



Natuzzi S.p.A

Annual Report on Form 20-F

2022

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 20-F

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended: December 31, 2022

Commission file number: 001-11854

NATUZZI S.p.A.

(Exact name of Registrant as specified in its charter)

Republic of Italy

(Jurisdiction of incorporation or organization)

Via Iazzitiello 47, 70029, Santeramo in Colle, Bari, Italy

(Address of principal executive offices)

Mr. Pietro Direnzo

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(Name, telephone, e-mail and/or facsimile number and address of company contact person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
American Depositary Shares, each representing five Ordinary Shares	NTZ	New York Stock Exchange
Ordinary Shares, with a par value of €1.00 each*		New York Stock Exchange*

*Not for trading, but only in connection with registration of American Depositary Shares

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

As of December 31, 2022: 55,073,045 Ordinary Shares

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act.

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (§ 15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as issued Other
by the International Accounting Standards Board

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

In this annual report on Form 20-F (the “Annual Report”), references to “€” or “Euro” are to the Euro and references to “U.S. dollars,” “dollars,” “U.S.\$” or “\$” are to United States dollars.

The consolidated financial statements of Natuzzi S.p.A. as at December 31, 2022 and 2021 and for the years ended December 31, 2022, 2021 and 2020 have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS”), including interpretations issued by the IFRS Interpretations Committee (“IFRS IC”) applicable to companies reporting under IFRS. The consolidated financial statements and the notes thereto included in Item 18 of this Annual Report are referred to collectively as the “Consolidated Financial Statements”.

All discussions in this Annual Report are in relation to IFRS, unless otherwise indicated.

In this Annual Report, the term “seat” is used as a unit of measurement. A sofa consists of three seats; an armchair consists of one seat.

In this Annual Report “revenue” is also referred to as “net sales”.

The terms “Natuzzi,” “Natuzzi Group,” “Company,” “Group,” “we,” “us,” and “our,” unless otherwise indicated or as the context may otherwise require, mean Natuzzi S.p.A. and its consolidated subsidiaries.

None of the websites referred to in this Annual Report, including where a link is provided, nor any of the information contained on such websites is incorporated by reference in this Annual Report.

FORWARD-LOOKING INFORMATION

The Company makes forward-looking statements in this Annual Report. Statements that are not historical facts, including statements about the Group's beliefs and expectations, are forward-looking statements. Words such as "believe," "expect," "intend," "plan," "anticipate," "likely," "project," "target," "seek," "goal," "aim," "could," "should," "would," "may," "might," "will," "strategy," "future," "continue," "potential" and similar expressions are intended to identify forward-looking statements but are not exclusive means of identifying such statements. These statements are based on management's current plans, estimates and projections, and therefore readers should not place undue reliance on them. Forward-looking statements speak only as of the dates they were made, and the Company undertakes no obligation to update or revise any of them, whether as a result of new information, future events or otherwise.

Projections and targets included in this Annual Report are intended to describe our current targets and goals, and not as a prediction of future performance or results. The attainment of such projections and targets is subject to a number of risks and uncertainties described in the paragraph below and elsewhere in this Annual Report. See "Item 3. Key Information—Risk Factors."

Forward-looking statements involve inherent risks and uncertainties, as well as other factors that may be beyond our control. The Company cautions readers that a number of important factors could cause actual results to differ materially from those contained in any forward-looking statement. Such factors include, but are not limited to: effects on the Group from competition with other furniture producers, material changes in consumer demand or preferences, significant economic developments in the Group's primary markets, the Group's execution of its reorganization plans for its manufacturing facilities, significant changes in labor, material and other costs affecting the construction of new plants, significant changes in the costs of principal raw materials and in energy costs, significant exchange rate movements or changes in the Group's legal and regulatory environment, including developments related to the Italian Government's investment incentive or similar programs, the duration, severity and geographic spread of the coronavirus (COVID-19) pandemic and of new variants, the potential negative impact of resurgences of COVID-19 cases on the global economy, consumer demand, our supply chain and the Company's financial condition, business operations and liquidity, the geopolitical tensions and market uncertainties resulting from the ongoing conflict in Ukraine and the inflationary environment and increases in interest rates. The Company cautions readers that the foregoing list of important factors is not exhaustive. When relying on forward-looking statements to make decisions with respect to the Company, investors and others should carefully consider the foregoing factors and other uncertainties and events.

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

Risk Factors

Investing in the Company's American Depositary Shares ("ADSs") involves certain risks. You should carefully consider each of the following risks and all of the information included in this Annual Report.

Uncertain global macro-economic and political conditions could materially adversely affect our business, operations and economic and financial position — Our results of operations are materially affected by economic and political conditions in Italy, in the European Union and in the world, which may be influenced by several factors, most of which are beyond our control. Such factors include public health outbreaks (including the spread of new variants of COVID-19), geopolitical issues (including tensions between the U.S. and China regarding trade relations and tariffs), stock market performance, interest and exchange rates, inflation, economic and political uncertainty (such as uncertainties related to the long-term impacts of the UK withdrawal from the EU), the availability of consumer credit, tax rates and unemployment levels. Deteriorating general economic conditions and generalized increased inflation may reduce consumers' disposable incomes and, therefore, client demand, which may negatively impact our profitability and put downward pressure on our prices and volumes. Moreover, sales of home furnishing goods tend to be significantly affected during recessionary periods or times of increased interest rates, when the level of disposable income tends to be lower or when consumer confidence is low.

Of particular relevance in the global macro-economic environment are the uncertainties relating to the impact of the sanctions levied by NATO and European Union as a result of Russia's invasion of Ukraine. While our operations in Russia and Ukraine are not significant, the sanctions imposed on Russia have had a significant general impact. These include a ban of gas imports from Russia and a commitment by certain countries and the EU to remove selected Russian banks from the Society for Worldwide Interbank Financial Telecommunications, or SWIFT, payment system. Such sanctions have led to a devaluation of the ruble, severe disruptions in the supply chain of certain raw materials and a significant increase in oil price (and, consequently, in the cost of production of electricity). The resulting increase in fuel and electric energy price may further affect clients' disposable incomes, who may decide to delay or reduce purchases of our products, and reduce our margins by increasing our production costs.

Moreover, the Russia/Ukraine conflict, the related international response and the resulting uncertain economic environment is determining a worsening in global macro-economic conditions. In particular, inflation rates have recently reached levels not seen in decades and may continue to create economic volatility as central banks adjust interest rates in an attempt to manage the inflationary environment. The heightened inflation and increases in interest rates during 2022 resulted in more expensive mortgages, and, therefore, in a weakening of the housing market, which adversely impacted and may in the future impact our results. In addition, such factors have affected clients' disposable incomes, thus causing consumers to delay or decrease investments in their existing homes and making them more price conscious, resulting in a shift in demand to less expensive products.

Adverse economic conditions may also affect the financial health and performance of our franchises and large distributors in a manner that will affect sales of our products or their ability to meet their commitments to us. In addition, if our retail customers are unable to sell our products or are unable to access credit, they may experience financial difficulties leading to bankruptcies, liquidations, and other unfavorable events. If any of these events occur, or if unfavorable economic conditions continue to challenge the consumer environment, our future sales, results of operations and liquidity would likely be adversely impacted.

The price of the raw materials we use is difficult to predict and material increases to such prices and our energy production costs have had, and may continue to have, a material adverse effect on our results of operations — Prices of the raw materials we use in our production processes are generally dependent on a number of factors beyond our control, including: macroeconomic factors that may affect commodity prices; changes in supply and demand; energy and transportation costs, general economic conditions; significant political events; labor costs; competition; import duties, tariffs, anti-dumping duties and other

similar costs; currency exchange rates and government regulation; and events such as natural disasters and widespread outbreaks of infectious diseases.

In 2022, 63% of our total upholstered and home furnishings net sales came from leather-upholstered furniture sales. The acquisition of cattle hides represented approximately 13% of the total cost of goods sold for the year ended on December 31, 2022. The dynamics of the raw hides market are dependent on the consumption of beef, the levels of worldwide slaughtering, worldwide weather conditions and the level of demand in a number of different sectors, including footwear, automotive, furniture and clothing.

During the first half of 2022, we experienced an increase in the price of certain raw materials, including leather, wood, iron, aluminum, steel, cardboard packaging and polyethylene, due to, among other factors, an increase in energy and transportation costs. While prices of raw materials generally decreased in the second half of 2022, costs for materials (such as fabrics) that require significant use of energy for their production continue to be higher than in the past. As a result, in 2022 our consumption of raw materials, semi-finished and finished products represented 40.9% of revenue compared to 39.9% in 2021.

Higher energy prices have also led to an increase in item “Other manufacturing costs” to Euro 19.2 million compared to Euro 15.9 million in 2021, mainly due to the increase in energy costs necessary to run our industrial operations worldwide.

In addition, during the first half of 2022, we experienced a significant increase in transportation costs, mainly due to the increase in global demand, not offset by a proper offer by naval carriers in particular, as well as the increase in fuel costs resulting from sanctions levied against Russia, including the ban of gas imports from Russia and restrictions on the use of certain routes, such as the one across the Black Sea. While transportation costs started to decrease in the second half of 2022 (especially in connection with the routes between Asia and North America), they remain higher on average than in the past.

The profitability of our business depends in part upon the margin between the cost to us of certain raw materials and our production costs associated with converting such raw materials into assembled products, as compared to the selling price of our products. Although we have offset part of our increased costs with increased pricing for our products or by means of specific transport surcharges, any unrecovered increased operating costs could adversely impact our margins and, therefore, have a material adverse effect on our results of operations. Moreover, the increase in our product prices could negatively affect our business by making consumers more price conscious, thus resulting in a shift in demand to less expensive products.

The COVID-19 pandemic has had, and may continue to have, an adverse impact on our business, results of operations and financial condition — The global spread of COVID-19, which was declared a pandemic by the World Health Organization in March 2020, continues to affect our business and operations. From the end of March 2022 and continuing into most of the second quarter of 2022, following a record-breaking level of local COVID-19 cases, various regions in China, including regions where our subsidiary Natuzzi (China) Ltd (“Natuzzi China”) operates, were subjected to lockdowns imposed by governmental authorities. Specifically, operations at our production plant in Shanghai were initially suspended from March 28, 2022 to May 3, 2022 and later resumed at a lower production capacity given stringent limitations on the number of employees allowed to access the plant. Only at the beginning of June 2022, most of the workforce of Natuzzi China was allowed to return to work. Our plant in Shanghai manufactures upholstery products for North America and the APAC region. In 2022, revenues of the Group’s Chinese upholstered furniture plant accounted for 22% of the Group’s consolidated revenue of upholstery and home furnishings, compared to 26% in 2021. The restrictions adopted by the governmental authorities also resulted in the closure of 18 points of sales from the end of March through the end of May, whose sales were not material in 2022. Additionally, store traffic declined as customers shop less frequently to minimize potential exposure to the COVID-19 pandemic. The overall duration and impact, as well as possible reoccurrence, of these lockdowns or other measures aimed at containing and mitigating the effects of the COVID-19 pandemic in China or other regions where we operate remain uncertain and may adversely impact our results of operations and cash flows in future periods.

Other than these production interruptions in China, our manufacturing facilities were not impacted by prolonged shutdowns directly resulting from the COVID-19 pandemic in 2022. However, the impact that the possible spread of new COVID-19 cases has on the possibility of adequately planning our production remains significant due to a significant increase in the rate of absenteeism among our staff, due to, among others, stay-at-home periods imposed by current regulations in connection with contagions.

Furthermore, as the vaccination campaigns have begun to prove effective and the remote working policies implemented by many companies around the world and the stay-at-home orders imposed by governmental authorities have continued to be lifted around the world, there has been a shift in consumers’ demand for home furnishings, whose demand increased in 2021 through early 2022, toward demand for different products and experiences, such as those related to travel, leisure time and dining. Additionally, the

salary and wage subsidy programs introduced by the governments of Italy and other countries in 2020 and 2021 in response to the COVID-19 pandemic have not been reconfirmed.

As of the date of this Annual Report, our management continues to apply and improve the stricter procedures introduced at the beginning of the COVID-19 pandemic outbreak in an effort to manage liquidity and working capital to generate sufficient operating cash flows to meet its obligations as they fall due. See Note 3(f) to the Consolidated Financial Statements.

The ultimate magnitude of the impact of the COVID-19 pandemic (including recent and potential future COVID-19 variants) on our business, results of operations and financial condition will depend on future events outside of our control, including a resurgence of COVID-19 cases, future new closure requirements and other operational restrictions which could affect our operations or the ability of our third-party business partners to meet their obligations to us, the success of containment measures, vaccination campaigns and other actions taken by governments around the world, as well as the overall condition and outlook of the global economy. We cannot at this time predict the ultimate impact of the COVID-19 pandemic on our business, liquidity, results of operations and financial condition beyond what is discussed within this Annual Report, but it may be material and adverse.

The COVID-19 pandemic may also exacerbate many of the other risks described in this “Risk Factors” section, including, but not limited to, those relating to our growth strategy, our supply chain, increased energy costs, inflation and labor costs, disruption in supply-chain, loss of key employees, our indebtedness, general economic conditions and our international operations.

We have recently returned to profitability but have a history of operating losses and cannot assure you that we will continue to be profitable in the future; our future profitability, financial condition and ability to maintain adequate levels of liquidity depend, to a large extent, on our ability to overcome operational challenges — We have a history of operating losses having recorded an operating loss of €10.6 million in 2020, €22.5 million in 2019, €25.5 million in 2018 and €24.0 million in 2017. Although we achieved an operating profit of €8.5 million in the year ended December 31, 2022 and €4.9 in the year ended December 31, 2021, we may not be able to achieve or sustain profitable operations in the future or generate positive cash flows from operations.

Our strategy of expanding our retail network of mono-brand stores, both directly and franchised operated, has required, and might require in the future, significant upfront costs at both the regional and headquarter level. The newly opened mono-brand stores are not fully productive during the first months following their openings and, therefore, investments in the retail and marketing organization are, at the beginning, not adequately returned by sales. While we expect that the newly opened mono-brand stores will progressively improve in productivity to absorb such up-front costs, there is a chance that these investments will not be recouped.

In addition, since 2014, we have been restructuring our operations, including by reducing our Italian workforce. As a result, we may face operational challenges going forward.

Furthermore, during the last eleven years, we have incurred aggregate financial obligations in the amount of €50.7 million (€0.1 million, €0.3 million, €3.8 million, €3.8 million, €1.4 million, €16.9 million, €4.5 million, €4.5 million, €13.5 million, €1.4 million and €0.6 million for the years 2022, 2021, 2020, 2019, 2018, 2017, 2016, 2015, 2014, 2013 and 2012 respectively), almost entirely in connection with our efforts to reduce redundant workers. See “—We have redundant workers at our Italian operations, which remains an unresolved issue, and have benefited in 2022 and in previous years from temporary work force reduction programs; if we continue to be unable to reduce our redundant workers and/or if such temporary work force reduction programs are not continued; our business, results of operations and liquidity may continue to be impacted or may be impacted at a greater extent.”

Our results of operations and ability to maintain adequate levels of liquidity in the future will depend on our ability to overcome these and other challenges. Our failure to improve profitability in the future could adversely affect the trading price of our ADSs and our ability to raise additional capital and, accordingly, our ability to grow our business. There can be no assurance that we will succeed in addressing any or all of these risks, and the failure to do so could have a material adverse effect on our business, results of operations and financial condition.

We have redundant workers at our Italian operations, which remains an unresolved issue, and have benefited in 2022 and in previous years from temporary work force reduction programs; if we continue to be unable to reduce our redundant workers and/or if such temporary work force reduction programs are not continued, our business, results of operations and liquidity may continue to be impacted or may be impacted at a greater extent — Our Italian operations employ redundant workers. In recent years, the Company has entered into a series of agreements with Italian trade unions pursuant to which government funds have been used to pay a substantial portion of the salaries of such redundant workers, who are subject to either temporary layoffs, as in the case of the *Cassa Integrazione Guadagni Straordinaria* (“CIGS”), or reduced work schedules, as in the

case of the Solidarity Facility (as defined below). The use of such temporary work force reduction programs has also resulted in a series of lawsuits brought against the Company.

In May 2017, the Italian Supreme Court (*Corte di Cassazione*) rejected the Company's appeal of a lawsuit brought by two former employees of the Company relating to the implementation of the CIGS, an Italian temporary lay-off program, ruling in favor of the plaintiffs. As a result of this decision, several additional workers have brought lawsuits against the Company over time for alleged misapplication of the CIGS. Since then, the Company has accordingly increased its provision for legal claims. As of December 31, 2022, provision for legal claims amounted to €8.6 million, of which €7.1 million referred to the probably contingent liability related to the legal proceedings initiated for the alleged misapplication of the CIGS. For additional information, see Note 23 to the Consolidated Financial Statements.

In addition, in October 2016, the Company laid off 176 Italian workers as part of an organizational restructuring, 166 of whom were then re-employed as the Bari Labor Court deemed the dismissals to have been carried out improperly. In March 2017, the Company and the Italian institutions representing those workers agreed to extend the scope of an agreement signed by the Company and the Minister of Labor and Social Politics in 2015 to reduce working hours per day (the "Solidarity Facility") in order to lessen the impact of re-employments in 2018. Pursuant to the Solidarity Facility, a higher number of workers, as compared to the Company's need, may continue to work at the Company, though with a salary reduction that is less than proportional to the reduction in working hours as a result of government financial support.

In December 2018 and 2019, the Company and the relevant trade unions and Italian authorities agreed to extend the scope of the Solidarity Facility, which was later suspended following the COVID-19 outbreak. Indeed, from March 2020 to June 2021, in agreement with trade unions, the Company adopted certain social safety nets made available by the Italian Government to mitigate the impacts of the COVID-19 pandemic on the cost of labor. As a result, the scope of the Solidarity Facility was extended until November 2021. In November 2021, the Company and the relevant trade unions and Italian authorities agreed to extend the scope of the Solidarity Facility through November 2023. Additionally, starting from December 2018, the Company and the relevant trade unions and Italian authorities agreed on the use by the Company of CIGS in order to support the Company's reorganization process. From January 1, 2019 until March 2020, the Company benefitted from CIGS for up to 487 workers employed at the plant located in Altamura. From March 2020 to June 2021, in agreement with trade unions, the Company adopted certain social safety nets made available by the Italian Government to mitigate the impacts of the COVID 19 pandemic. As a result, CIGS was extended until February 2022. In February 2022, the Company and the relevant trade unions and Italian authorities signed an agreement allowing the Company to benefit from CIGS for up to 463 workers employed at the plant located in Altamura until mid-February 2023. In January 2023, the Company and the relevant trade unions and Italian authorities signed an agreement allowing the Company to benefit from CIGS for up to 449 workers employed at the plant located in Altamura until December 31, 2023. If these temporary work force reduction programs are not continued in the future, our business, results of operations and liquidity may be significantly impacted.

Furthermore, since 2021, we and the other parties involved have agreed to set up an incentive plan for workers who voluntarily terminate their employment relationship, that will continue to apply in 2023. If this or other efforts to reduce redundant workers are not successful, the labor cost associated with such redundant workers will continue to have an adverse effect on our business, results of operations and financial condition.

Our ability to generate the significant amount of cash needed to service our debt obligations and comply with our other financial obligations, and our ability to refinance all or a portion of our indebtedness or obtain additional financing, depend on multiple factors, many of which may be beyond our control — Our ability to make scheduled payments due on our existing and anticipated debt obligations and on our other financial obligations, and to refinance and to fund planned capital expenditure and development efforts will depend on our ability to generate cash. See "—We have recently returned to profitability but have a history of operating losses and cannot assure you that we will continue to be profitable in the future; our future profitability, financial condition and ability to maintain adequate levels of liquidity depend, to a large extent, on our ability to overcome operational challenges." Our ability to obtain cash to service our existing and projected debts is subject to a range of economic, financial, competitive, legislative, regulatory, business and other factors, many of which are beyond our control. We may not be able to generate sufficient cash flow from our operations to satisfy our existing and projected debt and other financial obligations, in which case, we may have to undertake alternative financing plans, sell assets, reduce or delay capital investments, or seek to raise additional capital on terms that may be onerous or highly dilutive. Our ability to refinance our indebtedness will depend on the financial markets and our financial condition at such time. To the extent we have borrowings under bank overdrafts and short-term borrowings that are payable upon demand or which have short maturities, we may be required to repay or refinance such amounts on short notice, which may be difficult to do on acceptable financial terms or at all.

Given the persisting nature of the COVID-19 pandemic, which is still perduring in some Asian countries, such as China, the geopolitical tensions caused by the ongoing conflict in Ukraine, the spike in inflation on a global basis, the resulting increases in

the interest rates by major central banks in major economies to curb inflation, and the resulting impacts on financial markets and the economy as a whole, the monetary uncertainty and the rising inflation, there is an enhanced degree of uncertainty regarding our capital position and availability of capital to fund our liquidity requirements. Recognizing the significant threat to the liquidity of financial markets posed by these factors and the increased inflation, resulting in reduced consumer purchasing power, most of the central banks all over the world have taken significant actions to return inflation levels to their respective expected targets. There can be no assurance that these interventions will be successful and that the financial markets will not experience significant contractions in available liquidity. Additionally, the instability due to the geopolitical tensions caused by the ongoing conflict in Ukraine and the imposition of sanctions, taxes and/or tariffs against Russia and Russia's response to such sanctions has resulted, and may result in the future, in diminished liquidity and credit availability in the market, which could impair our ability to access capital if needed.

At December 31, 2022, we had €29.3 million of bank overdrafts and short-term borrowings outstanding and €54.5 million of cash and cash equivalents. We cannot assure you that any refinancing or restructuring would be possible, that any assets could be sold, or, if sold, of the timing of the sales or the amount of proceeds that would be realized from those sales. We cannot assure you that additional financing could be obtained on acceptable terms, if at all, or would be permitted under the terms of our various debt instruments then in effect. Our failure to generate sufficient cash flow to satisfy our existing and projected debt obligations, or to refinance our obligations on commercially reasonable terms, would have an adverse effect on our business, results of operations and financial condition.

The Company uses a securitization program to manage liquidity risk; should such program be terminated, the Company's ability to manage such risk will be impaired — As a means to manage liquidity risk, in July 2020, the Company renewed its accounts receivables securitization facility (the "Securitization Facility") with an affiliate of Intesa Sanpaolo S.p.A. (the "Assignee") for an additional 5-year period. Originally entered into in July 2015, the Securitization Facility allows the Company to assign trade receivables to the Assignee for a maximum amount of €40.0 million, on a revolving basis, retaining substantially all of the risks and rewards ("*pro-solvendo*") in the assigned trade receivables, in exchange for short-term credit. Therefore, the Securitization Facility continues to provide the Company with an important and stable source of liquidity. Notably, under the Securitization Facility, as renewed, the Company is entitled to assign a wider range of trade receivables, thus adding flexibility to the Company's funding capacity. The Company's ability to continue using this tool to mitigate liquidity risk depends on the assigned receivables meeting certain credit criteria, one such criterion being the continued solvency of the customers owing such receivables. If these criteria are not met, including, for example, because the credit quality of the Company's customers deteriorates, the Securitization Facility may be terminated, thereby depriving the Company of an important tool for managing liquidity risk.

Our operations may be adversely impacted by strikes, slowdowns and other labor relations matters — Many of our employees, including many of the workers at our Italian plants, are unionized and covered by collective bargaining agreements. As a result, we are subject to the risk of strikes, work stoppages or slowdowns and other labor relations matters, particularly in our Italian plants. Any strikes, threats of strikes, slowdowns or other resistance in connection with our reorganization plan, the negotiation of new labor agreements or otherwise could adversely affect our business and impair our ability to implement further measures to reduce structural costs and improve production efficiencies. A lengthy strike that involves a significant portion of our manufacturing facilities could have an adverse effect on our cash flows, results of operations and financial condition.

Additionally, we renegotiate these collective bargaining agreements at routine intervals and may be unable to renew these collective bargaining agreements on the same or similar terms, or at all.

We may not execute our budget plan, successfully or in a timely manner, which could have a material adverse effect on our results of operations or on our ability to achieve the objectives set forth in our plans — In January 2023, the Company's Board of Directors approved the budget plan for 2023 (the "Budget"), which considers among other factors, the potential impact on our business, at least in the short term, of the current geopolitical uncertainty, inflation, financial market volatility, and related economic downturn. The Budget focuses on several cornerstones including, among others: a) an increased focus on controlled distribution through mono-brand stores, both directly owned and franchised, in priority markets; b) a rationalization of the business model for the wholesale channel; c) continued attention to margins; d) a constant revision of our production structure, including the completion of the "Factory 4.0" workflow organization, starting with the Italian factories, with the aim to improve the overall efficiency, as well as any potential collaboration with external industrial partners to add flexibility to our industrial operations and support the wholesale business; e) streamlining of our processes and overhead optimization; and f) focus on working capital management in an effort to improve the cash flow from operations.

The Company continues to implement initiatives to divest non-strategic assets, particularly in the U.S. and Italy, with the aim of increasing the flexibility of our operational structure. Failure to do so may result in the postponement of some investment programs in the Italian factories and the DOS expansion.

The profitability of our business depends on the successful and timely execution of the Budget. Failure to successfully and timely achieve the objectives included in the Budget could result in a failure to reduce costs and improve sales, which could result in losses for the Group.

A business plan for the 2023-2027 period has not been prepared, given the current uncertainty and volatility surrounding the markets in which we operate.

Failure to offer a wide range of products that appeal to consumers in the markets we target and at different price-points could result in a decrease in our future profitability — Our sales depend on our ability to anticipate and reflect consumer tastes and trends in the products we sell in various markets around the world, as well as our ability to offer our products at various price points that reflect the spending levels of our target consumers. While we have broadened the offering of our products in terms of styles and price points over the past several years in order to attract a wider base of consumers, our results of operations are highly dependent on our continued ability to properly anticipate and predict these trends. Our potential inability to anticipate consumer tastes and preferences in the various markets in which we operate, and to offer these products at prices that are competitive to consumers, may negatively affect our ability to generate future earnings.

In addition, with a significant portion of our revenue deriving from the sale of leather-upholstered furniture, consumers have the choice of purchasing upholstered furniture in a wide variety of styles and materials, and consumer preferences may change. There can be no assurance that the current market for leather-upholstered furniture will grow consistently with our internal projections or that it will not decline.

Demand for furniture is cyclical and may fall in the future — Historically, the furniture industry has been cyclical, fluctuating with economic cycles, and sensitive to general economic conditions, housing starts, interest rate levels, credit availability and other factors that affect consumer spending habits. Due to the discretionary nature of most furniture purchases and the fact that they often represent a significant expenditure to the average consumer, such purchases may be deferred during times of economic uncertainty. Should current economic conditions worsen (including as a result of current geopolitical tensions), the current rate of housing continue to decline, or rising inflation persist, consumer confidence and demand for home furnishings could deteriorate, which may have an adverse effect on our business, results of operations and financial condition. See “—Uncertain global macro-economic and political conditions could materially adversely affect our business, operations and economic and financial position”. Additionally, as various stay-at-home orders imposed by governmental authorities have continued to be lifted in some countries during 2022, we started experiencing a slowdown in the upward trend in consumers’ demand for home furnishings. See “—The COVID-19 pandemic has had, and may continue to have, an adverse impact on our business, results of operations and financial condition.”

The furniture market is highly competitive — We operate in a highly competitive industry that includes a large number of manufacturers. No single company has a dominant position in the industry. Competition is generally based on product quality, brand name recognition, price and service. We mainly compete in the upholstered furniture sub-segment of the furniture market. In Europe, the upholstered furniture market is highly fragmented. In the U.S., the upholstered furniture market includes a number of relatively large companies, some of which are larger and have greater financial resources than us. Some of our competitors offer extensively advertised, well-recognized branded products. Competition has increased significantly in recent years as foreign producers from countries with lower manufacturing costs have begun to play an important role in the upholstered furniture market. Such manufacturers are often able to offer their products at lower prices, which increases price competition in the industry. In particular, manufacturers in Asia and Eastern Europe have increased competition in the lower-priced segment of the market. In November 2021, we launched our e-commerce service for online sales which is currently active in the U.S. only. Therefore, we compete with other retailers offering consumers the ability to purchase home furnishings via the internet for home delivery and expect such competition to increase in the future. As a result of the actions and strength of our competitors and the inherent fragmentation in some markets in which we compete, we are continually subject to the risk of losing market share, which may lower our sales and profits. Market competition may also force us to reduce prices and margins, thereby negatively affecting our cash flows, or prevent us from raising the prices of our products in response to current inflationary pressures or increasing costs, which could result in a decrease in our profit margins.

Fluctuations in currency exchange rates and interest rates may adversely affect our results of operations — We conduct a substantial part of our business outside of the Euro-zone and are exposed to market risks stemming from fluctuations in currency and interest rates. In particular, an increase in the value of the Euro relative to other currencies used in the countries in which we operate has in the past, and may in the future, reduce the relative value of the revenues from our operations in those countries, and therefore may adversely affect our operating results or financial position, which are reported in Euro. Additionally, we are subject to currency exchange rate risk to the extent that our costs are denominated in currencies other than those in which we earn revenues. In 2022, in the ordinary course of business, about 72% of the payments we received and about 37% of the payments we made were denominated in currencies other than the Euro. We also hold a substantial portion of our cash and cash equivalents in

currencies other than the Euro. Therefore, we are exposed to the risk that fluctuations in currency exchange rates may adversely affect our results, as has been the case in recent years.

In addition, foreign exchange movements might also negatively affect the relative purchasing power of our clients, which could also have an adverse effect on our results of operations. Although we seek to manage our foreign currency risk in order to minimize negative effects from rate fluctuations, including through hedging activities, there can be no assurance that we will be able to do so successfully. Therefore, our business, results of operations and financial condition could be adversely affected by fluctuations in market rates, particularly during times of high volatility, such as those currently experienced due to the adverse effects of the COVID-19 pandemic, of the rising inflation and of the ongoing conflict in Ukraine on financial markets.

In the normal course of business, we also face risks that are either non-financial or non-quantifiable. Such risks principally include country risk, credit risk and legal risk. For more information about currency and interest rates risks, see “Item 11. Quantitative and Qualitative Disclosures about Market Risk.”

We face risks associated with our international operations — We are exposed to risks arising from our international operations, including changes in governmental regulations, tariffs or taxes and other trade barriers (as has been the case for import duties imposed by the U.S. and Canadian administrations for home furnishings imported from some Asian countries), price, wage and currency exchange controls, political, social, and economic instability in the countries where we operate (including as a result of the ongoing conflict in Ukraine), inflation, exchange rate and interest rate fluctuations, extended lead time in ordering and, more recently, disruptions in the supply chain due to shortage of raw materials, plant shut-downs and shipping delays resulting from surges in COVID-19 cases in some parts of the world. Any of these factors could have a material adverse effect on our results of operations.

Compliance with laws may be costly, and changes in laws could make conducting our business more expensive or otherwise change the way we do business — We are subject to numerous regulations, including labor and employment, customs, truth-in advertising, consumer protection, e-commerce, privacy, health and safety, real estate, environmental and zoning and occupancy laws, and other laws and regulations that regulate the operations in our stores, plants and suppliers or otherwise govern our business. In addition, to the extent we expand our operations as a result of engaging in new business initiatives or product lines or expanding into new international markets, we become subject to further regulations and regulatory regimes. We may need to continually reassess our compliance procedures, personnel levels and regulatory framework in order to keep pace with the numerous business initiatives that we are pursuing, and there can be no assurance that we will be successful in doing so. If the regulations applicable to our business operations were to change or were violated by us or our vendors or buying agents, the costs of certain goods could increase, or we could experience delays in shipments of our goods, be subject to fines or penalties, or suffer reputational harm, which could reduce demand for our products and harm our business and results of operations.

Our past results and operations have significantly benefited from government incentive programs, which may not be available in the future — In the past, we used to benefit from Italian Government’s investment incentive programs for under-industrialized regions in Southern Italy, including tax benefits, subsidized loans and capital grants. See “Item 4. Information on the Company—Incentive Programs and Tax Benefits.” In recent years, the Italian Parliament has replaced these incentive programs with an investment incentive program for all under-industrialized regions in Italy, which we are currently benefitting from, that includes grants, research and development benefits. There can be no assurance that we will continue to be eligible for such grants, benefits or tax credits for our current or future investments in Italy.

In 2021 and 2020, we received benefits from certain governments in the form of grants, incentives and tax credits intended to mitigate the adverse effects of the COVID-19 pandemic. There can be no assurance that we will be able to be eligible for such grants, incentives or tax credits in the event of a new wave of the COVID-19 pandemic.

We have started manufacturing operations in China, Brazil and Romania and in some cases we were granted tax benefits and export incentives by the relevant governmental authorities in those countries. There can be no assurance that we will benefit from such tax benefits or export incentives in connection with future investments.

Increased expectations relating to environmental, social and governance factors may expose us to new risks — The focus from certain investors, customers and other key stakeholders relating to environmental, social and governance (“ESG”) matters, including environmental stewardship, social responsibility, diversity and inclusion, racial justice and workplace conduct, has increased in recent years. As a result, our brand and reputation may be damaged in the event that our corporate responsibility procedures or standards do not meet such increased expectations and/or we do not adapt to and comply with new laws and regulations or changes to legal or regulatory requirements concerning ESG matters. Additionally, in the event that we communicate certain initiatives and goals regarding ESG matters, we could fail, or be perceived to fail, in our achievement of such initiatives or goals, or we could be criticized for the scope of such initiatives or goals. Any failure to meet the expectations of our

investors and other key stakeholders or our initiatives are not executed as planned could materially and adversely affect our reputation and financial results.

Climate change, or legal, regulatory or market measures to address climate change, may materially adversely affect our financial condition and business operations — Our manufacturing facilities are located in Italy, Romania, China, and Brazil and are engaged in manufacturing processes that, by using energy, produce greenhouse gas emissions (“GHGs”), including carbon dioxide. Some of such jurisdictions are considering implementing, or have already implemented, legislation on climate change and schemes addressing the regulation of carbon emissions. Such regulations on climate change may not be consistent across these countries. As a result, adaptation to such provisions may cause compliance burdens and costs to meet the regulatory obligations and economic and regulatory uncertainty. Any laws or regulations that are adopted to reduce emissions of GHGs could (i) increase our costs for raw materials, (ii) increase our costs to operate and maintain our facilities, (iii) increase costs to administer and manage emissions programs, and (iv) have an adverse effect on demand for our products.

Climate change resulting from increased concentrations of GHGs and carbon dioxide could present risks to our future operations from natural disasters and extreme weather conditions, such as hurricanes, tornadoes, wildfires or flooding. Such extreme weather conditions could pose physical risks to our facilities and disrupt operation of our supply chain and may increase operational costs. In particular, our timber inventory could be affected by such weather conditions with the risk of changes in timber growth cycles, fire damage, insect infestation, disease, prolonged drought and natural disasters, causing a reduction in our timber inventory and adversely affecting our raw material sourcing. Climate change may also subject our business to significant increases or volatility in the prices of certain commodities, including but not limited to electronic componentry, fuel, oil, natural gas, rubber, cotton, plastic resin, steel and chemical ingredients used to produce foam.

Furthermore, any adverse contractual disputes arising from climate change-related disruptions, could result in increased litigation, costs and could also have a negative impact on our business and reputation.

Failure to protect our intellectual property rights could adversely affect us — We believe that our intellectual property rights are important to our success and market position. We attempt to protect our intellectual property rights through a combination of patent and trademark laws, as well as licensing agreements and third-party nondisclosure and assignment agreements or confidentiality and restricted use agreements. We believe that our patents, trademarks and other intellectual property rights are adequately supported by applications for registrations, existing registrations and other legal protections in our principal markets. However, we cannot exclude the possibility that our intellectual property rights may be challenged by others or that agreements designed to protect our intellectual property will not be breached, or that we may be unable to register our patents, trademarks or otherwise adequately protect them in some jurisdictions.

We rely on information technology to operate our business, and any disruption to our technology infrastructure could harm our operations — We operate many aspects of our business including financial reporting and customer relationship management through server and web-based technologies. We store various types of data on such servers or with third parties who in turn store it on servers and in the “cloud.” Any disruption to the internet or to our global technology infrastructure or to that of our service providers, including malware, insecure coding, “acts of God”, attempts to penetrate networks, data theft or loss and human error, could have adverse effects on our operations. A cyber-attack to our systems or networks that impairs our information technology systems could disrupt our business operations and result in loss of service to customers. Our ability to keep our business operating effectively depends on the functional and efficient operation of our information, data processing and telecommunications systems, including our design, procurement, manufacturing, inventory, sales and payment process. Due to the political uncertainty following the Russian invasion of Ukraine, there is a possibility that the escalation of tensions could result in cyberattacks that could either directly or indirectly affect our operations. While we have invested and continue to invest in information technology risk management, cybersecurity and disaster recovery plans, these measures cannot fully insulate us from technology disruptions or data theft or loss and the resulting adverse effect on our operations and financial results.

The measures we adopted in response to the COVID-19 pandemic and that may be adopted in the future in response to resurgences of the COVID-19 pandemic, including working-from-home arrangements, have resulted and may result in increased vulnerability to cybersecurity incidents, including breaches of information systems security, which could damage our reputation and commercial relationships, disrupt operations, increase costs and/or decrease net revenues, and expose us to claims from customers, suppliers, financial institutions, regulators, payment card associations, employees and others, any of which could have a material adverse effect on our results of operations and financial conditions. Furthermore, the risk of a security breach or disruption, particularly through cyber-attacks or cyber intrusion, including by computer hackers, foreign governments and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased, including due to the Russia-Ukraine conflict.

In addition, we are subject to data privacy and other similar laws in various jurisdictions, which require, among other things, that we undertake costly notification procedures in the event we are the target of a cybersecurity attack resulting in unauthorized disclosure of our customer data. If we fail to implement appropriate safeguards or to detect and provide prompt notice of unauthorized access as required by some of these laws, we could be subject to potential claims for damages and other remedies, which could have a material adverse effect on our results of operations.

In 2023, we will continue our strategy of migrating core business applications to the cloud, starting from our enterprise resource planning (ERP) system, which we expect to be completed within one year. Although we anticipate that these cloud migrations will increase efficiency and functionality, such migrations entail risks in implementation and make the Company more reliant on third party service providers. Any material disruption or slowdown of the Company's information systems could result in the loss of critical data, the inability to process and properly record transactions and the material impairment of the Company's ability to conduct business, leading to cancelled orders and lost sales.

We are dependent on qualified personnel — Our ability to maintain our competitive position will depend to some considerable degree upon the personal commitment of our founder and Executive Chairman of the Board of Directors, Mr. Pasquale Natuzzi, as well as on our ability to continue to attract and maintain highly qualified managerial, manufacturing and sales and marketing personnel. There can be no assurance that the loss of key personnel would not have a material adverse effect on our results of operations.

Changes in tax laws may affect our results — We are subject to income taxes in Italy and other jurisdictions. Changes in tax laws, regulations, or administrative practices in those jurisdictions could affect our financial position and results of operations.

Recently, certain jurisdictions in which we are subject to income taxes, including Italy, have enacted changes in tax laws and procedures in response to the outbreak of COVID-19 and its consequences. We continue to evaluate the impact of such changes on our operations and no material impact has arisen for the 2021 and 2022 financial statements.

In August 2022, the US Inflation Reduction Act of 2022 introduced a minimum tax of 15%, effective for tax years beginning in 2023. The Company currently does not expect the Inflation Reduction Act to have a material impact on our financial results.

Investors may face difficulties in protecting their rights as shareholders or holders of ADSs — The Company is incorporated under the laws of the Republic of Italy. As a result, the rights and obligations of its shareholders and certain rights and obligations of holders of its ADSs are governed by Italian law and the Company's *statuto* (or the By-laws). These rights and obligations are different from those that apply to U.S. corporations. Furthermore, under Italian law, holders of ADSs have no right to vote the shares underlying their ADSs. However, pursuant to the Deposit Agreement (as defined below), ADS holders do have the right to give instructions to BNY Mellon, National Association ("BNY" or the "Depository"), the ADS depository, as to how they wish such shares to be voted. For these reasons, the Company's ADS holders may find it more difficult to protect their interests against actions of the Company's management, board of directors or shareholders than they would if they were shareholders of a company incorporated in the United States.

One shareholder has a controlling stake in the Company — Mr. Pasquale Natuzzi, founder of the Company and Executive Chairman of the Board of Directors, beneficially owns, as of the date of this Annual Report, an aggregate amount of 30,967,521 ordinary shares of the Company (the "Ordinary Shares"), representing 56.2% of the Ordinary Shares outstanding (61.3% of the Ordinary Shares outstanding if the Ordinary Shares owned by members of Mr. Natuzzi's immediate family (the "Natuzzi Family") are aggregated). As a result, Mr. Natuzzi has the ability to exert significant influence over our corporate affairs and to control the Company, including its management and the selection of its board of directors. Since December 16, 2003, Mr. Natuzzi has held his entire beneficial ownership of Natuzzi S.p.A. shares through INVEST 2003 S.r.l., an Italian holding company wholly-owned by Mr. Natuzzi with its registered office located at Via Gobetti 8, Taranto, Italy.

In addition, under the Deposit Agreement dated as of May 15, 1993, as amended and restated from time to time (the "Deposit Agreement"), among the Company, the Depository, and owners and beneficial owners of ADSs, the Natuzzi Family has a right of first refusal to purchase all the rights, warrants or other instruments which BNY Mellon, as Depository under the Deposit Agreement, determines may not lawfully or feasibly be made available to owners of ADSs in connection with each rights offering, if any, made to holders of Ordinary Shares.

Because a change of control of the Company would be difficult to achieve without the cooperation of Mr. Natuzzi and the Natuzzi Family, the holders of the Ordinary Shares and the ADSs may be less likely to receive a premium for their shares upon a change of control of the Company.

Past and future grants of share-based awards may have an adverse effect on our financial condition and results of operations and have dilutive impact to your investment — In 2022, we adopted the Natuzzi 2022-2026 Stock Option Plan (the “SOP”) to grant share-based compensation awards to key employees and directors to incentivize their performance and align their interests with ours. The maximum number of Ordinary Shares we are authorized to issue pursuant to SOP is 5,485,304 Ordinary Shares. As of March 31, 2023, we have granted stock options for the purchase of a total of 2,812,560 Ordinary Shares (equivalent to 562,512 ADSs), of which 220,000 Ordinary Shares (equivalent to 44,000 ADSs) have been subscribed for. See “Item 6. Directors, Senior Management and Employees—Compensation of Directors and Officers—Natuzzi 2022-2026 Stock Option Plan.” If we grant more stock options to attract and retain key personnel, our expenses associated with share-based compensation may increase, which may have an adverse effect on our financial condition and results of operations and have a dilutive impact to your investment. However, if we do not grant stock options or reduce the number of stock options that we grant, we may not be able to attract and retain key personnel.

Purchasers of our Ordinary Shares and ADSs may be exposed to increased transaction costs as a result of the Italian financial transaction tax or the proposed European financial transaction tax — On February 14, 2013, the European Commission adopted a proposal for a directive on the financial transaction tax (hereafter “EU FTT”) to be implemented under the enhanced cooperation procedure by 11 member states initially (Austria, Belgium, Estonia, France, Germany, Greece, Italy, Portugal, Slovenia, Slovakia and Spain). Following Estonia’s formal withdrawal on March 16, 2016, 10 member states are currently participating in the negotiations on the proposed directive. Member states may join or leave the group of participating member states at later stages and, subject to an agreement being reached by the participating member states, a final directive will be enacted. The participating member states will then implement the directive in local legislation. If the proposed directive is adopted and implemented in local legislation, investors in Ordinary Shares and ADSs may be exposed to increased transaction costs.

The Italian financial transaction tax (the “IFTT”) applies with respect to trades entailing the transfer of (i) shares or equity-like financial instruments issued by companies resident in Italy, such as the Ordinary Shares; and (ii) securities representing the shares and financial instruments mentioned under (i) above (including depositary receipts such as the ADSs), regardless of the residence of the issuer. The IFFT may also apply to the transfer of Ordinary Shares and ADSs by a U.S. resident. The IFFT does not apply to companies having an average market capitalization lower than €500 million in the month of November of the year preceding the year in which the trade takes place. In order to benefit from this exemption, companies whose securities are listed on a foreign regulated market, such as the Company, need to be included on a list published annually by the Italian Ministry of Economy and Finance. Since the Company has been included in the list issued by the Italian Ministry of Economy and Finance of companies having an average market capitalization lower than €500 million in the month of November 2022, the IFFT would not apply on transfers of Ordinary Shares or ADSs made in 2023. See “Item 10. Additional Information—Taxation—Other Italian Taxes—Italian Financial Transaction Tax.”

ITEM 4. INFORMATION ON THE COMPANY

Business Overview

History and development of the Company — Founded in 1959 by Pasquale Natuzzi, Natuzzi S.p.A. is one of the most renowned brands in the production and distribution of design and luxury furniture. With a global retail network of 703 mono-brand stores and 508 galleries as of December 31, 2022, and with manufacturing plants in Italy, China, Romania and Brazil to efficiently serve different markets, Natuzzi distributes its collections worldwide. Natuzzi products embody the finest spirit of Italian design and the unique craftsmanship details of the “Made in Italy”, as a predominant part of its production takes place in Italy. Natuzzi has been listed on the New York Stock Exchange since May 13, 1993. For additional information on the Company’s listing on the New York Stock Exchange, see “Item 9. The Offer and Listing—Trading Markets.”

Continuous stylistic research, creativity, innovation, solid craftsmanship, industrial know-how and integrated management throughout the entire value chain are the mainstays that have made Natuzzi one of the few players with global reach in the furniture market.

In the early 2000s, to respond to a global competition based mainly on price, the Company began to reposition its brand by introducing a total living concept in its offer, producing sofas and armchairs not only in leather but also in fabric, together with living room furniture and beds. At the same time, Natuzzi is accelerating its retail expansion worldwide, leveraging on a global manufacturing footprint in Italy, China, Romania and Brazil to strategically support the development of its brands. This is a crucial step as the Company begins to lay the foundations for its transformation from a pure “B2B” manufacturer to a retailer, which has required investments in organization, marketing, R&D and product for more than a decade.

Committed to social responsibility and environmental sustainability since its inception, Natuzzi S.p.A. is ISO 9001 and 14001 certified (Quality and Environment), ISO 45001 certified (Safety in the Workplace) and FSC® Chain of Custody, CoC (FSC-C131540). The Company first targeted the U.S. market in 1983 and subsequently began entering other markets. In 2022, the Company distributed its products in 105 countries on five continents.

The brand portfolio of the Group includes two main brands: *Natuzzi Italia* and *Natuzzi Editions*. For a detailed description of each brand and its target markets, see “Strategy—The Brand Portfolio and Merchandising Strategy” and “Products” below.

