NATO bases.

GIGLIO USA LLC

Registered office: One Wall Street, 6th Floor

BURLINGTON, MA 01803

REPRESENTATIVE OFFICE

111 West 19th Street (6th Floor)

10011 New York, NY USA

Share capital: € 18,000, held 100% by Giglio Group S.p.A.

The Company is active in the Fashion division for the US market.

IBOX SA

Registered Office: Galleria 1 Via Cantonale, 6928 Manno, Switzerland

Share capital: € 1,700,000

The company is an e-commerce service provider managing websites for major made in Italy fashion brands.

Giglio (Shanghai) Technology Limited Company

Registered office: Shanghai International Finance Center

Century Avenue 8

Room 874, Level 8, Tower II

Shanghai, 200120

Share capital: € 40,000

The Company holds Chinese digital platforms, the ICP licences that allow it to operate on the Chinese web and the authorisations for Shenzhen's Free Trade Zone, as well as being the company of the Group appointed with carrying out sales of the Chinese and Korean market, but also for other markets of the Far East that are still under development.

Media 360 HK Limited

Registered Office: 603 Shung Kwong Comm. Bldg

8 Des Vouex Road West'

Hong Kong

Share capital: € 11,000

The company, fully owned by Giglio TV HK Limited, was established in execution of the transfer agreement for the Media assets to Vertice 360.

Meta Revolution S.r.l.

Registered Office: Piazza Diaz 6

Milan, Italy

Share capital: € 120,000 subscribed, of which 25% is paid.

The company's object is the development, production and marketing of high-tech, innovative products or services in the NFT sector.

Statement of the Executive Officer for Financial Reporting in accordance with article 154-bis, par. 2 of Legislative Decree No. 58/1998 (Consolidated Finance Act)

I, the undersigned, Carlo Micchi, in my quality as Financial Reporting Officer of Giglio Group S.p.A., hereby certify that, pursuant to the provisions set forth in Art. 154-bis, par. 2 of Legislative Decree no. 58 of 24 February 1998, the Interim Financial Report as of 30 September 2023 corresponds to the accounting figures, books and documents.

Milan, 13 November 2023.

The Financial Reporting Officer

Carlo Micchi