As of December 31, 2022, the Group distributed its branded products as follows:

- **Natuzzi Italia** branded products are distributed through **247 Natuzzi Italia** stores (of which 34 mono-brand stores directly operated by the Group) and **133 Natuzzi Italia** galleries (store-in-store points of sales managed by independent partners), in addition to **three Natuzzi Italia** concessions, i.e., galleries directly managed by the Mexican subsidiary of the Group. The *Natuzzi Re-vive* recliner is included in the *Natuzzi Italia* offering.
- **Natuzzi Editions** branded products are distributed through **380 Natuzzi Editions** stores (of which six directly operated by the Group), **364 Natuzzi Editions** galleries and **8 Natuzzi Editions** concessions managed by the Mexican subsidiary of the Group. *Natuzzi Editions* products are distributed in Italy under the brand *Divani&Divani by Natuzzi* through additional **76** mono-brand stores, of which 12 directly operated by the Group. *Natuzzi Editions* and *Divani&Divani by Natuzzi* are two brands with different banners and store concepts, but with the same merchandising offer (i.e., same positioning and consumers target).

The Group also offers unbranded products (also referred to as “private label” products in this Annual Report) within a dedicated business unit to meet the specific needs of key accounts globally. The Group intends to focus on fewer selected large accounts selling unbranded products and serve them with a more efficient go-to-market model.

Every year, the Group usually presents its products at the world’s leading furniture fairs, such as Il Salone del Mobile in Milan, Italy, and the Furniture Market in High Point, North Carolina, U.S.

In June 2022, Natuzzi Italia took part in the Fuori Salone, a special event of the Salone del Mobile in Milan, in the Clerkenwell Design Week in London and, for the first time, in the Dubai Design Week.

The *statuto* (or By-laws) of the Company provides that the duration of the Company is until December 31, 2050. The Company, which operates under the trademark “Natuzzi,” is a *società per azioni* (joint stock company) organized under the laws of the Republic of Italy and was incorporated in 1959 by Mr. Pasquale Natuzzi, who is currently Executive Chairman of the Board of

Directors and controlling shareholder of the Company. Most of the Company's operations are carried out through various subsidiaries that individually conduct a specialized activity, such as leather processing or furniture manufacturing.

The Company's principal executive offices are located at Via Iazzitiello 47, 70029 Santeramo in Colle, Italy, which is approximately 25 miles from Bari, in Southern Italy. The Company's telephone number is: +39 080 882-0111. The Company's general sales agent subsidiary in the United States is Natuzzi Americas, Inc. ("Natuzzi Americas"), located at 130 West Commerce Avenue, High Point, North Carolina 27260. Natuzzi Americas' telephone number is: +1 336 887-8300.

The SEC maintains a website (www.sec.gov/edgar.shtml) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The Company's website is www.natuzzi.com.

Organizational Structure

Natuzzi S.p.A. is the parent company (the "Parent Company" or the "Parent") of the Natuzzi Group. As of December 31, 2022, the Company's principal operating subsidiaries were:

Name	Percentage of 31/12/2022	Percentage of 31/12/2021	Share/ quota capital	Ownership registered office	Activity
Italsofa Romania S.r.l.	100.00	100.00	RON 109,271,750	Baia Mare, Romania	(1)
Natuzzi (China) Ltd	100.00	100.00	CNY 106,414,300	Shanghai, China	(1)
Italsofa Nordeste S/A	100.00	100.00	BRL 159,300,558	Salvador de Bahia, Brazil	(1)
Natuzzi Quanjiao Limited	100.00	—	CNY 10,000,000	Quanjiao County-Anhui province, China	(1)
Natco S.p.A.	99.99	99.99	EUR 4,420,000	Santeramo in Colle, Italy	(2)
Nacon S.p.A.	100.00	100.00	EUR 2,800,000	Santeramo in Colle, Italy	(3)
Lagene S.r.l.	100.00	100.00	EUR 10,000	Santeramo in Colle, Italy	(3)
Natuzzi Americas Inc.	100.00	100.00	USD 89	High Point, N. Carolina, USA	(3)
Natuzzi Florida LLC	51.00	51.00	USD 4,955,186	High Point, N. Carolina, USA	(3)
Natuzzi Iberica S.A.	100.00	100.00	EUR 386,255	Madrid, Spain	(3)
Natuzzi Switzerland AG	100.00	100.00	CHF 2,000,000	Dietikon, Switzerland	(3)
Natuzzi Services Limited	100.00	100.00	GBP 25,349,353	London, UK	(3)
Natuzzi UK Retail Limited	70.00	70.00	GBP 100	Cardiff, UK	(3)
Natuzzi Germany GmbH	100.00	100.00	EUR 25,000	Köln, Germany	(3)
Natuzzi Japan KK	74.40	93.00	JPY 28,000,000	Tokyo, Japan	(3)
Natuzzi Russia OOO	100.00	100.00	RUB 8,700,000	Moscow, Russia	(3)
Natmx S.DE.R.L.DE.C.V	100.00	100.00	MXN 68,504,040	Mexico City, Mexico	(3)
Natuzzi France S.a.s.	100.00	100.00	EUR 600,100	Paris, France	(3)
Natuzzi Oceania PTI Ltd	74.40	93.00	AUD 320,002	Sydney, Australia	(3)
Natuzzi Singapore PTE. LTD.	74.40	93.00	USD 7,654,207	Singapore, Republic of Singapore	(3)
Natuzzi Netherlands Holding	100.00	100.00	EUR 34,605,000	Amsterdam, Holland	(4)
Natuzzi Trade Service S.r.l.	100.00	100.00	EUR 14,000,000	Santeramo in Colle, Italy	(5)

- (1) Manufacture and distribution
- (2) Intragroup leather dyeing and finishing
- (3) Services and distribution
- (4) Investment holding
- (5) Dormant

See "Item 18. Financial Statements" of this Annual Report for further information on the Company's subsidiaries.

Strategy

In recent years, the Group has focused on strengthening its brands, expanding its retail network with Natuzzi monobrand stores in key markets, where the Natuzzi brand is well known, and on its ability to create value by improving the efficiency of its industrial and supply-chain operations. At the same time, the Group has implemented cost control measures to streamline in particular its headquarters-related costs.

With the aim of positioning its offering toward the medium and high end of the market and at the same time differentiating its brand and product proposition from the low end of the market, where price is the main driver, in 2016 the Group started reorganizing its commercial operations on the basis of two divisions (the Natuzzi branded division and the unbranded division) and two business models (retail and wholesale). In 2019, the Group further developed its sales organization by focusing on the distribution channel, in addition to its two divisions: the retail channel, represented by mono-brand stores operated directly by the

Group and by third-parties, and the wholesale channel, consisting primarily of Natuzzi-branded galleries in multi-brand stores as well as mass distributors selling unbranded products.

During 2021 and 2022, the Group continued the transformation of its business to pursue a positioning of the Natuzzi brand as a life-style brand by further focusing principally on the branded part of its business, which is mainly distributed through the retail channel: in 2022, 89% of the Group's sale of upholstery furniture and home furnishing accessories came from the sale of its branded products (compared to 87% in 2021 and 85% in 2020. See Note 31 to the Consolidated Financial Statements). In addition, the Group intends to continue to expand its presence in key strategic markets where the Natuzzi brand's awareness is well established, such as the U.S., Greater China and certain European countries, such as the UK and Italy, in particular.

Coherently with such effort, in November 2021, the Group defined a new organizational model, pivoting in particular on the Group's two main brands, *Natuzzi Italia* and *Natuzzi Editions*. Indeed, the *Natuzzi Italia* and *Natuzzi Editions* brands are increasingly pursuing a distinct but complementary development path both in terms of customer segmentation and distribution strategy and, therefore, require a dedicated organization. (see below "The Brand Portfolio and Merchandising Strategy"). This new organization envisages, in particular, the introduction of two leading roles: a Chief Brand Officer ("CBO") for each of the *Natuzzi Italia* and *Natuzzi Editions* brands. Each CBO is responsible for the performance of the respective brand in terms of top line. Accordingly, the CBOs define the main choices in terms of product merchandising, visual merchandising and marketing, as they have a direct impact on brand positioning and customer experience. In addition, each of the two CBOs interacts cross-functionally with other Group functions, such as R&D, Manufacturing and the Creative Department, as well as with each of the Group's Regional Managers (for the North America; Central and South America; West & South Europe; Emerging Markets; Greater China and the Rest of APAC) with the aim of identifying business trends and opportunities in the different markets.

We are also moving towards the Group's digital transformation with the launch, among other things, of the new Natuzzi global website in November 2021. The release of the new web-based platform is part of a broader omnichannel strategy to fully integrate the digital and physical sides of the business. This first release, launched simultaneously in more than 100 countries, showcases both *Natuzzi Italia* and *Natuzzi Editions* collections through dedicated sections of the website. The new global website has replaced the previous 46 different domains that existed in the different geographies of our business. At its launch, the new platform offers a fully operational e-commerce platform for U.S. consumers focusing initially on the *Natuzzi Italia* collection. We are prioritizing the U.S. market, as we believe that it offers the best potential in the e-business segment, with the goal of gradually extending it to the other brand, *Natuzzi Editions*, and other key markets.

As of the date of this Annual report, the Group's strategy is mainly based on the following drivers, with the ultimate goal of creating value for its shareholders:

- **Brand strengthening:** for our *Natuzzi Italia* and *Natuzzi Editions* brands we aspire to the «State of Excellence» which requires to focus on five specific pillars: design, merchandising, marketing, retail and service.
- **Continued development of our core upholstered business** by i) launching a selected number of collections, but meticulously developed following a merchandising approach; ii) exploiting best sellers/iconic products to reinforce the Natuzzi brand uniqueness; iii) focusing on our distinctive characteristics: heritage, comfort, versatility and sustainability.
- **Development of the business outside our historical upholstered segment** by offering new furnishings and accessories collections that will follow the life-style concept, thus further enhancing a full retail experience. We intend to expand our product offering in high potential furnishings categories, such as beds and dining room accessories. For selected accessories and furnishings categories, we intend to adopt an "asset light model", as suppliers will be directly involved in both production and inventory management.
- **Retail excellence**, promoted by creating a dedicated "global retail division", whose main goal is to set the standards for improving the performance of the Group's stores. Examples of levers include the implementation of a customer relationship management (CRM), the creation of 360° performance diagnostic tools, sales force training and the redefinition of the retail experience and storytelling to highlight the uniqueness of the Natuzzi brand.
- **Fostering of the digital transformation**, by introducing and developing, among other things, a new website that has replaced the former existing 46 domains, and offering on-line functionality, at its initial stage, in the U.S. for the *Natuzzi Italia* collection, with the goal of gradually extending it to other key markets. The Company is also working on various IT-related projects, to support the Group's main functions, such as manufacturing, supply chain, product, organization, and to provide digital tools for sales.
- **A more flexible and efficient production:** we started the "Factory 4.0" pilot industrial program in one of our plants in Italy. This program, which is inspired by the automotive industry, leverages on innovative technologies and provides

for a greater involvement of our vendors in the process, so that everyone in the value chain, including our suppliers, can contribute to identify opportunities to improve and stabilize the overall process flow. Once fine-tuned in our pilot plant, we plan to gradually extend this program to the other Italian plants as well as our plants in China, Romania and Brazil. In addition, we plan to further rely on industrial outsourcing especially for the unbranded production;

- **A new organization to support the brand centrality**, through the introduction of two Chief Brand Officers, one for *Natuzzi Italia* and one for *Natuzzi Editions*, who will act transversally across the functions (R&D, Manufacturing, Supply Chain, Furnishings & Accessories) and different geographic markets.
- **Increase in capital efficiency**, through a rigorous approach to working-capital management, the disposal of non-strategic assets and an increased focus on cash generation and margins metrics.

More generally, the Company intends to implement actions aimed at developing its business and improving the Group's overall efficiency on the basis of the following three main levers:

- 1) Focus on business development by leveraging on its main brands, *Natuzzi Italia* and *Natuzzi Editions*, through:
 - expanding the Group's presence in key geographies, such as the U.S., China and certain European countries, such as the UK and Italy, in particular;
 - leveraging on joint ventures to exploit market opportunities in markets we believe have growth potential;
 - extending the Group's efficient direct-retail model in the U.S. to enhance the productivity of other existing directly operated stores ("DOS"); and
 - expanding the retail network in a manner that fosters the transition to a retail and branded company.
- 2) Focus on margins through:
 - a progressive shift to higher margin Natuzzi branded sales, as compared to unbranded business, to increase the quality of our sales;
 - the enhancement of production efficiency, through the reduction of the industrial complexity and the implementation of innovative technologies and processes in our plants; and
 - a disciplined rationalization of the Group's overhead structure.
- 3) Focus on capital efficiency through:
 - a more rigorous approach to working-capital management;
 - an increased focus on cash generation and margin metrics;
 - the disposal of non-strategic assets, and
 - the adoption of an "asset light model", as suppliers will be directly involved in both production and inventory management for some selected furnishings and accessories.

In addition to the Natuzzi branded business, which has represented over the last few years, and will continue to represent, according to our current plans, the strategic portion of the business, the Group continues to offer **unbranded** products within a dedicated wholesale business unit to meet the specific needs of key accounts globally. This division produces and offers leather upholstery to some of the world's renowned wholesale distributors in the medium/low end of the market. This market segment is exposed to all competitors offering products at specific low market price ranges, with consequent repercussions on our margins.

The Company intends to focus on fewer selected large accounts selling unbranded products and serve them with a more efficient go-to-market model. During 2021 and 2022, the Group further refined its approach to managing the unbranded business, as it intends to focus on those customers who meet specific business requirements, along with a continued simplification of its operating model, by further evolving the engineering processes of the relevant product/model platforms, as well as identifying the production allocations to efficiently serve such customers.

In order to enhance efficiency and flexibility in the unbranded production, in 2020, we started an outsourcing program in Vietnam intended to supply a large portion of Mass Merchants in North America. This program has represented a great opportunity to the unbranded division, which has been adversely affected, among the others, by the trade dispute between the U.S. and China and,

more generally, by increased price competition. At the same time, the Company continues to explore further external production capacity in low-cost countries to increase its production capacity and flexibility, particularly with regard to its unbranded production. There is no assurance that such additional outsourced production capacity could be implemented and that the relevant efficiency gains expected could be reached in the future. For information on the Company's revision of its industrial footprint as a result of these challenges, see "—Manufacturing."

The Company has taken steps to sell some non-strategic assets and real estate properties in the U.S. and Italy. The sale of these assets should increase the flexibility of our operations and reduce working capital needs. The sale proceeds will be reinvested mainly in the development of our business. Moreover, the Group continued to streamline its overall cost structure, with particular reference to its Italian operations. As part of this strategy, in June 2020, the Company signed a sale agreement with a third party for the disposal of the land located in the "Santeramo in Colle-Iesce" area, just a few miles away from its headquarters. On December 31, 2020, the Company signed a preliminary agreement with a third party for the disposal of the idle industrial real estate complex "Via Dell'Avena" located in the city of Altamura (Bari). The sale contract was finalised in May 2021.

In March 2021, the Company completed the sale of IMPE, a subsidiary dedicated to the production of flexible polyurethane foam. For information on the sale of IMPE, see "— Manufacturing." Furthermore, in March 2021, following a preliminary agreement entered into in December 2020, the Company signed a sale contract with a third party for the disposal of the idle industrial real estate complex "Fornello" located in the city of Altamura (Bari) (see Notes 7 and 8 to the Consolidated Financial Statements).

The Brand Portfolio and Merchandising Strategy — The Group, through its two brands and its unbranded offering, competes in all price segments of the upholstered furniture market with an increasingly important offer of furnishings and accessories. The Group's strategy is to focus on the branded part of the business rather than the unbranded business, the latter of which is characterized by lower margins and faces competition almost entirely based on price.

Precise market segmentation, clear brand positioning and clearly defined customer and consumer targets are intended to enhance the Group's competitive strengths in all market segments to gain market share through its different product lines, as described below.

— **Natuzzi Italia** is the Group's luxury furniture brand, targeting an affluent and more sophisticated global consumer. The *Natuzzi Italia* collection is sold mainly through the retail channel in mono-brand stores, concessions and galleries in multi-brand specialized stores and high-end department stores. The offer includes sofas designed and manufactured in Italy at the Company's factories, positioned in the high end of the market, with unique and customized materials, workmanship and finishes thanks to the Natuzzi heritage of fine craftsmanship in the leather sofas segment. The *Natuzzi Italia* product line, which is largely the same across all of our stores globally to best represent the *Natuzzi Italia* brand, includes furnishings and accessories for the living room and beds, bed linens and bedroom furnishings to further expand its product offering.

— **Natuzzi Editions** is the Group's contemporary collection designed in Italy, which was initially designed specifically for the U.S. market. This collection includes a wide range of leather upholstery products, targeting the medium/medium-high segment of the market and leveraging the know-how and high credibility of the Natuzzi brand in the leather upholstery industry. *Natuzzi Editions* products are strategically almost entirely manufactured at the Group's overseas plants (Romania, China and Brazil) to efficiently serve different geographies and are sold through mono-brand stores and galleries. The retail and merchandising format of *Natuzzi Editions* has evolved over time and now includes also a wider offering of furnishings. *Natuzzi Editions* products are manufactured and distributed in Italy under the brand **Divani&Divani by Natuzzi**, through both directly-owned stores and franchise stores. The store merchandising of *Natuzzi Editions* is based on a common collection but then tailored to best fit the opportunities of each market. *Natuzzi Editions* and *Divani&Divani by Natuzzi* are two brands with different banners and store concepts, but with the same merchandising offer (i.e., same positioning and consumers target). *Divani&Divani by Natuzzi* is mostly focused on the Italian market where it was first launched, whereas *Natuzzi Editions* is distributed in other countries around the world.

— In addition, the Group operates a key account program through unbranded products to compete in the entry price segments of the market by conducting business mainly through large distributors. Unbranded products are manufactured in the Group's plants located in Romania, China and Brazil, as well as through an outsource program in Vietnam.

Improvement of the Group's Retail Program and Brand Development — The Group has made significant investments to improve its existing distribution network and strengthen its Natuzzi brand. The high level of recognition of the Natuzzi brand among high-end consumers is the result of efforts the Company has made over the past decade in its products, communication, store experience and customer service. This consumer brand awareness encourages the Company to carry on its brand development and further enhancement of the Group's distribution network, in order to further increase consumers' familiarity with the Natuzzi brand, and their association of it as a high-end brand.

The Group intends to continue the transformation of its commercial operations to become a more retail-oriented company. Accordingly, it is evolving its commercial organization to improve agility and accountability throughout its retail process.

In order to implement its retail business model, the Group's Corporate Retail Division carries out various cross-functional activities, such as: i) analyzing the performance of the Group's DOS to identify possible issues and implement specific action plans, with the support of the Chief Brand Officers and regional commercial managers; ii) defining the Group's retail merchandising platform to support the merchandising team in identifying the right product mix by store cluster and consumer target; iii) defining the Group's retail customer-experience guidelines, including sales ceremonies and in-store communication, in line with the Natuzzi brand's commercial strategies; iv) defining training content aimed at improving the performance of sales staff, their product knowledge and store management; v) developing the trade business through the implementation of procedures and initiatives aimed at attracting trade professionals, such as architects and interior designers; vi) defining guidelines and tools for managing the process of opening new Natuzzi stores.

The Corporate Retail Division is also responsible for defining strategies for the development of the online business, in close collaboration with the Group's Digital Marketing & E-Commerce Department and in cooperation with the regional commercial teams.

The Group continued to expand its retail distribution network in various countries despite the enduring consequences of the COVID-19 containment measures adopted largely in China within 2022.

During 2022, 22 Natuzzi Italia stores were opened, of which 14 in China and one in each of Australia, Austria, Bangladesh, Indonesia, Ivory Coast, Ukraine, United Arab Emirates and Uzbekistan.

Natuzzi Editions and the Divani&Divani by Natuzzi retail chains are characterized by a medium positioning in the upholstery business. Natuzzi Editions and Divani&Divani by Natuzzi are two brands with different banners and store concepts, but with the same merchandising offer (i.e., same positioning and consumers target). Divani&Divani by Natuzzi is mostly focused on the Italian market where it was first launched, whereas Natuzzi Editions is distributed in other countries around the world. During 2022, 97 Natuzzi Editions stores were opened (of which 73 in China, eight in Brazil, six in the U.S., and one in each of Croatia, Czech Republic, Egypt, Kuwait, Poland, Senegal, South Korea, Spain, Venezuela and Vietnam) and four Divani&Divani by Natuzzi stores were opened in Italy.

Product Diversification and Innovation — The Group has continued to collaborate with the most outstanding international designers to launch the new 2022 *Natuzzi Italia* collection called “The Circle of Harmony – Second Life”. This new *Natuzzi Italia* collection was presented in June 2022 during the Milan Design Week. The “Circle of Harmony – Second Life” collection represents a reflection on how to move the production of furnishings towards a level of sustainability that is consistently more coherent and definitive. The international designers involved have interpreted the brand's DNA and its link to the Mediterranean, discussing the issues of functionality, sustainability and well-being.

The Group has taken a number of steps to broaden its product lines, including the development of new models, such as modular and motion frames, and the introduction of new materials and colors, including exclusive eco-fibers, a series of new fibers designed to have the maximum positive impact on the environment and people. The Group believes that a wider offer of collections will strengthen its relationships with the world's leading distribution chains, which are interested in offering branded solutions. The Group has also continued to invest in the Natuzzi's style center in Santeramo in Colle, Italy (the “Style Center”), which serves as a creative hub for the Group's design activities.

Manufacturing

As of the date of this Annual Report, our manufacturing facilities are located in Italy, China, Romania and Brazil. The Group has also used outsourcing programs in Vietnam, from December 2019, and, more recently, has started a partnership with an industrial outsourcer in Mexico.

Due to the current challenges arising from global competition, and in particular the imposition of tariffs by the U.S. on goods imported from China and, in 2021, of customs duties imposed by the Canadian authorities on goods imported from China and Vietnam, in 2019, the Group started a thorough revision of its industrial footprint.

The first step of this revision process was represented by the downsizing of our Chinese manufacturing plant located in Shanghai, which was finalized in July 2020, with a further reduction in the number of workers in 2022. Following the downsizing, our Chinese plant mainly serves the Asia-Pacific region and the North American market with regard to our Natuzzi Editions branded products, whereas the production for the unbranded products for the North American market is being gradually shifted from China

to Vietnam through outsource agreements with two different suppliers as of the date of this Annual Report. Furthermore, in 2022, with the aim of reducing the overall labor cost in our Chinese operations, the Group established a second manufacturing plant, located in Quanjiao County-Anhui province, China. This second plant is expected to gradually absorb part of the production capacity of the Shanghai plant. In 2022, our operations in China represented about 22% of the Group's total consolidated upholstered revenue. The Group has been operating in China since 2002.

In addition, with the aim of avoiding customs duties, reducing the overall delivery time to customers and improving service levels, in July 2022 the Group launched a new commercial offer called "Natuzzi Editions Quick Program", dedicated specifically to the North American market for the distribution of selected models of the Natuzzi Editions collections. These products are manufactured by an outsourcer based in Mexico with which the Company has recently started cooperating for the exclusive production of products for the Natuzzi Editions Quick Program.

At the same time, the Company continues to explore further external production capacity in low-cost countries to increase its production capacity and flexibility, particularly with regard to its unbranded production for the EMEAI market. There can be no assurance that such additional outsourced production capacity will be implemented and that the expected efficiency gains expected will be realized in the future.

Our five Italian plants dedicated to the production of upholstered products and three Italian warehouses are located either at or within 25 kilometers from Santeramo in Colle, where the Group's headquarters is located. Collectively, these facilities extend over more than 170,000 square meters. As of December 31, 2022, these facilities employed 1,488 workers, the majority of whom were subject to layoff programs. See "Item 6. Directors, Senior Managers and Employees—Employees." With the exception of the South American market, the Italian plants are the exclusive producers of Natuzzi Italia products. In 2022, these plants generated about 50% of the Group's total consolidated upholstery revenue. With regard to the Italian plants, the new Factory 4.0 program was launched. As of the date of this Annual Report, two plants have been restructured according to the new production model under this program. For additional information on the Factory 4.0 program, see "Item 4. Information on the Company—Innovation".

We have two plants in China. One is located in Shanghai, currently extending over 38,000 square meters following the completion of its downsizing from 88,000 square meters occurred in July 2020. In addition, during 2022, Natuzzi Quanjiao Limited, a new production facility located in County-Anhui province, China, and wholly controlled indirectly by the Company through Natuzzi China, became operational. As of December 31, 2022, the plant located in Shanghai employed 472 people, of whom 419 were laborers. It manufactures Natuzzi Editions and unbranded products mainly for the Asia-Pacific market. As of December 31, 2022, the Natuzzi Quanjiao Limited plant employed 93 workers. In 2022, our Chinese plants produced about 22% of the Group's total consolidated upholstered revenue.

Our Romanian plant is located in Baia Mare. Extending over 75,600 covered square meters, it has been in operation since 2003. As of December 31, 2022, it employed 913 people, of whom 769 were laborers. It produces Natuzzi Editions and unbranded products for the EMEAI market. In 2022, the Romanian plant produced about 22% of the Group's total consolidated upholstered revenue.

Our Brazilian plant is located in Salvador De Bahia. Extending over 28,700 square meters, it has been in operation since 2000. During 2022 our Brazilian plant was interested from a restructuring and efficiency recovering process. As of December 31, 2022, our Brazilian plant employed 205 people, of whom 182 were laborers. Since the end of 2016, in addition to Natuzzi Editions and unbranded products, the Brazilian plant produces Natuzzi Italia branded products for the South American market.

As of December 31, 2022, the Group had one additional plant in Italy, located in Udine (Natco S.p.A. ("Natco")), and dedicated to the production of leather. This facility employed 130 workers as of December 31, 2022, of whom 113 were laborers.

On January 8, 2021 the Company and Vita Group ("Vita") entered into an agreement whereby Vita Italy S.r.l., a wholly owned subsidiary of Vita, would acquire IMPE against a payment of €6.1 million, subject to customary purchase price adjustments and warranties (the "IMPE Purchase Agreement"). In March 2021, the Company completed the transaction contemplated by the IMPE Purchase Agreement and Vita Italy S.r.l. acquired the entire share capital of IMPE. This transaction is part of the Company's strategy to review its value chain and streamline the Group's manufacturing processes, focusing on value-added activities within its Italian plants. See Note 7 to the Consolidated Financial Statements. The last tranche of the payment related to this transaction was regularly collected by the Company in March 2022.

During 2022, our production operations saw the introduction of new production methods and technologies, including the Factory 4.0 program, coordinated by a new planning and management information system that integrates our suppliers into an extended supply chain. For additional information on the Factory 4.0 program, see "Item 4. Information on the Company—Innovation".

The already mature approach of moving line-based manufacturing processes has been exploited with the aim of improving efficiency, quality and lead time. The moving line manufacturing model has improved the ergonomics of the work area by breaking down products into lighter pieces at individual stages and also coordinates workers by ensuring they work at a similar pace. The finished product is of higher quality and produced faster. The new moving lines have been implemented in all of the Group's production facilities. The Group has integrated the following production phases into the moving line production process within our plants: (a) direct integration with wood and foam suppliers to supply each plant according to daily needs ("just in time" supply) with the advantage of reducing the stock of semi-finished goods; and (b) leather cutting and sewing.

Raw Materials — The principal raw materials used in the manufacture of the Group's products are hides (mainly cattle hides), fabrics, polyurethane foam, polyester fiber and wood. In 2022, the total cost of raw materials used in the manufacture of the Group's products was slightly higher compared to 2021. It is only during the last quarter of 2022 that we saw a downward trend in the price of some production inputs. While we continue to see a downward trend in the cost of leather, the cost of certain raw materials, especially those that require significant use of energy for their production, such as mechanical components, wood and oil-related products, such as polyurethane, remains stable and still at high levels.

The Group purchases hides from slaughterhouses and tanneries located primarily in Italy, Brazil, India, Germany and other South American and European countries. The hides purchased by the Group are divided into several categories. The lowest category hides are mainly purchased in South America and India. The middle category hides are purchased in Europe or South America and the highest quality hides are purchased in Italy, Germany and France.

The supply of cattle hides is principally dependent upon beef consumption, rather than demand for leather.

The prices for cattle hides increased during the first three quarters of 2022, while they started to decline in the last quarter of 2022. As the current situation remains uncertain, and due to the volatile nature of the hides market, there can be no assurance that current prices will remain stable or continue to decrease. Indeed, given the current inflationary environment, a recovery in demand following the reopening of China's economy, exchange rate volatility, the ongoing conflict in Ukraine (which, among other things, makes it difficult for our facilities in Europe to receive raw materials through the Black Sea trade route), and considering a possible new wave of COVID-19 cases in Asia and other parts of the world, it is likely that such prices could trend upward and that raw material supply will be difficult. See "Item 3. Key Information—Uncertain global macro-economic and political conditions could materially adversely affect our business, operations and economic and financial position", "Item 3. Key Information—Risk Factors—The price of the raw materials we use is difficult to predict and material increases to such prices and our energy production costs have had, and may continue to have, a material adverse effect on our results of operations" and "Item 3. Key Information—The COVID-19 pandemic has had, and may continue to have, an adverse impact on our business, results of operations and financial condition".

The Group also purchases fabrics and microfibers to be used in coverings. Most of the fabrics are purchased in Italy from a dozen of suppliers which provide the finished product. Microfibers are purchased from suppliers in Italy, Spain, South Korea and China. Fabrics and microfibers are generally purchased weekly from suppliers on the basis of purchase orders specifying the quantity (in linear meters) and the delivery date.

In 2022, polyurethane foam prices increased significantly compared to 2021. As of the date of this Annual Report, there has been no significant reversal of this trend. The chemical components of polyurethane foam are petroleum-based commodities, and the prices for such components are therefore subject to, among other factors, fluctuations in the price of crude oil. See "Item 3. Key Information—Risk Factors—The price of the raw materials we use is difficult to predict and material increases to such prices and our energy production costs have had, and may continue to have, a material adverse effect on our results of operations".

The Group also offers a collection of home furnishing accessories (tables, lamps, rugs, home accessories and wall units in different materials). Most of the suppliers are located in Italy, while some hand-made products (such as rugs) are made in India. Before any items are introduced into our collection, they are tested in accordance with European and world safety standards. In the design phase particular attention is paid to the choice of innovative technological solutions that add value to the product and ensure long lasting quality.

Supply-Chain Management

The Supply Chain Department is responsible for monitoring logistics solutions to ensure their effectiveness. In addition, in order to improve access to supply chain information across the Group, the Logistics Department uses a portal that allows it and other departments (such as the Customer Service and Sales Department) to monitor the movement of goods through the supply chain and to monitor key performance indicators (KPIs).

During the first months of 2022, as a result of the strong global demand that began after the pandemic, the cost of certain raw materials and container transportation rates have increased at global level. This upward price trend in prices has been exacerbated by the impact of Russia's invasion of Ukraine on global supply chains, including making it more difficult for our plants in Europe to receive raw materials via the Black Sea trade route, particularly from Asia. Furthermore, ship waiting times at major ports increased from less than 20 days at the beginning of 2021 to nearly 50 days during 2022 due to increased port traffic and lockdowns with associated worker absenteeism, particularly in Asian ports. As a result, orders received by the Group could not be completed as quickly as expected due to missing components, and therefore could not be delivered and invoiced to end customers within the standard time. In addition, such supply chain complications led to low availability of raw materials and semi-finished goods, as well as shipping bottlenecks with delivery delays, resulting in an increased inventory level, especially in the first half of 2022.

In response to such changing markets and operational challenges, in the second half of 2022, the Group revised its supply chain processes and planning systems, such as the material requirements planning (MRP) system, which determines what raw materials, components and semifinished goods are needed during the production cycle, and when to assemble the finished goods, based on demand and the bill of materials.

The Company has also established a "control tower" that provides full visibility of the entire end-to-end supply chain, allowing management to analyze and proactively respond to potential demand spikes while ensuring availability of production inputs and reducing waste.

This new supply chain approach allows management to leverage automation and ensure that work is allocated and processed effectively across the organization, thus allowing the Group to better adapt its business to supply chain challenges, market volatility, and rising costs, with the ultimate goal of improving working capital management.

During the second half of 2022, the Company improved the service level and on-time delivery at global level.

See also "Item 3. Key Information—Risk Factors—Uncertain global macro-economic and political conditions could materially adversely affect our business, operations and economic and financial position", Item 3. Key Information—Risk Factors—The price of the raw materials we use is difficult to predict and material increases to such prices and our energy production costs have had, and may continue to have, a material adverse effect on our results of operations" and "Item 3. Key Information—Risk Factors—The COVID-19 pandemic has had, and may continue to have, an adverse impact on our business, results of operations and financial condition", for a discussion of the impact of the COVID-19 pandemic, supply chain disruptions, increases in the price of raw materials and energy costs and the ongoing conflict in Ukraine on our capital expenditures.

Production Planning (Order Management, Warehouse Management, Production, Procurement) — The Group's commitment to reorganizing procurement logistics is aimed to:

- develop a logistic-production model to customize the level of service to customers; and
- optimize the level of the size of the Group's inventory of raw materials and/or components. A procedure is being implemented to continuously monitor global finished products inventories in order to determine which in-stock goods are not being sold as part of our existing collections (as a result of being phased-out) and to enable the different commercial branches to promote specific sales campaigns of these goods.

The Group also plans its procurement of raw materials and components as follows:

- (i) **"On demand"** for those materials and components (which the Group identifies by code numbers) that require a shorter lead time to complete the order than the standard production planning cycle for customers' orders. This system allows the Group to handle a higher number of product combinations (in terms of models, versions and coverings) for customers around the world, while maintaining a high level of service and minimizing inventory size. "On demand" procurement of raw materials and components eliminates the risk that these materials and components would become obsolete during the production process; and
- (ii) **"Upon forecast"** for those materials and components that require a long lead time to complete the order. The Group uses a forecasting methodology that balances the Group's desire to maintain low inventory levels with the Sales Department's need for flexibility in fulfilling orders.

Lead times can be longer than those mentioned above when a large number of unexpected orders are received. Delivery times vary depending on the location of unloading (transportation times vary greatly depending on the distance between the final destination and the production plant).

Load Optimization and Transportation — The Group delivers goods to customers via common carriers. Goods destined for the Americas and other markets outside Europe are transported by sea in 40-foot high cube containers, while those produced for the European market are generally delivered by truck or rail. In 2022, the Group shipped 4.020 containers overseas and approximately 5.085 fully loaded mega-trailers trucks.

With the aim of decreasing costs and safeguarding product quality, the Group uses a software to manage load optimization.

The Group mainly relies on several shipping and trucking companies operating under “time-volume” service contracts to deliver its products to customers and to transport raw materials to the Group’s plants and processed materials from one plant to another. In general, the Group prices its products to cover its door-to-door shipping costs, including all customs duties and insurance premiums.

Products

Products are mainly designed in the Company’s Style Center, but the Group also collaborates with international designers for the conception and prototyping of certain products in order to enhance brand visibility, especially with respect to the *Natuzzi Italia* product line.

New models are the result of a constant information flow from the market, in which preferences are analyzed, interpreted and turned into a brief for designers in terms of style, function and price point. Designers draw the sketches of new products in accordance with the guidelines they are provided and, through collaboration with the prototype department, approximately 70 new sofa models are generally introduced each year. The diversity of customer tastes and preferences, as well as the Group’s inclination to offer new solutions, results in the development of products that are increasingly personalized. More than 100 highly qualified employees conduct the Group’s R&D efforts from its headquarters in Santeramo in Colle, Italy.

The Group’s wide range of products includes a comprehensive collection of sofas and armchairs with particular styles, coverings and functions, with more than two million combinations.

- The *Natuzzi Italia* collection stands out for its choice of high-quality materials and finishes, as well as for the creativity and details of its design. As of March 31, 2023, this product line offered 72 models of sofas, 51 armchairs and 10 beds offered in a wide range of covers and colors. This collection also includes a selection of additional furniture pieces (such as wall units, coffee tables, tables, chairs, lamps and carpets) and accessories (including vases, mirrors, magazines racks, trays and decorative objects) to offer a complete suite of furnishings and with the aim of enabling the Group to develop a “lifestyle” brand.
- The *Natuzzi Editions* and the *Divani&Divani by Natuzzi* collection consisted of 100 models of sofas, 29 armchairs and 12 beds as of March 31, 2023. This vast range of models covers all styles from casual/contemporary to more traditional, suitable for all markets from Europe to Americas to Asia. This collection focuses on leather and offers 11 leather types available in 107 colors. In addition, a collection of 17 fabric articles available in 108 colors was added to the line.
- The **unbranded** collection consisted of 68 models as of March 31, 2023, including exclusive models for key accounts. The products are mainly offered in top grain leather, but are also available in a bonded leather.

The Group operates in accordance with strict quality standards and has earned the ISO 9001 certification for quality and the ISO 14001 certification for the management of environmental impacts. The ISO 14001 certification also applies to the Company’s tannery subsidiary, Natco. Further, the Group has obtained the ISO 45001 certification for management systems of occupation health and safety.

Innovation

Since the end of 2020, the Group has invested time and capital to design and innovate processes and products and to achieve higher levels of efficiency, quality and service. Decisions on new products are made through a well-defined phase-gate process with explicit, fact-based criteria, such as product lifecycle, forecast, market segment and reduction of complexity of the existing portfolio. Accurate and granular data on product costs and financial sustainability of the business is available at every stage of the value chain (from development through manufacturing, distribution, and support). Standardized development tools (such as product lifecycle management) enable seamless global collaboration between the R&D department and the Group’s industrial footprint. The Group’s global innovation and product development department aims at integrating processes (“concurrent engineering”) by bringing together engineers from different backgrounds in cross-functional product and process teams and by interacting with suppliers to enable a faster product cycle and more efficient product development. Concurrent engineering is a

working methodology that emphasizes the parallelization of tasks within a process (i.e., performing tasks concurrently), sometimes called “simultaneous engineering” or “integrated product development”, because it uses an integrated product team approach. It is an approach to product development that integrates various functions of design and manufacturing engineering, among others, to reduce the time required to bring a new product to market.

An open innovation network across the business enables collaborations with external entities (e.g., research institutions, universities, innovation centers) to rapidly source new ideas that can be turned into practical products. Once a new idea is applied to projects, it is protected by means of a specific patent.

The Company pays particular attention to the comfort of its products and its certification. The evaluation process is based on an ergonomic-principle conformity check (gap analysis), which includes the performance of several tests selected according to types of evaluation required and performed in the corresponding ergonomic reference areas. The Company performs several types of ergonomic evaluations, including tests performed or supervised by experts (certified European ergonomists), CAD 3D virtual seat evaluations and simulations, and tests with real users selected to represent the categories of end users (e.g., through biomechanical analysis, usability/distraction tests, interviews, focus groups). Based on the specific product type and request, users are asked to interact with the tested products by performing representative tasks of a physical (biomechanical interaction) or cognitive nature (cognitive ergonomics). Such evaluations are carried out to determine the compliance of the products with the ergonomic principles and requirements established by the sector technical standards, and may result in an ergonomic certification. This new evaluation process has allowed to make it possible to achieve the highest certification, Human Centered Design: Product & Organization according to (ISO 92141-210) and (ISO 9241-220).

The innovation along the R&D processes and products has been implemented and successfully integrated with the entire value-added chain, with suppliers, production and customers through the experimentation of an innovative production and process model called “Factory 4.0”. The Factory 4.0 operational model has been studied since 2020 as a proprietary production model aimed at reducing production costs, based on a bespoke cellular production principle that evolved the moving line production model. Such production model relies on a more advanced technological clustering of industrial processes in order to more efficiently manage the complexity arising from the manufacturing of different product families (also referred to as the “factory within the factory” system).

This new cellular production system is an advanced form of lean production that uses the same basic principles but in a mixed-model environment to efficiently manage the complexity of make-to-order production. The basic underlying principle is that instead of grouping workers by a single process within the same production line, workers are grouped into separate production value streams for each product family. Cellular manufacturing principles can be applied to a wide range of volumes and product mixes, resulting in a more flexible production environment. Cellular production methods involve clustering the processes and machines needed to complete a product family. The goal is to improve value stream efficiency. This new approach to production concept makes it possible to simplify the production flow and reduce part movement, buffer inventory and waste in general. Cellular production focuses on first identifying the value-adding activities of the process, then mapping the value stream, implementing the process flow, creating a pull system, and finally creating quality through continuous improvement.

In parallel, an extraordinary complexity and variety reduction project has been launched to support this new factory model, which remains flexible and dynamic in order to manage the residual complexity. The new factory model is supported by digital systems based on 4.0 technologies, which make it possible to connect people, machines and systems as a network. All assembly processes and material handling technology are real-time ready. The assembly, sewing, packaging and cutting departments are completely digitalized. Employees work with monitors and personal pads. Workstations and processes have been virtually tested and ergonomically designed. All the warehouses and picking zone are equipped with a digitalized logistics and visual management “Andon” systems, the necessary materials for assembly in a so-called pick zone use (“pick-to-light” systems), advanced transport and handling systems are in use to speed up the efficiency of the internal logistics system. A real-time monitoring approach has been designed and implemented into Factory 4.0, as the resulting data can now be collected and analyzed at the end of a shift using big data technology. The findings are used to improve existing production processes, prevent efficiency losses and take predictive action. This helps to increase uptime and improve quality.

Networking is not only within Factory 4.0 but also throughout the supply chain from suppliers to production to customers. In coordination with our suppliers, we plan to integrate their systems with the Natuzzi SAP system (“Systems, Applications, Products in Data Processing”) and manufacturing execution system (MES) to track arrivals, avoid shortages and enable early detection of discrepancies in the supply chain, thus reducing response time.

As of the date of this Annual Report, Factory 4.0 has been implemented in two Italian plants, which are dedicated exclusively to the production of Divani&Divani by Natuzzi products. However, we plan to gradually extend this program to the other Italian plants and, subsequently, to our plants in China, Romania and Brazil.

R&D expenses, which include labor costs for the R&D department, design and modeling consultancy expenses and other costs related to the R&D department, were €3.5 million in 2022, €3.3 million in 2021 and €3.1 million in 2020.

Advertising

Natuzzi's marketing mission continues to capitalize on our brand's core values of harmony, quality and craftsmanship, combining design with innovation, and a commitment to social responsibility. We amplify these values through our brand's dynamic story. Told through our predominant Mediterranean, Italian, modern lifestyle, this brand story honors our history as a quintessential Italian brand while allowing us to promote a broad yet curated product range that results in a combination of product value and personalized experience.

By adopting a fresh, ever-evolving creative approach that is increasingly driven by digital strategies, we have continually reinvigorated our brand, enhancing its desirability and visibility. Our vertically integrated approach allows us to manufacture most of the products we sell in our own plants, which we believe gives us great control over the quality of our products, the service we provide, and flexibility in make-to-order production, thus supporting an exceptional breadth of styles and customization options.

Our combination of creative and analytics-driven strategies enables us to drive new and repeat customer traffic to both our stores worldwide and our new website, natuzzi.com. Using our fully integrated customer relationship management system, we create personalized customer journeys, targeted communications and retargeting campaigns. We develop persuasive, aspirational and relevant messages and we convey them through a variety of media, including direct mail, geo-targeted TV and VOD (video on demand), radio, digital and social channels and email marketing. We also launched a targeted digital communications strategy in 2021 that is encouragingly increasing our prospect contacts each year. Taken together, these strategies allow us to constantly expand and update our client base while maintaining existing relationships.

We work on continually improving our digital platform, which includes both brand lines to enhance the user experience across the Natuzzi universe. New technologies and effective user experience solutions contribute to the growth of our digital key performance indicators.

Along with the new digital platform, we maintain the e-commerce channel for Natuzzi Italia products in the U.S. market to amplify the brand's potential and make it more accessible to customers. Our e-commerce strategy is to generate business by combining technology with excellent personal service. We consider our website an extension of our retail stores and not a separate segment of our business. We expect most of our customers to use the internet for inspiration and as the beginning of their shopping process to view products and their prices. Since most of our products are customizable, we encourage our website customers to get personal help from our interior design professionals, either in person or online. This complimentary direct contact with one of our knowledgeable interior design professionals, whether remotely or in-person, represents an additional service we provide our website customers. This enhances the online experience and leads to internet customers becoming customers of our network of retail stores.

Particularly as a result of the increased focus on online shopping and virtual merchandising platforms, we continue to strategically focus on digital touchpoints through our ongoing implementation of conversion rate optimization updates. We also invest in targeted search engine optimization and paid search marketing for both national and local markets, driving both referral traffic to our website and physical traffic to our stores. In addition, improved on-site search capabilities, expanded online appointment booking capabilities, and product listing and display page enhancements continue to elevate our users' experience. We continue to promote brand visibility on various social media platforms, placing greater emphasis on visual and video-driven content. Both paid social media campaigns and organic social media presence have helped us grow our social following and take a more prominent place in the cultural conversation.

In 2022, the Natuzzi Editions brand began its transition to become a retail brand by expanding partnerships and improving the quality of distribution through mono-brand stores and galleries that represent the Group's lifestyle concept. The Natuzzi Editions brand launched its "Dreams" concept, a new architectural store concept for bedroom products, such as beds, mattresses and bedroom accessories, with soft and enveloping lines that create a unique welcoming environment, which can be a freestanding store or a shop-in-shop.

The developments in the retail environment have also been reinforced with a newly designed in-store communication that enhances the consumer experience, supported by a digital footprint, a new website, and digital tools. All marketing materials are available to our customers through a marketing platform to provide 360° support to our partners in communicating the Group's brand values to our consumers.

In addition to holding an annual retail congress at the Company's headquarters, we have launched a virtual tour of the Natuzzi Editions showroom in order to reach all nations and guarantee consistency in customer and product placement throughout the world.

We plan to further invest in our digital footprint, including our website, in order to enhance our customer experience, expanding a customized and engaging approach to products. We are also continually improving our customers' journey from the time they visit our website to the delivery of their purchase or their visit to our points of sale by boosting our engagement tools. We view the combination of online and in-store traffic in a holistic fashion whereby our customer generally experiences our brand on our website before visiting a store in person. Our online traffic continues to increase each year and our marketing teams remain focused on enhancing our digital outreach strategies to further drive more traffic and keep our brand relevant in today's social media-oriented world.

Retail Development

The Group is still focused on expanding its retail distribution network internationally in its most important markets, by opening new stores and closing/relocating those store that have not met the expected revenue goals.

During 2022, 22 Natuzzi Italia stores were opened, of which 14 in China and one in each of Australia, Austria, Bangladesh, Indonesia, Ivory Coast, Ukraine, United Arab Emirates and Uzbekistan.

During 2022, 97 Natuzzi Editions stores were opened (of which 73 in China, eight in Brazil, six in the U.S., and one in each of Croatia, Czech Republic, Egypt, Kuwait, Poland, Senegal, South Korea, Spain, Venezuela and Vietnam) and four Divani&Divani by Natuzzi stores were opened in Italy.

As in previous years, the Company strongly focused on the Chinese and North American markets for the openings of new Natuzzi Editions stores. In particular, in the U.S. the Company decided to invest directly by opening three Natuzzi Editions stores, two of which were opened in joint venture with a local partner, and one DOS managed entirely by the Group.

The expansion of the network will continue in 2023. In terms of DOS openings, we are focusing on the U.S., which represents one of our largest retail opportunities, while we continue to ensure retail expansion in the remaining geographies through franchises. With the aim of further consolidating a strong presence of our brands in the U.S. retail market, in 2023 we plan to open six DOS, of which 5 Natuzzi Italia stores, namely in San Diego, Atlanta, Denver, Houston and Manhasset, and one Natuzzi Editions store in Frisco. We plan to open about 100 Natuzzi franchise stores worldwide in 2023.

In Italy, the opening of four new Divani&Divani by Natuzzi franchised operated stores is evidence of a higher degree of confidence of local investors towards the retail chain, while also South America is showing an increasing interest towards the Natuzzi Editions brand with nine additional openings in 2022.

Markets

The Group markets its products internationally and in Italy. Historically, the distribution of the Group's product has been through the wholesale channel, which still represents a significant portion of the entire business.

The Group continues in its effort to expand its retail distribution through Natuzzi mono-brand stores, both directly operated and franchises. In 2022, retail sales accounted for 59.5% of our consolidated upholstered and home furnishings revenue, compared to 49.2% in 2021.

The following tables show the number of Group stores (both directly operated and franchises) as of December 31, 2022 according to our principal geographic areas.

STORES		Natuzzi Italia	Natuzzi Editions	Divani&Divani by Natuzzi	TOTAL
Americas⁽¹⁾	United States and Canada	16	7	—	23
	Other Americas	17	50	—	67
	Total Americas	33	57	—	90
EMEAI	West & South Europe (excluding Italy)	34	21	—	55
	Italy	4	—	76	80
	Middle East, Africa and India	26	7	—	33
	Other EMEAI	30	10	—	40
	Total EMEAI	94	38	76	208
Asia-Pacific	China ⁽²⁾	101	278	—	379
	Other Asia-Pacific	19	7	—	26
	Total Asia-Pacific	120	285	—	405
TOTAL	247	380	76	703	

⁽¹⁾ Includes the United States, Canada, Central and South America (including Brazil) (collectively, the "Americas").

⁽²⁾ Includes 24 Natuzzi stores directly operated by Natuzzi Trading (Shanghai) Co., Ltd., which is 49% owned by the Company, following the agreement with the Kuka group. See "3. Asia-Pacific Region" below.

In addition to the stores indicated in the above table, as of December 31, 2022, there were three *Natuzzi Italia* and eight *Natuzzi Editions* concessions (galleries or store-in-store points of sale), all directly managed by the Company's Mexican subsidiary.

The following tables show the Group's consolidated revenue of upholstery furniture and home furnishing accessories, broken down by geographic market and branded/unbranded business for each of the years indicated therein and in millions of Euro.

	2022		2021		2020	
Americas⁽¹⁾	164.7	36.3%	157.4	38.0%	98.3	31.4%
Natuzzi brand ⁽²⁾	146.0	32.2%	136.3	32.9%	86.9	27.7%
Unbranded	18.7	4.1%	21.1	5.1%	11.4	3.7%
EMEAI	201.9	44.5%	183.9	44.5%	152.8	48.7%
Natuzzi brand ⁽²⁾	175.5	38.7%	154.6	37.4%	122.4	39.0%
Unbranded	26.4	5.8%	29.3	7.1%	30.4	9.7%
Asia-Pacific	86.6	19.1%	72.4	17.5%	62.4	19.9%
Natuzzi brand ⁽²⁾	83.5	18.4%	69.8	16.9%	58.3	18.6%
Unbranded	3.1	0.7%	2.6	0.6%	4.1	1.3%
Total	453.2	100.0%	413.7	100.0%	313.5	100.0%

⁽¹⁾ Includes the United States, Canada, Central and South America (including Brazil).

⁽²⁾ The "Natuzzi" brand includes the following lines of product: *Natuzzi Italia*, *Natuzzi Editions* and *Divani&Divani by Natuzzi*. Net sales under the "Natuzzi" brand also includes net sales of beds sold under the *Natuzzi Italia* line.

The following tables show the number of upholstered seats sold broken down by geographic market and branded/unbranded business for each of the years indicated therein:

	2022		2021		2020	
Americas⁽¹⁾	234,074	28.5%	355,963	36.4%	228,844	27.9%
Natuzzi brand ⁽²⁾	177,684	21.6%	266,193	27.2%	177,752	21.7%
Unbranded	56,390	6.9%	89,770	9.2%	51,092	6.2%
EMEI	442,973	53.9%	475,071	48.6%	452,959	55.3%
Natuzzi brand ⁽²⁾	345,757	42.1%	329,595	33.7%	284,852	34.8%
Unbranded	97,215	11.8%	145,476	14.9%	168,107	20.5%
Asia-Pacific	144,256	17.6%	146,993	15.0%	137,784	16.8%
Natuzzi brand ⁽²⁾	130,619	15.9%	135,338	13.8%	118,757	14.5%
Unbranded	13,637	1.7%	11,655	1.2%	19,027	2.3%
Total	821,303	100.0%	978,027	100.0%	819,587	100.0%

(1) Includes the United States, Canada, Central and South America (including Brazil).

(2) The “Natuzzi” brand includes the following three lines of product: *Natuzzi Italia*, *Natuzzi Editions* and *Divani&Divani by Natuzzi*.

In 2022, net sales of upholstered sofas, beds and home furnishings (“main business”) amounted to €453.2 million, an increase of 9.5% compared to 2021, as a result of a 12.3% increase in Natuzzi branded sales and a 9.0% decrease in net sales of unbranded products. The Group’s strategy is to increase the share of Natuzzi branded sales, mainly through the expansion of its retail network in key markets, such as the U.S., China and certain European countries such as the U.K. and Italy, while focusing on a smaller number of selected large accounts selling unbranded products, in order to serve them with a more efficient go-to-market model.

In 2022, delivered sales of upholstered and home furnishings benefited from the reduction of the order backlog accumulated up to December 31, 2021, mainly as a consequence of the supply chain disruptions in 2021, which significantly limited the delivery of our products in that year, and from the adjustments in the price lists of our product offering in response to the inflationary pressures that characterized most of 2022. Furthermore, such adjustments and the increase in the sales of beds and home furnishings and accessories (up 36.9% compared to 2021) has more than offset the decrease in seat units sold in 2022 compared to 2021.

In 2022, the Group’s revenue increased across the main geographic areas compared to both 2021 and 2020.

In 2022, revenue increased despite the supply chain disruptions that continued into the first half of the year due to limited availability of shipping containers and raw materials, which in turn delayed the delivery of our products. In addition, our industrial and commercial operations in China were significantly limited as a result of the resurgence of COVID-19 cases in some districts, prompting the central government to impose rigorous containment measures, such as lockdowns or restrictions on the movement of people.

During 2020, 2021 and most of 2022, the Group’s sales performance in all main regions and across its brands was negatively affected by the spread of the COVID-19 pandemic and by the restrictive measures adopted by many governments, as well as by the disruptive effects of the COVID-19 pandemic on the supply chain system during the second half of 2020 and throughout 2021 and for part of 2022. See “Item 3. Key Information—Risk Factors—The COVID-19 pandemic has had, and may continue to have, an adverse impact on our business, results of operations and financial condition.”

The Group’s strategy is to increase the portion of revenue represented by the Natuzzi branded sales, mainly through the expansion of its retail network, and, at the same time, to focus on fewer selected large accounts selling unbranded products to serve them with a more efficient go-to-market model.

For additional information on the results of our operations in 2022 as compared to 2021, see “Item 5. Results of Operations.”

1. The Americas

In 2022, net sales of leather and fabric-upholstered furniture and beds as well as home furnishings in the U.S. and the rest of the Americas (including Brazil) were €164.7 million, up 4.6% compared to 2021, and the number of seats sold decreased by 34.2%, to 234,074 in 2022. The performance in the Americas was significantly affected by the suspension of operations at the Group’s factory in Shanghai from March 28, 2022 to May 3, 2022, which produces Natuzzi Editions and unbranded products for North America. Such operations were later resumed at a lower production capacity given stringent limitations on the number of employees allowed to access the plant. See “Item 3. Key Information—Risk Factors—The COVID-19 pandemic has had, and may continue to have, an adverse impact on our business, results of operations and financial condition”.

Net sales of our Natuzzi branded products were €146.0 million, up 7.1% compared to 2021, and net sales of unbranded products were €18.7 million, down 11.4% compared to the prior year.

The Group's strategy for the Americas is to continue focusing on the branded business mostly through the opening of mono-brand Natuzzi stores in addition to Natuzzi galleries, mainly in the U.S., and at the same time to focus on fewer selected large unbranded distributors in an effort to serve them with a more efficient go-to-market model.

Over the last few years, our unbranded business has been affected by difficult retail conditions experienced in the North American market, resulting in a reduction of their points of sale, and, more generally, by increased price competition in the low segment of the market. In addition, the unbranded division, which has been entirely served by our operations in Asia, has been negatively affected by tariffs imposed by the U.S. customs authorities on goods manufactured in China and, more recently, by Canadian customs authorities on goods manufactured in China and Vietnam.

In light of the tariffs imposed by the U.S. on goods imported from China, since December 2019, the Company has started outsourcing in Vietnam part of its unbranded production for some key accounts in the U.S. The Company intends to gradually increase its outsourced production in Vietnam to serve most of its mass-merchant distributors located in the U.S. In addition, the Group is leveraging on its global footprint to mitigate the negative effects from customs duties imposed by Canadian authorities. See "—Manufacturing."

The Group's principal customers are major distributors. The Group advertises its products to distributors and, recently, to end-consumers in the U.S., Canada, Central and South America (excluding Brazil) both directly and through the use of various marketing tools. The Group also relies on its network of sales representatives and on furniture fairs held at its High Point, North Carolina, to promote its products.

Natuzzi Americas maintains offices in High Point, North Carolina and provides Natuzzi S.p.A with agency services. The staff at High Point provides customer service, trademarks and products promotions, credit collection assistance, and generally acts as the customers contact for the Group. As of March 31, 2023, the High Point North Carolina operation had 39 employees. In addition, Natuzzi Americas has four independent sales representatives.

Our commercial activities in Brazil and South America are overseen from our Salvador de Bahia facility. The Group's commercial structure for the South American region has been reinforced over the years by an increase in personnel, from 12 representatives in 2012 to 17 as of the end of 2022. 2022 sales in Brazil were €15.4 million, up from €14.2 million in 2021. As a result of the focus to the Brazilian and more generally South American high-end consumer market, the Group currently distributes a *Natuzzi Italia* "made in Brazil" collection, entirely manufactured in Brazil and dedicated exclusively to the South American market.

In 2016, the Group acquired seven *Natuzzi Italia* stores all located in Florida. In December 2016, the Company established a new trading subsidiary located in Mexico, Natmx S.de.R.L.de.C.V. ("NATMX"). In January 2017, NATMX signed an agreement with the owners of Muebleria Standard. Under the agreement, NATMX acquired the three existing *Natuzzi Italia* stores located in Mexico City-Altavista, Guadalajara and Monterrey. In addition to the directly operated stores, as of March 31, 2023, NATMX sells our products in Mexico through 11 directly managed concessions (three under the *Natuzzi Italia* brand and eight under the *Natuzzi Editions* brand) in Palacio de Hierro, a high-end retailer having shopping malls in excellent locations throughout Mexico.

In June 2017, the Company opened its new North American retail store in West Palm Beach, Florida. During 2018, the Company opened four new directly operated stores in the U.S., namely one in Chicago, one in Los Angeles-Costa Mesa, one in Paramus – New Jersey and one in Philadelphia (within the King of Prussia Mall). In 2019, one *Natuzzi Italia* store was opened in the Sarasota and the Fort Lauderdale store, initially opened in 2016, was relocated. In 2022, three new *Natuzzi Editions* stores were opened, of which one in Kennesaw, Georgia, operated directly by the Group, and two *Natuzzi Editions* stores, in South Lake and Dallas, Texas, managed in joint venture with a local partner. These new stores are part of the strategy announced in 2016 to open Company-managed stores in high traffic and prime retail locations, showcasing the new store design, merchandising concept and overall Natuzzi consumer experience.

As of December 31, 2022, there were 15 *Natuzzi Italia* stores in the Americas (12 in the U.S. and three in Mexico) and one *Natuzzi Editions* store in the U.S. directly managed by the Group, in addition to 2 *Natuzzi Editions* stores in the U.S. managed in joint venture with a local partner.

As of the same date, there were also 18 *Natuzzi Italia* stores operating in the Americas that are owned by local franchisees (seven in Brazil, three in the U.S., two in Venezuela, one in each of Argentina, Bolivia, Canada, Colombia, Panama and Paraguay). Furthermore, as of the same date, there were 54 *Natuzzi Editions* franchise stores, of which 42 were located in Brazil, four in the U.S., two in each of Peru and Uruguay, and one in each of Argentina, Colombia, Ecuador and Venezuela.

2. EMEAI

In 2022, net sales of leather and fabric-upholstered furniture and beds as well as home furnishings in Europe (including Italy), the Middle East, Africa and India (collectively, “EMEAI”) were €201.9 million, up 9.8% compared to 2021, with the number of seats decreasing by 6.8% to 442,973 in 2022. Natuzzi branded sales amounted to a total of €175.5 million in 2022 (up 13.5% from 2021), and unbranded products net sales decreased by 9.9% to €26.4 million.

2a) West & South Europe (excluding Italy). The Group sells its products in West & South Europe (outside Italy) mainly through stores (franchises or directly operated stores). As of December 31, 2022, 55 stores were operating in Europe: 34 were under the *Natuzzi Italia* name (14 in the UK, nine in Spain, three in each of France and Switzerland, two in each of the Netherlands and Portugal, and one in Austria). As of the same date, there were 21 *Natuzzi Editions* stores of which 17 located in the UK, three in Spain, and one in Ireland. Of these stores, as of December 31, 2022, the Group directly owned 18, of which 15 were operated under the *Natuzzi Italia* name (eight in Spain, four in each of the UK and Switzerland, and one in France) and three were operated under the *Natuzzi Editions* name, of which two in the UK and one in Spain.

2b) Italy. Since 1990, the Group has sold its upholstered products in Italy principally through the *Divani&Divani by Natuzzi* franchise network of furniture stores. As of December 31, 2022, there were 76 *Divani&Divani by Natuzzi* stores (of which 12 directly operated by the Company), and four *Natuzzi Italia* stores, all directly operated by the Company.

2c) Middle East, Africa and India. As of December, 2022, the Group had a total of 26 *Natuzzi Italia* stores in the Middle East, Africa and India: six in Israel, four in India, three in the United Arab Emirates, two in Saudi Arabia, and one in each of Algeria, Bahrain, Bangladesh, Egypt, Ivory Coast, Kuwait, Lebanon, Pakistan, Qatar, Senegal and Tunisia. In addition, four *Natuzzi Editions* stores were operating in Egypt and one in each of Israel, Kuwait and Senegal. All of these stores are operated by franchise partners.

2d) Other EMEAI. As of December 31, 2022, 40 stores were operating in the remaining part of EMEAI: 30 were under the *Natuzzi Italia* name (four in each of Czech Republic, Russia and Turkey, three in Ukraine, two in each of Bosnia and Uzbekistan, and one in each of Azerbaijan, Croatia, Cyprus, Greece, Hungary, Malta, Poland, Romania, Serbia, Slovakia and Slovenia). As of the same date, there were 10 *Natuzzi Editions* of which three in the Czech Republic, two in each of the Croatia and Slovakia, and one in each of Poland, Romania and Serbia.

In January 2012, following the worsening of the European Union’s diplomatic relations with Iran and Syria, the Company decided to cease all business relations with these two countries. No impairment issue arose following the cessation of business relations with those two countries. The Group has had no sales in Iran or Syria since 2016. Our prior interests and activities in Iran or Syria were not a material investment risk, either from an economic, financial or reputational point of view. The Group has not had, nor does it plan to have, any commercial contacts with the governments of Iran or Syria, or with entities connected with such governments.

The Group has never generated sales in Sudan, North Korea or Cuba.

3. Asia-Pacific Region

In 2022, net sales of leather and fabric-upholstered furniture and beds as well as home furnishings in the Asia-Pacific region were €86.6 million, up 19.6% compared to 2021, and the number of seats sold decreased by 1.9%, to 144,256 in 2022. In 2022, Natuzzi branded sales increased by 19.6% to €83.5 million, and unbranded sales increased by 19.2% to €3.1 million compared to 2021, despite the lockdown measures in place in China in the first part of 2022.

The general strategy for the Natuzzi brand is to further expand the store network throughout the region, with a strong emphasis on the Chinese market.

The Group’s commercial part of the business throughout the Asia-Pacific region was run by Natuzzi Trading (Shanghai) Co., Ltd. until July 27, 2018. On that date, the Company announced the completion of the transactions (the “Closing”) contemplated by the joint venture agreement, signed in March 2018, between the Company and Kuka Furniture (Ningbo) co., Ltd. (“Kuka”). As a result of the Closing, the Company’s wholly-owned Chinese subsidiary, Natuzzi Trading (Shanghai) Co., Ltd. (“Trading Co.”) became a joint venture in which each of the Company and Kuka owns, as of the date of this Annual Report, a 49% and a 51% stake, respectively. See Note 11 to the Consolidated Financial Statements.

This joint venture is aimed at expanding the Company’s retail network in Mainland China, Hong Kong and Macau (the “Territory”). Trading Co. will distribute the Natuzzi Italia and Natuzzi Editions branded products through a network of single-brand directly operated stores and franchise stores in the Territory, as well as through online stores.

In April 2021, the Company announced that it had entered into a preliminary and non-binding agreement (the “Preliminary Agreement”) with Truong Thanh Furniture Corporation (“TTF”), a company incorporated under the laws of the Republic of Vietnam and which engages in production and distribution of furniture, to form a partnership aimed at strengthening the Natuzzi Group’s operations in the APAC region excluding Greater China (the “Rest of the APAC Territory”). Under the Preliminary Agreement, TTF intended to acquire up to a 20% stake in Natuzzi Singapore PTE. LTD (“Natuzzi Singapore”), which was incorporated by the Company in the Republic of Singapore in April 2020 and became operating in 2021. Natuzzi Singapore engages in sales and distribution of furniture and upholstery products under the trademarks of the Group in the Rest of the APAC Territory. At the time of the Preliminary Agreement, Natuzzi Singapore was 93% controlled by Natuzzi S.p.A., while the remaining 7% stake was owned by Mr. Richard Tan, the head of Natuzzi industrial operations in Asia since their inception in 2001, as well as a minority shareholder of one of the Group’s subsidiaries in China. In March 2022, TTF obtained all applicable authorizations by the relevant Vietnamese authorities and acquired a 20% stake in Natuzzi Singapore, for a total cash consideration of \$5.4 million (equivalent to €4.9 million) to Natuzzi Singapore. As a result of the above transaction, Natuzzi S.p.A. TTF and the other minority shareholder, Mr. Richard Tan, own 74.4%, 20.0% and 5.6% of the share capital of Natuzzi Singapore, respectively. In addition, Natuzzi S.p.A. maintains the majority of the board members of Natuzzi Singapore.

As of December 31, 2022, 120 *Natuzzi Italia* franchise stores were operating in the Asia-Pacific market: 99 in China, six in Taiwan, four in each of Australia and South Korea, two in each of Hong Kong and Indonesia, and one in each of Philippines, Thailand and Vietnam. In addition, as of the same date, the Group had 283 franchise *Natuzzi Editions* stores, of which 277 located in China, two in Thailand, and one in each of Hong Kong, South Korea, Malaysia and Vietnam. In addition, in 2022, there two *Natuzzi Editions* stores directly operated by the Group in Australia. Following the completion of this joint venture in China, the 11 *Natuzzi Editions* directly operated stores were transferred to Trading Co. The Group also maintains galleries in the Asia-Pacific region under the *Natuzzi Italia* and *Natuzzi Editions*.

Customer Credit Management

The Group maintains an active credit management program. The Group evaluates the creditworthiness of its customers on a case-by-case basis according to each customer’s credit history and information available to the Group. Throughout the world, the Group utilizes “open terms” in 64% of its sales and obtains credit insurance for about 84% of this amount; about 8% of the Group’s sales are commonly made to customers on a “cash against documents” and “cash on delivery” basis; lastly, about 28% of the Group’s sales are supported by a “letter of credit” or “payment in advance and at sight”. See Note 30(C) to the Consolidated Financial Statements. In July 2020, the Company renewed the Securitization Facility with the Assignee for an additional 5-year period. Originally entered into in July 2015, the Securitization Facility allows the Company to assign trade receivables to the Assignee for a maximum amount of €40.0 million, on a revolving basis, retaining substantially all of the risks and rewards (“pro-solvendo”) in the assigned trade receivables, in exchange for short-term credit, thereby continuing to provide the Company with an important and stable source of liquidity. Notably, under the Securitization Facility, the Company is entitled to assign a wide range of trade receivables, thus adding flexibility to the Company’s funding capacity.

Incentive Programs and Tax Benefits

Historically, the Group has benefited from the Italian government’s investment incentive program for under-industrialized regions in Southern Italy, which includes the area that serves as the center of the Group’s operations. The investment incentive program provides tax benefits, capital grants and subsidized loans. There can be no assurance that the Group will continue to be eligible for such grants, benefits or tax credits for its current or future investments in Italy. See “Item 3. Key Information—Risk Factors—Our past results and operations have significantly benefited from government incentive programs, which may not be available in the future.”

In 2013, the Company took part in a temporary association of companies (*Associazione Temporanea di Imprese*) (“ATI”), under a program called “MAIND,” which aimed to share research, development and training expenses related to eco-innovative materials and advanced technologies for the manufacturing and construction industries. Since 2013, we have received approximately €0.4 million from the Italian government under this program. This program ended in 2019.

In September 2015, the Company presented to the Italian Ministry of Economic Development (*Ministero dello Sviluppo Economico*, the “Ministry”) a €49.7 million investment program for industrial development consisting of six programs, including a research and development program and the upgrade of its Italian facilities located in the regions of Puglia and Basilicata. In 2015,

the Company formally requested that the grant from the Ministry be €37.3 million from public incentives. On September 23, 2015, the Company entered into a formal agreement (the “Development Contract”) with the Ministry and the governments of Puglia and Basilicata reflecting this investment. On January 23, 2017, following its review of such program, the Ministry reduced the amount of investments from €49.7 million to €37.8 million, according to the following allocation: €27.6 million to upgrade the Italian plants located in Puglia and Basilicata and €10.2 million for innovation, research and development expenses. Consequently, grants from public incentives were reduced from €37.3 million to €26.9 million (€11.0 million as a capital grant and €15.9 as subsidized loan). The Company began the planned investment activity in 2016. Specifically, it invested €5.0 million in 2016 and €2.0 million in 2017. In January 2018, the Ministry issued a decree for the Company to sign. Following the unfavorable judgement by the Labor Court of Bari, which required the Company to re-employ 166 workers, the Company decided not to sign the decree because it considered that the conditions set out in the decree, including the obligation not to fire workers for a 10-year period, were too onerous. On March 5, 2019, the Company presented to the Ministry of Economic Development an updated document concerning the Development Contract. In July 2019, the Ministry issued a decree which valued the Company’s investment program at €45.7 million, of which €33.9 million considered eligible for public incentives, and granted the Company: (i) a €4.3 million capital grant and a €12.7 million subsidized loan for the upgrade of the Italian facilities in Puglia and Basilicata and (ii) a €5.9 million capital grant and a €1.2 million subsidized loan for innovation, research and development expenses, for a total of €24.1 million in grants from public incentives. In December 2019, the Company received €7.2 million from the Ministry, equivalent to 30% of the total grants, of which €3.0 million as a capital grant and €4.2 million as a subsidized loan. By signing the decree, the Company undertook to carry out the research and development program and the upgrade of the Italian facilities in Puglia and Basilicata by December 31, 2020. On July 31, 2020, the Company presented a first set of the expenditure documentation relating to such investment program. Following the COVID-19 outbreak, the Company requested an extension of the deadline to March 31, 2022 to complete the investments under the program.

In March 2022, the Company presented to the Ministry a revised program with a new set of investments aimed at improving the flexibility of the industrial processes in its Italian plants located in the regions of Puglia and Basilicata, through the introduction of the “4.0” technologies together with a new workflow organization based on “cellular manufacturing”. According to such revised program, the total amount of investments is €34.4 million, of which €25.3 million is for the upgrade of the Italian plants in Puglia and Basilicata and €9.1 million for innovation, research and development expenses. The amount in grants from public incentives has not changed (i.e., €24.1 million, of which €7.2 million already received in December 2019). In March 2023, the Ministry issued the approval decree providing for a total investment amount of €31.3 million, of which €23.6 million for the upgrade of the Italian plants in Puglia and Basilicata and €7.7 million for innovation, research and development expenses. The amount in grants from public incentives was about 70% of the €31.3 million investment amount, and the Ministry granted the Company a €8.7 million capital grant and €13.6 million subsidized loan. The Company has requested and obtained from the Ministry an extension of the deadline to December 31, 2023 to complete the investments under the program.

Since 2019 and up to the date of this Annual Report, the Company has not received any further grant from the Ministry.

Management of Exchange Rate Risk

The Group is subject to currency exchange rate risk in the ordinary course of its business to the extent that its costs are denominated in currencies other than those in which it earns revenues. Exchange rate fluctuations also affect the Group’s operating results because it recognizes revenues and costs in currencies other than Euro but publishes its financial statements in Euro. The Group also holds a substantial portion of its cash and cash equivalents in currencies other than the Euro. The Group’s sales and results may be materially affected by exchange rate fluctuations. For additional information see “Item 3. Key Information—Risk Factors—Fluctuations in currency exchange rates and interest rates may adversely affect our results of operations” and “Item 11. Quantitative and Qualitative Disclosures about Market Risk”.

Trademarks and Patents

The Group’s products are sold mainly under the *Natuzzi Italia*[®] and *Natuzzi Editions*[®] trademarks. These trademarks and certain other trademarks, such as *Divani&Divani by Natuzzi*[®] and *Natuzzi Re-vive*[®], have been registered in all jurisdictions in which the Group has a commercial interest, such as Italy, the EU and elsewhere. To protect its investments in new product development, the Group has also undertaken the practice of registering certain new designs in most of the countries in which such designs are sold. As of the date of this Annual Report, the Group has approximately 650 certificates of design registrations referring to single and multiple applications for a total of 1,200 models (the same model may be registered in more than one country and/or jurisdiction, resulting in about 13,500 registrations related to 1,200 models in several countries) and three patents (registered and pending).

Applications are made with respect to new product introductions that the Group believes will enjoy commercial success and have a high likelihood of being copied.

In 2013, the Natuzzi Group launched *Re-vive*[®], an innovative armchair that was the result of a collaborative effort between Natuzzi's Style Center and the Formway Design Studio of Wellington, New Zealand. The *Re-vive*[®] recliner combines style and comfort, Italian artisan expertise and innovative New Zealand design. This innovative armchair is internationally protected by several patents covering both its shape and all of its components. In particular, the design patent was filed in 40 countries, while the mechanism patent was filed in eight countries.

As for the distribution of the products that are manufactured in the Group's plants and identified under various names (*Natuzzi Italia*[®], *Natuzzi Editions*[®], *Divani&Divani by Natuzzi*[®] and *Natuzzi Re-vive*[®]), the Group has entered into business agreements under the form of sale licenses (product supply and brand usage licenses) with its customers (distributors and retailers).

Furthermore, the Group has supply agreements in place with large wholesalers for the supply of Unbranded products that are manufactured by the Group's industrial plants outside of Italy.

Regulation

The Company is incorporated under the laws of the Republic of Italy. The principal laws and regulations that apply to the operations of the Company—those of Italy and the European Union—are different from those of the United States. Such non-U.S. laws and regulations may be subject to varying interpretations or may be changed, and new laws and regulations may be adopted, from time to time. Our products are subject to regulations applicable in the countries where they are manufactured and sold. Our production processes are regularly inspected to ensure compliance with applicable regulations. While management believes that the Group is currently in compliance in all material respects with such laws and regulations (including rules with respect to environmental matters), there can be no assurance that any subsequent official interpretation of such laws or regulations by the relevant governmental authorities that differs from that of the Company, or any such change or adoption, would not have an adverse effect on the results of operations of the Group or the rights of holders of the Ordinary Shares or the owners of the Company's ADSs. See “—Environmental Regulatory Compliance,” “Item 10. Additional Information—Exchange Controls” and “Item 10. Additional Information—Taxation.”

Environmental Regulatory Compliance

The Group, to the best of its knowledge, operates all of its facilities in compliance with all applicable laws and regulations.

The Group places environmental sustainability among the priority commitments of its business activities. Since 2003, in compliance with this commitment, the Group has implemented an environmental management system, certified ISO 14001, integrated with a quality management system, certified ISO 9001. Through such systems, the Group is committed to offering high value products and services, operating in respect of the environment and complying with all applicable laws and regulations.

Below are the main commitments made by the Group in relation to environmental sustainability:

- 1) constant monitoring of the environmental impact of the Group's business activities through:
 - implementation of programs aimed at reducing energy and raw material consumption; and
 - economic evaluation of the use of the best technologies available on the market to minimize pollution;
- 2) prioritizing the recovery and recycling of the waste generated rather than its disposal, protecting soil and subsoil from potential spills; managing temporary industrial waste storage areas such as mastics and solvents; separate collection to facilitate waste recovery and disposal;
- 3) raising awareness and training its employees on the issue of environmental sustainability;
- 4) promoting the adoption of correct environmental behaviour by its suppliers, giving priority to those who offer the greatest guarantee of sharing Natuzzi's corporate policy;
- 5) maintaining an open and constructive dialogue with public administration bodies and with individual territorial in the areas in which the Group operates.

Insurance

The Group maintains insurance against a number of risks. The Group insures against loss or damage to its facilities, loss or damage to its products while in transit to customers, failure to recover receivables, certain potential environmental liabilities, product liability claims and Directors and Officer Liabilities. While the Group's insurance does not cover 100% of these risks, management believes that the Group's present level of insurance is adequate in light of past experience.

Description of Properties

The location, approximate size and function of the principal physical properties used by the Group as of March 31, 2023 are set forth below:

Country	Location	Size (approximate square meters)	Function	Production Capacity per day	Unit of Measure
Italy	Santeramo in Colle (BA)	28,000	Headquarters, prototyping, showroom (owned)	N.A.	N.A.
Italy	Santeramo in Colle (BA)	2,000	Experimental laboratory: leather cutting, sewing, assembling wooden parts for frames, product assembly (owned)	100	Seats
Italy	Santeramo in Colle, Jesce (BA)	28,000	Sewing and product assembly (owned)	800	Seats
Italy	Matera La Martella	38,000	General warehouse of sofas and accessory furnishing (owned)	N.A.	N.A.
Italy	Matera, Jesce	12,500	Leather cutting, sewing, assembling wooden parts for frame, product assembly (owned)	350	Seats
Italy	Graviscella	8,000	Leather cutting, sewing, assembling wooden parts for frame, product assembly (owned)	250	Seats
Italy	Laterza (TA)	12,000	Leather and fabrics warehouse, leather and fabrics cutting, (owned)	N.A.	N.A.
Italy	Laterza (TA)	10,500	Sewing, assembling wooden parts for frames, product assembly (owned)	500	Seats
Italy	Laterza (TA)	19,000	Semi-finished products and accessories warehouse (owned)	N.A.	N.A.
Italy	Pozzuolo del Friuli (UD)	21,000	Leather dyeing and finishing (owned)	11,000	Square Meters
U.S.A.	High Point, North Carolina	10,000	Office and showroom for Natuzzi Americas (owned)	N.A.	N.A.
Romania	Baia Mare	75,600	Leather cutting, product assembly, manufacturing of wooden frames, polyurethane foam shaping, fiberfill production and wood and wooden product manufacturing (owned)	1,300	Seats
China	Shanghai	38,000	Leather cutting, sewing and product assembly, manufacturing of wooden frames, polyurethane foam shaping, fiberfill production (leased)	1,200	Seats
China	Quanjiao County – Anhui province	3,900	Sewing and product assembly, manufacturing of wooden frames, polyurethane foam shaping, fiberfill production (leased)	170	Seats
Brazil	Salvador de Bahia – Bahia	28,700	Leather cutting, sewing and product assembly, manufacturing of wooden frames, polyurethane foam shaping, fiberfill production (owned)	195	Seats

The Group believes that its production facilities are suitable for its production needs and are well maintained.

Capital Expenditures

The following table sets forth the Group's capital expenditures for the three-year period ended December 31, 2022:

	Year ending December 31, (millions of Euro)		
	2022	2021	2020
Land and plants	1.2	1.1	0.4
Equipment	8.3	5.9	2.2
Intangible assets	1.2	1.5	0.8
Total	<u>10.7</u>	<u>8.5</u>	<u>3.4</u>

Capital expenditures in the last three years have been made primarily to make improvements in property, plant and equipment, to expand our retail network and to develop our e-commerce, the "Natuzzi customer experience" configurator and our 3D digital platform. In 2022, capital expenditures were primarily made to make improvements to the Group's existing industrial and retail facilities, in particular in the U.S. and Italy (see Notes 8 and 10 to the Consolidated Financial Statements).

As of March 31, 2023, the Company spent €1.6 million on capital expenditures since January 1, 2023. The Group expects that capital expenditures in 2023 will be around €18.2 million mainly related to the upgrade of the Italian factories and the expansion of our retail network. Capital expenditures in 2023 are expected to be financed mainly through long-term borrowings and cash flow generated by operations. For information on potential impacts of the COVID-19 pandemic and the conflict in Ukraine on our capital expenditures plans, see "Item 3. Key Information—Risk Factors—Uncertain global macro-economic and political conditions could materially adversely affect our business, operations and economic and financial position."

ITEM 4A. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following discussion of the Group's results of operations, liquidity and capital resources is based on information derived from the audited Consolidated Financial Statements and the notes thereto included in Item 18 of this Annual Report. These financial statements have been prepared in accordance with IFRS and are included in Item 18 of this Annual Report. All information that is not historical in nature and disclosed under "Item 5. Operating and Financial Review and Prospects" is deemed to be a forward-looking statement. See "Forward-Looking Information."

The consolidated financial statements of Natuzzi S.p.A. as at and for the years ended December 31, 2022 and 2021 have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"), including interpretations issued by the IFRS Interpretations Committee ("IFRS IC") applicable to companies reporting under IFRS.

Non-GAAP Financial Measures

We monitor and evaluate our operating and financial performance using several non-GAAP financial measures including: Adjusted EBITDA, Adjusted EBITDA margin and Net Financial Position.

We believe that these non-GAAP financial measures provide useful and relevant information regarding our performance and our ability to assess our financial performance and financial position. They also provide us with comparable measures that facilitate management's ability to identify operational trends, as well as make decisions regarding future spending, resource allocations and other operational decisions. While similar measures are widely used in the industry in which we operate, the financial measures we use may not be comparable to other similarly titled measures used by other companies nor are they intended to be substitutes for measures of financial performance or financial position as prepared in accordance with IFRS.

Adjusted earnings before interest, tax, depreciation and amortisation (Adjusted EBITDA)

Management has presented the performance measure Adjusted EBITDA because it monitors this performance measure at a consolidated level and it believes that this measure is relevant to an understanding of the Group's financial performance. Adjusted EBITDA is calculated by adjusting profit or loss from continuing operations to exclude the impact of taxation, net finance income/(costs), depreciation, amortisation, government grants only related to depreciation of property, plant and equipment (PPE) and share of profit of equity-method investees.

Adjusted EBITDA is not a defined performance measure in IFRS. The Group's definition of Adjusted EBITDA may not be comparable with similarly titled performance measures and disclosures by other entities.

The following tables show the reconciliation of Adjusted EBITDA to profit or loss for the years ended December 31, 2022, 2021 and 2020 (amounts in thousands of euro).

	2022	2021	2020
Profit/(loss) for the year	1,288	4,385	(24,906)
Income tax expense	2,273	4,389	4,341
Profit/(loss) before tax	3,561	8,774	(20,565)
Adjustments for:			
- Addition (subtraction) of net finance income/(costs)	5,245	(331)	11,415
- Addition (subtraction) of share of profit/(loss) equity-method inv.	(356)	(3,561)	(1,455)
- Addition of depreciation	20,619	20,281	23,258
- Addition of amortisation	1,031	1,090	907
- Subtraction of government grants only related to PPE	(1,473)	(1,306)	(1,241)
Adjusted EBITDA	28,627	24,947	12,319

In applying IFRS 16, in relation to the leases that were classified as operating leases, the Group recognises depreciation and interest costs, instead of operating lease expense. In relation to those leases, the Group recognised €11.8 million of depreciation

charges and €2.9 million of additional interest costs from leases in 2022 (€11.7 million and €2.6 million, respectively, in 2021; €13.4 million and €2.6 million, respectively, in 2020).

Adjusted EBITDA is presented by management to aid investors in their analysis of the performance of the Group and to assist investors in the comparison of the Group's performance with that of other companies.

Net Financial Position

Net Financial Position is defined as “Cash and cash equivalents,” less “Bank overdrafts and short-term borrowings,” less “Current portion of long-term borrowings,” less “Non-current portion of long-term borrowings,” less “Current portion of lease liabilities,” less “Non-current portion of lease liabilities.”

As of December 31, 2022, 2021 and 2020 our Net Financial Position was as reported in the following tables (amounts in thousands of euro):

	<u>31/12/2022</u>	<u>31/12/2021</u>	<u>31/12/2020</u>
Cash and cash equivalents	54,475	53,472	48,187
Bank overdrafts and short-term borrowings	(29,254)	(36,147)	(30,812)
Current portion of long-term borrowings	(5,806)	(3,862)	(7,124)
Non-current portion of long-term borrowings	(11,483)	(13,577)	(9,302)
Net Financial Position before lease liabilities, positive (negative)	7,932	(114)	949
Current portion of lease liabilities	(10,825)	(10,546)	(10,456)
Non-current portion of lease liabilities	(41,024)	(46,592)	(43,137)
Net Financial Position	<u>(43,917)</u>	<u>(57,252)</u>	<u>(52,644)</u>

We believe our Net Financial Position provides useful information for investors because it gives evidence of our consolidated position either in terms of net indebtedness or net cash by measuring our capital resources based on cash and cash equivalents and the total level of our financial indebtedness.

Results of Operations

Summary — In 2022, our results of operations were characterized by increased revenue and improved operating results, despite continued supply chain complications during the first months of 2022, the lockdown in China following a resurgence of COVID-19 cases, which prompted local authorities to implement strict containment measures, and the increase in the cost of raw materials, semi-finished goods and energy following the war in Ukraine. In response to this inflationary environment, the Company implemented sequential price-list adjustments, to protect the margins of its operations.

Our operations in China were limited by the strict lockdown measures imposed by local authorities for most of the second quarter of 2022 in response to the resurgence of the COVID-19 pandemic in some regions, including Shanghai, where our factory is located. This factory produces Natuzzi Editions products mainly for the APAC and North America regions. The impact in terms of lost production can be estimated at about €15 million for the second quarter, as the factory was completely closed from March 28, 2022 to May 3, 2022, when it resumed its operations at 20% of its capacity. Only at the beginning of June 2022 most of the workforce of Natuzzi China was allowed to return to work. Further, 18 points of sales in China were closed from the end of March through the end of May. Additionally, store traffic in China declined as customers shop less frequently to minimize potential exposure to the COVID-19 pandemic. See “Item 3. Key Information—Risk Factors—Uncertain global macro-economic and political conditions could materially adversely affect our business, operations and economic and financial position.” and “Item 3. Key Information—Risk Factors—The COVID-19 pandemic has had, and may continue to have, an adverse impact on our business, results of operations and financial condition.”

In 2021, our results of operations were characterized by increased revenue and a return to profitability, despite the disruptions caused by the COVID-19 pandemic, including supply chain complications that have affected the whole industry during most of 2021 and resulted in low availability of raw materials and semi-finished goods as well as shipping shortages and delays, which have limited our ability to keep pace with continued growing demand.

In 2020, results of operations were adversely affected by the disruption caused by the COVID-19 pandemic, due to temporary closure of points of sales and factories as well as interruptions in the supply chain.

In the last few years, the Group has started a thorough reorganization process covering its industrial, sales and service operations.

The following table sets forth selected financial highlights of the Group for the years ended December 31, 2022, 2021 and 2020.

	<u>2022</u>	<u>2021</u>	<u>2020</u>
	(millions of euro, except for percentages)		
Consolidated Statement of Profit or Loss Data:			
Revenue	468.5	427.4	328.3
YoY % change in Revenue	9.6%	30.2%	-15.1%
Branded sales on main business*	89.4%	87.2%	85.4%
* Sales of upholstered and other home furnishings products			
Gross Profit	164.3	153.8	103.2
Gross Margin	35.1%	36.0%	31.4%
Operating Profit/(Loss)	8.5	4.9	(10.6)
Operating Margin	1.8%	1.1%	-3.2%
Adjusted EBITDA	28.6	24.9	12.3
Adjusted EBITDA margin	6.1%	5.8%	3.8%
Group's Cash and cash equivalents (as at Dec. 31)	54.5	53.5	48.2

For a description of how Adjusted EBITDA is computed, see “—Non-GAAP Financial Measures” above. Adjusted EBITDA margin is calculated as the ratio between Adjusted EBITDA and Revenue.

The Company intends to continue to pursue its vision and strategy for the future by focusing on some key cornerstones including: i) a confirmed focus on controlled distribution through single-brand stores, both owned and franchised, in priority markets; ii) a review of the Group's production allocation, including the collaboration with external industrial partners located in low-cost countries; iii) the disposal of certain assets no longer in line with the strategic development adopted by the Group; and iv) a generalized streamlining of processes and costs.

2022 Compared to 2021

The Consolidated Financial Statements have been prepared on a going concern basis, which assumes that the Group will be reasonably able to meet its obligations as they fall due within one year from the date of the approval of these consolidated financial statements. The Board of Directors reasonably expects that management's plans, together with the cash equivalents, order flow and unused credit facilities as of December 31, 2022, will be sufficient to enable the Group to meet its obligations. As of December 31, 2022, the Group's cash and cash equivalents amounted to €54.5 million (€53.5 as of December 31, 2021), while the unused portion of the credit facilities available to the Group (for further details, see Note 25 to the Consolidated Financial Statements) amounted to €24.3 million (€14.9 million as of December 31, 2021).

Revenue for 2022, including sales of leather and fabric-upholstered furniture, home furnishings accessories and other sales (mainly sales of leather and other raw materials sold to third parties), were €468.5 million, up 9.6% from €427.4 million in 2021. This increase was mainly due to a robust demand for our products during the first months of 2022, a reduction in the order backlog accumulated in the last part of 2021 and price list adjustments made in response to the inflationary environment, partially offset by the negative effects of the geopolitical instability resulting from the ongoing conflict in Ukraine, increased inflation and interest rates that affected consumer spending power and the housing market, as well as the closure of our factory in Shanghai and of some of our stores in China from the end of March through the end of May 2022 due to the COVID-19 pandemic.

Sales of upholstery furniture and home furnishing accessories (“main business”) were €453.2 million, up 9.5% compared to 2021, as a result of a 12.3% increase in sales in the Natuzzi branded products (*Natuzzi Italia*, *Natuzzi Editions* and *Divani&Divani by Natuzzi*) and a 9.0% decrease in sales in the unbranded products.

Other sales (sales of polyurethane foam and other raw materials to third parties) were €15.2 million in 2022, compared to €13.6 million in 2021.

To provide a better understanding of the different growth drivers of our operating model, invoiced sales from our main business (upholstered and other home furnishings sales) are hereafter described according to the main dimensions of the Group's business:

- A. Branded/unbranded business
- B. Distribution channels

A. Branded/unbranded business

The Group operates in the branded business (with the *Natuzzi Italia*, *Natuzzi Editions* and *Divani&Divani by Natuzzi brands*) and the unbranded business, the latter with collections dedicated to the large-scale distribution.

A1. Branded business.

Within the branded business, Natuzzi is pursuing a dual-brand strategy that focuses on the *Natuzzi Italia* and *Natuzzi Editions* brands. See “Item 4. Information on the Company—Strategy—The Brand Portfolio and Merchandising Strategy.”

In 2022, Natuzzi’s branded invoiced sales amounted to €405.1 million, an increase of 12.3% compared to 2021. In 2022, invoiced branded sales represented 89.4% of our main business, compared to 87.2% in 2021. The following is the contribution of each brand to 2022 invoiced sales:

- *Natuzzi Italia* invoiced sales amounted to €191.6 million, an increase of 22.1% compared to 2021;
- *Natuzzi Editions* invoiced sales (including sales from “*Divani&Divani by Natuzzi*” in Italy) amounted to €213.5 million, an increase of 4.7% compared to 2021.

A2. Unbranded business.

Invoiced sales from our unbranded business amounted to €48.1 million, a decrease of 9.0% compared to 2021. The Group’s strategy is to focus on fewer selected large accounts and serve them with a more efficient go-to-market model.

In 2022, unbranded sales, particularly from the Americas, were affected by the lockdown measures in Shanghai and some other districts in China, resulting in lower deliveries of *Natuzzi Editions* and unbranded products manufactured in China to the North American market for most of the second quarter of 2022. Since June 2022, our industrial operations in China have resumed at a normal pace.

Over the last years, the unbranded division has also been negatively affected by the trade dispute between the U.S. and China and, more generally, by rising price competition. In light of the tariffs imposed by the U.S. on goods imported from China, the Company has started to outsource in Vietnam part of its unbranded production for some key accounts in the U.S. The Company expects to serve most of its mass-merchant distributors located in North America through such Vietnamese outsourced production.

In addition, over the years the unbranded performance has been affected by the severity of the crisis faced by brick-and-mortar distributors, particularly evident in the U.S., which have been struggling with a shift to online shopping. Therefore, some of the Company’s historical partners have been restructuring their retail assets, resulting in a reduction of their points of sales.

As part of the general review of the Group’s manufacturing footprint, the Company continues to explore further external production capacity in low-cost countries to increase its production capacity and flexibility, particularly with regard to its unbranded production.

B. Distribution

As of December 31, 2022, the Group distributes its branded collections in 105 countries through 1,211 points of sales, of which 52 DOS, 11 concessions directly operated by the Group, two DOS in the U.S. managed in joint venture with a local partner, in addition to 649 franchise mono-brand Natuzzi stores and 497 Natuzzi galleries operated by third parties. See “Item 4. Information on the Company—Markets” for further information regarding our distribution network.

In 2022, sales generated by the points of sales directly operated by the Group (DOS and concessions) were €82.1 million, up 20.1% compared to 2021, mainly as a result of the positive performance of our DOS located in the U.S. and the UK.

In 2022, invoiced sales from franchise mono-brand Natuzzi stores amounted to €187.8 million, an increase of 38.8% compared to 2021.

In 2022, we added 52 new mono-brand stores, including 39 located in China, three in Italy and two in the U.S.

The weight of the invoiced sales generated by the retail network (DOS and FOS) on total upholstered and home furnishings revenue in 2022 was 59.5% compared to 49.2% in 2021.

The Group also sells its products through the wholesale channel, consisting primarily of Natuzzi-branded galleries in multi-brand stores as well as mass distributors selling unbranded products. In 2022, invoiced sales from the wholesale channel amounted to €183.4 million, a decrease of 12.7% compared to 2021, mainly attributable to lower sales from our large distributors in North America, as they focused on reducing their stock, thus postponing orders for new products and, in addition to the difficult economic conditions in Europe, where consumers were mainly affected by a reduced spending power as a consequence of increased inflation.

Cost of Sales in 2022 was €304.2 million (or 64.9% as a percentage of revenue), as compared to €273.6 million (or 64.0% of revenue) in 2021.

The increase in the cost of sales in 2022 was mainly due to the increase in costs of raw materials and energy prices resulting from the ongoing conflict in Ukraine.

In 2022 and 2021, the Group continued to implement its program aimed at reducing its redundant workforce. See “Item 3. Key Information—Risk Factors—We have redundant workers at our Italian operations, which remains an unresolved issue, and have benefited in 2022 and in previous years from temporary work force reduction programs; if we continue to be unable to reduce our redundant workers and/or if such temporary work force reduction programs are not continued, our business, results of operations and liquidity may continue to be impacted or may be impacted at a greater extent”.

In 2022, the Group accounted for labor-related costs of €4.7 million, of which €2.2 million for its incentive program to reduce the redundant workforce at the Italian plants and €2.5 million for the accrual made for legal proceedings risks.

In 2021, the Group accounted for labor-related costs of €1.6 million, of which €0.8 million for its incentive program to reduce the redundant workforce at the Italian plants and €0.8 million for the accrual made for legal proceedings risks.

Gross Profit. During 2022, the Group’s consolidated gross profit was €164.3 million, or 35.1% of revenue, compared to €153.8 million in 2021, or 36.0% of revenue. The decrease in gross profit as a percentage of revenue (“gross margin”) was mainly due to the increase in raw material and energy costs described above, partially offset by a better brand mix (i.e., higher sales of Natuzzi branded products compared to lower-margin unbranded sales) and higher operating leverage from increased revenue. Gross margin also benefited from the adoption of price increases from the second half of 2021 through 2022 to mitigate the inflationary environment and protect the overall marginality of the Group’s operations. However, as there is generally a lag between the time a written order is confirmed and the time it is programmed, manufactured and then delivered to the end customer, our price-list adjustments did not take effect until the second half of 2022, when written orders received began to convert to invoiced sales on average. See “Item 3. Key Information—Risk Factors—The price of the raw materials we use is difficult to predict and material increases to such prices and our energy production costs have had, and may continue to have, a material adverse effect on our results of operations.”

Selling expenses, administrative expenses, impairment on trade receivables and other income/expenses in 2022 were €155.9 million (or 33.3% on revenue) compared to €148.9 million (or 34.8% on revenue) in 2021.

In 2022, selling expenses as a percentage of revenue decreased to 26.7% from 28.5% in 2021, mainly due to a reduction in shipping and handling costs, which, when expressed as a percentage of revenue, decreased from 12.8% in 2021 to 11.9% in 2022, as carriage tariffs, especially for the Far East – North America routes, started to decrease after the surge experienced in 2021 and at the beginning of 2022.

Furthermore, in 2022 selling expenses decreased by €2.7 million in connection with lower customs duties applied to fewer products manufactured in China and delivered to the U.S., as well as to fewer products manufactured in China and Vietnam and delivered to Canada.

In 2022 and 2021, the Group benefitted from the adoption of temporary COVID-19 rent concessions and COVID-19 grants obtained from certain governments. Specifically, the Group recognised rent concessions of €0.6 million as a reduction of the selling expenses for the year ended December 31, 2022 (€1.5 million recognized in 2021), and received no COVID-19 grants from certain governments (€0.3 million in 2021).

In 2022, the Group accounted for labor-related costs of €0.4 million for its incentive program to reduce the redundant workforce at the Italian headquarters.

In 2022, the Group accrued €1.0 million within administrative expenses for a contingency related to a legal dispute over land on which part of the Group's Brazilian plant is located.

In 2022, the Company also accounted for an accrual of €1.0 million for higher labor cost, within selling and administrative expenses, based on an independent qualified third-party estimation of the fair value of the equity instruments granted under the stock option approved in July 2022 by the Company's Board of Directors (the "SOP").

In 2022, the Group accrued €0.3 million on trade receivables, compared to €0.1 million in 2021. See Note 30 to the Consolidated Financial Statements.

Selling expenses for 2022 also include impairment losses for non-financial assets related to some of our retail operations in Europe for a total amount of €0.9 million (compared to a total impairment of €1.2 million in 2021). The recoverable amount of these cash generating units (CGUs) was based on their value in use, determined by discounting the future cash flows to be generated from the continuing use of these CGUs. The carrying amount of such CGUs was determined to be higher than its recoverable amount and an impairment loss of €0.9 million was recognised in profit or loss for the year ended December 31, 2022.

For further details, see Notes 34 and 35 to the Consolidated Financial Statements.

Operating Result. The Group reported an operating profit of €8.5 million in 2022 compared to an operating profit of €4.9 million in 2021 due to the factors described above. In 2022, the Group did not benefit from any salary and wage subsidy programs adopted by the Italian government in response to the COVID-19 pandemic. Such benefits amounted to approximately to €7.0 million for the year ended December 31, 2021, and were recorded as a reduction in the labor costs included in the cost of sales, selling expenses and administrative expenses.

Net finance income/(costs). The Group had net finance costs of €5.2 million in 2022 as compared to net finance income of €0.3 million in 2021, mainly due to higher interest rates. Net finance costs of 2022 include:

- finance income of €0.9 million (€0.2 million in 2021);
- finance costs of €8.5 million (€6.8 million in 2021);
- net exchange rate gains of €2.4 million (net exchange rate gain of €1.9 million in 2021); and
- gain from disposal and loss of control of a subsidiary equal to nil in 2022 compared to a gain of €5.0 million in 2021. See Note 7 to the Consolidated Financial Statements.

The Group recorded net exchange rate gains of €2.4 million in 2022, as compared to net exchange rate gains of €1.9 million in 2021. The net exchange rate gains in 2022 primarily reflected the following factors:

- net realized losses of €1.7 million in 2022 (compared to net realized losses of €1.4 million in 2021) on domestic currency swaps due to the difference between the forward rates of the domestic currency swaps and the spot rates at which the domestic currency swaps were closed (the Group uses forward rate contracts to hedge its price risks against unfavorable exchange rate variations);
- net realized gains of €0.5 million in 2022 (compared to net realized gains of €4.6 million in 2021), resulting from the difference between invoice exchange rates and collection/payment exchange rates;
- net unrealized gains of €1.5 million in 2022 (compared to net unrealized losses of €0.5 million in 2021), resulting from the mark-to-market evaluation of domestic currency swaps;
- net unrealized gains of €2.3 million in 2022 (compared to net unrealized losses of €0.1 million in 2021) on trade receivables and payables; and
- net unrealized losses of €0.2 million in 2022 (compared to net unrealized losses of €0.7 million in 2021), from the translation of non-monetary assets for the Company's Romanian subsidiary adopting Euro as its functional currency.

The Group does not use hedge accounting and records all fair value changes of its domestic currency swaps in its statement of profit or loss.

Profit/(loss) before tax and income tax expense. In 2022, the Group reported a profit before tax of €3.6 million and income tax expense of €2.3 million (for a tax rate of 63.8%), compared to a profit before tax of €8.8 million and income tax expense of €4.4

million in 2021. For additional information about the Group's income tax expense, see Note 38 to the Consolidated Financial Statements.

Profit/(loss) for the year. As a result of the above-mentioned factors, the Group reported a profit of €1.3 million in 2022, as compared to a profit of €4.4 million in 2021. On a per-ordinary share basis, the Group had a loss of €0.01 in 2022, as compared to a profit of €0.07 in 2021 (see Note 39 to the Consolidated Financial Statements).

2021 Compared to 2020

Please refer to the Company's annual report on Form 20-F filed with the SEC on May 2, 2022.

Liquidity and Capital Resources

Our business has relied on cash flows from operations as well as borrowings under our credit facilities as our primary sources of liquidity. Our liquidity may be adversely affected by uncertain global macro-economic and political conditions and the continuing spread of COVID-19 as well as the ongoing conflict in Ukraine. See "Item 3. Key Information—Risk Factors—Uncertain global macro-economic and political conditions could materially adversely affect our business, operations and economic and financial position", "Item 3. Key Information—Risk Factors—The COVID-19 pandemic has had, and may continue to have, an adverse impact on our business, results of operations and financial condition" and "Item 3. Key Information—Risk Factors—The price of the raw materials we use is difficult to predict and material increases to such prices and our energy production costs have had, and may continue to have, a material adverse effect on our results of operations".

In the ordinary course of business, our use of funds is for the payment of operating expenses, working capital requirements and capital expenditures. The Group's principal source of liquidity has historically been its existing cash and cash equivalents and cash flow from operations, supplemented to the extent needed to meet the Group's short term cash requirements by accessing the Group's existing lines of credit.

In 2022, the Group reported an operating profit of €8.5 million, compared to an operating profit of €4.9 million in 2021.

As of December 31, 2022, the Group's cash and cash equivalents amounted to €54.5 million, its long-term borrowings amounted to €17.3 million, including the current portion of €5.8 million, and its bank overdrafts and short-term borrowings amounted to €29.3 million. Furthermore, as of December 31, 2022, the unused portion of credit facilities available to the Group, for which no commitment fees are due, amounts to €24.3 million. Such unused portion is related to a non-recourse factoring agreement for export-related trade receivables (€21.3 million), borrowings to be secured with trade receivables (€0.7 million) and bank overdrafts (€2.3 million). See Note 25 to the Consolidated Financial Statements.

As of December 31, 2022, the Group's Net Financial Position was negative at €43.9 million, compared to a negative net financial position of €57.2 million at the end of 2021. See Notes 17, 19, 20 and 25 to the Consolidated Financial Statements.

Although we had €54.5 million in cash and cash equivalents as at December 31, 2022, €15.4 million of this amount is located at our Chinese subsidiaries. If management intends to move this cash from China by way of a dividend distribution, a withholding tax of 10% and the income taxes in Italy (equal to 24.0% on 5% of the dividends distributed) would have to be paid.

The Group's management continues to apply and improve the stricter procedures introduced for some years to manage liquidity and working capital balances, to generate sufficient operating cash flows to meet its obligations as they fall due. The Group aims to maintain the level of its cash and cash equivalents at an amount in excess of expected cash outflows for financial liabilities over the next 60 days. The Group also monitors the level of expected cash inflows from trade and other receivables together with expected cash outflows for trade and other payables

Cash Flows — The Group's cash and cash equivalents, net of bank overdraft, were €52.7 million as of December 31, 2022 compared to €52.2 million as of December 31, 2021. The most significant changes in the Group's cash flows between 2022 and 2021 are described below.

In 2022, net cash provided by operating activities was €18.7 million (in 2021, €0.5 million of net cash provided by operations) as a result of:

- a profit for the period of €1.3 million;
- adjustments for non-monetary items of €27.3 million, of which depreciation and amortization of €21.7 million;

- nil from changes in working capital, as a result of €10.1 million provided by lower inventory and €1.2 million used for higher trade and other receivables, partially offset by €7.7 million of lower trade and other payables. In addition, during 2022, the Group used less than €0.1 million of cash to pay one-time termination benefits and €0.5 million of cash in connection with the employees' leaving entitlement;
- interest and taxes paid of €9.9 million.

During 2022, €4.7 million of cash was used by investing activities, as a result of (€9.0) million of cash invested in net capital expenditures, (€0.5) million as capital contribution in the joint venture Natuzzi Texas LLC to open Natuzzi stores, partially offset by €3.7 million as dividends received from our JV in China in addition to €1.1 million of cash collected in connection with the completion of the sale of a former Company's subsidiary.

Cash used in financing activities in 2022 was €13.5 million (compared to €2.0 million of cash used in financing activities in 2021), due to the repayment of long-term borrowing for €4.5 million, €7.4 million for short-term borrowing repayment and €10.0 million for lease repayment, partially offset by €4.0 million provided by a long-term loan made available by the Italian government as part of the COVID-19 measures to support businesses, €4.9 million as a capital contribution by the Vietnamese partner who acquired a 20% stake in Natuzzi Singapore, and €0.6 million as dividends distribution paid in favor of non-controlling interests. See Note 2 to the Consolidated Financial Statements.

As a result, as of December 31, 2022, cash and cash equivalents in the statement of cash flows was €52.7 million, compared to €52.2 million as of December 31, 2021.

As of December 31, 2022, the Group's long-term contractual cash obligations and commercial commitments (whose amounts are gross and undiscounted and include contractual interest payments) amounted to €109.1 million, of which €49.3 million comes due in 2023.

In particular, as of December 31, 2022, gross and undiscounted amount related to the Group's Bank overdrafts and borrowings, amounted to €47.8 million, of which €35.8 million comes due in 2023. The Group's undiscounted value of total bank debt represented 54.4% of equity attributable to the owners of the Company as of December 31, 2022 (67.6% as of December 31, 2021). See Note 30 to the Consolidated Financial Statements.

Furthermore, as of December 31, 2022, gross and undiscounted amount related to the Group's lease liabilities amounted to €61.3 million, of which €13.4 million comes due in 2023. The Group's undiscounted value of lease liabilities represented 69.9% of equity attributable to the owners of the Company as of December 31, 2022 (80.0% as of December 31, 2021). See Notes 20 and 30 to the Consolidated Financial Statements.

See "Contractual Obligations and Commitments" below.

The Group's discounted value of long-term borrowings represented 19.7% of equity attributable to the owners of the Company as of December 31, 2022 (21.2% as of December 31, 2021) (see Note 19 to the Consolidated Financial Statements). During 2022, the Company made all installment payments related to its long-term-borrowings.

See also "Item 3. Key Information—Risk Factors—Uncertain global macro-economic and political conditions could materially adversely affect our business, operations and economic and financial position", Item 3. Key Information—Risk Factors—The price of the raw materials we use is difficult to predict and material increases to such prices and our energy production costs have had, and may continue to have, a material adverse effect on our results of operations" and "Item 3. Key Information—Risk Factors—The COVID-19 pandemic has had, and may continue to have, an adverse impact on our business, results of operations and financial condition", for a discussion of the impact of the COVID-19 pandemic, supply chain disruptions, increases in the price of raw materials and energy costs and the ongoing conflict in Ukraine on our capital expenditures.

Contractual Obligations and Commitments — The Group's current policy is to fund its cash needs, accessing its cash on hand and existing lines of credit, consisting of short-term credit facilities and bank overdrafts, to cover any short-term shortfall. The Group's policy is to procure financing and access to credit at the Company level, with the liquidity of certain Group companies managed through a cash-pooling zero-balancing arrangement with a centralized bank account at the Company level and sub-accounts for each subsidiary participating in the arrangement. Under this arrangement, cash is transferred to subsidiaries as needed on a daily basis to cover the subsidiaries' cash requirements, but any positive cash balance at subsidiaries must be transferred back to the top account at the end of each day, thus centralizing coordination of the Group's overall liquidity and optimizing the interest earned on cash held by the Group.

As of December 31, 2022, the undiscounted Group's long-term borrowings consisted of €18.5 million (including €6.6 million of the current portion of such debt) and its short-term borrowings consisted of €29.3 million outstanding under its existing lines of credit, comprised entirely of bank overdrafts and short-term borrowings. The undiscounted lease liabilities amounted to €61.3 million (including €13.4 million as current portion).

The Group maintains cash and cash equivalents in the currencies in which it conducts its operations, principally Euros, Chinese Yuan, U.S. dollars, New Romanian Leu, British pounds and Canadian dollars.

The following table sets forth the contractual obligations and commercial commitments of the Group as of December 31, 2022 (the amounts are gross and undiscounted and include contractual interest payments):

	Payments Due by Period (thousands of euro)				
	Total	Less than 1 year	1-2 years	2-5 years	After 5 years
Contractual Obligations					
Long-term borrowings	18,523	6,592	4,124	5,534	2,273
Bank overdrafts and short-term borrowings	29,254	29,254	—	—	—
Total Debt	47,777	35,846	4,124	5,534	2,273
Leases liabilities ⁽¹⁾	61,340	13,404	10,190	24,926	12,820
Total Contractual Cash Obligations	109,117	49,250	14,314	30,460	15,093

⁽¹⁾ Lease liabilities relate to the Group's lease contracts for buildings of its retail stores, warehouses, factory facilities and vehicles. See Notes 9 and 20 of the Consolidated Financial Statements.

Under Italian law, the Company and its Italian subsidiaries are required to pay a termination indemnity to their employees when these cease their employment with the Company or the relevant subsidiary. Likewise, the Company and its Italian subsidiaries are required to pay an indemnity to their sales agents upon termination of the sales agent's agreement. As of December 31, 2022, the Group accrued an aggregate employee's leaving entitlement of €13.1 million. In addition, as of December 31, 2022, the Company accrued an aggregate sales agent termination indemnity of €0.7 million. See Notes 21 and 23 of the Consolidated Financial Statements. These amounts are not reflected in the tables above.

In addition, in light of the extraordinary challenges imposed by COVID-19 on the Group, on February 28, 2020, the Company's majority shareholder entered into an agreement with it setting forth its undertaking, should the Company so request, to make advance payments of up to €15.0 million to satisfy the subscription price of a future rights issue. On February 28, 2020, the Company requested an initial payment of €2.5 million which it received on March 2, 2020. In December 2021, the Company's management decided that the share capital increase will no longer take place. As the Company's Board of Directors has not called a shareholders' meeting to resolve upon the relevant share capital increase, the €2.5 million received from the Company's majority shareholder will be reimbursed in September 2023. As at December 31, 2022, the amount of €2.5 million to be paid back to the majority shareholder has been included in the caption "Other payables" of the statement of financial position. See Note 27 to the Consolidated Financial Statements.

As at December 31, 2022, within the provision for legal claims, €7.2 million (€8.6 million as at December 31, 2021) refers to the probable contingent legal liability related to legal procedures initiated by 147 workers against the Company for the misapplication of the social security procedure called CIGS (*Cassa Integrazione Guadagni Straordinaria*). According to the CIGS procedure, the Company pays a reduced salary to the worker for a certain period of time based on formal agreements signed with the trade unions and other public social parties. In particular, these 147 workers are claiming in the legal procedures that the Company applied CIGS during the period from 2004 to 2016 without foreseeing any time rotation. In May 2017, the Company received from the Italian Supreme Court of Justice ("*Corte di Cassazione*") an adverse verdict for the above litigation related to only two workers. Based on this unfavorable verdict, the Company, with the support of its legal counsel, has assessed that the liability for legal procedures initiated by all 147 workers is €7.2 million as of December 31, 2022. See Note 23 to the Consolidated Financial Statements.

The Group is involved in a number of claims (including tax claims) and legal actions arising in the ordinary course of business. As of December 31, 2022, the Group had accrued total provisions relating to these contingent liabilities in the amount of €8.7 million. See "Item 8. Financial Information—Legal and Governmental Proceedings" and Note 23 to the Consolidated Financial Statements.

Off-Balance Sheet Arrangements — As of December 31, 2022, neither Natuzzi S.p.A. nor any of its subsidiaries was a party to any off-balance sheet arrangements.

Research and Development

For a description of the Company's research and development policies, see "Item 4. Information on the Company—Products" and "Item 4. Information on the Company—Innovation." See also "Item 4. Information on the Company—Incentive Programs and Tax Benefits" for a description of certain government programs and policies related to our operations.

Trend information

The recovery of the global economy is subject to a number of factors, most of which remain uncertain.

Global economic activity remained moderated at the beginning of 2023, but near-term prospects have brightened, supported in particular by China's economic reopening and still resilient labor markets across advanced economies, mainly in the service sector. Furthermore, the easing of supply constraints continues to support global activity.

While the economic reopening in China is expected to support global growth in 2023, world economic activity remains sluggish, with growth rates over the projection horizon still below historical averages. According to the European Central Bank economic bulletin, global real GDP growth is projected to be 3.0% in 2023, slightly below the growth rate of 3.3% estimated for 2022. A supportive factor behind this estimate is the improved outlook in China, with the pandemic-related disruptions seen at the turn of the year expected to pave the way for a faster recovery later in 2023, given that the Chinese economy will be less constrained by the risk of renewed lockdowns. In addition, global supply constraints have eased significantly and suppliers' delivery times have shortened.

Price pressures in the global economy remain high, despite global consumer price index inflation has been declining since it peaked in summer 2022, owing to waning supply disruptions, falling energy prices and synchronized monetary policy tightening by central banks. However, strong labor markets and wage growth, especially in advanced economies, suggest that underlying inflationary pressures still persist.

Global oil prices have declined compared to 2022, and European gas prices have fallen sharply but remain well above levels before the Russia-Ukraine war. However, upside risks to gas prices remain, owing to the possibility of (i) Chinese demand for liquified natural gas imports being stronger than currently expected, and (ii) Russia cutting the remaining gas supplies to Europe later this year.

In the United States, economic activity is projected to slow in the first half of 2023, while disinflation is likely to be more gradual than expected. Recent indicators point to modest growth in consumer spending, despite tighter financial conditions over the past year. Moreover, housing sector activity continues to weaken, largely as a result of rising mortgage rates. Higher interest rates and slower output growth also appear to be weighing on business fixed investment. Looking ahead, the continuing slowdown in domestic demand points to weak growth in the first half of 2023, even with moderating inflation and strong labor markets. Despite this slower growth, the labor market remains very tight, with few signs of easing, and nominal wage growth is still high, supporting the view that inflation in the United States might be more persistent than anticipated. While the financial market tensions triggered by bank failures could further weigh on growth in the U.S. economy, their impact remains largely uncertain.

Although, in 2022 Euro area real GDP grew by 3.5% and by the end of the year was 2.4% above its pre-pandemic level, however, this outcome masked a significant slowdown in activity in the second half of 2022, reflecting the fading effect of factors that had supported the economy earlier in the year, notably the strong rebound in demand after the easing of COVID-19-related restrictions. In addition, soaring energy prices had a negative impact on spending and production. All private domestic demand components contracted amid declining real disposable income, lingering uncertainty and tighter financing conditions. The euro area economy is expected to start on a gradual recovery path in early 2023: more secure energy supplies, significantly lower energy prices, the easing of supply chain issues and government support should continue to provide some relief for households and industries in the coming quarters.

In the United Kingdom, economic activity is expected to remain weak in the first half of 2023. This, together with weak readings for short-term indicators, suggests that growth could turn negative again in the first quarter and that households continue to be faced with falling real wages and tighter financial conditions. In January annual headline CPI inflation declined to 10.1%, reflecting lower fuel prices, and core inflation showed the first signs of easing. However, given that the labor market remains tight and wages are increasing strongly, inflationary pressures are also expected to be more persistent in the UK economy, despite a weak growth performance.

Considering the uncertainties surrounding the developments of the war in Ukraine, in terms of its duration and intensity and the related inflationary pressure on raw materials and energy prices, and the related repercussions on household purchasing power, as

well as the evolution of the COVID-19 pandemic, with particular reference to China but not limited to that country only, it is difficult to determine the likely extent of the economic and social effects of these factors on international markets and, consequently, on the Group's results for the rest of the current year.

Total Group's order flow through the first 15 weeks of 2023 — The robust trend of orders that characterized 2021 continued in the first three months of 2022. Since then, we have witnessed a concurring of negative geopolitical and macroeconomics events (including the war in Ukraine, hyperinflation and stock market volatility) that have negatively affected the overall economies of the main regions in which we operate.

In addition, the furniture sector has been directly negatively impacted by specific factors, such as a perduring over-stock of the large retailers, the sudden freezing of the housing market and a more prudent buying attitude of consumers towards durable good. As a result, the furniture sector as a whole experienced a strong change in trajectory, ending 18 months of an expansionary phase that started in the aftermath of the COVID-19 pandemic.

For these reasons, it makes sense to look at the industry across cycles and compare our results of the initial weeks of 2023 to 2019, which was the last financial year prior to the COVID-19 pandemic.

In the first 15 weeks of 2023, the order flow of our branded business (i.e., Natuzzi Italia, Natuzzi Editions and Divani&Divani by Natuzzi) increased by 2.3% compared to the same period in 2019.

Retail sell-out (from DOS and concessions), which represented 22.9% of our business during the first 15 week of 2023 compared to 15.4% in the same period in 2019, increased by 28.4% compared to same period in 2019.

The Group's unbranded business, which represented 7.7% of our total sell-in in the first 15 weeks of 2023 compared to 25.8% in the same period in 2019, was down by double digits in the first 15 weeks of 2023 compared to the same period in 2019, mainly due to the progressive refocusing of the Company on its branded business.

The order flow in the first 15 weeks of 2023 was below both the strong order flow in the first 15 weeks of 2022 and our internal estimates.

We have implemented and continue to implement a number of initiatives to support our sales momentum, including revamping our merchandising, strengthening our commercial organization and improving the management of our stores.

However, if the current negative trend persists and our order levels remain low, it might adversely impact our margin and other results of operations in 2023.

Critical Accounting Estimates

Use of Estimates — The accounting policies used by the Group to prepare its financial statements are described in Note 4 to the Consolidated Financial Statements. The application of certain significant accounting policies requires management to make estimates, judgments and assumptions that are subjective and complex, and which affect the reported amounts of assets and liabilities as of any reporting date and the reported amounts of revenues and expenses during any reporting period. The Group's financial results could be materially different if different estimates, judgments or assumptions were used. The following discussion addresses the estimates, judgments and assumptions that the Group considers most material based on the degree of uncertainty and the likelihood of a material impact if a different estimate, judgment or assumption were used. Actual results could differ from such estimates, due to, among other things, uncertainty, lack or limited availability of information, variations in economic inputs such as prices, costs, and other significant factors including the matters described under "Risk Factors."

Impairment of property, plant and equipment and right-of-use assets — Management reviews property, plant and equipment and right-of-use assets (herewith also "non-financial assets" or "assets"), for impairment whenever changes in circumstances indicate that the carrying amount of the assets may not be recoverable and would record an impairment charge if necessary. The Company analyzes its overall valuation and performs an impairment analysis of its non-financial assets in accordance with IAS 36 "Impairment of Assets".

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units ("CGUs"). Recoverability of assets or CGUs to be held and used is measured by a comparison of the carrying amount of an asset or a CGU to the recoverable amount, which is the higher of its value in use, determined using a discounted cash flow method, and its fair value less cost to sell. Discounted cash flow is significantly impacted by the estimates of the annual sales growth rate, the weighted average cost of

capital rate and the long-term growth rate. If the carrying value of an asset or CGU is considered impaired, an impairment charge is recorded for the amount by which the carrying value of the asset or CGU exceeds its estimated recoverable amount.

Assets not in use/to be disposed of are reported at the lower of their carrying amount and their fair value less cost to sell. Estimated fair value is generally determined through various valuation techniques including quoted market values and third-party independent appraisals, as considered necessary.

In 2022, the Company performed the impairment assessment of property, plant and equipment and right-of-use assets included in several cash generating units (CGUs), such as the Italian upholstered furniture plant CGU and certain directly operated retail stores CGUs that presented indicators of impairment. The Company performed the impairment assessment in accordance with its accounting policy discussed above and in further details in Note 4(i) to the Consolidated Financial Statements. Further, the significant assumptions used by the Company in estimating the value in use for such CGUs were the annual sales growth rates used to estimate the forecasted revenue for the years 2023-2027, the weighted average cost of capital rates and the long-term growth rates, all of which were determined at CGU level, including the possible adverse effects deriving from challenging market conditions and the geopolitical tensions following the invasion of Ukraine by the Russian army. Such significant assumptions involved a high degree of subjectivity by management and reasonably possible changes to these assumptions could have a significant effect on the value in use. Specifically, such assumptions are based on the Company's future business performances and other forward-looking assumptions that entail significant judgments by management and are heavily impacted by several external events. Finally, cash flow projections for the years 2023-2027 have been derived from the budget for 2023 approved by the Board of Directors and forecasts have been developed taking into consideration the track records of actual results reported by the Company.

The significant assumptions that were used in performing the 2022 impairment test for the Italian upholstered furniture plant CGU and certain directly operated retail stores CGUs are as follows:

— Italian upholstered furniture plant: weighted average cost of capital rate 10.82%, long-term growth rate 1.73%, annual sales growth rate for 2023 equal to -20.80% and annual sales growth rate (average of 2024-2027 period) equal to +5.00%.

— Directly operated retail stores CGUs located in US: weighted average cost of capital rate 7.50%, long-term growth rate 2.72%, annual sales growth rate for 2023 equal to -5.77% and annual sales growth rate (average of 2024-2027 period) equal to +5.00%.

— Directly operated retail stores CGUs located in Italy: weighted average cost of capital rate 10.82%, long-term growth rate 1.73%, annual sales growth rate for 2023 equal to +4.38% and annual sales growth rate (average of 2024-2027 period) equal to +3.75%.

— Directly operated retail stores CGUs located in Spain: weighted average cost of capital rate 9.85%, long-term growth rate 1.83%, annual sales growth rate for 2023 equal to +9.85% and annual sales growth rate (average of 2024-2027 period) equal to +4.00%.

— Directly operated retail stores CGUs located in UK: weighted average cost of capital rate 8.32%, long-term growth rate 2.54%, annual sales growth rate for 2023 equal to -5.81% and annual sales growth rate (average of 2024-2027 period) equal to +5.00%.

As of December 31, 2022, the Company recorded an impairment loss for its property, plant and equipment and right-of-use assets of €0.9 million. See Notes 8 and 9 to the Consolidated Financial Statements.

The following tables show a breakdown of property, plant and equipment based on the cash generating units in which they are included (amounts in thousands of Euro).

	<u>31/12/22</u>	<u>31/12/21</u>
Italian upholstered furniture plant	33,087	34,704
Romanian upholstered furniture plant	19,338	19,627
Brazilian upholstered furniture plant	3,350	2,978
Chinese upholstered furniture plant	2,223	2,215
Others	26,433	23,530
Total	<u>84,431</u>	<u>83,054</u>

Instead, the following tables show a breakdown of right-of-use assets based on geographical location of the cash generating units (mainly directly operated retail stores) in which they are included (amounts in thousands of Euro).

	<u>31/12/22</u>	<u>31/12/21</u>
United States of America	18,938	15,853
Italy	9,249	11,977
Spain	3,473	4,809
United Kingdom	4,985	7,625
China	2,493	4,076
Others	3,687	6,415
Total	<u>42,825</u>	<u>50,755</u>

The deterioration of the macroeconomic environment, global inflation and the reduced household spending power, worsening of the current conflict in Ukraine and possible future lockdown measures to mitigate the effect of new waves of the pandemic, could affect our Italian upholstered furniture plant CGU and certain directly operated retail stores CGUs.

Recoverability of Deferred Tax Assets — Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the accounting in the consolidated financial statements of existing assets and liabilities and their respective tax bases, as well as for losses available for carrying forward in the various tax jurisdictions. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available. Deferred tax assets and liabilities are calculated using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date.

In assessing the feasibility of the realization of deferred tax assets, management considers whether it is probable that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible and the tax loss carried-forward are utilized. Estimating future taxable income requires estimates about matters that are inherently uncertain and requires significant management judgment, and different estimates can have a significant impact on the outcome of the analysis.

In 2022, because some domestic companies and some of foreign subsidiaries realized significant pre-tax losses and were in a cumulative loss position, management did not consider it probable that the deferred tax assets of those companies would be realized in the scheduled reversal periods (see Note 38 to the Consolidated Financial Statements). In making its determination that a deferred tax asset was required, management considered the scheduled reversal of deferred tax liabilities and tax planning strategies but was unable to identify any relevant tax planning strategies available to recognise the deferred tax assets.

Changes in the assumptions and estimates related to future taxable income, tax planning strategies and scheduled reversal of deferred tax liabilities could affect the recoverability of the deferred tax assets. If actual results differ from such estimates and assumptions the Group financial position and results of operation may be affected.

Provisions — The Group makes estimates and judgements in relation to the provisions for legal claims, service warranties and one time termination benefits for certain employees. Provisions for legal claims, service warranties and one time termination benefits for certain employees are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any item included in the same class of obligations is small. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Actual results related to such provisions may differ significantly from the estimates, due to, among other things, uncertainty, lack or limited availability of information and variation in economic inputs.

New Accounting Standards under IFRS

The standards, amendments and interpretations issued by the International Accounting Standards Board ("IASB") that will have mandatory application in 2023 or subsequent years are listed below.

In May 2017 the IASB issued IFRS 17 “Insurance Contracts” which establishes principles for the recognition, measurement, presentation and disclosure of insurance contracts issued as well as guidance relating to reinsurance contracts held and investment contracts with discretionary participation features issued. IFRS 17 is effective on or after January 1, 2023 with early adoption allowed if IFRS 15 “Revenue from Contracts with Customers” and IFRS 9 “Financial Instruments” are also applied. The IASB issued certain amendments to such standard in June 2020. Natuzzi’s management does not expect any material impact from the adoption of such standard.

In January 2020 the IASB issued amendments to IAS 1 “Presentation of Financial Statements: Classification of Liabilities as Current or Non-Current” to clarify how to classify debt and other liabilities as current or non-current, and in particular how to classify liabilities with an uncertain settlement date and liabilities that may be settled by converting to equity. These amendments are effective on or after January 1, 2023. The Group does not expect any material impact from the adoption of these amendments.

In July and May 2020, the IASB issued amendments to IAS 1 “Presentation of Financial Statements”. These amendments clarify the following in relation to the classification of liabilities as current or non-current: (i) the right to defer settlement for at least 12 months after the reporting period must have substance and exist at the reporting date – i.e. the requirement for the right to be “unconditional” has been removed; (ii) the classification of liabilities is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability; and (iii) settlement of a liability includes transferring an entity’s own equity instruments to the counterparty. If a liability has any conversion options that involve a transfer of an entity’s own equity instruments, then these generally affect the liability’s classification as current or non-current, unless these conversion options are recognised as equity under IAS 32. The amendments are effective for annual periods beginning on or after January 1, 2024. Earlier application is permitted. The Group does not expect any material impact from the application of these amendments.

In February 2021, the IASB issued amendments to IAS 1 “Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting policies” which require companies to disclose their material accounting policy information rather than their significant accounting policies and provide guidance on how to apply the concept of materiality to accounting policy disclosures. These amendments are effective on or after January 1, 2023. The Group does not expect any material impact from the adoption of these amendments.

In February 2021, the IASB issued amendments to IAS 8 “Accounting Policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates” which clarify how companies should distinguish changes in accounting policies from changes in accounting estimates. These amendments are effective on or after January 1, 2023. The Group does not expect any material impact from the adoption of these amendments.

In May 2021, the IASB issued amendments to IAS 12 “Income taxes”. These amendments narrow the scope of the initial recognition exemption to exclude transactions that give rise to equal and offsetting temporary differences – e.g., leases and decommissioning liabilities. For leases and decommissioning liabilities, the associated deferred tax asset and liabilities will need to be recognised from the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to retained earnings or other components of equity at that date. For all other transactions, the amendments apply to transactions that occur after the beginning of the earliest comparative period presented. Such amendments apply for annual reporting periods beginning on or after January 1, 2023. Early adoption is permitted. The Group does not expect any material impact from the application of these amendments.

In December 2021, the IASB published an amendment to IFRS 17 “Insurance Contracts: Initial Application of IFRS 17 and IFRS 9 – Comparative Information”. This amendment adds a new transition option to IFRS 17 (the “classification overlay”) to alleviate operational complexities and one-time accounting mismatches in comparative information between insurance contract liabilities and related financial assets on the initial application of IFRS 17. It allows presentation of comparative information about financial assets to be presented in a manner that is more consistent with IFRS 9 “Financial Instruments”. The amendment is effective on or after January 1, 2023. The Group does not expect any material impact from the adoption of these amendments.

In September 2022, the IASB issued amendments to IFRS 16 “Leases: Liability in a Sale and Leaseback” to improve the requirements for sale and leaseback transactions, which specify the measurement of the liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognize any amount of the gain or loss that relates to the right of use it retains. These amendments are effective on or after January 1, 2024. The Group does not expect any material impact from the adoption of these amendments.

In October 2022, the IASB issued amendments to IAS 1 “Presentation of Financial Statements: Non-current Liabilities with Covenants”, that clarify how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability. These amendments are effective on or after January 1, 2024. The Group does not expect any material impact from the adoption of these amendments.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

As of the date of this Annual Report, the board of directors of Natuzzi S.p.A. consists of eight members, seven of whom were elected at the Company's annual general shareholders' meeting held on May 7, 2021, for a three-year term.

At the annual general meeting held on May 12, 2022, the Company's shareholders appointed a new non-executive director, Mr. Gilles Bonan, whose term of office will expire at the same time as the terms of office of the remaining directors.

As of the date of this Annual Report, the directors and senior executive officers of the Company are as follows:

<u>Name</u>	<u>Age</u>	<u>Position within the Company</u>
Pasquale Natuzzi	83	Executive Chairman of the Board of Directors
Antonio Achille	52	CEO, Executive Director; ad interim roles: Chief Commercial Officer
Antonia Isabella Perrone	53	Non-executive Director
Marco Caneva	53	Non-executive Director
Giuseppe Antonio D'Angelo	58	Non-executive Director
Alessandro Musella	53	Non-executive Director
Gilles Bonan	56	Non-executive Director
Pasquale Junior Natuzzi	32	Chief Brand Officer Natuzzi Italia and Chief Creative Officer, Executive Director
Cosimo Bardi	48	Chief Brand Officer Natuzzi Editions and Divani&Divani by Natuzzi
Carlo Silvestri	46	Chief Financial Officer
Pierluigi Binetti	48	Chief Internal Audit Officer
Pierangelo Colacicco	54	Chief Technology & Digital Innovation Officer
Mario de Gennaro	57	Chief HR, Organization & Legal Officer
Domenico Ricchiuti	46	Chief Operations Officer and Chief Product Development & Process Innovation
Matteo Sambugaro	37	Chief Strategic Planning & Transformation Officer
Giovanni Tucci	51	Global Key Account Director
Ottavio Milano	56	Regional Manager Central & South Americas
Emanuele Cheli	48	Regional Manager Europe & Emerging Markets
Jason Camp	54	Regional Manager North Americas
Mina Ciccarone	50	Regional Manager APAC – Greater China, Hong Kong & Macau

Pasquale Natuzzi is the Executive Chairman of the Board of Directors. He founded the Company in 1959. He held the title of sole director of the Company from its incorporation in 1972 until 1991, when he became the Chairman of the Board of Directors. He has creative skills and is directly involved with brand development and product styling. He takes care of strategic partnerships with existing and new accounts.

Antonio Achille is the Chief Executive Officer and an executive director. He is also the ad interim Chief Commercial Officer. He joined the Company from McKinsey where he was Senior Partner and Global Head of the Luxury Sector. For 25 years, he has been supporting international groups on strategy, digital, retail, organization, supply chain, growth acceleration and operational improvement. In his role as CEO, he focuses on the execution of all the activities required to foster the Natuzzi Group's growth and to enhance its margin generation.

Antonia Isabella Perrone is a non-executive director of the Company. In 1998, she was appointed sole director of a company in the agricultural-food sector, wholly owned by the Natuzzi Family. She joined the Group in 1994, dealing with marketing and communication for the Italian market under the scope of retail development management until 1997. She has been married to Pasquale Natuzzi since 1997.

Marco Caneva is a non-executive director of the Company. Since 2010, he has been a director at large IT-focused companies, such as Phase Motion Control, FOS Group, BaoSteel Italia, an Italy-based joint venture controlled by Chinese giant BaoSteel, and Aurora Imaging Technology. He also served as director on the boards of several other companies, including, Italmatch Chemicals and Gruppo Partecipazioni Industriali S.p.A, the holding company of Pirelli & C. S.p.A., as well as Chairman of the board of Paramed, an Italy-based MRI manufacturer, and its U.S. subsidiary. He started his professional career working in the investment banking department of Goldman Sachs and, from 2009 to 2017, he served as Chief Investment Officer of Hofima S.p.A. In 2017, he founded Calit Advisors, a financial advisory and investment firm based in Italy, Ireland and California.

Giuseppe Antonio D'Angelo is a non-executive director of the Company. He is also Executive Vice President of Anglo-America & CIS regions with Ferrero International SA. Before joining Ferrero in 2009, he acquired significant international experience in

general management of multinational companies such as General Mills (from 1997 to 2009), S.C. Johnson & Son (from 1991 to 1997) and Procter & Gamble (from 1989 to 1991). He earned his Bachelor of Arts degree in Economics from LUISS University of Rome in 1988. He received certification from Harvard Business School in the Advanced Management Program in 2004.

Alessandro Musella is a non-executive director of the Company. He is a partner at the law firm BonelliErede, where he focuses on corporate compliance, corporate governance and digital innovation. He is also a non-executive director of Global Assistance S.p.A. and a former member of the Supervisory Board of Equens Worldline SE. He is a member of the Italian bar and holds a law degree from the University of Genoa.

Gilles Bonan is a non-executive director of the Company. He is a strategy consultant for lifestyle companies and private equity funds in France, Italy and Switzerland. He is also an entrepreneur in three start-up companies. He gained significant experience at Roche Bobois SA., where he first served as CFO and International Development Director (1999-2001), and later as Executive Vice President (2001-2008) and as CEO – Chairman of the Executive Board (2008- July 2019). He started his career at the audit firm Mazars before joining General Motors head office in France. He holds a degree from HEC Paris business school and a master's degree in business law.

Pasquale Junior Natuzzi is the Chief Brand Officer *Natuzzi Italia*, the Chief Creative Officer and an executive director. He is responsible for defining the Group's strategy with regard to style and creativity and the development of new products (also as a result of collaborations with internationally well-known designers), managing the transformation of the Company from a furniture player to a lifestyle brand. He is a member of the National Council of Assarredo, the Italian Association representing furniture companies, and oversees FederLegnoArredo Sustainability Task Force (design, sustainability, and synergies for the leadership of the Italian wood/furniture sector). He is the son of Pasquale Natuzzi.

Cosimo Bardi is the Chief Brand Officer *Natuzzi Editions* and *Divani&Divani by Natuzzi*. He is responsible for the positioning and performance of the *Natuzzi Editions* brand and the customer experience. He joined the Group in 2004 and built his professional career in roles of ever-increasing responsibility. In 2016 he was Chief Style & Merchandising Officer and focused on achieving strategic goals of the Natuzzi brand through the definition and management of the Natuzzi product range. From 2018 to 2021, he was Global Merchandising & Business Development Wholesale Channel Director.

Carlo Silvestri is the Chief Financial Officer of the Company having joined the Group in 2022. With 20 years of experience, he has extensive international experience in luxury brands and is an expert in retail and wholesale logics. He started his career as Internal Auditor at Pirelli & C. S.p.A., where he gained experience in compliance audits in different countries and contexts. He then joined Dolce & Gabbana, first as Group Internal Auditor and then as Asia Pacific Finance & Admin Director at Dolce & Gabbana Hong Kong Ltd. In 2013, he joined the Ferragamo Group as Chief Financial Officer & Retail Excellence Director for Ferragamo Asia, with full responsibility for finance and administration, legal, logistics and IT functions. From 2020, he also took on the responsibility of General Manager for Ferragamo Retail in Hong Kong & Macao, which allowed him to directly influence the retail excellence of the store network in Asia. He holds a degree from Bocconi University and a master's degree in management and risk control from ISTUD.

Pierluigi Binetti is the Chief Internal Audit Officer of the Group. He joined the Group in June 2020 and is responsible for providing assurance to the Board of Directors and the Audit Committee that the Group's processes and internal controls are effective and properly designed to mitigate key business risks. In addition, he is responsible for providing assurance over design and effectiveness of key controls relevant for SOX. During his professional career, he has covered different roles in providing assurance services in primary audit firms, mainly in KPMG S.p.A.

Pierangelo Colacicco is the Chief Technology & Digital Innovation Officer of the Group. He is responsible for upgrading the Group's mindset from traditional to digital through the discovery, adoption and implementation of innovative technologies that make processes simpler while improving customer satisfaction and making the brand more competitive. From 2014 to 2018, he was Chief Information Officer (CIO), Process and Organization Director, and from 2007 to 2014 he was CIO of the Group. He joined the Company's HR & Organization department in 1994. In 1996, he served as a software specialist in the IT department. From 2000 to 2007, he was the IT manager for all sales and distribution processes.

Mario de Gennaro is the Chief HR, Organization & Legal Officer of the Group. He joined the Company in September 2021. Mario has a broad experience in the whole human resources field. He has had several leadership roles in multinational companies such as Unilever, Cementir, ILVA and SEDA Packaging Group.

Domenico Ricchiuti has been the Chief Operations Officer from August 2022 of the Group. He joined the Group in 2009 as Total Quality and Lean Manager and built his professional career in roles of ever-increasing responsibility in process and product

improvement projects. In 2018, he became Product Development and Innovation Director for all product categories with the goal of coordinating all the processes and activities related to product innovation, development, and industrialization.

Matteo Sambugaro is the Chief Strategic Planning & Transformation Officer. He is responsible for managing the Transformation Team's activities with the goal of coordinating and ensuring the implementation of the initiatives defined into the multi-year Transformation Plan. He joined the Group in January 2019 as Senior Professional Strategy & Business Plan Execution, after over nine years of experience in strategy consulting, of which 8 years at Roland Berger, one of the most prestigious strategy consulting firms worldwide. In his career Matteo has worked on more than 30 projects for multinational companies in the United States, Germany, Italy, Austria and the Netherlands. He holds a master's degree in Statistics and Management. He studied at the University of Padova (Italy), Aarhus Business School (Denmark) and HAAS School of Business at the University of California Berkeley (United States).

Giovanni Tucci is the Global Key Account Director of the Group. He joined the Group in January 2013 in the same business division for the sole EMEA region and then obtained global responsibilities in 2016. He brings many years of experience in marketing, merchandising and sales in both the automotive and wholesale furniture industries to the Group. He currently focuses on restructuring sales and margins at worldwide level with the largest global retailers and wholesalers, through an evolved global manufacturing proposal. He holds a bachelor's degree in Economics and Business Administration and also achieved flying CPL licenses as part of his aeronautical career.

Ottavio Milano is the Regional Manager Central & South Americas. He joined the Group in 1992 and has worked with the Natuzzi Group for over twenty years. He has held roles of increasing responsibility as Controlling Director, General Manager of Natco S.p.A., CEO of Italsofa Nordeste S.A. and Chief Commercial Officer of South Americas.

Emanuele Cheli is the Regional Manager Europe & Emerging Markets. He joined the Group in 2022. He has 25 years of experience in the fashion and luxury industry, with solid knowledge in retail, business development, customer care, logistic and operations. He worked for more than 15 years at Prada S.p.A., starting in the logistics department. He then became a Retail Coordinator and Bulk Order Manager, then Planning and Production Manager Leather Goods and Merchandising Planning Manager, until becoming WW Retail Operation Director. His previous experience also includes La Perla Global Management UK Limited as Global Sales Director and Gianni Versace S.r.l. as Global Retail Director reporting directly to the CEO. He holds a degree in mechanical engineering from the University of Florence.

Jason Camp is the Regional Manager North Americas. He has over 20 years of experience in the furniture industry. He has worked at Bassett Furniture as Senior Vice President Retail and at Restoration Hardware, where he held roles of ever-increasing responsibility until becoming Chief Merchandising Officer Omnichannel.

Mina Ciccarone is the Regional Manager APAC - China, Hong Kong & Macau. She joined the Group in 1997. She is responsible for achieving business goals for the Region and the Rest of APAC. She also supports the Company in its commercial relationship with the management of the joint venture in China in order to meet the sales objectives that are defined with our joint venture partner. In addition, she helps to ensure the satisfaction of our joint venture management and partner and the implementation of the Group's retail operating model.

Compensation of Directors and Officers

As a matter of Italian law and under our By-laws, the compensation of executive directors, including the CEO, is determined by the board of directors, after consultation with the board of statutory auditors, within a maximum amount established by the Company's shareholders. The Company's shareholders determine the base compensation for all members of the board of directors, including non-executive directors. Compensation of the Company's executive officers (for performing their role as such) is

determined by the CEO. None of our directors or senior executive officers is party to a contract with the Company that would entitle such persons to benefits upon the termination of service as a director or employee.

Aggregate compensation paid by the Group to the directors and officers was approximately €3.6 million in 2022.

The base compensation recognized in 2022 to each member of the Board of Directors as member of the Board of Directors is set forth below:

Name	Base Compensation
Pasquale Natuzzi	€ 60,000.00
Antonio Achille	€ 570,000.00
Pasquale Junior Natuzzi	€ 25,000.00
Antonia Isabella Perrone	€ 25,000.00
Marco Caneva	€ 33,750.00
Giuseppe Antonio D'Angelo	€ 33,750.00
Alessandro Musella	€ 31,250.00
Gilles Bonan*	€ 15,859.00

*Mr. Gilles Bonan was appointed at the Company's annual general shareholders' meeting held on May 12, 2022. His compensation for 2022 is prorated accordingly.

For the year 2022, approximately 80 directors and managers around the world were selected to participate in the management by objectives ("MBO") incentive system. The Company, however, due to economic and business conditions, decided to suspend the payment of any form of bonus linked to the MBO system.

Natuzzi 2022-2026 Stock Option Plan

In 2022, we adopted the Natuzzi 2022-2026 Stock Option Plan (the "SOP") to enhance the Company's ability to attract, retain and motivate persons who are expected to contribute to the Company and its subsidiaries' success, and align the interests of the Company's shareholders with those of the beneficiaries under the SOP. The SOP was approved by the Company's shareholders at an extraordinary shareholders' meeting held on July 1, 2022. Subject to certain adjustments, the maximum number of Ordinary Shares available to be purchased under the SOP is 5,485,304 Ordinary Shares.

The following paragraphs describe the principal terms of the SOP:

- *Types of awards.* The SOP permits the awards of options to purchase Ordinary Shares.
- *Award agreements.* Awards granted under the SOP are evidenced by an award agreement that sets forth terms, conditions and limitations for each award.
- *Eligible participants.* The SOP provides for the grant of options to all key employees and directors of the Company and its subsidiaries during the 2022-2026 period.
- *Exercise of options.* Options granted under the SOP will be exercisable in whole or in part at the terms and conditions set forth in the relevant award agreement, provided that the term of any option granted under the SOP will not exceed May 31, 2028. Pursuant to the relevant award agreement, options may be exercisable subject to the continuation of the relevant working relationship and/or the achievement of performance targets as determined by the Company's board of directors.
- *Exercise price.* The exercise price per share subject to an option will be determined by the SOP administrator and set forth in the award agreement.
- *Administration.* The SOP is administered by the Company's board of directors, which may delegate some or all of its powers under the SOP to a committee or any director of the Company.
- *Transfer restrictions.* Unless otherwise agreed upon by the SOP administrator, awards may not be sold, pledged, transferred or disposed of in any manner other than by will or by the laws of descent or distribution.
- *Amendment and termination.* The Board may at any time amend or terminate the SOP, but, subject to certain exceptions, no amendment or termination can be made that would materially and adversely affect the rights of any beneficiary under any outstanding award, without his or her consent. The SOP will expire on December 31, 2026. No award will be granted pursuant to the SOP after such termination date, but awards theretofore granted may extend beyond that date.

For further information on the terms of the SOP see the Natuzzi 2022-2026 Stock Option Plan filed as Exhibit 4.7 to this Annual Report.

In July 2022, the Company granted stock options to certain key employees of the Group for the purchase of a total of 2,812,560 Ordinary Shares (equivalent to 56,512 ADSs) and increased its share capital from €54,853,045 to €55,073,045. As at December 31, 2022, one beneficiary exercised the vested portion of its options by subscribing for 220,000 Ordinary Shares (equal to 44,000 ADSs) at the exercise price of €1.00 per Ordinary Share (equal to €5.00 per ADS). See Note 21 to the Consolidated Financial Statements for further details.

Statutory Auditors

During 2022, the Company's statutory auditors received approximately €0.1 million in compensation in the aggregate for their services to the Company and its Italian subsidiaries. At the Company's annual general shareholders' meeting on May 12, 2022, the following individuals were elected to the Company's board of statutory auditors for a three-year term. The board consists of three members, one of which is the chairman, and two alternates. None of our statutory auditors is party to a contract with the Company that would entitle such person to benefits upon the termination of service as a statutory auditor.

<u>Name</u>	<u>Position</u>
Giuseppe Pio Macario	Chairman
Francesco Campobasso	Member
Andrea Venturelli	Member
Aurelio Franco Colasanto	Alternate
Vito Passalacqua	Alternate

We are subject to Rule 10A-3 ("Rule 10A-3") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which requires, absent an exemption, that a listed company maintain an audit committee composed of members of the issuer's board of directors that meet certain independence requirements.

The Company relies on an exemption from the Rule 10A-3 requirements provided by Rule 10A-3(c)(3) of the Exchange Act for foreign private issuers with a board of statutory auditors established in accordance with local law or listing requirements and subject to independence requirements under local law or listing requirements. See "Item 16D. Exemption from Listing Standards for Audit Committees" for more information.

Employees

The following table illustrates the breakdown of the Group's employees by qualification and location for the periods indicated:

<u>Qualification</u>	<u>As of December 31</u>			<u>Change</u>	<u>Change</u>
	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>2022/2021</u>	<u>2021/2020</u>
Top managers	40	40	43	—	(3)
Middle managers	201	203	202	(2)	1
Clerks	795	804	823	(9)	(19)
Laborers	3,017	3,215	3,278	(198)	(63)
Total	4,053	4,262	4,346	(209)	(84)

<u>Location</u>	<u>As of December 31</u>			<u>Change</u>	<u>Change</u>
	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>2022/2021</u>	<u>2021/2020</u>
Italy	2,117	2,181	2,250	(64)	(69)
Outside Italy	1,936	2,081	2,096	(145)	(15)
Total	4,053	4,262	4,346	(209)	(84)

In 2022, 45 workers have voluntarily left the Company.

In November 2021, the Company and the relevant trade unions and Italian authorities agreed to extend the scope of the Solidarity Facility through November 2023. Additionally, in January 2023, the Company and the relevant trade unions and Italian authorities signed an agreement allowing the Company to benefit from CIGS for up to 449 workers employed at the plant located in Altamura until December 31, 2023.

Share Ownership

Mr. Pasquale Natuzzi, founder of the Company and Executive Chairman of the Board of Directors, as of the date of this Annual Report, beneficially owns an aggregate amount of 30,967,521 Ordinary Shares, representing 56.2% of the Ordinary Shares outstanding (61.3% of the Ordinary Shares outstanding if the 5.1% of the Ordinary Shares owned by the Natuzzi Family are aggregated).

As a result, Mr. Natuzzi controls Natuzzi S.p.A., including its management and the selection of the members of its board of directors. Since December 16, 2003, Mr. Natuzzi has held his entire beneficial ownership of Natuzzi S.p.A. shares through INVEST 2003 S.r.l., an Italian holding company wholly-owned by Mr. Natuzzi and having its registered office at Via Gobetti 8, Taranto, Italy.

On November 6, 2014, INVEST 2003 S.r.l. completed the purchase of 250,000 ADSs, each representing one Ordinary Share at the time of purchase, at a price of U.S.\$2.00 per ADS. The purchase was privately negotiated with a single individual and was effected through an escrow arrangement with BNY Mellon.

On July 30, 2014, INVEST 2003 S.r.l. completed the purchase of 500,000 ADSs, each representing one Ordinary Share at the time of purchase, at a price of U.S. \$2.75 per ADS. The purchase was privately negotiated with a single individual and was effected through an escrow arrangement with BNY Mellon. For more information, refer to Schedule 13D (Amendment No. 2), filed with the SEC on September 14, 2014, that amends and supplements the Schedule 13D, filed with the SEC on April 24, 2008 (as amended by Amendment No. 1 filed on April 8, 2013 (“Amendment No. 1”).

These two purchases, carried out for investment purposes, brought the number of Ordinary Shares beneficially owned by each of Mr. Natuzzi and INVEST 2003 S.r.l. to 30,967,521 (representing 56.5% of the Ordinary Shares outstanding).

Between September 27, 2011 and April 30, 2013, INVEST 2003 S.r.l. completed the purchase of a total of 859,628 Natuzzi S.p.A. ADSs (each representing one Ordinary Share at the time of purchase, for a total of approximately 1.6% of the Company’s total shares then outstanding), at an average price of U.S.\$ 2.37 per ADS. These purchases were made in accordance with a purchase plan undertaken pursuant to Rule 10b-18 (“Purchases of Certain Equity Securities by the Issuer and Others”) promulgated under the Securities Exchange Act of 1934 (the “Rule 10b-18 Plan”).

On April 18, 2008, INVEST 2003 S.r.l. purchased 3,293,183 ADSs, each representing one Ordinary Share at the time of purchase, at the price of U.S.\$ 3.61 per ADS. For more information, refer to Schedule 13D, filed with the SEC on April 24, 2008, and related Amendment No. 1 to Schedule 13D, filed with the SEC on April 8, 2013.

On February 8, 2019, the Board of Directors approved a change in the ratio of its ADSs to Ordinary Shares, from one ADS representing one Ordinary Share, to one ADS representing five Ordinary Shares. The effective date of the ratio change was February 21, 2019. There were 4,361,981 ADSs (equivalent to 21,809,905 Ordinary Shares) outstanding as of February 21, 2019.

As of the date of this Annual Report, none of the other directors or officers own 1% or more of the Company’s Ordinary Shares or ADSs. For information on the Natuzzi 2022-2026 Stock Option Plan, see “Item 6. Directors, Senior Management and Employees—Compensation of Directors and Officers—Natuzzi 2022-2026 Stock Option Plan”.

Disclosure of a Registrant’s Action to Recover Erroneously Awarded Compensation

Not applicable.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

Major Shareholders

The following table sets forth information, as of the date of this Annual Report, with respect to each person who beneficially owns 5% or more of the Company's Ordinary Shares or ADSs:

	Number of Ordinary Shares owned	Percent owned
Pasquale Natuzzi ⁽¹⁾	30,967,521	56.2%
Mr. David L. Kanen ⁽²⁾	5,549,310	10.1%

⁽¹⁾ Includes ADSs purchased on April 18, 2008, purchases made from September 27, 2011 through April 30, 2013 under the Rule 10b-18 plan and two privately negotiated purchases executed on July 30, 2014 and November 6, 2014. If Mr. Natuzzi's Ordinary Shares are aggregated with those held by members of the Natuzzi Family, the amount owned would be 33,767,521 and the percentage ownership of Ordinary Shares would be 61.3%.

⁽²⁾ Aggregate amount beneficially owned by Kanen Wealth Management LLC ("KWM") based on the Form 13F for the quarter ended December 31, 2022, filed by KWM with the SEC on February 13, 2023. Mr. Kanen is the managing member of KWM.

As indicated in "Item 6. — Share Ownership," Mr. Natuzzi controls Natuzzi S.p.A., including its management and the selection of the members of its board of directors. Since December 16, 2003, Mr. Natuzzi has held his entire beneficial ownership of Natuzzi S.p.A. shares through INVEST 2003 S.r.l., an Italian holding company wholly-owned by Mr. Natuzzi and having its registered office at Via Gobetti 8, Taranto, Italy.

In addition, the Natuzzi Family has a right of first refusal to purchase all the rights, warrants or other instruments which BNY, as Depositary under the Deposit Agreement, determines may not lawfully or feasibly be made available to owners of ADSs in connection with each right offering, if any, made to holders of Ordinary Shares. None of the shares held by the above shareholders has any special voting rights.

As of December 31, 2022, the Company's share capital, which is totally authorized and issued, is composed of 55,073,045 ordinary shares (54,853,045 as of December 31, 2021) with par value of Euro 1 each, for a total of Euro 55,073 thousand (Euro 54,853 thousand as of December 31, 2021). The share capital increase derives from the subscription of 220,000 ordinary shares by one of the beneficiaries of the stock option plan approved by the Company in July 2022. See Notes 18 and 21 to the Consolidated Financial Statements for further details.

As of March 31, 2023, there were 4,406,652 ADSs (equivalent to 22,033,260 Ordinary Shares) outstanding. The ADSs represented 40.0% of the total number of Natuzzi Ordinary Shares issued and outstanding.

On February 8, 2019, the Board of Directors approved the Ratio Change, which became effective on February 21, 2019. There were 4,361,981 ADSs (equivalent to 21,809,905 Ordinary Shares) outstanding as of February 21, 2019.

For ADS holders, the Ratio Change had the same effect as a one-for-five reverse ADS split. No new shares were issued in connection with the Ratio Change. As a result of the Ratio Change, the price of the Company's ADSs automatically increased proportionally.

Since certain Ordinary Shares and ADSs are held by brokers or other nominees, the number of direct record holders in the U.S. may not be fully indicative of the number of direct beneficial owners in the U.S. or of where the direct beneficial owners of such shares are resident.

Related Party Transactions

The table below sets forth information about transactions entered into with related parties as at December 31, 2022 and 2021 are set forth, in millions of Euro. See Note 43 to the Consolidated Financial Statements for further details.

	31/12/2022	31/12/2021
Sales	74.1	52.3
Expenses	0.0	0.1
Amount owned by related parties	7.5	8.0
Amounts due to related parties	0.1	—

The Parent used the legal services of BonelliErede law firm, of which one of the Parent's director is a partner, mainly for assistance with management advisory, for a total fee amounting to €0.03 million and €0.09 million for the years ended December 31, 2022 and 2021, respectively. Amounts were billed based on market rates for such services and were due and payable under normal payment terms. See Note 43 to the Consolidated Financial Statements.

In light of the extraordinary challenges imposed by COVID-19 on the Group, on February 28, 2020, the Parent's majority shareholder entered into an agreement with the Parent setting forth its undertaking, should the Parent so request, to make advance payments of up to €15.0 million to satisfy the subscription price of a future rights issue. On February 28, 2020, the Parent requested an initial payment of €2.5 million which it received on March 2, 2020. As the Board of Directors of the Company did not call a shareholders' meeting to resolve upon the increase in share capital, the amount of €2.5 million has to be reimbursed in September 2023. Therefore, as at December 31, 2022, the amount of €2.5 million has been included in the caption "Other payables" of the statement of financial position. See Note 27 to the Consolidated Financial Statements.

Other than the foregoing transactions, neither the Company nor any of its subsidiaries was a party to a transaction with a related party that was material to the Company or the related party, or any transaction that was unusual in its nature or conditions, involving goods, services, or tangible or intangible assets, nor is any such transaction presently proposed. During the same period, neither the Company nor any of its subsidiaries made any loans to or for the benefit of any related party. For further details on related party transactions, see Note 43 to the Consolidated Financial Statements.

ITEM 8. FINANCIAL INFORMATION

Consolidated Financial Statements

Please refer to "Item 18. Financial Statements" of this Annual Report.

Export Sales

Sales of upholstery products manufactured in Italy and sold outside Italy totaled €149.9 million in 2022, up 1.1% from €148.2 million in 2021. This figure represents 37.6% of the Group's 2022 net leather and fabric-upholstered furniture sales (39.6% in 2021).

Legal and Governmental Proceedings

The Group is involved in legal and tax proceedings, including several minor claims and legal actions, arising in the ordinary course of business. The provision recorded against these claims is €8.7 million as of December 31, 2022 (€9.6 million as of December 31, 2021). See "Item 3. Key Information—Risk factors" and Note 23 to the Consolidated Financial Statements.

Apart from the proceedings described above, neither the Company nor any of its subsidiaries is a party to any legal or governmental proceeding that is pending or, to the Company's knowledge, threatened or contemplated against the Company or any such subsidiary that, if determined adversely to the Company or any such subsidiary, would have a materially adverse effect, either individually or in the aggregate, on the business, financial condition or results of the Group's operations.

Dividends

Since the result attributable to the owners of the Company for the financial year ended December 31, 2022 was negative, the Company has decided not to distribute any dividend for the year ended December 31, 2022. The Group has also not paid dividends in any of the prior three fiscal years.

The payment of future dividends will depend on the Company's earnings and financial condition, capital requirements, governmental regulations and policies and other factors. Accordingly, there can be no assurance that dividends in future years will be paid at a rate similar to dividends paid in past years or at all.

Dividends paid to owners of ADSs or Ordinary Shares who are U.S. residents qualifying under the Income Tax Convention will generally be subject to Italian withholding tax at a maximum rate of 15%, provided that certain certifications are given timely. As a result of recent changes to the foreign tax credit rules, for taxable years beginning after December 28, 2021, any Italian income tax withheld from dividends on our ordinary shares or ADSs is unlikely to be treated as creditable unless U.S. owners are eligible for and elect benefits under the current income tax convention between the United States and Italy (the "Income Tax Convention"). See "Item 10. Additional Information—Taxation—Taxation of Dividends."

ITEM 9. THE OFFER AND LISTING

Trading Markets

Natuzzi's Ordinary Shares are listed on the NYSE in the form of ADSs under the symbol "NTZ". Neither the Company's Ordinary Shares nor its ADSs are listed on a securities exchange outside the United States. BNY Mellon is the Company's Depositary for purposes of issuing the American Depositary Shares evidencing ADSs. Trading in the ADSs on the NYSE commenced on May 13, 1993.

On December 26, 2018 the Company received notice from the NYSE that the Company was no longer in compliance with one of the NYSE's continued listing standards for a listed company, particularly, the average closing price of the Company's ADSs was less than US\$1.00 over a consecutive 30-trading day-period.

The Company notified the NYSE on December 27, 2018 of its intention to cure this deficiency within the prescribed timeframe.

On February 8, 2019, the Company's Board of Directors approved a change in the ratio of its ADSs to Ordinary Shares, par value €1.00 per Ordinary Share, from one ADS representing one Ordinary Share, to one ADS representing five Ordinary Shares (the "Ratio Change"). The effective date of the Ratio Change was February 21, 2019. There were 4,361,981 ADSs (equivalent to 21,809,905 Ordinary Shares) outstanding as of February 21, 2019.

For ADS holders, the Ratio Change had the same effect as a one-for-five reverse ADS split. No new shares were issued in connection with the Ratio Change and Natuzzi's ADSs continue to be traded on the NYSE under the same symbol "NTZ." As a result of the Ratio Change, the price of the Company's ADSs automatically increased proportionally.

On March 1, 2019, the Company received confirmation from the NYSE that it had regained compliance with continued listing standards.

On April 7, 2020 the Company received notice from the NYSE that the Company was no longer in compliance with one of the NYSE's continued listing standards for a listed company because the average closing price of the Company's ADSs was less than US\$1.00 over a consecutive 30-trading day-period (the "Dollar Price Standard"). The NYSE notified the Company that its ADSs would be delisted if it was not able to comply with the Dollar Price Standard within the applicable period. The Company regained compliance with the Dollar Price Standard on July 2, 2020.

In addition, from March 17, 2020 to August 12, 2020, the Company was not in compliance with the NYSE's continued listing standard set forth in Section 802.01(b) of the NYSE Listed Company Manual, which requires the Company to maintain an average global market capitalization of not less than US\$15 million over a consecutive 30-trading day period (the "Capitalization Standard"). On August 12, 2020, the Company was notified by the NYSE that, since the Company's average market capitalization was above US\$15 million over a consecutive 30-trading day period, the Company was no longer at an immediate risk of suspension and delisting. The NYSE will continue to monitor the average market capitalization daily to ensure compliance with Capitalization Standard. As of April 19, 2023, the Company's market capitalization was USD 57.3 million.

ITEM 10. ADDITIONAL INFORMATION

By-laws

The following is a summary of (i) certain information concerning the Company's shares and By-laws (*statuto*) and (ii) the relevant provisions of Italian stock corporations. In particular, Italian issuers of shares that are not listed on a regulated market of the European Union are governed by the rules of the Italian civil code (the "Civil Code"). This summary contains all the information that the Company considers to be material regarding its shares, but does not purport to be complete and is qualified in its entirety by reference to the By-laws or the relevant provisions of Italian law, as the case may be.

General — The issued share capital of the Company consists of 55,073,045 Ordinary Shares, with a par value of €1.00 per share. All the issued shares are fully-paid, non-assessable and in registered form.

The Company is registered with the Companies' Registry of Bari at No. 03513760722, with its registered office in Santeramo in Colle (Bari), Italy.

As set forth in Article 3 of the By-laws, the Company's corporate purpose is the production, marketing and sale of sofas, armchairs, furniture in general and raw materials used for their production. The Company is generally authorized to take any actions necessary or useful to achieve its corporate purpose.

Authorization of Shares — At the extraordinary shareholders' meeting of the Company held on July 23, 2004, the shareholders authorized the Company's board of directors to carry out, within five years from the registration of the aforementioned resolution in the Companies' Registry, a free capital increase of up to €500,000, and a capital increase against payment of up to €3.0 million to be issued, in connection with the grant of stock options to employees of the Company and of other Group companies. On January 24, 2006 the Company's board of directors, in accordance with the Regulations of the "Natuzzi Stock Incentive Plan 2004-2009" (which was approved by the board of directors in a meeting held on July 23, 2004), decided to issue without consideration 56,910 new Ordinary Shares in favor of the beneficiary employees. Consequently, the number of Ordinary Shares increased on the same date from 54,681,628 to 54,738,538. On January 23, 2007, the Company's board of directors, in accordance with the Regulations of the "Natuzzi Stock Incentive Plan 2004-2009," decided to issue without consideration 85,689 new Ordinary Shares in favor of beneficiary employees. Consequently, the number of Ordinary Shares increased on the same date from 54,738,538 to 54,824,227. On January 24, 2008 the Company's board of directors, in accordance with the Regulations of the "Natuzzi Stock Incentive Plan 2004-2009," decided to issue without consideration 28,818 new Ordinary Shares in favor of the beneficiary employees. Consequently, the number of Ordinary Shares increased on the same date from 54,824,227 to 54,853,045.

At the extraordinary shareholders' meeting of the Company held on July 1, 2022, the shareholders, among other things and pursuant to Article 2443 of the Civil Code, granted to the Company's board of directors the right to carry out, within five years from the registration of the aforementioned resolution in the Companies' Registry, an increase in the share capital of the Company with consideration ("*a titolo oneroso*"), in one or more tranches, up to a maximum amount of €5,485,304, with the exclusion of pre-emption rights pursuant to Article 2441, paragraph eight, of the Civil Code, to be carried out in connection with the stock option plan named "Natuzzi 2022-2026 Stock Option Plan" for the benefit of the employees of the Company and other Group companies. As at December 31, 2022, the Company's share capital, which is totally authorized and issued, is composed of 55,073,045 ordinary shares with par value of Euro 1 each, for a total of Euro 55,073 thousand. The share capital increase derives from the subscription of 220,000 shares by one of the beneficiaries of the stock option plan approved by the Company in July 2022. For further information regarding the stock option plan, see Notes 18 and 21 to the Consolidated Financial Statements.

Form and Transfer of Shares — The Company's Ordinary Shares are in certificated form and are freely transferable by endorsement of the share certificate by or on behalf of the registered holder, with such endorsement either authenticated by a notary, in Italy or elsewhere, or by a broker-dealer or a bank in Italy. The transferee must request that the Company enters his name in the register of shareholders in order to exercise his rights as a shareholder of the Company.

Dividend Rights — Payment by the Company of any annual dividend is proposed by the board of directors and is subject to the approval of the shareholders at the annual shareholders' meeting. Before dividends may be paid out of the Company's unconsolidated net income in any year, an amount at least equal to 5% of such net income must be allocated to the Company's legal reserve until such reserve is at least equal to one-fifth of the par value of the Company's issued share capital. If the Company's share capital is reduced as a result of accumulated losses, no dividends may be paid until the capital is reconstituted or reduced by the amount of such losses. The Company may pay dividends out of available retained earnings from prior years, provided that, after such payment, the Company will have a legal reserve at least equal to the legally required minimum. No interim dividends may be approved or paid.

Dividends will be paid in the manner and on the date specified in the shareholders' resolution approving their payment (usually within 30 days from their annual general meeting). Dividends that are not collected within five years of the date on which they become payable are forfeited to the benefit of the Company. Holders of ADSs will be entitled to receive payments in respect of dividends on the underlying shares through BNY, as ADR Depositary, in accordance with the Deposit Agreement.

Voting Rights — Registered holders of the Company's Ordinary Shares are entitled to one vote *per* Ordinary Share.

As a registered shareholder, the Depositary (or its nominee) will be entitled to vote the Ordinary Shares underlying the ADSs. The Deposit Agreement requires the Depositary (or its nominee) to accept voting instructions from holders of ADSs and to execute such instructions to the extent permitted by law. Neither Italian law nor the Company's By-laws limit the right of non-resident or foreign owners of the Company's Ordinary Shares to hold or vote shares of the Company.

Board of directors — Under Italian law and pursuant to the Company's By-laws, the Company may be run by a sole director or by a board of directors, consisting of seven to 11 individuals. The Company is currently run by a board of directors composed of eight individuals (see "Item 6. Directors, Senior Management and Employees"). The board of directors is elected by the ordinary shareholders' meeting of the Company, for the period established at the time of election but in no case for longer than three fiscal years. A director, who may, but is not required to be, a shareholder of the Company, may be reappointed for successive terms. The board of directors has the full power of ordinary and extraordinary management of the Company and in particular may perform all acts it deems advisable for the achievement of the Company's corporate purposes, except for the actions reserved by the applicable law or the By-laws to a vote of the ordinary or extraordinary shareholders' meeting. See also "Item 10. Additional Information—Meetings of Shareholders."

The board of directors must appoint a chairman (*presidente*) and may appoint a vice-chairman, in the event they have not been appointed by the shareholders at the ordinary shareholders' meeting. The chairman of the board of directors is the legal representative of the Company. The board of directors may delegate certain powers to one or more managing directors (*organi delegati*), determine the nature and scope of the powers delegated to each director and revoke such delegation at any time. The managing directors must report to the board of directors and the board of statutory auditors at least every 180 days on the Company's business and the main transactions carried out by the Company or by its subsidiaries.

The board of directors may not delegate certain responsibilities, including the preparation and approval of the draft financial statements, the approval of merger and de-merger plans to be submitted to shareholders' meetings, increases in the amount of the Company's share capital or the issuance of convertible debentures (if any such power has been delegated to the board of directors by vote of the extraordinary shareholders' meeting) and the fulfilment of the formalities required when the Company's capital has to be reduced as a result of accumulated losses that reduce the Company's stated capital by more than one-third. See also "Item 10. Additional Information—Meetings of Shareholders".

The board of directors may also appoint one or more general managers (*direttori generali*), who must report directly to the board of directors and confer powers for single acts or categories of acts to employees of the Company or persons unaffiliated with the Company.

Meetings of the board of directors are called no less than five days in advance by letter sent via fax, telegram or e-mail by the chairman on his own initiative. Meetings may be held in person, by video-conference or tele-conference, in the location indicated in the notice convening the meeting, or in any other destination, each time that the chairman may consider necessary. The quorum for meetings of the board of directors is a majority of the directors in office. Resolutions are adopted by the vote of a majority of the directors present at the meeting. In case of a tie, the chairman has the deciding vote.

Directors having any interest in a proposed transaction must disclose their interest to the board of directors and to the board of statutory auditors, even if such interest is not in conflict with the interest of the Company in the same transaction. The interested director is not required to abstain from voting on the resolution approving the transaction, but the resolution must state explicitly the reasons for, and the benefit to the Company of, the approved transaction. In the event that these provisions are not complied with, or that the transaction would not have been approved without the vote of the interested director, the resolution may be challenged by a director or by the board of statutory auditors if the approved transaction may be prejudicial to the Company. A managing director must solicit prior board approval of any proposed transaction in which he has any interest and that is within the scope of his powers. The interested director may be held liable for damages to the Company resulting from a resolution adopted in breach of the above rules. Finally, directors may be held liable for damages to the Company if they illicitly profit from insider information or corporate opportunities.

The board of directors may transfer the Company's registered office within Italy, set up and eliminate secondary offices and approve mergers by absorption into the Company of any subsidiary in which the Company holds at least 90% of the issued share

capital. The board of directors may also approve the issuance of shares or convertible debentures and reductions of the Company's share capital in the case of withdrawal of a shareholder if so authorized by the Company's extraordinary shareholders' meeting.

Under Italian law and pursuant to the Company's By-laws, directors may be removed from their office at any time by the vote of shareholders at an ordinary shareholders' meeting. However, if removed in circumstances where there was no just cause, such directors may have a claim for damages against the Company. Directors may resign at any time by written notice to the board of directors and to the chairman of the board of statutory auditors. The board of directors, subject to the approval of the board of statutory auditors, must appoint substitute directors to fill vacancies arising from removals or resignations to serve until the next ordinary shareholders' meeting. If at any time more than half of the members of the board of directors appointed by the shareholders' meeting of the Company resign, such resignation is ineffective until the majority of the new board of directors has been appointed. In such a case, the remaining members of the board of directors (or the board of statutory auditors if all the members of the board of directors have resigned or ceased to be directors) must promptly call an ordinary shareholders' meeting to appoint the new directors.

The compensation of executive directors, including the CEO, is determined by the board of directors, after consultation with the board of statutory auditors, within a maximum amount established by the Company's shareholders meeting. The Company's shareholders meeting determines the base compensation for all board members, including non-executive directors. Directors are entitled to reimbursement for expenses reasonably incurred in connection with their functions.

Statutory Auditors — In addition to appointing the board of directors, the ordinary shareholders' meeting of the Company, appoints a board of statutory auditors (*collegio sindacale*) and its chairman, and sets the compensation of its members. The statutory auditors are elected for a term of three fiscal years, may be re-elected for successive terms and may be removed only for cause and with the approval of a competent court. Expiration of their office will have no effect until a new board is appointed. Membership of the board of statutory auditors is subject to certain good standing, independence and professional requirements, and shareholders must be informed as to the offices the proposed candidates hold in other companies prior to or at the time of their election. In particular, at least one standing and one alternate member must be a chartered public accountant.

The Company's By-laws provide that the board of statutory auditors shall consist of three statutory auditors and two alternate auditors (who are automatically substituted for a statutory auditor who resigns or is otherwise unable to serve).

The Company's board of statutory auditors is required, among other things, to verify that the Company (i) complies with applicable laws and the By-laws, (ii) complies with applicable principles of good governance, and (iii) maintains adequate organizational structure and administrative and accounting systems. The Company's board of statutory auditors must be convened at least once every 90 days. The board of statutory auditors reports to the annual shareholders' meeting on the results of its activity and the results of the Company's operations. In addition, the statutory auditors of the Company must attend the meetings of the Company's board of directors and shareholders' meetings.

The statutory auditors may decide to call a shareholders' meeting, ask information about the management of the Company to the members of the board of directors, carry out inspections and verifications at the Company and exchange information with the Company's external auditors. Additionally, the statutory auditors have the power to initiate a liability action against one or more directors after adopting a resolution with an affirmative vote by two thirds of the auditors in office. Any shareholder may submit a complaint to the board of statutory auditors regarding facts that such shareholder believes should be subject to scrutiny by the board of statutory auditors, which must take any complaint into account in its report to the shareholders' meeting. If shareholders collectively representing 5% of the Company's share capital submit such a complaint, the board of statutory auditors must promptly undertake an investigation and present its findings and any recommendations to a shareholders' meeting of the Company (which must be convened immediately if the complaint appears to have a reasonable basis and there is an urgent need to take action). The board of statutory auditors may report to a competent court serious breaches of directors' duties.

External Auditor — The audit of the Company's accounts is entrusted, as per current legislation, to an independent audit firm whose appointment falls under the competence of the shareholders' meeting, upon the board of statutory auditors' proposal. In addition to the obligations set forth in national auditing regulations, Natuzzi's listing on the NYSE requires that the audit firm issues an audit report on the consolidated financial statements included in the annual report on Form 20-F, in compliance with the auditing standards issued by the Public Company Accounting Oversight Board (United States) (PCAOB). Moreover, the independent audit firm is required, if applicable, to issue an opinion on the effectiveness of the internal control system applied to financial reporting.

The external auditor or the firm of external auditors is appointed for a three-year term, may be re-elected for successive terms, and its compensation is determined by a vote at an ordinary shareholders' meeting of the Company and may be removed only for just cause by a vote of the shareholders' meeting.

Meetings of Shareholders — Shareholders are entitled to attend and vote at ordinary and extraordinary shareholders' meetings. Votes may be cast personally or by proxy. Shareholders' meetings may be called by the Company's board of directors (or the board of statutory auditors) and must be called if requested by holders of at least 10% of the issued shares. If a shareholders' meeting is not called despite the request by shareholders and such refusal is unjustified, a competent court may call the meeting. Shareholders are not entitled to request that a meeting of shareholders be convened to vote on matters which, as a matter of law, shall be resolved on the basis of a proposal, plan or report by the Company's board of directors.

The Company may hold general meetings of shareholders at its registered office in Santeramo in Colle, or elsewhere in Italy or at locations outside Italy, following publication of notice of the meeting in any of the following Italian newspapers: "*Il Sole 24 Ore*," "*Corriere della Sera*" or "*La Repubblica*" at least 15 days before the date fixed for the meeting.

The ordinary shareholders' meeting of the Company must be convened at least once a year. The Company's annual stand-alone financial statements are prepared by the board of directors and submitted for approval to the ordinary shareholders' meeting, which must be convened within 120 days after the end of the fiscal year to which such financial statements relate. This term may be extended by up to 180 days after the end of the fiscal year, as long as the Company continues to be bound by law to draw up consolidated financial statements or if particular circumstances concerning its structure or its purposes so require. At ordinary shareholders' meetings, shareholders also appoint the external auditors, approve the distribution of dividends, appoint the members of the board of directors and of the board of statutory auditors, determine their remuneration and vote on any matter the resolution or authorization of which is entrusted to them by law.

Extraordinary shareholders' meetings may be called to vote on proposed amendments to the By-laws, issuance of convertible debentures, mergers and de-mergers, capital increases and reductions, when such resolutions may not be taken by the board of directors and any matter the resolution or authorization of which is entrusted to them by law or the By-laws. Liquidation of the Company must be resolved by an extraordinary shareholders' meeting.

The notice of a shareholders' meeting of the Company may specify two or more meeting dates for an ordinary or extraordinary shareholders' meeting; such meeting dates are generally referred to as "calls."

The quorum for an ordinary shareholders' meeting of the Company is 50% of the Ordinary Shares, and resolutions are adopted by the majority of Ordinary Shares present or represented. At an adjourned ordinary meeting, no quorum is required, and the resolutions are carried by the majority of Ordinary Shares present or represented. Certain matters, such as amendments to the By-laws, the issuance of shares, the issuance of convertible debentures, mergers and de-mergers, may only be resolved upon at an extraordinary meeting, at which special voting rules apply. Resolutions at an extraordinary meeting of the Company are adopted, on first call, by a majority of the Ordinary Shares. An adjourned extraordinary meeting is validly held with a quorum of one-third of the issued shares and its resolutions are carried by a majority of at least two-thirds of the holders of shares present or represented at such meeting. In addition, certain matters (such as a change in purpose or corporate form of the company, de-mergers, mergers, the transfer of its registered office outside Italy, its liquidation prior to the term set forth in its By-laws, the extension of the term, the revocation of liquidation and the issuance of preference shares) are approved by the holders of more than two-thirds of the shares present and represented at such meeting that must also represent more than one-third of the issued shares.

According to the By-laws, in order to attend any shareholders' meeting, each shareholder of the Company, at least five days prior to the date fixed for the meeting, must deposit its share certificates at the offices of the Company or with such banks as may be specified in the notice of call of the relevant meeting, in exchange for an admission ticket. Owners of ADRs may make special arrangements with the Depository for the beneficial owners of such ADRs to attend shareholders' meetings, but not to vote at or formally address such meetings. The procedures for making such arrangements will be specified in the notice of such meeting to be mailed by the Depository to the owners of ADRs.

Shareholders may appoint proxies by delivering in writing an appropriate power of attorney to the Company. Directors, auditors and employees of the Company or of any of its subsidiaries may not be proxies and any one proxy cannot represent more than 20 shareholders.

Pre-emptive Rights — Pursuant to Italian law, holders of Ordinary Shares or of debentures convertible into shares, if any exist, are entitled to subscribe for the issuance of shares, debentures convertible into shares and rights to subscribe for shares, in proportion to their holdings, unless such issues are for non-cash consideration or pre-emptive rights are waived or limited and such waiver or limitation is required in the interest of the Company. There can be no assurance that the holders of ADSs may be able to exercise fully any pre-emptive rights pertaining to Ordinary Shares.

Preference Shares. Other Securities — The Company's By-laws allow the Company to issue preference shares with limited voting rights, to issue other classes of equity securities with different economic and voting rights, to issue so-called participation

certificates with limited voting rights, as well as so-called tracking stock. The power to issue such financial instruments is attributed to the extraordinary meeting of shareholders.

The Company, by resolution of the board of directors, may issue debt securities non-convertible into shares, while it may issue debt securities convertible into shares through a resolution of an extraordinary shareholders' meeting.

Segregation of Assets and Proceeds — The Company, by means of an extraordinary shareholders' meeting resolution, may approve the segregation of certain assets into one or more separate pools. Such pools of assets may have an aggregate value not exceeding 10% of the shareholders' equity of the Company. Each pool of assets must be used exclusively to carry out a specific business and may not be attached by the general creditors of the Company. Similarly, creditors with respect to such specific business may only attach those assets of the Company that are included in the corresponding pool. Tort creditors, on the other hand, may always attach any assets of the Company. The Company may issue securities carrying economic and administrative rights relating to a pool. In addition, financing agreements relating to the funding of a specific business may provide that the proceeds of such business be used exclusively to repay the financing. Such proceeds may be attached only by the financing party and such financing party would have no recourse against other assets of the Company.

Liquidation Rights — Pursuant to Italian law and subject to the satisfaction of the claims of all other creditors, shareholders are entitled to a distribution in liquidation that is equal to the nominal value of their shares (to the extent available out of the net assets of the Company). Holders of preference shares, if any such shares are issued in the future by the Company, may be entitled to a priority right to any such distribution from liquidation up to their par value. Thereafter, all shareholders would rank equally in their claims to the distribution or surplus assets, if any. Ordinary Shares rank *pari passu* among themselves in liquidation.

Purchase of Shares by the Company — The Company is allowed to purchase shares, subject to certain conditions and limitations provided for by Italian law. Shares may be purchased out of profits available for dividends and out of distributable reserves, in each case as appearing on the latest stand-alone financial statements approved by the Company's shareholders' meeting. Further, the Company may only repurchase fully paid-in shares. Such purchases must be authorized by the ordinary shareholders' meeting. The aggregate purchase price of such shares may not exceed the distributable dividends and the earnings reserve specifically approved by shareholders. Shares held in violation of the above conditions and limitations must be sold within one year of the date of purchase. Similar limitations apply with respect to purchases of the Company's shares by its subsidiaries.

A corresponding reserve equal to the purchase price of such shares must be created in the statement of financial position, and such reserve is not available for distribution, unless such shares are sold or cancelled. Shares purchased and held by the Company may be resold only pursuant to a resolution adopted at an ordinary shareholders' meeting. The voting rights attaching to the shares held by the Company or its subsidiaries cannot be exercised, but the shares are counted for quorum purposes in shareholders' meetings. Dividends and pre-emptive rights attaching to such shares will accrue to the benefit of other shareholders.

The Company does not own any of its Ordinary Shares.

Notification of the Acquisition of Shares — In accordance with Italian antitrust laws, the Italian Competition Authority prohibits the acquisition of control in a company which would thereby create or strengthen a dominant position in the domestic market or a significant part thereof and which would result in the elimination or substantial reduction of competition on a lasting basis, provided that certain turnover thresholds are exceeded. However, if the turnover of the acquiring party and the company to be acquired exceeds certain other monetary thresholds, the antitrust review of the acquisition falls within the exclusive jurisdiction of the European Commission and will be assessed under the EU Merger Regulation (Council Regulation (EC) No. 139/2004).

Minority Shareholders' Rights. Withdrawal Rights — Shareholders' resolutions which are not adopted in conformity with applicable law or the Company's By-laws may be challenged (with certain limitations and exceptions) within 90 days by absent, dissenting or abstaining shareholders representing individually or in the aggregate at least 5% of Company's share capital (as well as by the board of directors or the board of statutory auditors). Shareholders not reaching this threshold or shareholders not entitled to vote at Company's meetings may only claim damages deriving from the resolution.

Dissenting or absent shareholders may require the Company to buy back their shares as a result of shareholders' meeting resolutions approving, among others things, material modifications of the Company's corporate purpose or of the voting rights of its shares, the transformation of the Company from a stock corporation into a different legal entity, or the transfer of the Company's registered office outside Italy. The buy-back would occur at a price established by the board of directors, upon consultation with the board of statutory auditors and the Company's external auditor, having regard to the net assets value of the Company, its prospective earnings and the market value of its shares, if any. The Company's By-laws may set forth different criteria to determine the consideration to be paid to dissenting shareholders in such buy-backs.

Each shareholder may bring to the attention of the board of statutory auditors facts or actions which are deemed wrongful. If such shareholders represent more than 5% of the share capital of the Company, the board of statutory auditors must investigate without delay and report its findings and recommendations to the shareholders' meeting (which must be convened immediately if the complaint appears to have a reasonable basis and there is an urgent need to take action).

Shareholders representing more than 10% of the Company's share capital have the right to report to a competent court all of the serious breaches of the directors' duties, which may be prejudicial to the Company or to its subsidiaries. In addition, shareholders representing at least 20% of the Company's share capital may commence derivative suits before a competent court against its directors, statutory auditors and general managers.

The Company may waive or settle the suit unless shareholders holding at least 20% of the shares vote against such waiver or settlement. The Company will reimburse the legal costs of such action in the event that the claim of such shareholders is successful and the court does not award such costs against the relevant directors, statutory auditors or general managers.

Any dispute arising out of or in connection with the By-Laws that may arise between the Company and its shareholders, directors, or liquidators shall fall under the exclusive jurisdiction of the Tribunal of Bari (Italy).

Liability for Mismanagement of Subsidiaries — Under Italian law, companies and other legal entities that, acting in their own interest or the interest of third parties, mismanage a company subject to their direction and coordination powers are liable to such company's shareholders and creditors for ensuing damages suffered by such shareholders. This liability is excluded if (i) the ensuing damage is fully eliminated, including through subsequent transactions, or (ii) the damage is effectively offset by the global benefits deriving in general to the company from the continuing exercise of such direction and coordination powers. Direction and coordination powers are presumed to exist, among other things, with respect to consolidated subsidiaries.

The Company is subject to the direction and coordination of INVEST 2003 S.r.l.

Material Contracts

The Company is not a party to any material contract, other than contracts entered into in the ordinary course of business and the contracts described immediately below:

- The Company entered into a joint venture contract with Jason Furniture (Hangzhou) Co., Ltd. ("Kuka") on March 22, 2018 (the "Joint Venture Agreement") under which the Company's wholly-owned Chinese subsidiary, Natuzzi Trading (Shanghai) Co., Ltd. ("Natuzzi Trading Shanghai") would become a joint venture (the "Joint Venture"). On July 27, 2018, the Company completed the transactions contemplated by the Joint Venture Agreement. As a result of the completion of these transactions, the Company's wholly-owned Chinese subsidiary, Natuzzi Trading (Shanghai) Co., Ltd. ("Trading Co."), became a joint venture in which each of the Company and Kuka owns, as of the date of this Annual Report, a 49% and 51% stake, respectively. Kuka invested €65 million to acquire its stake in Trading Co. The Joint Venture distributes *Natuzzi Italia* and *Natuzzi Editions* branded products through a network of single-brand directly operated stores and franchise stores in Mainland China, Hong Kong and Macau, as well as through online stores. The Joint Venture Agreement is attached as Exhibit 4.1 to this Annual Report.
- On February 28, 2020, in light of the extraordinary challenges faced by the Group due to the COVID-19 pandemic, the Company entered into an agreement with INVEST 2003 S.r.l., its majority shareholder, setting forth the undertaking of such shareholder, upon request of the Company, to make advance payments of up to €15.0 million to satisfy the subscription price of a future rights issue. The agreement further provides that any such advance payments are subject to repayment unless a rights issue in a minimum amount of €15.0 million is approved by the Company's shareholders and completed before year end. This agreement is attached as Exhibit 4.2 to this Annual Report.
- The Securitization Facility with Muttley S.r.l., and concerning Banca IMI, Intesa San Paolo for the non-recourse factoring of export-related financial receivables for €40.0 million, dated July 22, 2020. The Securitization Facility is attached as Exhibit 4.3 to this Annual Report.
- In March 2021 the Company and Vita entered into the IMPE Purchase Agreement, whereby Vita Italy S.r.l., a wholly owned subsidiary of Vita, acquired IMPE against a payment of €6.1 million, subject to customary purchase price adjustments and warranties. The IMPE Purchase Agreement is attached as Exhibit 4.4 to this Annual Report.
- On November 4 and November 5, 2021 the Company, along with trade unions and Italian relevant authorities, entered into two agreements to extend the scope of the Solidarity Facility until November 7, 2023. These agreements are attached as Exhibit 4.5 to this Annual Report.

- On January 23, 2023, the Company along with the relevant trade unions and Italian authorities entered into an agreement to allow the Company to benefit from CIGS for up to 449 workers employed at the plant located in Altamura until December 31, 2023. This agreement is attached as Exhibit 4.6 to this Annual Report.

Exchange Controls

There are currently no exchange controls, as such, in Italy restricting rights deriving from the ownership of shares. Residents and non-residents of Italy may hold foreign currency and foreign securities of any kind, within and outside Italy. Non-residents may invest in Italian securities without restriction and may transfer to and from Italy cash, instruments of credit and securities, in both foreign currency and Euro, representing interest, dividends, other asset distributions and the proceeds of any dispositions.

Certain requirements however are imposed by law. Regulations on the use of cash and bearer securities are contained in legislative decree No. 231 of November 21, 2007, as amended from time to time (the “Decree 231”), which implemented in Italy the European directive on anti-money laundering 2005/60/EC (replaced by directive (EU) 2015/849, as amended by directive (EU) 2018/843 and directive (EU) 2019/2177). Such legislation requires that, subject to certain exceptions, transfers of cash or bearer instruments in Euro or in foreign currency, effected for whatsoever reason between different parties, shall be carried out by means of credit institutions, Poste Italiane S.p.A., electronic money institutions and payment institutions providing payment services which are different from those indicated under Article 1, paragraph 1, letter b), number 6) of legislative decree No. 11 of January 27, 2010 when the total amount to be transferred is equal to or higher than €5,000. Cash remittance services are subject to a €1,000 limit. Credit institutions and the other intermediaries effecting such transactions on behalf of residents or non-residents of Italy are required to maintain records of such transactions for 10 years after the end of the relevant business relationship or the closing of the relevant transaction. Such records may be inspected at any time by the competent Italian authorities.

Non-compliance with, *inter alia*, the reporting and record-keeping requirements set forth in the above-mentioned Decree 231 may result in administrative fines or, in the case of (*inter alia*) reporting of false or misleading information or falsification of the information that is relevant for the purposes of compliance with Decree 231, criminal penalties. The Financial Intelligence Unit of the Bank of Italy (the “FIU”) may use the information received and/or transfer it to the anti-mafia investigative directorate (*Direzione investigativa antimafia*), the special monetary police nucleus (*Nucleo speciale di polizia valutaria della Guardia di finanza*) and other competent authorities, to police money laundering, tax evasion and any other unlawful activity. The FIU is required in certain cases to maintain record of the reports for 10 years.

Individuals, non-profit entities and partnerships that are residents of Italy must disclose on their annual tax returns all investments and financial assets held outside Italy. Such obligation lies also on the aforesaid resident taxpayers who, even if do not own directly investments and financial assets held abroad, qualify as “beneficial owner” of the same. No such tax disclosure is required in respect of securities deposited for management with qualified Italian financial intermediaries and in respect of contracts entered into through their intervention, provided that the items of income derived from such foreign financial assets are subjected to withholding tax or substitute tax through the intervention of the same intermediaries. Corporate residents of Italy are exempt from these tax disclosure requirements with respect to their annual tax returns because this information is required to be disclosed in their financial statements.

There can be no assurance that the current regulatory environment in or outside Italy will persist or that particular policies presently in effect will be maintained, although Italy is required to maintain certain regulations and policies by virtue of its membership of the EU and other international organizations and its adherence to various bilateral and multilateral international agreements.

Taxation

The following is a summary of certain U.S. federal and Italian tax matters. The summary contains a description of the principal U.S. federal and Italian tax consequences of the purchase, ownership and disposition of Ordinary Shares or ADSs by a holder who is a citizen or resident of the United States or a U.S. corporation or who otherwise will be subject to U.S. federal income tax on a net income basis in respect of the Ordinary Shares or ADSs (a “U.S. Holder”). The summary is not a comprehensive description of all of the tax considerations that may be relevant to a decision to purchase or hold Ordinary Shares or ADSs. In particular, the summary deals only with beneficial owners who will hold Ordinary Shares or ADSs as capital assets and does not address the tax treatment of a beneficial owner who owns 10% or more of the shares of the Company (measured by voting power or value) or who may be subject to special tax rules, such as banks, tax-exempt entities, insurance companies, partnerships or partners therein, U.S. expatriates, or dealers in securities or currencies, or persons that will hold Ordinary Shares or ADSs as a position in a “straddle” for tax purposes or as part of a “constructive sale” or a “conversion” transaction or other integrated investment comprised of Ordinary Shares or ADSs and one or more other investments. The summary does not address the U.S. Medicare tax on net

investment income, the U.S. alternative minimum tax, or any aspect of U.S. state or local tax law. The summary does not discuss the treatment of Ordinary Shares or ADSs that are held in connection with a permanent establishment through which a non-resident beneficial owner carries on business or performs personal services in Italy.

The summary is based upon tax laws and practice of the United States and Italy in effect on the date of this Annual Report, which are subject to change.

Investors and prospective investors in Ordinary Shares or ADSs should consult their own advisors as to the U.S., Italian or other tax consequences of the purchase, beneficial ownership and disposition of Ordinary Shares or ADSs, including, in particular, the effect of any state or local tax laws.

For purposes of the summary, U.S. Holders who are considered residents of the United States for purposes of the Income Tax Convention, and are not subject to an anti-treaty shopping provision that applies in limited circumstances, are referred to as “U.S. owners”. Beneficial owners who are citizens or residents of the United States, corporations organized under U.S. law, and U.S. partnerships, estates or trusts (to the extent their income is subject to U.S. tax either directly or in the hands of partners or beneficiaries) generally will be considered to be residents of the United States under the Income Tax Convention. Special rules apply to U.S. owners who are also residents of Italy, according to the Income Tax Convention.

For the purpose of the Income Tax Convention and the United States Internal Revenue Code of 1986, as amended, beneficial owners of ADSs will be treated as the beneficial owners of the Ordinary Shares represented by those ADSs

Taxation of Dividends

i) Italian Tax Considerations — As a general rule, Italian laws provide for the withholding of income tax on dividends paid by Italian companies to shareholders who are not residents of Italy for tax purposes, currently levied at a 26% rate. Italian laws provide a mechanism under which non-resident shareholders can claim a refund, up to 11/26 of Italian withholding taxes on dividend income by establishing to the Italian tax authorities that the dividend income was subject to income tax in another jurisdiction in an amount at least equal to the total refund claimed. U.S. owners should consult their own tax advisers concerning the possible availability of this refund, which traditionally has been payable only after extensive delays. Alternatively, reduced rates (normally 15%) may apply to non-resident shareholders who are entitled to, and comply with procedures for claiming, benefits under an income tax convention.

Under the Income Tax Convention, dividends derived and beneficially owned by U.S. owners are subject to an Italian withholding tax at a reduced rate of 15%.

However, the amount initially made available to the Depository for payment to U.S. owners will reflect withholding at the 26% rate. U.S. owners who comply with the certification procedures described below may then claim an additional payment of 11% of the dividend (representing the difference between the 26% rate, and the 15% rate, and referred to herein as a “treaty refund”). This certification procedure will require U.S. owners (i) to obtain from the U.S. Internal Revenue Service (“IRS”) a form of certification required by the Italian tax authorities (IRS Form 6166), unless a previously filed certification is effective on the dividend payment date (such certificates, filed together with the statement indicated under (ii) below, should be effective until the end of the fiscal year for which the statement was originally filed), (ii) to produce a statement in accordance with the Italian tax authorities decree of July 10, 2013, whereby the U.S. owner represents to be a U.S. owner individual or corporation with no permanent establishment in Italy, and (iii) to set forth other required information. IRS Form 6166 may be obtained by filing a request for certification on IRS Form 8802. (Additional information, including IRS Form 8802, can be obtained from the IRS website at www.irs.gov. Information appearing on the IRS website is not incorporated by reference into this document.) The time for processing requests for certification by the IRS normally is 30 to 45 days. Accordingly, in order to be eligible for the procedure described below, U.S. owners should begin the process of obtaining certificates as soon as possible after receiving instructions from the Depository on how to claim a treaty refund.

The Depository’s instructions will specify certain deadlines for delivering to the Depository the documentation required to obtain a treaty refund, including the certification that the U.S. owners must obtain from the IRS. In the case of ADSs held by U.S. owners through a broker or other financial intermediary, the required documentation should be delivered to such financial intermediary for transmission to the Depository. In all other cases, the U.S. owners should deliver the required documentation directly to the Depository. The Company and the Depository have agreed that if the required documentation is received by the Depository on or within 30 days after the dividend payment date and, in the reasonable judgment of the Company, such documentation satisfies the requirements for a refund by the Company of Italian withholding tax under the Convention and applicable law, the Company will within 45 days thereafter pay the treaty refund to the Depository for the benefit of the U.S. owners entitled thereto.

If the Depositary does not receive a U.S. owner's required documentation within 30 days after the dividend payment date, such U.S. owner may for a short grace period (specified in the Depositary's instructions) continue to claim a treaty refund by delivering the required documentation (either through the U.S. owner's financial intermediary or directly, as the case may be) to the Depositary. However, after this grace period, the treaty refund must be claimed directly from the Italian tax authorities rather than through the Depositary. Expenses and extensive delays have been encountered by U.S. owners seeking refunds from the Italian tax authorities.

Distributions of profits in kind will be subject to withholding tax. In that case, prior to receiving the distribution, the holder will be required to provide the Company with the funds to pay the relevant withholding tax.

ii) United States Tax Considerations — The gross amount of any dividends (that is, the amount before reduction for Italian withholding tax) paid to a U.S. Holder generally will be subject to U.S. federal income taxation as foreign-source dividend income and will not be eligible for the dividends-received deduction allowed to domestic corporations. Dividends paid in Euro will be included in the income of such U.S. Holder in a dollar amount calculated by reference to the exchange rate in effect on the day the dividends are received by the Depositary or its agent. If the Euro are converted into dollars on the day the Depositary or its agent receives them, U.S. Holders generally should not be required to recognize foreign currency gain or loss in respect of the dividend income. U.S. owners who receive a treaty refund may be required to recognize foreign currency gain or loss to the extent the amount of the treaty refund (in dollars) received by the U.S. owner differs from the U.S. dollar equivalent of the Euro amount of the treaty refund on the date the dividends were received by the Depositary or its agent.

Subject to generally applicable limitations and conditions, Italian dividend withholding tax paid at the appropriate rate applicable to the U.S. Holder may be eligible for a credit against such U.S. Holder's U.S. federal income tax liability. These generally applicable limitations and conditions include new requirements recently adopted by the U.S. IRS and any Italian tax will need to satisfy these requirements in order to be eligible to be a creditable tax for a U.S. Holder. In the case of a U.S. Holder that is eligible for, and properly elects, the benefits of the Income Tax Convention, the Italian tax on dividends will be treated as meeting the new requirements and therefore as a creditable tax. In the case of all other U.S. Holders, the application of these requirements to the Italian tax on dividends is uncertain and we have not determined whether these requirements have been met. If the Italian dividend tax is not a creditable tax for a U.S. Holder or the U.S. Holder does not elect to claim a foreign tax credit for any foreign income taxes paid or accrued in the same taxable year, the U.S. Holder may be able to deduct the Italian tax in computing such U.S. Holder's taxable income for U.S. federal income tax purposes. Dividends will constitute income from sources without the United States and, for U.S. Holders that elect to claim foreign tax credits, generally will constitute "passive category income" for foreign tax credit purposes.

The availability and calculation of foreign tax credits and deductions for foreign taxes involves the application of rules that depend on a U.S. Holder's particular circumstances. U.S. holders are urged to consult their tax advisors whether, and to what extent, a foreign tax credit will be available in light of their particular circumstances.

The U.S. dollar amount of dividends received by an individual with respect to the Ordinary Shares or ADSs will be subject to taxation at reduced rates if the dividends are "qualified dividends". Subject to certain exceptions for short-term and hedged positions, dividends paid on the Ordinary Shares or ADSs will be treated as qualified dividends if (i) the Company is eligible for the benefits of a comprehensive income tax treaty with the United States that the IRS has approved for the purposes of the qualified dividend rules and (ii) the Company was not, in the year prior to the year in which the dividend was paid, and is not, in the year in which the dividend is paid, a passive foreign investment company ("PFIC"). The Income Tax Convention has been approved for the purposes of the qualified dividend rules, and the Company believes it is eligible for the benefits of the Income Tax Convention. Based on the Company's financial statements and relevant market and shareholder data, the Company believes that it was not treated as a PFIC for U.S. federal income tax purposes with respect to its 2021 or 2022 taxable year. In addition, based on the Company's financial statements and its current expectations regarding the value and nature of its assets, the sources and nature of its income, and relevant market and shareholder data, the Company does not anticipate becoming a PFIC for its 2023 taxable year.

A beneficial owner of Ordinary Shares or ADSs who is, with respect to the United States, a foreign corporation or a nonresident alien individual, generally will not be subject to U.S. federal income tax on dividends received on Ordinary Shares or ADSs, unless such income is effectively connected with the conduct by the beneficial owner of a trade or business in the United States.

Passive Foreign Investment Company Rules

Special U.S. tax rules apply to companies that are considered to be passive foreign investment companies ("PFICs"). The Company will be classified as a PFIC in a particular taxable year if, either

- 75 percent or more of its gross income for the taxable year is passive income; or
- 50 percent or more of the average value of its assets (generally determined on the basis of a quarterly average) is attributable to assets that produce or are held for the production of passive income.

For this purpose, passive income generally includes dividends, interest, gains from certain commodities transactions, rents, royalties and the excess of gains over losses from the disposition of assets that produce passive income.

Based on the financial statements and relevant market and shareholder data, the Company believes that it was not treated as a PFIC for U.S. federal income tax purposes with respect to its 2021 taxable year. In addition, based on the Company's financial statements and its current expectations regarding the value and nature of its assets, the sources and nature of its income, and relevant market and shareholder data, the Company does not anticipate becoming a PFIC for its 2022 taxable year or the foreseeable future. However, the determination of whether the Company is a PFIC must be made annually based on the facts and circumstances at that time, including the valuation of its assets, including goodwill and other intangible assets (which may be determined, in part, by reference to the market price of ADSs, which could be volatile). Accordingly, the Company cannot be certain that it will not be a PFIC in the current year or in future years. U.S. Holders should consult their own tax advisors regarding the U.S. federal income tax considerations if the Company is classified as a PFIC.

Taxation of Capital Gains

i) Italian Tax Considerations — Under Italian law, capital gains tax (“CGT”) is generally levied on capital gains realized by non-residents from the disposal of shares in companies resident in Italy for tax purposes even if those shares are held outside of Italy. However, capital gains realized by non-resident holders on the sale of non-qualified shareholdings (as defined below) in companies listed on a stock exchange and resident in Italy for tax purposes (as is the Company's case) are not subject to CGT. In order to benefit from this exemption, such non-Italian-resident holders may need to file a certificate evidencing their residence outside of Italy for tax purposes.

A “qualified shareholding” consists of securities that entitle the holder to exercise more than 2% of the voting rights of a company with shares listed on a stock exchange in the ordinary meeting of the shareholders or represent more than 5% of the share capital of a company with shares listed on a stock exchange. A “non-qualified shareholding” is any shareholding that does not exceed either of these thresholds. The relevant percentage is calculated taking into account the shareholdings sold during the prior 12-month period.

As a general rule, capital gains realized as of January 1, 2019 upon disposal of a “qualified” shareholding are subject to a 26% substitute tax. If a taxpayer realizes taxable capital gains in excess of capital losses incurred in the same tax year, such excess amount is subject to the 26% substitute tax. If such taxpayer's capital losses exceed its taxable capital gains, then the excess amount can be carried forward and deducted from the taxable amount of capital gains realized by such person in the following tax years, up to the fourth, provided that it is reported in the tax report in the year of disposal.

The above is subject to any provisions of an income tax treaty entered into by the Republic of Italy, if the income tax treaty provisions are more favorable. The majority of double tax treaties entered into by Italy, including the Income Tax Convention, in accordance with the OECD Model tax convention, provide that capital gains realized from the disposal of Italian securities are subject to CGT only in the country of residence of the seller. The Income Tax Convention between Italy and the U.S. provides that a U.S. owner is not subject to the Italian CGT on the disposal of shares, provided that the shares are not held through a permanent establishment of the U.S. owner in Italy.

ii) United States Tax Considerations — Gain or loss realized by a U.S. Holder on the sale or other disposition of Ordinary Shares or ADSs will be subject to U.S. federal income taxation as capital gain or loss in an amount equal to the difference between the U.S. Holder's basis in the Ordinary Shares or the ADSs and the amount realized on the disposition, as determined in U.S. dollars. If the amount realized is denominated in a foreign currency, its dollar equivalent generally will be determined at the spot rate in effect on the date of disposition (or, if the Ordinary Shares or ADSs are traded on an established securities market such as the NYSE, in the case of cash basis and electing accrual basis beneficial owners, the settlement date). Any such gain or loss generally would be treated as arising from sources within the United States. Such gain or loss will generally be long-term capital gain or loss if the U.S. Holder holds the Ordinary Shares or ADSs for more than one year. The net amount of long-term capital gain recognized by a U.S. Holder that is an individual holder generally is subject to taxation at a reduced rate. The ability to offset capital losses against ordinary income is subject to limitations. Deposits and withdrawals of Ordinary Shares by U.S. Holders in exchange for ADSs will not result in the realization of gain or loss for U.S. federal income tax purposes.

A beneficial owner of Ordinary Shares or ADSs who is, with respect to the United States, a foreign corporation or a nonresident alien individual will not be subject to U.S. federal income tax on gain realized on the sale of Ordinary Shares or ADSs, unless (i) such gain is effectively connected with the conduct by the beneficial owner of a trade or business in the United States or (ii), in the case of gain realized by an individual beneficial owner, the beneficial owner is present in the United States for 183 days or more in the taxable year of the sale and certain other conditions are met.

Taxation of Distributions from Capital Reserves

Italian Tax Considerations — Special rules apply to the distribution of certain capital reserves. Under certain circumstances, such a distribution may be considered as taxable income in the hands of the recipient depending on the existence of current profits or outstanding reserves at the time of distribution and the actual nature of the reserves distributed. The application of such rules may also have an impact on the tax basis in the Ordinary Shares or ADSs held and/or the characterization of any taxable income received and the tax regime applicable to it. Non-resident shareholders may be subject to withholding tax and CGT as a result of such rules. You should consult your tax adviser in connection with any distribution of capital reserves.

Other Italian Taxes

Estate and Inheritance Tax — A transfer of Ordinary Shares or ADSs by reason of death or gift is subject to an inheritance and gift tax levied on the value of the inheritance or gift, as follows:

- Transfers to a spouse or direct descendants or ancestors up to €1,000,000 to each beneficiary are exempt from inheritance and gift tax. Transfers in excess of such threshold will be taxed at a 4% rate on the value of the Ordinary Shares or ADSs exceeding such threshold;
- Transfers between relatives within the fourth degree other than siblings, and direct or indirect relatives-in-law within the third degree are taxed at a rate of 6% on the value of the Ordinary Shares or ADSs (where transfers between siblings up to a maximum value of €100,000 for each beneficiary are exempt from inheritance and gift tax); and
- Transfers by reason of gift or death of Ordinary Shares or ADSs to persons other than those described above will be taxed at a rate of 8% on the value of the Ordinary Shares or ADSs.

If the beneficiary of any such transfer is a disabled individual, whose handicap is recognized pursuant to Law No. 104 of February 5, 1992, the tax is applied only on the value of the assets received in excess of €1,500,000 at the rates illustrated above, depending on the type of relationship existing between the deceased or donor and the beneficiary.

The tax regime described above will not prevent the application, if more favorable to the taxpayer, of any different provisions of a bilateral tax treaty, including the convention between Italy and the United States against double taxation with respect to taxes on estates and inheritances, pursuant to which non-Italian resident shareholders are generally entitled to a tax credit for any estate and inheritance taxes possibly applied in Italy.

Italian Financial Transaction Tax — No IFTT would apply on the transfer of Ordinary Shares or ADSs in 2023.

The IFTT is applicable, among other transactions, to all trades entailing the transfer of title of (i) shares or equity-like financial instruments issued by companies resident in Italy, such as the Ordinary Shares; and (ii) securities representing the shares and financial instruments under (i) above (including depositary receipts such as the ADSs), regardless of the residence of the securities' issuer. The IFTT may also apply to the transfer of Ordinary Shares and ADSs by a U.S. resident.

The IFTT applies at a rate of 0.2% for over-the-counter transactions, reduced to 0.1% for trades executed on a regulated market or multilateral trading facility established in States or territories allowing an adequate exchange of information with the Italian tax authorities. The New York Stock Exchange should qualify as a regulated market for such purposes.

The rules governing the IFTT are fairly complex. As to its basic features, it should be noted that the IFTT (i) is levied on a tax base equal to (x) the market value (calculated by taking the net balance of daily trades on the relevant securities) or, in the absence of any such market value, (y) the consideration paid for each trade; and (ii) is borne by the purchaser but is collected by the financial intermediaries (including non-resident financial intermediaries) intervening in the relevant trades.

However, a number of exemptions apply, including with respect to trades of securities issued by companies having an average market capitalization lower than €500 million in the month of November of the year preceding the year in which the trade takes place. Companies, the securities of which are listed on a foreign regulated market, and which could benefit from this exemption, such as the Company, need a confirmation from the Italian Ministry of Economy and Finance: such companies must communicate

their market capitalization for each tax year to the Ministry, which will then prepare a list of the companies in relation to which the exemption applies. Since the Company has been included in the list issued by the Italian Ministry of Economy and Finance of companies having an average market capitalization lower than €500 million in the month of November 2022, the IFTT would not apply on transfers of Ordinary Shares or ADSs made in 2023.

EU Financial Transaction Tax — On February 14, 2013, the European Commission proposed the implementation of the EU FTT (see “Item 3. Key Information—Risk Factors”) that may also apply to the transfer of Ordinary Shares and ADSs by a U.S. resident. This directive has been modified by the European Commission. However, the related EU directive has not yet been enacted. Moreover, the implementation of the proposed EU FTT may also affect the IFTT, as described above.

United States Information Reporting and Backup Withholding Requirements — In general, information reporting requirements will apply to payments by a paying agent within the United States to a non-corporate (or other non-exempt) U.S. Holder of dividends in respect of the Company Shares or ADSs, or the proceeds received on the sale or other disposition of the Company Shares or ADSs. Backup withholding may apply to such amounts if the U.S. Holder fails to provide an accurate taxpayer identification number to the paying agent on a properly completed IRS Form W-9 or otherwise comply with the applicable requirements of the backup withholding rules. A holder that is not a U.S. Holder may be required to comply with certification and identification procedures in order to establish its exemption from information reporting and backup withholding. Amounts withheld as backup withholding will be creditable against the holder’s U.S. federal income tax liability, provided that the required information is timely furnished to the IRS.

Specified Foreign Financial Assets — Certain U.S. Holders that own “specified foreign financial assets” with an aggregate value in excess of USD 50,000 on the last day of the taxable year or USD 75,000 at any time during the taxable year are generally required to file an information statement along with their tax returns, currently on Form 8938, with respect to such assets. “Specified foreign financial assets” include any financial accounts held at a non-U.S. financial institution, as well as securities issued by a non-U.S. issuer that are not held in accounts maintained by financial institutions. Higher reporting thresholds apply to certain individuals living abroad and to certain married individuals. Regulations extend this reporting requirement to certain entities that are treated as formed or availed of to hold direct or indirect interests in specified foreign financial assets based on certain objective criteria. U.S. Holders who fail to report the required information could be subject to substantial penalties. You should consult your own tax advisors concerning the application of these rules to your particular circumstances.

Documents on Display

The Company is subject to the information reporting requirements of the Exchange applicable to foreign private issuers. In accordance therewith, the Company is required to file reports, including annual reports on Form 20-F, and other information with the SEC. As a foreign private issuer, we have been required to make filings with the SEC by electronic means since November 4, 2002. Any filings we make electronically will be available to the public over the Internet at the SEC’s website at <http://www.sec.gov>. The Form 20-F and reports and other information filed by the Company with the SEC will also be available for inspection by ADS holders at the offices of BNY Mellon - Issuer Services – Depositary Receipts at 240 Greenwich Street, New York, NY 10286.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The following discussion of the Group’s risk management activities includes “forward-looking statements” that involve risks and uncertainties. Actual results could differ materially from those projected in the forward-looking statements. See “Forward-Looking Information.” A significant portion of the Group’s net sales and costs is denominated in currencies other than the Euro.

The Group is exposed to market risks principally from fluctuations in the exchange rates between the Euro and other currencies, including, but not limited to, in particular the U.S. dollar, and to a significantly lesser extent, from variations in interest rates. See Note 30(C)(iv) to the Consolidated Financial Statements.

Exchange Rate Risk — The Group’s foreign exchange rate risk in 2022 arose principally in connection with sales denominated in British pounds, U.S. dollars, Euro (for the Company’s subsidiary located in Eastern Europe), Australian dollars, Japanese yen, as well as in connection with Chinese yuan, Romanian leu, Brazilian reais, Mexican pesos and Russian rubles, for the Company’s subsidiaries operating in currencies other than the Euro.

The political instability following Russia’s invasion of Ukraine in February 2022 and the resulting economic sanctions imposed against Russia, while causing tensions in the prices of some raw materials and energy, are not expected, according to management, to have significant effects on the Group’s business. Consolidated sales from Russia and Ukraine represented less than 1% of the Group’s consolidated revenue in each of the 2022, 2021 and 2020. Therefore, any loss in turnover would have a marginal impact on the Group’s plans and expected cash flows in 2023.

As of December 31, 2022, the Company was a party to a number of currency forward contracts, all of which are designed to hedge future cash flows from accounts receivables and sales orders denominated in different currencies, net of expected outflows from trade payables. The Group does not use such foreign exchange contracts for speculative trading purposes. As of December 31, 2022 and 2021, the notional amount in Euro terms of all of the Group’s outstanding currency forward contracts totaled €45.0 million and €51.3 million, respectively.

The tables below summarize (in thousands of Euro equivalent) the contractual amounts of currency forward contracts intended to hedge future cash flows from accounts receivable and sales orders, net of expected outflow from trade payables, as of December 31, 2022 and 2021:

	December 31,	
	2022	2021
British pounds	13,753	14,723
U.S. dollars	11,598	20,532
Euro*	9,720	12,192
Chinese renminbi	7,428	—
Australian dollars	1,624	1,826
Japanese yen	861	1,152
Canadian dollars	—	812
Swedish kroner	—	99
Total	44,984	51,336

* The currency forward contracts denominated in Euro are used by the Group’s Romanian subsidiary to hedge its net collections in Euro vs. RON.

All of these forward contracts had various maturities extending through June 2023.

As of December 31, 2022, these forward contracts had a net unrealized gain of €0.9 million, compared to a net unrealized loss of €0.6 million as of December 31, 2021. The Group recorded this amount in “net exchange rate gains/(losses)” in its Consolidated Financial Statements.

The following tables present information regarding the contract amount in thousands of Euro equivalent and the estimated fair value of all of the Group's foreign exchange contracts: contracts with unrealized gains are presented as "assets" and contracts with unrealized losses are presented as "liabilities."

	December 31, 2022		December 31, 2021	
	Contract Amount	Unrealized gains (losses)	Contract Amount	Unrealized gains (losses)
Assets	38,474	925	18,159	96
Liabilities	6,510	(66)	33,177	(691)
Total	44,984	859	51,336	(595)

As of December 31, 2022, the potential loss in fair value of all of the Group's forward contracts outstanding that would have resulted from a hypothetical, instantaneous and unfavorable 10% change in currency exchange rates would have been approximately €3.9 million.

For the accounting of transactions entered into in an effort to reduce the Group's exchange rate risks, see Notes 4(s) and 29 to the Consolidated Financial Statements. For further details about the Group's exposure to currency risk, see Note 30(C)(iv) to the Consolidated Financial Statements.

Interest Rate Risk — To a significantly lesser extent, the Group is also exposed to interest rate risk. As of December 31, 2022, the Group had €46.5 million (equivalent to 12.6% of the Group's total assets as of the same date) in debt outstanding (Bank overdrafts and short-term borrowings plus long-term debt, including the current portion of such debt), which is for the most part subject to floating interest rates. See Notes 19, 25 and 30(C)(iv) to the Consolidated Financial Statements.

The potential increase in interest expenses on the Group's total debt (bank overdrafts and long-term debt, including their current portion) that would have resulted from a hypothetical, instantaneous and unfavorable 1.0% increase in the interest rates of the Group's total debt outstanding as of December 31, 2022 would have been approximately €0.6 million.

In the normal course of business, the Group also faces risks that are either non-financial or non-quantifiable. Such risks principally include country risk, credit risk and legal risk.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

ITEM 12A. DEBT SECURITIES

Not applicable.

ITEM 12B. WARRANTS AND RIGHTS

Not applicable.

ITEM 12C. OTHER SECURITIES

Not applicable.

ITEM 12D. AMERICAN DEPOSITARY SHARES

Fees paid by ADS holders — BNY, as Depositary of our ADSs, collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The Depositary collects fees to make distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The Depositary may generally refuse to provide fee-attracting services until its fees for those services are paid.

Persons depositing or withdrawing shares must pay:

\$5.00 (or less) per 100 ADSs (or portion of 100 ADSs)

A fee for the distribution of proceeds of sales of securities or rights in an amount equal to the lesser of: (i) the fee for the issuance of ADSs referred to above which would have been charged as a result of the deposit by owners of securities (for purposes hereof treating all such securities as if they were shares) or shares received in exercise of rights distributed to them, respectively, but which securities or rights are instead sold by the Depositary and the net proceeds distributed and (ii) the amount of such proceeds

Registration or transfer fees

Expenses of the Depositary

Taxes and other governmental charges the Depositary or the custodian have to pay on any ADS or share underlying an ADS, for example, stock transfer taxes, stamp duty or withholding taxes

Any charges incurred by the Depositary or its agents for servicing the deposited securities

Fees payable by the Depositary to the Company

i) Fees incurred in past annual period — From January 1, 2022 to December 31, 2022, the Depositary waived a total of \$1,113.78 in administrative fees for routine corporate actions including services relating to Natuzzi's annual general meeting of shareholders.

ii) Fees to be paid in the future — The Company does not have any agreements in place with the Depositary for the payment or reimbursement of fees or other direct or indirect payments by the Depositary to the Company in connection with its ADS program.

For:

- Depositing or substituting the underlying shares
- Selling or exercising rights
- Cancellation of ADSs for the purpose of withdrawal, including if the Deposit Agreement terminates
- Distribution of securities distributed to holders of deposited securities which are distributed by the Depositary to ADS registered holders
- Transfer and registration of shares on our share register to or from the name of the Depositary or its agent when holders deposit or withdraw shares
- Cable, telex and facsimile transmissions (when expressly provided in the Deposit Agreement)
- Converting foreign currency to U.S. dollars
- As necessary
- As necessary

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

ITEM 15. CONTROLS AND PROCEDURES

(a) Disclosure Controls and Procedures — The Company carried out an evaluation under the supervision and with the participation of Company’s management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the “Exchange Act”)) as of December 31, 2022. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of controls and procedures and the Company’s management necessarily was required to apply its judgment in evaluating the cost benefit relationship of possible controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

Further, it should be noted that the Company has investments in certain non-consolidated entities. As the Company does not control or manage these entities, its disclosure controls and procedures with respect to such entities are necessarily more limited than those it maintains with respect to its consolidated subsidiaries.

Based on the Company’s evaluation of its disclosure controls and procedures, our Chief Executive Officer and Chief Financial Officer concluded that the Company’s disclosure controls and procedures were effective as of December 31, 2022 to provide reasonable assurance that information required to be disclosed in the reports the Company files and submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s applicable rules and forms, and that it is accumulated and communicated to the Company’s management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Management’s Annual Report on Internal Control Over Financial Reporting — The Company’s management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15 (f) under the Exchange Act. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Because of its inherent limitations, internal controls over financial reporting may not prevent or detect misstatements. Even when determined to be effective, they can provide only reasonable assurance regarding the reliability of financial reporting and the preparation and presentation of financial statements. Additionally, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate. To assess the effectiveness of the Company’s internal control over financial reporting, Company’s management, including its Chief Executive Officer and Chief Financial Officer, used the criteria described in “2013 Internal Control—Integrated Framework” issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). The Company’s management assessed the effectiveness of its internal control over financial reporting as of December 31, 2022. Based on such assessment, the Company’s management has concluded that as of December 31, 2022, the Company’s internal control over financial reporting was effective and that there were no material weaknesses in the Company’s internal control over financial reporting.

(c) Attestation Report of the Registered Public Accounting Firm — Not applicable.

(d) Changes in Internal Control over Financial Reporting — There were no changes in our internal control over financial reporting as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) that occurred during our most recently completed fiscal year that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 16. [RESERVED]

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

The Company has determined that, because of the existence and nature of its board of statutory auditors, it qualifies for an exemption provided by Rule 10A-3(c)(3) of the Exchange Act from many of the Rule 10A-3 audit committee requirements. The

board of statutory auditors has determined that each of its members is an “audit committee financial expert” as defined in Item 16A of Form 20-F. For the names of the members of the board of statutory auditors, see “Item 6. Directors, Senior Management and Employees—Statutory Auditors” and “Item 16G. Corporate Governance—Audit Committee and Internal Audit Function”.

Each of the audit committee financial experts is independent under the NYSE Independence Standards that would apply to audit committee members in the absence of our reliance on the exemption in Rule 10A-3(c)(3).

ITEM 16B. CODE OF ETHICS

The Company has adopted a code of ethics, as defined in Item 16B of Form 20-F under the Exchange Act. This code of ethics applies, among others, to the Company’s CEO and CFO. The Company’s code of ethics is downloadable from its website at <https://www.natuzzigroup.com/en-EN/ir/code-of-ethics>.

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Our independent registered public accounting firm is KPMG S.p.A., Bari, Italy (headquartered in Milan, Italy). PCAOB ID: 1048.

KPMG S.p.A. (“KPMG”) served as Natuzzi S.p.A.’s principal independent registered public auditor for fiscal years 2022 and 2021, for which it audited the consolidated financial statements for the years ended December 31, 2022 and 2021 included in this Annual Report.

The following table sets forth the aggregate fees billed and billable to the Company by KPMG in Italy and abroad during the fiscal years ended December 31, 2022 and 2021, for audit fees, audit-related fees, tax fees and all other fees for audit.

	<u>2022</u>	<u>2021</u>
	(Expressed in thousands of euros)	
Audit fees	681	934
Audit-related fees	44	—
Tax fees	5	10
All Other fees	—	—
Total fees	730	944

The decrease in the audit fees is mainly due to the status of non-accelerated filer of the Company in 2022 (the Company was an accelerated filer in 2021).

Audit fees in the above table are the aggregate fees billed and billable in connection with the audit of the Company’s annual financial statements.

Audit related fees relate to regulatory compliance services and agreed upon procedures. Tax fees relate to the identification of tax returns.

The Company’s board of statutory auditors expressly pre-approves on a case-by-case basis any engagement of our independent auditors for audit and non-audit services provided to our subsidiaries or to us. All services rendered by our independent auditors for audit and non-audit services were pre-approved by our board of statutory auditors in accordance with this policy.

At the Company’s annual general shareholders’ meeting held on May 12, 2022, the Company appointed KPMG S.p.A. as Natuzzi S.p.A.’s principal independent registered public auditor for fiscal years 2022, 2023 and 2024.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

The Company is relying on the exemption from listing standards for audit committees provided by Exchange Act Rule 10A-3(c)(3). The basis for this reliance is that the Company’s board of statutory auditors meets the following requirements set forth in Exchange Act Rule 10A-3(c)(3):

- the board of statutory auditors is established and selected pursuant to Italian law expressly permitting such a board;
- the board of statutory auditors is required under Italian law to be separate from the Company’s board of directors;
- the board of statutory auditors is not elected by management of the Company and no executive officer of the Company is a member of the board of statutory auditors;

- Italian law provides for standards for the independence of the board of statutory auditors from the Company and its management;
- the board of statutory auditors, in accordance with applicable Italian law and the Company’s governing documents, is responsible, to the extent permitted by Italian law, for the appointment, retention and oversight of the work (including, to the extent permitted by law, the resolution of disagreements between management and the auditor regarding financial reporting) of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; and
- to the extent permitted by Italian law, the audit committee requirements of paragraphs (b)(3), (b)(4) and (b)(5) of Rule 10A-3 apply to the board of statutory auditors.

The Company’s reliance on Rule 10A-3(c)(3) does not, in its opinion, materially adversely affect the ability of its board of statutory auditors to act independently and to satisfy the other requirements of Rule 10A-3.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

On November 6, 2014, INVEST 2003 S.r.l. completed the purchase of 250,000 ADSs, each representing one Ordinary Share at the time of purchase, at a price of U.S.\$2.00 per ADS. The purchase was privately negotiated with a single individual and was effected through an escrow arrangement with BNY Mellon. On July 30, 2014, INVEST 2003 S.r.l. completed the purchase of 500,000 ADSs, each representing one Ordinary Share at the time of purchase, at a price of U.S.\$2.75 per ADS. The purchase was privately negotiated with a single individual and was effected through an escrow arrangement with BNY Mellon. For more information, refer to Schedule 13D (Amendment No. 2), filed with the SEC on September 14, 2014, which amends and supplements the Schedule 13D filed with the SEC on April 24, 2008 (as amended by Amendment No. 1 filed on April 8, 2013).

From January 1, 2014 to December 31, 2022 no purchases were made by or on behalf of the Company or any other affiliated purchaser of the Company’s Ordinary Shares or ADSs.

ITEM 16F. CHANGE IN REGISTRANT’S CERTIFYING ACCOUNTANT

None.

ITEM 16G. CORPORATE GOVERNANCE

Under NYSE rules, the Company is permitted, as a listed foreign private issuer, to adhere to the corporate governance rules of its home country in lieu of certain NYSE corporate governance rules.

Corporate governance rules for Italian stock corporations (*società per azioni*) like the Company, whose shares are not listed on a regulated market in the EU, are set forth in the Civil Code. As described in more detail below, the Italian corporate governance rules set forth in the Civil Code differ in a number of ways from those applicable to U.S. domestic companies under NYSE listing standards, as set forth in the NYSE Listed Company Manual.

As a general rule, Company’s main corporate bodies are governed by the Civil Code and are assigned specific powers and duties that are legally binding and cannot be derogated from. The Company follows the traditional Italian corporate governance system, with a board of directors (*consiglio di amministrazione*) and a separate board of statutory auditors (*collegio sindacale*) with supervisory functions. The two boards are separate and no individual may be a member of both boards. Both the members of the board of directors and the members of the board of statutory auditors owe duties of loyalty and care to the Company. As required by Italian law, an external auditing firm (*società di revisione*) is in charge of auditing the Company’s financial statements. The members of the Company’s board of directors and board of statutory auditors, as well as the external auditor, are directly and separately appointed by shareholder resolution at the shareholders’ meetings. This system differs from the unitary system envisaged for U.S. domestic companies by the NYSE listing standards, which contemplate the board of directors serving as the sole governing body.

Below is a summary of the significant differences between Italian corporate governance rules and practices, as the Company has implemented them, and those applicable to U.S. issuers under NYSE listing standards, as set forth in the NYSE Listed Company Manual.

Independent Directors

NYSE Domestic Company Standards — The NYSE listing standards applicable to U.S. companies provide that “independent” directors must comprise a majority of the board. In order for a director to be considered “independent,” the board of directors must affirmatively determine that the director has no “material” direct or indirect relationship with the company. These relationships “can include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationship (among others).”

More specifically, a director is not independent if, inter alia, such director or his/her immediate family members has certain specified relationships with the company, its parent, its consolidated subsidiaries, their internal or external auditors, or companies that have significant business relationships with the company, its parent or its consolidated subsidiaries. Ownership of a significant amount of stock, by itself, is not a per se bar to independence.

Our Practice — The presence of a prescribed number of independent directors on the Company’s board is neither mandated by any Italian law applicable to the Company nor required by the Company’s By-laws.

However, Italian law sets forth certain independence requirements applicable to the Company’s statutory auditors. Statutory auditors’ independence is assessed on the basis of the following rules: a person who (i) is a director, or the spouse or a close relative of a director, of the Company or any of its affiliates, or (ii) has an employment or a regular consulting or similar relationship with the Company or any of its affiliates, or (iii) has an economic relationship with the Company or any of its affiliates which might compromise his/her independence, cannot be appointed to the Company’s board of statutory auditors. The law sets forth certain principles aimed at ensuring that any member of the board of statutory auditors who is a chartered public accountant (*iscritto nel registro dei revisori contabili*) be substantively independent from the company subject to audit and not be in any way involved in the company’s decision-making process. The Civil Code mandates that at least one standing and one alternative member of the board of statutory auditors be a chartered public accountant. Each of the current members of the board of statutory auditors is a chartered public accountant.

Executive Sessions

NYSE Domestic Company Standards — Non-executive directors of U.S. companies listed on the NYSE must meet regularly in executive sessions, and independent directors should meet alone in an executive session at least once a year.

Our Practice — Under the laws of Italy, neither non-executive directors nor independent directors are required to meet in executive sessions. The members of the Company’s board of statutory auditors are required to meet at least every 90 days.

Audit Committee and Internal Audit Function

NYSE Domestic Company Standards — U.S. companies listed on the NYSE are required to have an audit committee that satisfies the requirements of Rule 10A-3 under the Exchange Act and certain additional requirements set by the NYSE. In particular, all members of this committee must be independent and the committee must adopt a written charter. The committee’s prescribed responsibilities include (i) the appointment, compensation, retention and oversight of the external auditors; (ii) establishing procedures for handling “whistle blower” complaints regarding accounting, internal accounting controls, or auditing matters; (iii) engaging independent counsel and other advisers, as it determines necessary to carry out its duties and (v) determine appropriate funding for payments to the external auditor, advisors employed by the audit committee and other necessary administrative expenses of the audit committee. A company must also have an internal audit function, which may be outsourced, except to the independent auditor.

Our Practice — Rule 10A-3(c)(3) of the Exchange Act provides that foreign private issuers with a board of statutory auditors established in accordance with local law or listing requirements and meeting specified requirements with regard to independence and responsibilities (including the performance of most of the specific tasks assigned to audit committees by Rule 10A-3, to the extent permitted by local law) (the “Statutory Auditor Requirements”) are exempt from the audit committee requirements established by the rule. The Company is relying on this exemption on the basis of its separate board of statutory auditors, which is permitted by the Civil Code and which satisfies the Statutory Auditor Requirements. Nevertheless, our board of statutory auditors, consisting of independent and highly professional experts, complies with the requirements indicated at points (i), (iii) and (iv) of the preceding paragraph. The Company also has an internal audit function, which has not been outsourced, and a control and risk committee. This committee, comprised of three independent directors, has the task of supporting the Board of Directors’ evaluations and decisions relating to the internal control and risk management system, as well as those relating to the approval of periodic financial reports.

Nominating and Compensation Committees

NYSE Domestic Company Standards — Under NYSE standards, a domestic company must have a nominating/corporate governance committee (or equivalent) comprised solely of independent directors, which is responsible for nominating directors, and a written charter addressing certain corporate governance matters. Additionally, U.S. companies listed on the NYSE are required to have a compensation committee (or equivalent) comprised solely of independent directors and have a written charter addressing certain corporate governance matters. The compensation committee must approve the compensation of the CEO and make recommendations to the board of directors with regard to the compensation of other officers, incentive compensation plans and equity-based plans. Disclosure of individual management compensation information for these companies is mandated by the Exchange Act's proxy rules, from which foreign private issuers are generally exempt.

Our Practice — We do not have a nominating and compensation committee as it is not required under Italian laws. Under Italian laws, directors may be designated by any of the Company's shareholders but shall be appointed by the shareholders in a general shareholders' meeting. If, during the term of the appointment, one or more directors of the Company resign, the other directors shall replace them by a resolution approved by the board of statutory auditors, provided that the majority of the board is still comprised of directors appointed by the Company's shareholders. The coopted directors remain in office until the next shareholders' meeting. If at any time more than half of the members of the board of directors appointed by the shareholders' meeting resigns, such resignation is ineffective until the majority of the new board of directors has been appointed. In such a case, the remaining members of the board of directors (or the board of statutory auditors if all the members of the board of directors have resigned or ceased to be directors) must promptly call an ordinary shareholders' meeting to appoint the new directors. INVEST 2003 S.r.l., a company controlled by Mr. Pasquale Natuzzi, by virtue of owning a majority of the outstanding shares of the Company, controls the Company and the appointment of its board of directors.

As a matter of Italian law applicable to Italian stock corporations whose shares are not listed on a regulated market in the European Union and under our By-laws, the compensation of executive directors, including the CEO, is determined by the board of directors, after consultation with the board of statutory auditors, within a maximum amount established by the Company's shareholders, while the Company's shareholders determine the base compensation for all members of the board of directors, including non-executive directors. Compensation of the Company's executive officers is determined by the CEO. The Company discloses aggregate compensation of all of its directors and officers as well as individual base compensation of each director in Item 6 of its annual reports on Form 20-F.

Corporate Governance and Code of Ethics

NYSE Domestic Company Standards — Under NYSE standards, a company must adopt governance guidelines and a code of business conduct and ethics for directors, officers and employees. A company must also publish these items on its website and provide printed copies on request. Section 406 of the Sarbanes-Oxley Act requires a company to disclose whether it has adopted a code of ethics for senior financial officers, and if not, the reasons why it has not done so. The NYSE listing standards applicable to U.S. companies provide that codes of conduct and ethics should address, at a minimum, conflicts of interest; corporate opportunities; confidentiality; fair dealing; protection and use of company assets; legal compliance; and reporting of illegal and unethical behavior. Corporate governance guidelines must address, at a minimum, directors' qualifications, responsibilities and compensation; access to management and independent advisers; management succession; director orientation and continuing education; and annual performance evaluation of the board.

Our Practice — In January 2011, the Company's board of directors approved the adoption of a compliance program to prevent certain criminal offenses, according to the Italian Decree 231/2001. The task of supervising the application of the compliance program requested by the above-mentioned Italian Decree has been entrusted to an autonomous supervisory body ("*Organismo di Vigilanza*") that consists of two qualified members. In February 2016, the board of directors approved a new code of ethics that applies to all employees and officers of the Company, including the board of directors and the board of statutory auditors, the CEO, the CFO and principal accounting officer. Additionally, the Company has in place an insider trading policy, which applies to all employees, officers, directors of the Company. The Company believes that its code of ethics and the conduct and procedures adopted by the Company address the relevant issues contemplated by the NYSE standards applicable to U.S. companies noted above. The full text of our code of ethics and insider trading policy and information related to our organizational model pursuant to Italian decree 231/2001 may be found on our website at www.natuzzigroup.com.

Certifications as to Violations of NYSE Standards

NYSE Domestic Company Standards — Under NYSE listing standards, the CEO of a U.S. company listed on the NYSE must certify annually to the NYSE that he or she is not aware of any violation by the company of the NYSE corporate governance standards. The company must disclose this certification, as well as the fact that the CEO/CFO certification required under Section

302 of the Sarbanes-Oxley Act of 2002 has been made in the company's annual report to shareholders (or, if no annual report to shareholders is prepared, its annual report). Each listed company on the NYSE, both domestic and foreign issuers, must submit an annual written affirmation to the NYSE regarding compliance with applicable NYSE corporate governance standards. In addition, each listed company on the NYSE, both domestic and foreign issuers, must submit interim affirmations to the NYSE upon the occurrence of specified events. A domestic issuer must file such an interim affirmation whenever the independent status of a director changes, a director joins or leaves the board, a change occurs to the composition of the audit, nominating/corporate governance, or compensation committee, or there is a change in the company's classification as a "controlled company."

The CEO of both domestic and foreign issuers listed on the NYSE must promptly notify the NYSE in writing if any executive officer becomes aware of any non-compliance with the NYSE corporate governance standards.

Our Practice — Under the NYSE rules, the Company's CEO is not required to certify annually to the NYSE whether he is aware of any violation by the Company of the NYSE corporate governance standards. However, the Company is required to submit an annual affirmation of compliance with applicable NYSE corporate governance standards to the NYSE within 30 days of the filing of its annual report on Form 20-F with the SEC. The Company is also required to submit to the NYSE an interim written affirmation any time it is no longer eligible to rely on, or chooses to no longer rely on, a previously applicable exemption provided by Rule 10A-3, or if a member of its audit committee ceases to be deemed independent or an audit committee member had been added. Under NYSE rules, the Company's CEO must notify the NYSE in writing if any executive officer becomes aware of any material non-compliance by the Company with NYSE corporate governance standards.

Shareholder Approval of Adoption and Modification of Equity Compensation Plans

NYSE Domestic Company Standards — Shareholders of a U.S. company listed on the NYSE must approve the adoption of and any material revision to the company's equity compensation plans, with certain exceptions.

Our Practice — Although the shareholders' meeting of the Company must authorize (i) the issuance of shares in connection with capital increases, and (ii) the buy-back of its own shares, the adoption of equity compensation plans does not per se require prior approval of the shareholders.

ITEM 16H. MINE SAFETY DISCLOSURE

Not applicable.

ITEM 16I. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

ITEM 16J. INSIDER TRADING POLICIES

Not applicable.

PART III

ITEM 17. FINANCIAL STATEMENTS

Our financial statements have been prepared in accordance with Item 18 hereof.

ITEM 18. FINANCIAL STATEMENTS

Our audited consolidated financial statements are included in this Annual Report beginning at page F-1.

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Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors

Natuzzi S.p.A.

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statements of financial position of Natuzzi S.p.A. and subsidiaries (the Company) as of December 31, 2022 and 2021, the related consolidated statements of profit or loss, comprehensive income, changes in equity, and cash flows for each of the years in the three year period ended December 31, 2022, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the years in the three year period ended December 31, 2022, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Impairment assessment of property, plant and equipment and right-of-use assets of the Italian upholstered furniture plant CGU and certain directly operated retail-store CGUs

As discussed in Notes 4(i), 8 and 9 to the consolidated financial statements, at each reporting date the Company reviews the carrying amounts of its cash generating units (CGUs) to determine whether there is any indication of impairment. An impairment loss is recognized if the carrying amount of a CGU exceeds its recoverable amount. The recoverable amount of a CGU is the higher of its value in use, determined using a discounted cash flow method, and its fair value less costs to sell. As of December 31, 2022, the carrying amounts of property, plant and equipment and

right-of-use assets were €84,431 thousand and €42,825 thousand, respectively, a portion of which related to the Italian upholstered furniture plant CGU and certain directly operated retail-store CGUs.

We identified the impairment assessment of property, plant and equipment and right-of-use assets included in the Italian upholstered furniture plant CGU and certain directly operated retail store CGUs as a critical audit matter. This is due to the high degree of subjective auditor judgement that was required to evaluate the significant assumptions used by the Company in estimating the value in use. Specifically, the annual sales growth rates used to estimate the forecasted revenue for the years 2023-2027, weighted average cost of capital rates and long-term growth rates, all of which were determined at the CGU level, including the effects of the duration of the current economic uncertainty. These assumptions were challenging to evaluate as they involved a high degree of subjectivity and reasonably possible changes to these assumptions had a significant effect on the value in use. Furthermore, specialized skills and knowledge were required to assess the weighted average cost of capital rates and the long-term growth rates.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design of certain internal controls related to the impairment assessment process. This included controls related to the determination of the annual sales growth rates, the weighted average cost of capital rates and the long-term growth rates. We evaluated the Company's ability to accurately forecast future revenue by comparing actual results to the Company's historical forecasts at the CGU level and for the Company as a whole. We assessed the annual sales growth rates at the CGU level for the years 2023-2027 by comparing them to the Company's future operating plans included in the 2023 budget and 2024-2027 cash flow projections approved by the Company's Board of Directors, and relevant industry reports. We performed sensitivity analyses over the annual sales growth rates, the weighted average cost of capital rates and the long-term growth rates, to assess the impact of changes in the assumptions on the Company's determination of value in use. Furthermore, we involved valuation professionals with specialized skills and knowledge, who assisted in evaluating the weighted average cost of capital rates and long-term growth rates by comparing them to a range of estimated rates developed independently based on publicly available market data for comparable entities.

/s/ KPMG S.p.A.

We have served as the Company's auditor since 2016.

Bari, Italy

May 1, 2023

Natuzzi S.p.A. and subsidiaries
Consolidated statements of financial position as at December 31, 2022 and 2021
(Expressed in thousands of euros except as otherwise indicated)

	<u>December 31, 2022</u>	<u>December 31, 2021</u>	<u>Note</u>
ASSETS			
Non-current assets			
Property, plant and equipment	84,431	83,054	8
Right-of-use assets	42,825	50,755	9
Intangible assets and goodwill	4,254	4,146	10
Equity-method investees	37,696	44,522	11
Other non-current receivables	5,894	4,854	12
Other non-current assets	1,452	1,418	13
Deferred tax assets	1,032	886	38
Total non-current assets	<u>177,584</u>	<u>189,635</u>	
Current assets			
Inventories	70,120	80,211	14
Trade receivables	39,056	41,259	15
Other current receivables	16,279	11,018	16
Other current assets	7,973	12,309	13
Current income tax assets	2,195	2,032	38
Gains on derivative financial instruments	925	96	29
Cash and cash equivalents	54,475	53,472	17
Total current assets	<u>191,023</u>	<u>200,397</u>	
TOTAL ASSETS	<u>368,607</u>	<u>390,032</u>	
EQUITY			
Share capital	55,073	54,853	18
Reserves	23,292	17,449	18
Retained earnings	9,493	10,033	18
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY	<u>87,858</u>	<u>82,335</u>	
Non-controlling interests	4,698	1,511	
TOTAL EQUITY	<u>92,556</u>	<u>83,846</u>	
LIABILITIES			
Non-current liabilities			
Long-term borrowings	11,483	13,577	19
Long-term lease liabilities	41,024	46,592	20
Employees' leaving entitlement	13,064	15,588	21
Non-current contract liabilities	7,026	7,405	22
Provisions	9,432	10,572	23
Deferred income for government grants	12,242	12,754	24
Deferred tax liabilities	996	996	38
Total non-current liabilities	<u>95,267</u>	<u>107,484</u>	
Current liabilities			
Bank overdrafts and short-term borrowings	29,254	36,147	25
Current portion of long-term borrowings	5,806	3,862	19
Current portion of lease liabilities	10,825	10,546	20
Trade payables	78,399	89,215	26
Other payables	34,322	31,453	27
Current contract liabilities	17,124	20,797	22
Provisions	3,114	2,839	23
Other liabilities	—	412	28
Liabilities for current income tax	1,874	2,740	38
Losses on derivative financial instruments	66	691	29
Total current liabilities	<u>180,784</u>	<u>198,702</u>	
TOTAL LIABILITIES	<u>276,051</u>	<u>306,186</u>	
TOTAL EQUITY AND LIABILITIES	<u>368,607</u>	<u>390,032</u>	

The notes on pages F-8 to F-78 are an integral part of these consolidated financial statements.

Natuzzi S.p.A. and subsidiaries

Consolidated statements of profit or loss for the years ended December 31, 2022, 2021 and 2020

(Expressed in thousands of euros except as otherwise indicated)

	2022	2021	2020	Note
Revenue	468,487	427,375	328,343	31
Cost of sales	(304,154)	(273,575)	(225,151)	32
Gross Profit	164,333	153,800	103,192	
Other income	6,524	6,414	3,882	33
Selling expenses	(124,924)	(121,631)	(84,518)	34
Administrative expenses	(35,474)	(33,302)	(29,444)	35
Impairment on trade receivables	(331)	(110)	(1,802)	15
Other expenses	(1,678)	(289)	(1,915)	33
Operating profit/(loss)	8,450	4,882	(10,605)	
Finance income	868	225	317	36
Finance costs	(8,541)	(6,786)	(7,831)	36
Net exchange rate gains/(losses)	2,428	1,866	(3,901)	37
Gain from disposal and loss of control of a subsidiary	—	5,026	—	7
Net finance income/(costs)	(5,245)	331	(11,415)	
Share of profit/(loss) of equity-method investees	356	3,561	1,455	11
Profit/(loss) before tax	3,561	8,774	(20,565)	
Income tax expense	(2,273)	(4,389)	(4,341)	38
Profit/(loss) for the year	1,288	4,385	(24,906)	
Profit/(loss) attributable to:				
Owners of the Company	(540)	3,585	(24,678)	
Non-controlling interests	1,828	800	(228)	
Profit/(loss) per share				
Basic earnings/(loss) per ordinary share	(0.01)	0.07	(0.45)	39
Diluted earnings/(loss) per ordinary share	(0.01)	0.07	(0.45)	39

The notes on pages F-8 to F-78 are an integral part of these consolidated financial statements.

Natuzzi S.p.A. and subsidiaries

Consolidated statements of comprehensive income for the years ended December 31, 2022, 2021 and 2020 (Expressed in thousands of euros except as otherwise indicated)

	2022	2021	2020	Note
Profit/(loss) for the year	1,288	4,385	(24,906)	
Other comprehensive income				
Items that will not be reclassified to profit or loss				
Actuarial gains/(losses) on employees' leaving entitlement	2,309	(627)	(212)	18
Tax impact	—	—	—	38
Total	2,309	(627)	(212)	
Items that are or may be reclassified subsequently to profit or loss				
Exchange rate differences on translation of foreign operations	(260)	4,037	(3,948)	18
Tax impact	—	—	—	38
Total	(260)	4,037	(3,948)	
Other comprehensive income/(loss) for the year, net of tax	2,049	3,410	(4,160)	18
Total comprehensive income/(loss) for the year	3,337	7,795	(29,066)	
Total comprehensive income/(loss) attributable to:				
Owners of the Company	1,338	6,903	(28,782)	
Non-controlling interests	1,999	892	(284)	

The notes on pages F-8 to F-78 are an integral part of these consolidated financial statements.

Natuzzi S.p.A. and subsidiaries

Consolidated statements of changes in equity for the years ended December 31, 2022, 2021 and 2020 (Expressed in thousands of euros except as otherwise indicated)

	Share Capital amount	Translation reserve	IAS 19 reserve	Other reserves	Retained earnings	Equity attributable to owners of the Company	Equity attributable to Non- controlling interests	Total equity
Balance as at December 31, 2019	54,853	5,846	(158)	11,459	31,126	103,126	1,692	104,818
Dividend distribution	—	—	—	—	—	—	(388)	(388)
Loss for the year	—	—	—	—	(24,678)	(24,678)	(228)	(24,906)
Other comprehensive income/(loss) for the year	—	(3,892)	(212)	—	—	(4,104)	(56)	(4,160)
Balance as at December 31, 2020	54,853	1,954	(370)	11,459	6,448	74,344	1,020	75,364
Gain on disposal of a Non-controlling interests	—	—	—	1,088	—	1,088	144	1,232
Dividend distribution	—	—	—	—	—	—	(545)	(545)
Profit for the year	—	—	—	—	3,585	3,585	800	4,385
Other comprehensive income/(loss) for the year	—	3,945	(627)	—	—	3,318	92	3,410
Balance as at December 31, 2021	54,853	5,899	(997)	12,547	10,033	82,335	1,511	83,846
Share capital increase	220	—	—	834	—	1,054	—	1,054
Gain on disposal of a Non-controlling interests	—	—	—	3,131	—	3,131	1,739	4,870
Dividend distribution	—	—	—	—	—	—	(551)	(551)
Profit for the year	—	—	—	—	(540)	(540)	1,828	1,288
Other comprehensive income/(loss) for the year	—	(431)	2,309	—	—	1,878	171	2,049
Balance as at December 31, 2022	55,073	5,468	1,312	16,512	9,493	87,858	4,698	92,556

The notes on pages F-8 to F-78 are an integral part of these consolidated financial statements.

Natuzzi S.p.A. and subsidiaries
Consolidated statements of cash flows for the years ended December 31, 2022, 2021 and 2020
(Expressed in thousands of euros except as otherwise indicated)

	2022	2021	2020	Note
Cash flows from operating activities:				
Profit/(loss) for the period	1,288	4,385	(24,906)	
Adjustments for:				
Depreciation	20,619	20,281	23,258	8 and 9
Amortisation	1,031	1,090	907	10
Impairment of non-financial assets	890	1,188	2,450	9 and 10
(Gain)/loss on sale of property, plant and equipment	(39)	(2,084)	1,049	
Deferred income for capital grants	(1,473)	(1,306)	(1,242)	
Rent concessions	(635)	(1,515)	(1,799)	20
Interest expenses	6,474	4,717	5,962	36
Unrealised foreign exchange (gains)/losses	(1,454)	454	(486)	37
(Gain) from loss of control in a former subsidiary	—	(5,026)	—	7
Share of (profit)/loss of equity-method investees	(356)	(3,561)	(1,455)	11
Tax expense	2,273	4,389	4,341	38
<i>Total adjustment</i>	<u>27,330</u>	<u>18,627</u>	<u>32,985</u>	
Changes in:				
Inventories	10,091	(16,000)	4,805	
Trade and other receivables	(1,242)	(5,847)	(7,059)	
Other assets	4,302	(2,690)	1,088	
Trade and other payables	(7,758)	13,055	17,761	
Contract liabilities	(4,052)	4,019	1,080	
Provisions	(865)	(4,608)	(703)	
One-time termination benefit payments	(42)	(275)	(3,849)	
Employees' leaving entitlement	(446)	(940)	(396)	
<i>Total changes</i>	<u>(12)</u>	<u>(13,286)</u>	<u>12,727</u>	
Cash provided by (used in) operating activities	28,606	9,726	20,806	
Interest paid	(5,696)	(4,966)	(4,684)	
Income taxes paid	(4,203)	(4,223)	(3,854)	
Net cash provided by (used in) operating activities	<u>18,707</u>	<u>537</u>	<u>12,268</u>	
Cash flows from investing activities:				
Property, plant and equipment:				
Additions	(8,432)	(3,515)	(2,083)	
Disposals	624	4,511	2,888	
Intangible assets	(1,174)	(1,476)	(792)	
Government grants received for PPE	—	507	—	
Dividends from equity-accounted investees	3,697	1,744	2,335	11
Purchase of business, net of cash acquired	(461)	(270)	—	11
Disposal of a business, net of cash disposed of	1,100	5,515	—	7
Net cash provided by (used in) investing activities	<u>(4,646)</u>	<u>7,016</u>	<u>2,348</u>	
Cash flows from financing activities:				
Long-term borrowings:				
Proceeds	4,038	5,873	875	
Repayments	(4,473)	(4,788)	(2,675)	
Short-term borrowings	(7,424)	6,210	6,518	
Payment of lease liabilities	(10,049)	(10,090)	(9,907)	9 and 20
Proceeds from increase in share capital	55	—	—	
Dividends distribution to non-controlling interests	(551)	(545)	(388)	
Capital contribution by non-controlling interests	4,870	1,324	—	
Net cash provided by (used in) financing activities	<u>(13,534)</u>	<u>(2,016)</u>	<u>(5,577)</u>	
Increase (decrease) in cash and cash equivalents	527	5,537	9,039	
Cash and cash equivalents as at January 1 (*)	52,249	46,076	37,825	
Effect of movements in exchange rates on cash held	(55)	636	(788)	
Cash and cash equivalents as at December 31 (*)	<u>52,721</u>	<u>52,249</u>	<u>46,076</u>	17

(*) As at December 31, 2022, 2021 and 2020 cash and cash equivalents include bank overdrafts of 1,754, 1,223 and 2,111, respectively, that are repayable on demand and form an integral part of the Group's cash management.

The notes on pages F-8 to F-78 are an integral part of these consolidated financial statements.

Natuzzi S.p.A. and Subsidiaries

Notes to consolidated financial statements

(Expressed in thousands of euros except as otherwise indicated)

1. Introduction

The consolidated financial statements of the Natuzzi S.p.A. as at December 31, 2022 and 2021 have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS”), including interpretations issued by the IFRS Interpretations Committee (IFRS IC) applicable to companies reporting under IFRS.

Natuzzi S.p.A., as SEC Registrant, has also presented the consolidated statements of profit or loss, comprehensive income, changes in equity and cash flows for the year ended December 31, 2020.

During 2022, 2021 and 2020 no significant non-recurring events or unusual transactions have occurred other than that described in note 7. All transactions performed by the Group during 2022, 2021 and 2020 are part of the Group’s ordinary business.

2. Description of the business and Group composition

Natuzzi S.p.A. (“Natuzzi”, the “Company” or the “Parent”) is domiciled in Italy. The Company’s registered office is at via Iazzitello 47, 70029 Santeramo in Colle (Bari, Italy). These consolidated financial statements include the accounts of Natuzzi S.p.A. and of its subsidiaries (together with the Company, the “Group”). The Group’s primary activity is the design, manufacture and marketing of leather and fabric upholstered furniture (see note 6 on operating segment).

The financial statements utilized for the consolidation are the financial statements of each Group’s legal entity as at December 31, 2022, 2021 and 2020. The 2022, 2021 and 2020 financial statements have been adopted by the respective Boards of Directors of the relevant entities. The financial statements of subsidiaries are adjusted, where necessary, to conform to Natuzzi’s accounting principles and policies (see note 4), which are consistent with International Financial Reporting Standards (IFRS) and interpretations issued by the IFRS Interpretations Committee (IFRS IC) applicable to companies reporting under IFRS (see note 3(a)).

The consolidated financial statements of the Group as at December 31, 2022 have been approved by the Company’s Board of Directors (the Board) on April 13, 2023 and authorised on April 28, 2023.

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(Expressed in thousands of euros except as otherwise indicated)

The subsidiaries included in the consolidation as at December 31, 2022 and 2021, together with the related percentages of ownership and other information, are as follows:

Name	Percentage of 31/12/2022	Percentage of 31/12/2021	Share/ quota capital	Ownership registered office	Activity
Italsofa Romania S.r.l.	100.00	100.00	RON 109,271,750	Baia Mare, Romania	(1)
Natuzzi (China) Ltd	100.00	100.00	CNY 106,414,300	Shanghai, China	(1)
Italsofa Nordeste S/A	100.00	100.00	BRL 159,300,558	Salvador de Bahia, Brazil	(1)
Natuzzi Quanjiao Limited	100.00	—	CNY 10,000,000	Quanjiao County-Anhui province, China	(1)
Natco S.p.A.	99.99	99.99	EUR 4,420,000	Santeramo in Colle, Italy	(2)
Nacon S.p.A.	100.00	100.00	EUR 2,800,000	Santeramo in Colle, Italy	(3)
Lagene S.r.l.	100.00	100.00	EUR 10,000	Santeramo in Colle, Italy	(3)
Natuzzi Americas Inc.	100.00	100.00	USD 89	High Point, N. Carolina, USA	(3)
Natuzzi Florida LLC	51.00	51.00	USD 4,955,186	High Point, N. Carolina, USA	(3)
Natuzzi Iberica S.A.	100.00	100.00	EUR 386,255	Madrid, Spain	(3)
Natuzzi Switzerland AG	100.00	100.00	CHF 2,000,000	Dietikon, Switzerland	(3)
Natuzzi Services Limited	100.00	100.00	GBP 25,349,353	London, UK	(3)
Natuzzi UK Retail Limited	70.00	70.00	GBP 100	Cardiff, UK	(3)
Natuzzi Germany Gmbh	100.00	100.00	EUR 25,000	Köln, Germany	(3)
Natuzzi Japan KK	74.40	93.00	JPY 28,000,000	Tokyo, Japan	(3)
Natuzzi Russia OOO	100.00	100.00	RUB 8,700,000	Moscow, Russia	(3)
Natmx S.DE.R.L.DE.C.V	100.00	100.00	MXN 68,504,040	Mexico City, Mexico	(3)
Natuzzi France S.a.s.	100.00	100.00	EUR 600,100	Paris, France	(3)
Natuzzi Oceania PTI Ltd	74.40	93.00	AUD 320,002	Sydney, Australia	(3)
Natuzzi Singapore PTE. LTD.	74.40	93.00	USD 7,654,207	Singapore, Republic of Singapore	(3)
Natuzzi Netherlands Holding	100.00	100.00	EUR 34,605,000	Amsterdam, Holland	(4)
Natuzzi Trade Service S.r.l.	100.00	100.00	EUR 14,000,000	Santeramo in Colle, Italy	(5)

- (1) Manufacture and distribution
- (2) Intragroup leather dyeing and finishing
- (3) Services and distribution
- (4) Investment holding
- (5) Dormant

As at December 31, 2022, the consolidation area changed due to the following events.

In August 2021, the Parent has entered into a “Subscription and Shareholders Agreement” (the “Agreement”) with Truong Thanh Furniture Corporation (“TTF”), a company incorporated under the laws of the Republic of Vietnam and which is engaged in production and distribution of furniture, to form a partnership aimed at strengthening the Group’s operations in the “Asia-Pacific” (APAC) region, excluding Greater China (the “Rest of the APAC Territory”). In March 2022, based on such agreement, TTF acquired a 20% stake in the Group’s subsidiary Natuzzi Singapore, which is engaged in sales and distribution of furniture and upholstery products under the trademarks of the Group in the Rest of the APAC Territory. In 2022, TTF made the payment of US \$ 5,357 (equivalent to 4,885) by subscribing shares equal to 20% of the subsidiary Natuzzi Singapore. Pursuant to this Agreement, the Parent maintains a majority of the board members of Natuzzi Singapore. As a result of this transaction, the Parent's stake in Natuzzi Singapore is 74.4% whereas the stake of minority shareholders is 25.6%.

Furthermore, no business combinations have occurred in 2022 and 2021.

During 2022, Natuzzi Quanjiao Limited, a new production company located in China and controlled 100% indirectly through Natuzzi China, became operational.

The following table summarises the information relating to the only material non-controlling interests (NCI) related to the Group’s subsidiary Natuzzi Florida LLC, before any intra-group eliminations.

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Summarised statement of financial position of Natuzzi Florida LLC and Non-controlling interests share in equity as at December 31, 2022 and 2021

	31/12/22	31/12/21
Current assets	11,684	8,494
Non-current assets	12,337	10,924
Current liabilities	(9,246)	(8,142)
Non-current liabilities	(8,473)	(8,125)
Net assets	6,302	3,151
Net assets attributable to NCI – 49%	3,088	1,544

Summarised statement of profit or loss of Natuzzi Florida LLC and Non-controlling interests share of loss for the years ended December 31, 2022 and 2021.

	2022	2021
Revenue	21,481	16,578
Expenses	(18,488)	(14,955)
Profit/(loss) for the year	2,993	1,623
Other comprehensive income/(loss)	195	184
Total comprehensive income/(loss) for the year	3,188	1,807
Profit/(loss) allocated to NCI – 49%	1,467	795
Other comprehensive income/(loss) allocated to NCI	96	90
Cash flow provided by operating activities	1,464	4,160
Cash flow used in investing activities	(599)	(12)
Cash flow used in financing activities (dividends to NCI: 589)	(1,892)	(1,561)

3. General principles for the preparation of the consolidated financial statements

(a) Compliance with IFRS

The consolidated financial statements of the Natuzzi Group have been prepared in accordance with International Financial Reporting Standards (IFRS) and interpretations issued by the IFRS Interpretations Committee (IFRS IC) applicable to companies reporting under IFRS. The consolidated financial statements comply with IFRS as issued by the International Accounting Standards Board (IASB).

Details of Group's accounting policies are included in note 4.

(b) Historical cost convention

The consolidated financial statements have been prepared on a historical cost basis, except for derivative financial instruments measured at fair value (see note 29).

(c) Basis of preparation

The consolidated financial statements consist of the consolidated statement of financial position, the consolidated statement of profit or loss, the consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows and the notes to the consolidated financial statements.

The consolidated statement of financial position has been prepared based on the nature of the transactions, distinguishing: (a) current assets from non-current assets, where current assets are intended as the assets that should be realised, sold or used during the normal operating cycle, or the assets owned with the aim of being sold in the short term (within 12 months); (b) current liabilities from non-current liabilities, where current liabilities are intended as the liabilities that should be paid during the normal operating cycle, or over the 12-month period subsequent to the reporting date.

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The consolidated statement of profit or loss has been prepared based on the function of the expenses.

The consolidated statement of cash flows has been prepared using the indirect method.

The consolidated financial statements present all amounts rounded to the nearest thousands of Euro, unless otherwise stated. They also present comparative information in respect to the previous period.

(d) Functional and presentation currency

These consolidated financial statements are presented in Euro (the Group's presentation currency), which is the Natuzzi S.p.A.'s functional currency.

(e) Use of estimates and judgement

In preparing these consolidated financial statements, management has made judgements and estimates that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively. Estimates are based on historical experience and other factors, including expectations about future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

(i) Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes.

- Note 26: reverse factoring, presentation of amounts related to supply chain financing arrangements in the statement of financial position and in the statement of cash flow.
- Notes 4(f), 9 and 20: assessment of the lease term of lease liabilities depending on whether the Group is reasonably certain to exercise the extension options.

(ii) Assumptions and estimation uncertainties

Information about assumptions and estimates as at December 31, 2022 that have a high risk of resulting in a material adjustment to the carrying amounts of assets and liabilities in the next financial year is included in the following notes.

- Notes 4(i), 8 and 9: impairment test of property, plant and equipment and right-of-use assets, for the significant assumptions used by management in estimating the value in use (annual sales growth rates, weighted average cost of capital rates and long-term growth rates).
- Notes 4(n)(i), 15 and 30: measurement of the provision for doubtful accounts, for the significant assumptions used by management in estimating the expected credit losses (weighted-average loss rate or default rate, current and future financial situation of debtors for individual receivables that management is aware will be difficult to collect, future general economic conditions).
- Notes 4(r) and 23: provision for warranties for the significant assumptions underlying the estimation of the expected warranties.
- Notes 4(r), 23 and 41: recognition and measurement of provisions and contingencies for the key assumptions about the likelihood and magnitude of an outflow of resources.
- Notes 4(aa) and 38: recognition of deferred tax assets, for the estimation of the available future taxable profits against which deductible temporary differences and tax losses carried forward can be utilised.

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(f) Going concern assumption

The consolidated financial statements have been prepared on a going concern basis, which assumes that the Group will be reasonably able to meet its obligations as they fall due within one year from the date of the approval of these consolidated financial statements. The Directors reasonably expect that the management plans, together with the cash and cash equivalents, other current assets and unused credit facilities as at December 31, 2022, will be sufficient for the Group to meet its obligations. As at December 31, 2022, the Group's cash and cash equivalents amount to 54,475 (53,472 as at December 2021), while its unused portion of credit facilities available to the Group (for further details, see note 25) amounts to 24,307 (14,947 as at December 31, 2021).

In addition, the Directors confirm that management continues to apply and improve the stricter procedures introduced for some years to manage liquidity and working capital balances, to generate sufficient operating cash flows to meet its obligations as they fall due. The Group aims to maintain the level of its cash and cash equivalents at an amount in excess of expected cash outflows for financial liabilities over the next 60 days. The Group also monitors the level of expected cash inflows from trade and other receivables together with expected cash outflows for trade and other payables.

4. Summary of significant accounting policies

This note presents the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been applied consistently by the Group's entities to all the years presented, unless otherwise indicated.

(a) Basis of consolidation

(i) Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

Intragroup transactions, balances and unrealised gains on transactions between the Group's entities are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the transferred asset. The accounting policies of the subsidiaries have been changed where necessary to ensure consistency with those adopted by the Group.

Non-controlling interests (NCI) in the profit or loss and equity of subsidiaries are shown separately in the consolidated statement of financial position, consolidated statement of profit or loss, consolidated statement of comprehensive income and consolidated statement of changes in equity. Non-controlling interests are measured initially at their proportionate share of the fair value of the acquiree's identifiable net assets at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

(ii) Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting (see (v) below), after initially being recognised at cost.

(iii) Joint arrangements

Under IFRS 11 "Joint Arrangements", investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement.

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(iv) Joint ventures

Interests in joint ventures are accounted for using the equity method (see (v) below), after initially being recognised at cost in the consolidated statement of financial position.

(v) Equity method

Under the equity method of accounting, investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of variations in other comprehensive income of the investee. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. The accounting policies of equity-accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in note 4 (i).

(vi) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of Natuzzi S.p.A..

When the Group ceases to consolidate or equity account for an investment because of a loss of control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in a joint venture or an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

(b) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

(c) Group Companies

(i) Foreign operations that have a functional currency different from the presentation currency

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency (Euro) are translated into the presentation currency as

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follows: (a) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position; (b) revenue and expenses for each statement of profit or loss and statement of comprehensive income are translated at the average exchange rates of the year (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case revenue and expenses are translated at the dates of the transactions); and (c) all resulting exchange differences are recognised in other comprehensive income.

Since January 1, 2017, the Group's date of transition to IFRSs, such differences are recognised in the translation reserve. When a foreign operation is sold, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

(ii) Foreign operations that have a functional currency that is the presentation currency

As at December 31, 2022 and 2021, there is one foreign subsidiary, Italsofa Romania, considered to be an integral part of Natuzzi S.p.A. due to the primary and secondary indicators reported in IAS 21, paragraphs 9 and 10. Therefore, the functional currency for this foreign subsidiary is the Parent's functional currency, namely the Euro. As a result, all monetary assets and liabilities are remeasured, at the end of each reporting period, using the Euro and the resulting gain or loss is recognised in profit or loss. For all non-monetary assets and liabilities, share capital, reserves and retained earnings, the historical exchange rates are used. The average exchange rates of the year are used to translate non-Euro denominated revenue and expenses, except for those non-Euro denominated revenue and expenses related to assets and liabilities which are translated at historical exchange rates. The resulting exchange differences are recognised in profit or loss.

(d) Foreign currency transactions

Transactions in foreign currencies are translated into the functional currency using the exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency using the closing rate. Non-monetary items that are measured based on their historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency exchange gains and losses are recognised in profit or loss and presented within net exchange rate gains/(losses).

(e) Property, plant and equipment

Items of property, plant and equipment (PPE) are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and any accumulated impairment losses. The cost of certain buildings as at January, 1 2017, the Group's date of transition to IFRS, was determined with reference to their deemed cost at that date.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on the disposal of an item of property, plant and equipment is recognised in profit or loss.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual values using the straight-line method over their estimated useful lives, and is recognised in profit or loss. Land is not depreciated.

The estimated useful lives of property, plant and equipment (see note 8) for current and comparative periods are as follows: (a) buildings, 10–50 years; (b) machinery and equipment, 4–10 years; (c) office furniture and equipment, 5–10 years; (d) retail gallery and store furnishing, 3–4 years; (e) leasehold improvements, 5–10 years.

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

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(f) Leases

As at December 31, 2022, the Group acts as lessor in some lease contracts for a not significant amount. As at December 31, 2021 and 2020 the Group did not act as lessor in any lease contracts.

(i) Policy applicable from January 1, 2019 as a lessee

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group uses the definition of a lease in IFRS 16.

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case, the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, which is generally the case for the Group's leases, the lessee's incremental borrowing rate, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group: (a) where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received; (b) uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing, and (c) makes adjustments specific to the lease to reflect for instance the term of the lease, type of the asset leased, country, currency and security.

Lease payments included in the measurement of the lease liability comprise the following: (a) fixed payments, including in-substance fixed payments; (b) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date; (c) amounts expected to be payable under a residual value guarantee; (d) the exercise price under a purchase option that the Group is reasonably certain to exercise; (e) lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option; and (f) penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets and lease liabilities in specific captions in the consolidated statement of financial position.

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The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(ii) COVID-19-Related Rent Concessions

The Group has applied “COVID-19-Related Rent Concessions - Amendment to IFRS 16”. The Group applies the practical expedient allowing it not to assess whether eligible rent concessions that are a direct consequence of the COVID-19 pandemic are lease modifications. The Group applies the practical expedient consistently to contracts with similar characteristics and in similar circumstances. For rent concessions in leases to which the Group chooses not to apply the practical expedient, or that do not qualify for the practical expedient, the Group assesses whether there is a lease modification.

(g) Business combinations

(i) Acquisitions on or after January 1, 2017

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group (see note 4 (a)(i)). In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, as a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs.

The Group has the option to apply a “concentration test” that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment (see note 4(i)). Any gain on a bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is measured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

If share-based payment awards (replacement awards) are required to be exchanged for awards held by the acquiree’s employees (acquiree’s awards), then all or a portion of the amount of the acquirer’s replacement awards is included in measuring the consideration transferred in the business combination. This determination is based on the market-based measure of the replacement awards compared with the market-based measure of the acquiree’s awards and the extent to which the replacement awards relate to pre-combination service.

(ii) Acquisitions prior to January 1, 2017

As part of its transition to IFRS, the Group elected to restate only those business combinations that occurred on or after January 1, 2017. In respect of acquisitions prior to January 1, 2017, goodwill represents the amount recognised under the Group’s previous accounting framework, Italian GAAP. Such goodwill has been tested for impairment at the transition date January 1, 2017.

(h) Intangible assets and goodwill

Expenditure on research activities is recognised in profit or loss as incurred.

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Development expenditure is capitalised only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in profit or loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortisation and any accumulated impairment losses.

Other intangible assets, including software, trademarks and patents, that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses.

Goodwill arising on the acquisition of subsidiaries is measured at cost less accumulated impairment losses. In respect of acquisitions prior to January 1, 2017, goodwill is included on the basis of its deemed cost, which represents the amount recorded under previous GAAP.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific intangible asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, and is recognised in profit or loss. Goodwill is not amortised.

The estimated useful lives for current and comparative periods are as follows: software 3-5 years, trademarks and patents 3-5 years, other 2-5 years.

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

(i) Impairment of non-financial assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units (hereinafter also CGUs). Goodwill arising from a business combination is allocated to the CGU or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(j) Interests in equity-accounted investees

The Group's interests in equity-accounted investees comprise interests in associates and joint ventures. Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. Joint ventures are arrangements in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

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Interests in associates and joint ventures are accounted for using the equity method. They are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income (OCI) of equity-accounted investees, until the date on which significant influence or joint control ceases.

(k) Inventories

Raw materials are stated at the lower of cost (determined under the specific cost method for leather hides and under the weighted-average method for other raw materials) and net realisable value.

Goods in process and finished goods are valued at the lower of production cost and net realisable value. Production cost includes direct production costs and production overhead costs. The production overhead costs are allocated to inventory based on the manufacturing facility's normal capacity.

Finished goods acquired for reselling (e.g., home furnishings accessories) are stated at the lower of cost, determined under the weighted-average method, and net realisable value.

The provision for slow moving and obsolete raw materials and finished goods is based on the estimated realisable value net of the costs of disposal.

(l) Trade and other receivables

Trade receivables and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for doubtful accounts.

In particular, trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 90 days and therefore are all classified as current. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. Details about the Group's impairment policies and the calculation of the loss allowance are provided in note 4(n)(i).

The Group derecognises trade receivables when the contractual rights to the cash flows from such financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of such financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of such financial asset.

(m) Cash and cash equivalents

Cash and cash equivalents are recorded at their nominal amount as it substantially coincides with the fair value.

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents includes cash on hand, on-demand deposits with financial institutions, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within bank overdrafts and short-term borrowings in current liabilities in the statement of financial position.

(n) Impairment of financial assets

The Group has the following types of financial assets that are subject to the expected credit loss model: (i) trade receivables for sales of goods and services; (ii) other receivables; (iii) cash and cash equivalents.

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(i) Trade receivables

The Group applies the IFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

In particular, for the credit losses on trade receivables determined on a collective basis, the Group adopted the practical expedient to use a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. To measure the expected credit losses, trade receivables are grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on the payment profiles of sales over a period of five years before December 31, 2022 or January 1, 2022, respectively, and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

The Group recognised the expected credit losses for individual receivables which are known to be difficult to collect based on the financial difficulties of the debtor, the probability that the debtor will enter bankruptcy or financial reorganisation and default or late payments.

The Group records the expected credit losses on trade receivables determined on a collective and individual basis through the provision for doubtful accounts (see note 15). Trade receivables for which an impairment allowance is recognised are written off when there is no reasonable expectation of recovering additional cash. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group and a failure to make contractual payments for a period of greater than 180 days past due.

Impairment losses on trade receivables are presented as net impairment losses within operating profit/(loss). Subsequent recoveries of amounts previously written off are credited against the same line item.

(ii) Other receivables

Other receivables are considered to have low credit risk and the impairment loss is measured on a 12-month expected credit loss basis. Management considers other receivables to have a low credit risk if they have a low risk of default and the Group's counterparties are able to meet its contractual cash flow obligations in the short-term.

(iii) Cash and cash equivalents

The Group considers its cash and cash equivalents to have "low credit risk" based on the external credit ratings of the financial institutions. Indeed, the Group's cash and cash equivalents are held with financial institutions which have external credit risk ratings that are "investment grade". Impairment of cash and cash equivalents is measured on a 12-month expected credit loss basis and reflects the short-term nature of the exposures.

(o) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to year-end which are unpaid. The amounts are unsecured and are usually paid within 90 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method. The Group derecognises trade and other payables when its contractual obligations are discharged or cancelled or expired.

(p) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or

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all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a borrowing that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as finance income or finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Further, general and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

(q) Employee benefits

Information about employee benefits accounting policies is reported below.

(i) Share-based payment arrangements

The grant-date fair value of equity-settled share-based payment arrangements granted to employees is generally recognised as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant-date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

The fair value of the amount payable to employees in respect of SARs, which are settled in cash, is recognised as an expense with a corresponding increase in liabilities, over the period during which the employees become unconditionally entitled to payment. The liability is remeasured at each reporting date and at settlement date based on the fair value of the SARs. Any changes in the liability are recognised in profit or loss.

(ii) Employees' leaving entitlement

The Group provides its Italian employees with benefits on the termination of their employment. The benefits fall under the definition of defined benefit plans whose existence and amount is certain but whose date is not. The liability is calculated as the present value of the obligation at the reporting date, in compliance with applicable regulations and adjusted to take into account actuarial gains or losses. The amount of the obligation is remeasured annually based on the "projected unit credit" method. Actuarial gains or losses are recorded in full during the relevant period. Actuarial gains/(losses) are stated under "Other comprehensive income" (OCI) in accordance with IAS 19.

(r) Provisions

Provisions for legal claims, service warranties and one-time termination benefits for certain employees are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

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Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations is small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

(s) *Derivative financial instruments and hedging activities*

Derivatives financial instruments are accounted for in accordance with IFRS 9, except for hedging activities that are treated in accordance with IAS 39.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as hedges of a particular risk associated with the cash flows of recognised assets (trade receivables) and highly probable forecast transactions (sales orders) (cash flow hedges).

At inception of the hedge relationship, the Group documents the economic relationship between hedging instruments and hedged items including whether changes in the cash flows of the hedging instruments are expected to offset changes in the cash flows of hedged items (trade receivables and/or sales orders). The Group documents its risk management objective and strategy for undertaking its hedge transactions.

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

(i) Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the hedging reserve within equity. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, within net exchange rate gains/(losses).

When forward contracts are used to hedge forecast transactions, the Group generally designates only the change in fair value of the forward contract related to the spot component as the hedging instrument. Gains or losses relating to the effective portion of the change in the spot component of the forward contracts are recognised in the hedging reserve within equity. The change in the forward element of the contract that relates to the hedged item ("aligned forward element") is recognised within OCI in the costs of the hedging reserve within equity. In some cases, the Group may designate the full change in fair value of the forward contract (including forward points) as the hedging instrument. In such cases, the gains or losses relating to the effective portion of the change in fair value of the entire forward contract are recognised in the hedging reserve within equity.

Amounts accumulated in equity are reclassified in the periods when the hedged item affects profit or loss.

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remain in equity until the forecast transaction occurs, resulting in the recognition of a non-financial asset such as inventory. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to profit or loss.

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(ii) Derivatives that do not qualify for hedge accounting

Certain derivative instruments do not qualify for hedge accounting. Changes in the fair value of any derivative instrument that does not qualify for hedge accounting are recognised immediately in profit or loss and are included in net exchange rate gains/(losses). The fair value of derivative instruments is disclosed in note 30.

(t) Revenue from contracts with customers

The Group has adopted IFRS 15 “Revenue from Contracts with Customers”, effective for reporting periods starting from January 1, 2018, using the full retrospective approach, without any of the practical expedients indicated by IFRS 15 C5.

(i) Sale of upholstered furniture and home furnishings accessories – wholesale (distributors and retailers)

The Group sells a wide range of upholstered furniture (upholstered sofas and beds) and home furnishing accessories (for instance coffee tables, lamps, rugs and wall units) in the wholesale market to distributors and retailers. The upholstered furniture is manufactured in the plants located in Italy, Romania, China and Brazil. Sales are recognised when control of the products has been transferred, i.e., when the products are delivered to the wholesaler, the wholesaler has full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the wholesaler’s acceptance of the products. Delivery occurs when the products have been dispatched from the Group’s warehouse or shipped to the location specified by the wholesaler, the risks of obsolescence and loss have been transferred to the wholesaler, and the Group has objective evidence that all criteria for acceptance have been satisfied.

The goods are often sold with retrospective volume discounts based on aggregate sales over a 12-month period. As part of variable considerations, revenue from these sales is recognised based on the price specified in the contract, net of the estimated volume discounts. Accumulated historical experience is used to estimate and provide for the discounts, using the expected value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A refund liability is recognised for expected volume discounts payable to wholesalers in relation to sales made until the end of the reporting period. No element of financing is deemed present as the sales are made with a credit term of 30-90 days, which is consistent with market practice. The Group’s obligation to repair or replace faulty products under the standard assurance warranty terms is recognised as a provision (see note 23).

A trade receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

It is the Group’s policy not to sell its products to the wholesaler with a right of return.

(ii) Sale of upholstered furniture and home furnishings accessories—retail (end consumers)

The Group operates a chain of retail stores (Natuzzi Italia stores, Natuzzi Editions stores and Divani&Divani by Natuzzi stores) selling to end consumers a wide range of upholstered furniture (upholstered sofas and beds) and home furnishing accessories (for instance coffee tables, lamps, rugs and wall units). The upholstered furniture is manufactured in the plants located in Italy, Romania, China and Brazil.

Revenue from the sale of the goods is recognised when the products are delivered and have been accepted by the customer in store or at its premise.

Payment of the transaction price is due immediately when the product is delivered to the customer. The Group’s obligation to repair or replace faulty products under the standard assurance warranty terms is recognised as a provision (see note 23).

It is the Group’s policy not to sell its products to the end consumer with a right of return.

(iii) Sale of polyurethane foam and leather processing by-products – wholesale

The Group sells polyurethane foam and leather processing by-products in the wholesale market. Such sales are recognised when control of the products has been transferred, i.e., when the products are delivered to the wholesaler, the wholesaler has

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full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the wholesaler's acceptance of the products. Delivery occurs when the products have been dispatched from the Group's warehouse or shipped to the location specified by the wholesaler, the risks of obsolescence and loss have been transferred to the wholesaler, and either the wholesaler has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

Revenue from these sales is recognised based on the price specified in the contract. No element of financing is deemed present as the sales are made with a credit term of 30-90 days, which is consistent with market practice. The Group's obligation to repair or replace faulty products under the standard assurance warranty terms is recognised as a provision (see note 23).

A trade receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

It is the Group's policy not to sell these products to the wholesaler with a right of return.

(iv) Sale of Natuzzi Display System and related slotting fees

The Group sells the Natuzzi Display System (NDS) to retailers, used to set up their stores. Revenue from such sales is recognised over time based on the length of the distribution contract signed with the retailer. Revenue is accounted for based on the price specified in the contract. No element of financing is deemed present as the sales are made with a credit term of 30-90 days, which is consistent with market practice. The deferred revenue for the sales of Natuzzi Display System is included under the caption "Contract liabilities" of the statement of financial position.

The Group pays retailers slotting fees as contributions to prepare the retailer's system to accept and sell the Group's products. Slotting fees are recognised over time based on the length of the contract signed with the retailers and are treated as a reduction of revenue. Deferred slotting fees are included under the caption "Other assets" of the statement of financial position.

(v) Service-type warranty

Customers who purchase the Group's products may require a service-type warranty. The Group allocates a portion of the consideration received to the service-type warranty. This allocation is based on the relative stand-alone selling price. The amount allocated to the service-type warranty is deferred, and is recognised as revenue over time based on the validity period of such warranty. The deferred revenue is included in the caption "Contract liabilities" of the statement of financial position.

(vi) Financing components

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

(u) Cost of sales, selling expenses and administrative expenses

Cost of sales consist of the following expenses: change in opening and closing inventories, purchases of raw materials, purchases of finished goods for reselling, labour costs (included one-time termination benefit accruals), third party manufacturing costs, depreciation expense of property, plant and equipment and right-of-use-assets used in the production of finished goods, impairment of property, plant and equipment and right-of-use-assets, energy and water expenses (for instance light and power expenses), expenses for maintenance and repairs of production facilities, distribution network costs (including inbound freight charges, warehousing costs, internal transfer costs and other logistic costs involved in the production cycle), security costs for production facilities, small-tools replacement costs, insurance costs and other minor expenses.

Selling expenses consist of the following expenses: shipping and handling costs incurred for transporting finished products to customers, advertising costs, labour costs for sales personnel, expenses related to leases (e.g., short-term and low-value

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leases), customs duties, commissions to sales representatives and related costs, depreciation expense of property, plant and equipment and right-of-use-assets used in the selling activities, amortisation of intangible assets that, based on their usage, are allocated to selling expenses, impairment of property, plant and equipment and right-of-use-assets, impairment of intangible assets and goodwill, energy and water expenses for trade buildings (for instance, light and heating expenses), sales catalogue and related expenses, exhibition and trade-fair costs, advisory fees for sales and marketing of finished products, expenses for maintenance of stores and other trade buildings, insurance costs for trade receivables and other miscellaneous expenses.

Administrative expenses consist of the following expenses: labour costs for administrative personnel, advisory fees for accounting and information-technology services, non-income tax expenses, traveling expenses for management and other personnel, depreciation expense related to property, plant and equipment and right-of-use-assets used in the administrative activities, amortisation of intangible assets that, based on their usage, are allocated to administrative expenses, impairment of property, plant and equipment and right-of-use-assets, impairment of intangible assets, postage and telephone costs, stationery and other office supplies costs, expenses for maintenance of administrative facilities and softwares, directors' fees, audit committee and external auditors' fees, energy and water expenses for administrative buildings (for instance, light and heating expenses) and other miscellaneous expenses.

As noted above, the costs of the Group's distributions network, which include inbound freight charges, warehousing costs, internal transfer costs and other logistic costs involved in the production cycle, are classified under the "Cost of sales" line item.

(v) Shipping and handling costs

Shipping and handling costs incurred to transport products to customers are expensed in the periods incurred and are included in selling expenses. Under IFRS 15, shipping and handling costs related to activities before the customer obtains control of the finished goods, are accounted for as fulfillment costs under the caption "Other assets" of the statement of financial position. Such costs are recognised in profit or loss consistent with the pattern of transfer of the finished goods. Shipping and handling expenses recorded for the years ended December 31, 2022, 2021 and 2020, come to 55,912, 54,672 and 28,749, respectively (see note 34).

(w) Advertising costs

Advertising costs are expensed in the periods incurred and are included in selling expenses. Advertising expenses recorded for the years ended December 31, 2022, 2021 and 2020 amount to 6,193, 5,576 and 4,837, respectively (see note 34).

(x) Commission expense

Commissions payable to sales representatives and the related expenses are recorded at the time revenue from sale of products is recognised and are included in selling expenses. Commissions are not paid until payment for the related sale's invoice is remitted to the Group by the customer. Under IFRS 15, sale commissions are considered costs of obtaining a contract and the Group has elected to apply the practical expedient under which such costs are expensed in profit or loss, as the amortisation period is less than one year. Commissions expenses recorded in profit or loss for the years ended December 31, 2022, 2021 and 2020 amount to 7,318, 7,503 and 5,403, respectively (see note 34).

(y) Government grants

Grants from the government are recognised at their fair value when there is reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate. Government grants relating to the purchase of property, plant and equipment are deferred and credited to profit or loss on a straight-line basis over the expected lives of the related assets. Amortisation of the deferred grant is recognised in profit or loss as a reduction in the cost of sales, selling expenses or administrative expenses.

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(z) *Net finance income/(costs)*

The Group's net finance income/(costs) include: interest income, interest expense, commission expense, gain or loss on derivative financial instruments, exchange rate gain or loss on financial assets and financial liabilities, and hedge ineffectiveness recognised in profit or loss.

Interest income or expense is recognised using the "effective interest rate". The "effective interest rate" is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset or the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

(aa) *Income tax*

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

The Group has determined that interest and penalties related to income taxes, including uncertain tax treatments, meet the definition of income taxes, and therefore accounted for them under IAS 12 "Income Taxes".

(i) *Current tax*

Current tax comprises the expected tax payable or receivable on the taxable profit or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and tax liabilities are offset when the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

(ii) *Deferred tax*

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for: (a) temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; (b) temporary differences related to investments in subsidiaries, associates and joint arrangements (mainly unremitted earnings and withholding taxes) to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and (c) taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

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Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

(ab) Operating profit/(loss)

Operating profit/(loss) is the result generated from the continuing principal revenue-producing activities of the Group as well as other income and expenses related to operating activities. Operating profit/(loss) excludes net finance income/(costs), share of profit/(loss) of equity-accounted investees and income tax expense.

(ac) Fair value measurement

“Fair value” is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

A number of the Group’s accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

When available, the Group measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as “active” if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Group uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Group measures assets and long positions at a bid price and liabilities and short positions at an ask price.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e., the fair value of the consideration given or received. If the Group determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique for which any unobservable inputs are judged to be insignificant in relation to the measurement, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price.

Subsequently, that difference is recognised in profit or loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

(ad) Earnings/(loss) per share

(i) Basic earnings/(loss) per share

Basic earnings/(loss) per share are calculated by dividing the profit/(loss) attributable to the owners of the Parent, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

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(ii) Diluted earnings/(loss) per share

Diluted earnings/(loss) per share adjust the figures used in the determination of basic earnings/(loss) per share to take into account the post-income/(loss) tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

(ae) New standards, amendments and interpretations issued but not yet effective

The standards, amendments and interpretations issued by the International Accounting Standards Board (“IASB”) that will have mandatory application in 2023 or subsequent years are listed below.

In May 2017 the IASB issued IFRS 17 “Insurance Contracts” which establishes principles for the recognition, measurement, presentation and disclosure of insurance contracts issued as well as guidance relating to reinsurance contracts held and investment contracts with discretionary participation features issued. IFRS 17 is effective on or after January 1, 2023 with early adoption allowed if IFRS 15 “Revenue from Contracts with Customers” and IFRS 9 “Financial Instruments” are also applied. The IASB issued certain amendments to such standard in June 2020. Natuzzi’s management does not expect any material impact from the adoption of such standard.

In January 2020 the IASB issued amendments to IAS 1 “Presentation of Financial Statements: Classification of Liabilities as Current or Non-Current” to clarify how to classify debt and other liabilities as current or non-current, and in particular how to classify liabilities with an uncertain settlement date and liabilities that may be settled by converting to equity. These amendments are effective on or after January 1, 2023. The Group does not expect any material impact from the adoption of these amendments.

In July and May 2020, the IASB issued amendments to IAS 1 “Presentation of Financial Statements”. These amendments clarify the following in relation to the classification of liabilities as current or non-current: (i) the right to defer settlement for at least 12 months after the reporting period must have substance and exist at the reporting date – i.e. the requirement for the right to be “unconditional” has been removed; (ii) the classification of liabilities is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability; and (iii) settlement of a liability includes transferring an entity’s own equity instruments to the counterparty. If a liability has any conversion options that involve a transfer of an entity’s own equity instruments, then these generally affect the liability’s classification as current or non-current, unless these conversion options are recognised as equity under IAS 32. The amendments are effective for annual periods beginning on or after January 1, 2024. Earlier application is permitted. The Group does not expect any material impact from the application of these amendments.

In February 2021, the IASB issued amendments to IAS 1 “Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting policies” which require companies to disclose their material accounting policy information rather than their significant accounting policies and provide guidance on how to apply the concept of materiality to accounting policy disclosures. These amendments are effective on or after January 1, 2023. The Group does not expect any material impact from the adoption of these amendments.

In February 2021, the IASB issued amendments to IAS 8 “Accounting Policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates” which clarify how companies should distinguish changes in accounting policies from changes in accounting estimates. These amendments are effective on or after January 1, 2023. The Group does not expect any material impact from the adoption of these amendments.

In May 2021, the IASB issued amendments to IAS 12 “Income taxes”. These amendments narrow the scope of the initial recognition exemption to exclude transactions that give rise to equal and offsetting temporary differences – e.g., leases and decommissioning liabilities. For leases and decommissioning liabilities, the associated deferred tax asset and liabilities will need to be recognised from the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to retained earnings or other components of equity at that date. For all other transactions, the amendments apply to transactions that occur after the beginning of the earliest comparative period presented. Such amendments apply for annual reporting periods beginning on or after January 1, 2023. Early adoption is permitted. The Group does not expect any material impact from the application of these amendments.

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In December 2021, the IASB published an amendment to IFRS 17 “Insurance Contracts: Initial Application of IFRS 17 and IFRS 9 – Comparative Information”. This amendment adds a new transition option to IFRS 17 (the “classification overlay”) to alleviate operational complexities and one-time accounting mismatches in comparative information between insurance contract liabilities and related financial assets on the initial application of IFRS 17. It allows presentation of comparative information about financial assets to be presented in a manner that is more consistent with IFRS 9 “Financial Instruments”. The amendment is effective on or after January 1, 2023. The Group does not expect any material impact from the adoption of these amendments.

In September 2022, the IASB issued amendments to IFRS 16 “Leases: Liability in a Sale and Leaseback” to improve the requirements for sale and leaseback transactions, which specify the measurement of the liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognize any amount of the gain or loss that relates to the right of use it retains. These amendments are effective on or after January 1, 2024. The Group does not expect any material impact from the adoption of these amendments.

In October 2022, the IASB issued amendments to IAS 1 “Presentation of Financial Statements: Non-current Liabilities with Covenants”, that clarify how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability. These amendments are effective on or after January 1, 2024. The Group does not expect any material impact from the adoption of these amendments.

5. Changes in significant accounting policies

Changes in significant accounting policies for the years ended December 31, 2022 and 2021 are reported below.

(A) COVID-19 Related Rent Concessions

In response to the COVID-19 coronavirus pandemic, in May 2020, the IASB issued an amendment to IFRS 16 “Leases” to provide practical relief for lessees in accounting for rent concessions. Under the practical expedient, lessees are not required to assess whether eligible rent concessions are lease modifications, and instead are permitted to account for them as if they were not lease modifications. Rent concessions are eligible for the practical expedient if they occur as a direct consequence of the COVID-19 pandemic and if all of the following criteria are met: (i) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change; (ii) any reduction in lease payments affects only payments originally due on or before June 30, 2021; and (iii) there is no substantive change to the other terms and conditions of the lease. Such amendment is effective for annual periods beginning on or after June 1, 2020. Earlier application is permitted. The Group has adopted this amendment early and applied the practical expedient consistently to eligible rent concessions. The Group has applied this amendment retrospectively. This amendment had no impact on retained earnings as at January 1, 2020.

Furthermore, in March 2021, the IASB issued an additional amendment that allows a one-year extension (i.e., June 30, 2022) to the above practical expedient for “COVID-19 related rent concessions” under IFRS 16 “Leases”. Such amendment is effective for annual periods beginning on or after April 1, 2021. Earlier application is permitted. The Group has adopted this amendment early and applied the above practical expedient consistently to eligible rent concessions. The Group has applied this amendment retrospectively. This amendment had no impact on retained earnings as at January 1, 2021.

Due to the adoption of such amendments, the Group recognized lease incentives of 635 and 1,515 in the consolidated statement of profit or loss for the year ended December 31, 2022 and 2021 (see note 34), respectively.

(B) Other standards

A number of other new standards are also effective from January 1, 2021 and 2022 but they did not have a material effect on the Group’s consolidated financial statements. Specifically, the adoption by the Group of “Definition of a Business” (Amendments to IFRS 3), “Interest Rate Benchmark Reform” (amendments to IFRS 9, IAS 39 and IFRS 7), “Interest Rate Benchmark Reform” – Phase 2 (amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16), “Onerous contracts - Cost of Fulfilling a Contract” (amendments to IAS 37), “Subsidiary that becomes a first time adopter of IFRS after its parent” (amendments to IFRS 1), “Accounting for sale proceeds and related production costs of items produced in the process of

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making item of PPE available for its intended use (amendments to IAS 16), "Annual improvements to IFRS standards 2018-2020", "Update a reference in IFRS 3" (amendments to IFRS 3) did not impact its consolidated financial statements.

6. Operating segment

The Group operates in two operating segments, "Natuzzi brand" and "Private label". The Natuzzi brand segment includes net sales from the "Natuzzi Italia", "Natuzzi Editions" and "Divani&Divani by Natuzzi" product lines. Segment disclosure is rendered by aggregating the operating segments into one reporting segment, that is the design, manufacture and marketing of leather and fabric upholstered sofas, beds and home furnishings accessories. It offers a wide range of upholstered furniture for sale, manufactured in production facilities located in Italy and abroad (Romania, China and Brazil).

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The two operating segments have been aggregated into a single reporting segment as the two segments have similar characteristics, and are similar in each of the following respects: (a) the nature of the products; (b) the nature of the production processes; (c) the type of customer for their products; (d) the methods used to distribute their products.

Reference should be made to note 31 "Revenue" for details on revenue streams and disaggregation of revenue from contracts with customers by types of goods, geographical markets, geographical location of customers, distribution channels, brands and timing of revenue recognition.

7. Assets held for sale

Following the preliminary agreement reached in September 2020, on January 8, 2021, the Company signed a "Share Sell and Purchase Agreement" (the "Agreement") with Vita Group, the largest European manufacturer of flexible polyurethane foams, for the sale of its entire interest in the subsidiary IMPE S.p.A. which contains the foam operations. The consideration agreed for this sale was 8,200 and the transaction was finalised on March 1, 2021, providing for the last tranche of 1,100 in March 2022. The collection of this last tranche was received regularly, at the agreed upon date.

8. Property, plant and equipment

Changes in the carrying amount of property, plant and equipment for the years ended December 31, 2022 and 2021 are analysed in the following tables.

	Land and buildings	Machinery and equipment	Office furniture and equipment	Retail gallery and store furnishing	Leasehold improvements	Constr. in progress	Total
Cost as at December 31, 2020	153,205	108,223	14,334	13,081	19,412	360	308,615
Additions	1,064	4,573	363	316	615	110	7,041
Disposals	(1,023)	(1,121)	(1,086)	(6,744)	(1,085)	—	(11,059)
Reclassifications from constr. in progress	—	108	169	32	—	(309)	—
Effect of translation adj.	1,836	341	233	669	1,365	(2)	4,442
Cost as at December 31, 2021	155,082	112,124	14,013	7,354	20,307	159	309,039
Additions	1,167	5,125	429	60	1,614	1,099	9,494
Disposals	(331)	(2,757)	(542)	(144)	(77)	(237)	(4,088)
Impairment loss	—	(37)	(6)	—	—	—	(43)
Reclassifications from constr. in progress	—	14	10	—	—	(24)	—
Effect of translation adj.	1,883	510	81	68	275	15	2,832
Cost as at December 31, 2022	157,801	114,979	13,985	7,338	22,119	1,012	317,234

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	Land and buildings	Machinery and equipment	Office furniture and equipment	Retail gallery and store furnishing	Leasehold improvements	Constr. in progress	Total
Accumulated depreciation as at December 31, 2020	(86,163)	(97,716)	(13,772)	(12,700)	(12,958)	—	(223,309)
Depreciation	(3,590)	(2,697)	(320)	(337)	(1,631)	—	(8,575)
Disposals	125	770	1,032	6,746	1,081	—	9,754
Effect of translation adj.	(1,794)	(330)	(174)	(627)	(930)	—	(3,855)
Accumulated depreciation as at December 31, 2021	(91,422)	(99,973)	(13,234)	(6,918)	(14,438)	—	(225,985)
Depreciation	(3,611)	(2,990)	(298)	(244)	(1,642)	—	(8,785)
Disposals	168	2,732	541	60	2	—	3,503
Effect of translation adj.	(1,228)	(339)	(60)	67	24	—	(1,536)
Accumulated depreciation as at December 31, 2022	(96,093)	(100,570)	(13,051)	(7,035)	(16,054)	—	(232,803)
Net book value as at December 31, 2020	67,042	10,507	562	381	6,454	360	85,306
Net book value as at December 31, 2021	63,660	12,151	779	436	5,869	159	83,054
Net book value as at December 31, 2022	61,708	14,409	934	303	6,065	1,012	84,431
Annual rate of depreciation for 2022 and 2021	0%-10%	10%-25%	10%-20%	25%-35%	10%-20%	—	

In March, May and September 2021, the Parent sold to third parties two idle industrial real estate complexes located in the city of Altamura (Bari), just a few miles away from its headquarters (see note 7) and a site located in High Point (North Caroline, USA), for a total cash consideration of 4,254. Following such disposals, the Parent recognised a gain of 1,748.

As at December 31, 2022 and 2021, the carrying amount of property, plant and equipment temporarily idle is of 5,215 and 3,240, respectively.

As at December 31, 2022, properties with a carrying amount of 35,839 (37,210 as at December 31, 2021) are subject to registered mortgages to guarantee the long-term borrowings (see note 19).

The following tables show a breakdown of property, plant and equipment by country.

	31/12/22	31/12/21
Italy	46,610	45,470
Romania	17,952	18,502
United States of America	14,807	13,884
Brazil	3,092	2,753
Europe	957	1,253
China	695	810
Other countries	318	382
Total	84,431	83,054

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The following tables show a breakdown of property, plant and equipment based on the cash generating units in which they are included.

	31/12/22	31/12/21
Italian upholstered furniture plant	33,087	34,704
Romanian upholstered furniture plant	19,338	19,627
Brazilian upholstered furniture plant	3,350	2,978
Chinese upholstered furniture plant	2,223	2,215
Others	26,433	23,530
Total	84,431	83,054

As at December 31, 2022, the Group performed the impairment assessment of property, plant and equipment and right-of-use assets included in several cash generating units (CGUs), such as the Italian upholstered furniture plant CGU and certain directly operated retail stores CGUs that presented indicators of impairment. The Group performed the impairment assessment in accordance with its accounting policy discussed in note 4(i). In particular, an impairment loss is recognised if the carrying amount of a CGU exceeds its recoverable amount. The recoverable amount of a CGU is the higher of its value in use, determined using a discounted cash flow method, and its fair value less costs to sell.

Further, the significant assumptions used by the Group in estimating the value in use were the annual sales growth rates used to estimate the forecasted revenue for the years 2023-2027, the weighted average cost of capital rates and the long-term growth rates, all of which were determined at CGU level, including the effects of the duration of the current economic uncertainty. Such significant assumptions involved a high degree of subjectivity by management and reasonably possible changes to these assumptions had a significant effect on the value in use. Specifically, such assumptions were based on the Group's future business performances and other forward-looking assumptions that entail significant judgments by management and were heavily impacted by several external events. Finally, budget 2023 and cash flow projections for the years 2024-2027 have been approved by the Board of Directors and forecasts have been developed taking into consideration the track records of actual results reported by the Group.

The significant assumptions that were used in performing the 2022 impairment test for the Italian upholstered furniture plant CGU and certain directly operated retail stores CGUs are as follows:

- Italian upholstered furniture plant: weighted average cost of capital rate 10.82%, long-term growth rate 1.73%, annual sales growth rate for 2023 equal to -20.80% and annual sales growth rate (average of 2024-2027 period) equal to +5.00%.
- Directly operated retail stores CGUs located in US: weighted average cost of capital rate 7.50%, long-term growth rate 2.72%, annual sales growth rate for 2023 equal to -5.77% and annual sales growth rate (average of 2024-2027 period) equal to +5.00%.
- Directly operated retail stores CGUs located in Italy: weighted average cost of capital rate 10.82%, long-term growth rate 1.73%, annual sales growth rate for 2023 equal to +4.38% and annual sales growth rate (average of 2024-2027 period) equal to +3.75%.
- Directly operated retail stores CGUs located in Spain: weighted average cost of capital rate 9.85%, long-term growth rate 1.83%, annual sales growth rate for 2023 equal to +9.85% and annual sales growth rate (average of 2024-2027 period) equal to +4.00%.
- Directly operated retail stores CGUs located in UK: weighted average cost of capital rate 8.32%, long-term growth rate 2.54%, annual sales growth rate for 2023 equal to -5.81% and annual sales growth rate (average of 2024-2027 period) equal to +5.00%.

For property, plant and equipment temporarily idle, the fair value less costs to sell was estimated through independent third-party appraisals, which assessed the fair value of land and buildings using the comparable market method and assessed the fair value of machinery and equipment using the depreciated replacement cost method, adjusted for an obsolescence rate and a marketability rate.

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As a result of the 2022 and 2021 impairment assessment performed by the Group, impairment losses of 43 and nil, respectively, have emerged for property, plant and equipment.

9. Right-of-use-assets

Changes in the carrying amount of right-of-use assets for the years ended December 31, 2022 and 2021, are reported in the following tables.

	Buildings	Vehicles	Total
Cost as at December 31, 2020	67,710	1,023	68,733
Additions	3,194	—	3,194
Disposals	(1,267)	—	(1,267)
Adjustments due to remeasurements	9,084	—	9,084
Adjustments due to modifications	42	(1)	41
Effect of translation adjustments	3,021	13	3,034
Cost as at December 31, 2021	81,784	1,035	82,819
Additions	6,541	—	6,541
Disposals	(5,371)	—	(5,371)
Adjustments due to remeasurements	(227)	—	(227)
Adjustments due to modifications	(167)	—	(167)
Effect of translation adjustments	1,037	11	1,048
Cost as at December 31, 2022	83,597	1,046	84,643
Accumulated depreciation and impairment loss as at Dec. 31, 2020	(19,117)	(603)	(19,720)
Depreciation	(11,457)	(249)	(11,706)
Disposals	1,209	—	1,209
Impairment loss	(1,188)	—	(1,188)
Adjustments due to remeasurements	—	—	—
Adjustments due to modifications	—	—	—
Effect of translation adjustments	(648)	(11)	(659)
Accumulated depreciation and impairment loss as at Dec. 31, 2021	(31,201)	(863)	(32,064)
Depreciation	(11,699)	(135)	(11,834)
Disposals	3,060	—	3,060
Impairment loss	(848)	—	(848)
Adjustments due to remeasurements	(51)	—	(51)
Adjustments due to modifications	—	—	—
Effect of translation adjustments	(72)	(9)	(81)
Accumulated depreciation and impairment loss as at Dec. 31, 2022	(40,811)	(1,007)	(41,818)
Net book value as at December 31, 2020	48,593	420	49,013
Net book value as at December 31, 2021	50,583	172	50,755
Net book value as at December 31, 2022	42,786	39	42,825

The Group leases buildings for its retail stores, warehouses and factory facilities. These leases typically run for a period of five to ten years. Some leases include an option to renew the lease for an additional period of the same duration after the end of the contract term. Some of such leases provide for additional rent payments that are based on changes in local price indices. For certain of these leases, the Group is restricted from entering into any sub-lease arrangements. A significant portion of retail stores, warehouse and factory facilities leases were entered into several years ago.

The Group leases vehicles under a number of leases. The contract lease term of such leases run for a period of two to four years.

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The Group leases also IT and office equipment with contract terms of one to three years. These leases are short-term and/or leases of low-value items. The Group has elected not to recognise right-of-use assets and lease liabilities for these leases.

The following tables show a breakdown of right-of-use assets based on geographical location of the cash generating units (mainly directly operated retail stores) in which they are included.

	31/12/22	31/12/21
United States of America	18,938	15,853
Italy	9,249	11,977
Spain	3,473	4,809
United Kingdom	4,985	7,625
China	2,493	4,076
Others	3,687	6,415
Total	42,825	50,755

As at December 31, 2022, the Group performed the impairment assessment of property, plant and equipment and right-of-use assets included in several cash generating units (CGUs), such as the Italian upholstered furniture plant CGU and certain directly operated retail stores CGUs that presented indicators of impairment. For additional information on the impairment assessment, reference should be made to note 8.

As result of the 2022, 2021 and 2020 impairment assessment performed by the Group, impairment losses of 890, 1,188, and 584 have emerged for right-of-use assets, respectively.

Other information about leases for which the Group is a lessee is presented below.

The following tables show the amounts recognized in profit or loss under IFRS 16 for the years ended December 31, 2022, 2021 and 2020.

	2022	2021	2020
Depreciation charge of right-of-use assets	11,834	11,706	13,376
Interest on lease liabilities	2,877	2,584	2,613
Expenses relating to short-term leases	1,465	1,187	719
Expenses relating to leases of low-value assets, excluding short-term leases	125	169	122
Covid-19 rent concessions	(635)	(1,515)	(1,799)
Total	15,666	14,131	15,031

Lease payments recognised in statement of cash flows for the years ended December 31, 2022, 2021 and 2020 amount to 12,926, 12,693 and 12,496, respectively, and include interests paid for 2,877, 2,603 and 2,589, respectively (see note 20).

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10. Intangible assets and goodwill

Changes in the carrying amount of intangible assets and goodwill for the years ended December 31, 2022 and 2021 are analysed in the following tables.

	Trademarks, patents and other	Software	Goodwill	Total
Cost as at December 31, 2020	14,022	30,990	1,921	46,933
Additions	100	1,376	—	1,476
Impairment loss	—	—	—	—
Disposals	(22)	(168)	—	(190)
Effect of translation adjustments	16	38	—	54
Cost as at December 31, 2021	14,116	32,236	1,921	48,273
Additions	164	1,010	—	1,174
Impairment loss	—	—	—	—
Disposals	—	(120)	—	(120)
Impairment reversal	—	1	—	1
Effect of translation adjustments	(3)	40	—	37
Cost as at December 31, 2022	14,277	33,167	1,921	49,365
Accumulated amortisation as at December 31, 2020	(13,605)	(29,571)	—	(43,176)
Amortisation	(140)	(950)	—	(1,090)
Disposals	22	166	—	188
Effect of translation adjustments	(12)	(37)	—	(49)
Accumulated amortisation as at December 31, 2021	(13,735)	(30,392)	—	(44,127)
Amortisation	(164)	(867)	—	(1,031)
Disposals	2	84	—	86
Effect of translation adjustments	—	(39)	—	(39)
Accumulated amortisation as at December 31, 2022	(13,897)	(31,214)	—	(45,111)
Net book value as at December 31, 2020	417	1,419	1,921	3,757
Net book value as at December 31, 2021	381	1,844	1,921	4,146
Net book value as at December 31, 2022	380	1,953	1,921	4,254

As at December 31, 2022 and 2021, goodwill of 1,921 only relates to the “Italy – retail stores” CGU. It arose on the 2017 acquisition by the Parent of three “*Divani&Divani by Natuzzi*” stores located in the North East of Italy. This acquisition was performed with a related party at arm’s length conditions.

As result of such impairment tests in 2022, no impairment losses have emerged on goodwill.

With reference to goodwill, since it is allocated to specific DOS, the Group has carried out an impairment test on property, plant and equipment, right-of-use assets as well as the goodwill for each cash-generating unit (CGU) of directly managed retail stores.

Further, the cash flows included specific estimates for five years and a long-term growth rate thereafter. Cash flows projections have been approved by the Board of Directors. For additional information on the impairment assessment, reference should be made to note 8.

Impairment tests have been performed on goodwill in 2022, 2021 and 2020.

Research and development costs recognised as an expense for the years ended December 31, 2022, 2021 and 2020 amount to 3,521, 3,270 and 3,137, respectively.

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11. Equity-method investees

Changes in the carrying amount of equity-method investees for the years ended December 31, 2022 and 2021 are analysed as follows.

	Natuzzi Trading Shanghai	Nars Miami LLC	Natuzzi Texas LLC	Natuzzi Store (UK) ltd	Foundation "Made in Italy circolare e sostenibile"	Salena S.r.l.	Total
Balance as at December 31, 2020	39,991	98	—	—	—	—	40,089
Acquisition of non-controlling interests	—	—	270	18	—	—	288
Share of profit for the year	3,409	152	—	—	—	—	3,561
Share of other comprehensive income	2,320	8	—	—	—	—	2,328
Dividends received	(1,490)	(254)	—	—	—	—	(1,744)
Balance as at December 31, 2021	44,230	4	270	18	—	—	44,522
Acquisition of non-controlling interests	—	—	453	—	8	—	461
Share of profit for the year	436	431	(547)	36	—	—	356
Share of other comprehensive income	(784)	—	—	—	—	—	(784)
Dividends received	(3,697)	—	—	—	—	—	(3,697)
Share capital reduction	(3,156)	—	—	—	—	—	(3,156)
Effect of translation adjustments	—	(4)	—	(2)	—	—	(6)
Balance as at December 31, 2022	37,029	431	176	52	8	—	37,696

As at December 31, 2022 and 2021 equity-method investees include: (a) the 49% stake in the joint venture Natuzzi Trading Shanghai; (b) the 49% stake in the associate Nars Miami LLC; (c) the 51% stake in the joint venture Natuzzi Texas LLC; (d) the 30% stake in the associate Natuzzi Store (UK) ltd; (e) the 49% interest in the associate Salena S.r.l., whose carrying value was totally impaired in 2014 in consideration of some legal disputes among shareholders.

All such investments are accounted for using the equity method.

(i) Disclosures on Natuzzi Trading (Shanghai) Co. Ltd., joint venture

The following table shows the reconciliation of the carrying amount of the retained interest in Natuzzi Trading Shanghai as at December 31, 2020 with the carrying amount as at December 31, 2021 included in the consolidated statement of financial position.

Carrying amount as at December 31, 2020	39,991
Dividends distribution	(1,490)
Group's share of profit for the year	4,065
Elimination of amortisation of Natuzzi's trademarks	367
Elimination of intercompany profit on inventories	(634)
Amortisation of intangibles assets	(519)
Reversal of deferred tax liabilities	130
Group's share of profit for the year, net of equity method adjustments	3,409
Group's share of other comprehensive income	2,320
Carrying amount as at December 31, 2021	44,230

The following table shows the reconciliation of the carrying amount of the retained interest in Natuzzi Trading Shanghai as at December 31, 2021 with the carrying amount as at December 31, 2022 included in the consolidated statement of financial position.

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Carrying amount as at December 31, 2021		44,230
Dividends distribution		(3,697)
Share capital reduction		(3,156)
Group's share of profit for the year	3,020	
Elimination of amortisation of Natuzzi's trademarks	367	
Elimination of intercompany profit on inventories	(2,562)	
Amortisation of intangibles assets	(519)	
Reversal of deferred tax liabilities	130	
Group's share of profit for the year, net of equity method adjustments	<u>436</u>	436
Group's share of other comprehensive income		(784)
Carrying amount as at December 31, 2022		<u>37,029</u>

Summarised financial information of the joint venture Natuzzi Trading Shanghai, based on its IFRS financial statements, and reconciliation with the carrying amount of the Group's share in net assets and in profit or loss as reported in the consolidated financial statements are set out below.

Summarised statement of financial position of Natuzzi Trading Shanghai and Group's share in net assets as at December 31, 2022 and 2021

	<u>31/12/22</u>	<u>31/12/21</u>
Current assets	64,298	79,527
Non-current assets	19,833	21,619
Current liabilities	(42,049)	(50,092)
Non-current liabilities	(1,794)	(1,344)
Net Assets	40,288	49,710
Group's share in net assets – 49% of net assets	19,742	24,358
Intangible assets	2,312	2,832
Goodwill	26,140	26,140
Elimination of intercompany profit from licensing Natuzzi's trademarks	(5,727)	(6,095)
Elimination of intercompany profit on inventories	(4,860)	(2,298)
Deferred tax liabilities	(578)	(707)
Group's carrying amount of interest	<u>37,029</u>	<u>44,230</u>

As at December 31, 2022 and 2021 cash and cash equivalents, bank overdrafts and borrowings, lease liabilities current and non-current are set out below.

	<u>31/12/22</u>	<u>31/12/21</u>
Cash and cash equivalents	32,844	61,944
Bank overdrafts and borrowings	—	—
Lease liabilities current	(2,648)	(2,616)
Lease liabilities non-current	(1,794)	(1,344)
Total, net	<u>28,402</u>	<u>57,984</u>

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Summarised statement of profit or loss of Natuzzi Trading Shanghai and Group's share of profit for the year ended December 31, 2022, 2021 and 2020

	2022	2021	2020
Revenue	98,483	96,272	62,023
Cost of sales	(60,481)	(57,120)	(37,414)
Other income and expenses, net	(91)	(39)	(413)
Selling expenses	(24,473)	(23,937)	(17,685)
Administrative expenses	(5,665)	(4,983)	(2,185)
Net finance income	1,037	1,213	864
Profit before tax	8,810	11,406	5,190
Income tax expense	(2,646)	(3,111)	(1,368)
Profit for the period	6,164	8,295	3,822
Other comprehensive profit/(loss)	(1,600)	4,734	(744)
Total comprehensive profit for the period	4,564	13,029	3,078
Group's share of profit for the period – 49%	3,020	4,065	1,873
Elimination of amortisation of Natuzzi's trademarks	367	367	367
Elimination of intercompany profit on inventories	(2,562)	(634)	(396)
Amortisation of intangible assets	(519)	(519)	(519)
Deferred tax liabilities	130	130	130
Group's share of profit/(loss), net of equity method adj.	436	3,409	1,455
Group's share of other comprehensive income/(loss) for the period	(784)	2,320	(365)
Group's share of total comprehensive income/(loss) for the period	(348)	5,729	1,090
Dividends received by the Group	3,697	1,490	2,335

For the years ended December 31, 2022, 2021 and 2020, depreciation and amortisation, interest income, interest expense and income tax expense are set below.

	2022	2021	2020
Depreciation and amortisation	1,945	4,507	4,106
Interest income	1,729	1,529	1,256
Interest expense	692	316	392
Income tax expense	2,646	3,111	1,368

(ii) Disclosures on Nars Miami LLC, associate

Nars Miami LLC, an immaterial associate, is engaged in the sale of the Group's upholstery furniture and home furnishings accessories to end customers, under a franchisee agreement. The principal place of business of such associate is in Miami, Florida (USA).

(iii) Disclosures on Natuzzi Texas LLC, joint venture

Natuzzi Texas LLC is an immaterial joint venture, set up in 2021, which is engaged in the sale of the Group's Natuzzi upholstery furniture and home furnishings accessories to end consumers through directly-operated single-brand stores (Natuzzi Italia stores). The company opened its first store in February 2022.

(iv) Disclosures on Natuzzi Stores (UK) Ltd, associate

Natuzzi Stores (UK) Ltd is an immaterial associate, in which the Group acquired a 30% stake in early 2021. Natuzzi Stores (UK) Ltd is engaged in the sale of upholstered furniture and home furnishings accessories to end consumers through directly-operated Natuzzi Italia mono-brand stores.

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12. Other non-current receivables

Other non-current receivables consist of the following:

	31/12/22	31/12/21
Security deposits for lease contracts	5,776	4,557
Receivable from disposal of assets	118	297
Total	5,894	4,854

The receivable from disposal of assets is the long-term portion of receivables derived from the sale of the security and doorkeeping services branch to a third-party which occurred in 2014.

13. Other assets (non-current and current)

Other assets are analysed as follows:

	31/12/22	31/12/21
Advances to suppliers	4,697	5,842
Deferred delivery and commission costs related to finished goods	1,655	4,831
Deferred costs for Natuzzi Display System	1,579	1,676
Deferred costs for slotting fees	725	868
Deferred costs for Service-Type Warranty	209	205
Other prepaid expenses and accrued income	560	305
Total other assets	9,425	13,727
Less current portion	(7,973)	(12,309)
Non-current portion	1,452	1,418

“Advances to suppliers” represent advance payments for raw materials, services and other expenses.

“Deferred delivery and commission costs related to finished goods” are related to the deferral of shipping and handling costs and commission expenses for finished goods that had not been delivered at year-end.

“Deferred costs for Natuzzi Display System” refer to the deferred costs incurred by the Company to purchase store fittings, which are then sold to retailers and used to set up their stores (“Natuzzi Display System” – NDS). Such costs are recognised over the life of the distribution contract signed with the retailer (usually five years).

“Deferred costs for slotting fees” refer to contributions made by the Company to retailers to prepare the retailer’s system to accept and sell the Group’s products. Such fees are recognised over the life of the contract signed with the retailers (usually five years).

“Deferred costs for Service-Type Warranty” refer to the deferral of costs incurred by the Company for the sale of a service-type warranty to end customers, considering that this insurance is provided by a third-party. Such costs are recognised over the life of the contractual insurance period, which is five years.

14. Inventories

Inventories are analysed as follows:

	31/12/22	31/12/21
Leather and other raw materials	27,003	27,006
Goods in process	10,464	14,090
Finished goods	32,653	39,115
Total	70,120	80,211

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The following tables summarise the changes to the provision for slow moving and obsolete raw materials and finished goods included in inventories for the years ended December 31, 2022 and 2021.

	31/12/22	31/12/21
Balance at beginning of year	15,568	13,059
Additions	1,819	3,413
Reductions	(981)	(904)
Balance at end of year	16,406	15,568

The additions and reductions are included in “cost of sales”.

For the years ended December 31, 2022, 2021 and 2020, inventories of 190,023, 168,492 and 126,580, respectively, were recognised as an expense and included in “cost of sales” (see note 32).

There are no pledged inventories that could be limited in their availability.

15. Trade receivables

Trade receivables are due primarily from distributors and retailers who sell directly to end customers.

Trade receivables disaggregated by nature of the relationship with the customers are as follows:

	31/12/22	31/12/21
Third parties	37,203	38,556
Related parties	7,457	8,028
Gross trade receivables	44,660	46,584
Allowance for doubtful accounts	(5,604)	(5,325)
Total trade receivables	39,056	41,259

Transactions with related parties are conducted at arm’s length (see note 42).

Trade receivables by geographic region are analysed as follows:

	31/12/22	31/12/21
Italian customers	10,124	10,678
Other European customers	10,761	12,252
North American customers	8,233	7,232
Chinese customers	5,589	7,059
South American customers	5,047	4,956
Other foreign customers	4,906	4,407
Gross trade receivables	44,660	46,584
Provision for doubtful accounts	(5,604)	(5,325)
Total trade receivables	39,056	41,259

The following tables provide the movements in the provision for doubtful accounts for the years ended December 31, 2022 and 2021.

	31/12/22	31/12/21
Balance at beginning of year	5,325	7,881
Charges – bad debt expense	330	76
Reductions – write off of uncollectible amounts	(95)	(2,015)
Foreign exchange effect	44	—
Reductions – reversal to profit and loss	—	(617)
Balance at end of year	5,604	5,325

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The Parent sold trade receivables to a financial institution for cash advances (for further details, see note 30(C)(iii)). These trade receivables have not been derecognized from the statement of financial position, because the Parent retains substantially all of the risks and rewards – primarily credit risk. The amount received on their transfer has been recognised as a secured bank borrowing (see note 25). The arrangement with the financial institution is such that the customers remit cash directly to the Parent and the Parent transfers the collected amounts to the financial institution. The receivables are considered to be held within a held-to-collect business model consistent with the Group’s continuing recognition of the receivables.

The following information shows the reporting-date carrying amount of trade receivables that have been transferred but have not been derecognised and the associated liabilities.

	<u>31/12/22</u>	<u>31/12/21</u>
Carrying amount of trade receivables transferred	18,670	29,778
Carrying amount of associated liabilities	(17,307)	(26,341)
Total, net	<u>1,363</u>	<u>3,437</u>

Information about the Group’s exposure to credit risk and impairment losses for trade receivables is included in note 30(C)(ii-a).

16. Other current receivables

Other current receivables are analysed as follows:

	<u>31/12/22</u>	<u>31/12/21</u>
VAT	3,051	3,588
Receivables from National Institute for Social Security	3,823	3,187
Receivables from VITA Group	—	1,374
Receivables for share capital reduction	3,337	—
Other	6,068	2,869
Total	<u>16,279</u>	<u>11,018</u>

The “VAT” receivables include value added taxes and related interest reimbursable to the various companies of the Group. While currently due at the reporting date, the collection of the VAT receivable may extend over a maximum period of up to two years.

The “Receivables from National Institute for Social Security” represent the amounts anticipated by the Company on behalf the governmental institute related to salaries and wages for those workers and employees subject to temporary work force reduction.

The “Receivables from VITA Group” is related to the disposal of the subsidiary IMPE S.p.A.. For further details on such receivable and disposal, reference should be made to note 7.

The "Receivables for share capital reduction" derives from the reduction of the share capital which was approved by the shareholders of the joint venture Natuzzi Trading Shanghai Co, Ltd. in October 2022 and collected in January 2023.

The “Other” caption primarily includes certain receivables related to green incentives for photovoltaic investment.

17. Cash and cash equivalents

Cash and cash equivalents are analysed as follows:

	<u>31/12/22</u>	<u>31/12/21</u>
Cash on hand	89	201
Bank accounts	54,386	53,271
Total	<u>54,475</u>	<u>53,472</u>

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The following tables show the Group's cash and cash equivalents broken-down by region.

	31/12/22	31/12/21
Europe	32,779	36,550
China	15,355	9,938
North America	4,482	5,924
South America	1,498	786
Other	361	274
Total	54,475	53,472

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

	31/12/22	31/12/21	31/12/20
Cash and cash equivalents in the statement of financial position	54,475	53,472	48,187
Bank overdrafts repayable on demand	(1,754)	(1,223)	(2,111)
Cash and cash equivalents in the statement of cash flows	52,721	52,249	46,076

Bank overdrafts repayable on demand form an integral part of the Group's cash management (see note 25).

18. Share capital, reserves and retained earnings

As at December 31, 2022, 2021 and 2020 the equity attributable to owners of the Company is analysed as follows:

	31/12/22	31/12/21	31/12/20
Share capital	55,073	54,853	54,853
Reserves	23,292	17,449	13,043
Retained earnings	9,493	10,033	6,448
Total	87,858	82,335	74,344

As at December 31, 2022, the Company's share capital, which is totally authorized and issued, is composed of 55,073,045 ordinary shares with par value of Euro 1 each, for a total of 55,073. The share capital increase derives from the subscription of 220,000 shares by one of the beneficiaries of the stock option plan approved by the Company in July 2022. For further information regarding the stock option plan, see note 21.

Ordinary shareholders have the right to receive dividends, as approved by shareholders' meetings, and to express one vote per each share owned.

Share capital is owned, as at December 31, 2022, 2021 and 2020, as follows:

	31/12/22	31/12/21	31/12/20
Mr. Pasquale Natuzzi	56.2%	56.5%	56.5%
Mrs. Anna Maria Natuzzi	2.6%	2.6%	2.6%
Mrs. Annunziata Natuzzi	2.5%	2.5%	2.5%
Other investors	38.7%	38.4%	38.4%
Total	100.0%	100.0%	100.0%

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An analysis of “Reserves” is as follows:

	31/12/22	31/12/21	31/12/20
Legal reserve	10,971	10,971	10,971
Majority shareholder capital contribution	488	488	488
Shareholders: unpaid share capital	(165)	—	—
Share premium reserve	175	—	—
Stock option reserve	824	—	—
Reserve for gain on disposal of Non-controlling interests	4,219	1,088	—
Foreign operations translation reserve	5,468	5,899	1,954
Remeasurement of defined benefit plan	1,312	(997)	(370)
Total	23,292	17,449	13,043

The “Legal reserve” is connected to the requirements of the Italian law, which provide that 5% of net income of the Parent Company is retained as a legal reserve, until such reserve is 20% of the issued share capital. The legal reserve may be utilized to offset losses; any portion which exceeds 20% of the issued share capital is distributable as dividends. The legal reserve totaled 10,971 as at December 31, 2022, 2021 and 2020.

The “Majority shareholder capital contribution” is one of the Parent Company’s reserves, which is restricted for capital grants received.

The “Shareholders: unpaid share capital” reserve is related to the part of the share capital subscribed by the beneficiary of the stock options and not yet paid.

The “Share premium reserve” refers to the value of the service provided by the beneficiary who subscribed to the stock option, for the portion accrued in 2022.

The “Stock option reserve” represents the value of the services provided as at 31 December 2022 by the beneficiaries of stock option plan and includes both the part accrued but not yet exercised and the part relating to the tranche not yet expired.

The “Reserve for gain on disposal of Non-controlling interests” was increased in 2022 by the recognition, for the share pertaining to the Group, of the contribution by the new shareholder Troung Thanh Furniture (TTF) who carried out the relevant payment in March 2022 for the acquisition of 20% stake in Natuzzi Singapore PTE LTD. For further details on this transaction, reference should be made to note 2.

The “Foreign operations translation reserve” relates to the translation of foreign subsidiaries’ financial statements for those subsidiaries which have assessed their functional currency being different from Euro.

The “Remeasurement of defined benefit plan” refers to the calculation of the present value of the employees’ leaving entitlement at each reporting date, in compliance with applicable regulations and adjusted to take into account actuarial gains or losses. In particular, such actuarial gains or losses are reported in OCI (see note 4 (q)).

OCI accumulated in reserves, net of tax, is reported in the following tables.

	31/12/22	31/12/21	31/12/20
Foreign operation translation	5,468	5,899	1,954
Remeasurement of defined benefit plan	1,312	(997)	(370)
Owners of the Company	6,780	4,902	1,584
Non-controlling interests	144	(27)	(119)
Total OCI	6,924	4,875	1,465

The disaggregation of changes of OCI by each type of reserve in equity is shown in the tables below.

Year ended December 31, 2022

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	Foreign operations translation reserve	Remeasurement of defined benefit plan	Total
Exchange difference on translation of foreign operations	524	—	524
Share of OCI of equity-method investees	(784)	—	(784)
Actuarial gains/(losses) on employees' leaving entitlement	—	2,309	2,309
Total	(260)	2,309	2,049

Year ended December 31, 2021

	Foreign operations translation reserve	Remeasurement of defined benefit plan	Total
Exchange difference on translation of foreign operations	1,709	—	1,709
Share of OCI of equity-method investees	2,328	—	2,328
Actuarial gains/(losses) on employees' leaving entitlement	—	(627)	(627)
Total	4,037	(627)	3,410

Year ended December 31, 2020

	Foreign operations translation reserve	Remeasurement of defined benefit plan	Total
Exchange difference on translation of foreign operations	(3,575)	—	(3,575)
Share of OCI of equity-method investees	(373)	—	(373)
Actuarial gains/(losses) on employees' leaving entitlement	—	(212)	(212)
Total	(3,948)	(212)	(4,160)

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital.

The Group monitors capital using a ratio of "net debt" to "equity". Net debt is calculated as total liabilities (as shown in the consolidated statement of financial position) less cash and cash equivalents. Equity comprises all components of equity. As at December 31, 2022, the Group's policy is to keep the ratio below 3.20.

The Group's net debt to equity ratio as at December 31, 2022 and 2021 is as follows:

	31/12/22	31/12/21
Total liabilities	276,051	306,186
Less cash and cash equivalents	(54,475)	(53,472)
Net debt (a)	221,576	252,714
Total equity (b)	92,556	83,846
Net debt to equity ratio (a/b)	2.39	3.01

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19. Long-term borrowings

Long-term borrowings (debts) as at December 31, 2022 and 2021 consist of the following:

	31/12/22	31/12/21
Three-month Euribor (360) plus a 2.2% spread long-term debt with final payment due August 2022	—	139
Six-month Euribor (360) plus a 2.75% spread long-term debt with final payment due December 2022	—	92
Three-month Euribor (360) plus a 1.9% spread long-term debt with final payment due June 2023	—	621
Six-month Euribor (360) plus a 2.5% spread long-term debt with final payment due August 2023	2,344	2,946
11.76% fixed long-term debt with final payment due October 2023	116	216
Six-month Euribor (360) plus a 2.75% spread long-term debt with final payment due March 2025	3,215	4,646
2.3% fixed long-term debt with final payment due January 2026	3,451	4,518
No interest rate long-term debt with final payment due September 2027	345	395
0.21% fixed long-term debt with final payment due December 2030	2,916	2,963
80% of six-month Euribor (360) plus a 0.95% spread long-term debt with final payment due January 2035	864	903
Three-month Euribor (360) plus a 2.00% spread long-term debt with final payment due December 2027	4,000	—
0.055% fixed long-term debt with final payment due December 2025	38	—
Total long-term borrowings	17,289	17,439
Less current installments	(5,806)	(3,862)
Long-term borrowings, excluding current installments	11,483	13,577

While in 2021 both the three-month and six-month Euribor (360) were negative, during 2022 they were positive as a result of increased inflation. Therefore, during 2022 actual range of rates are from 0.68% and 4.48%.

In March 2021, the Parent Company, following the sale of its former subsidiary IMPE S.p.A., assumed the residual debt of the loan received by IMPE S.p.A. in 2017 for a nominal amount of 1,000 to be repaid in monthly installments up to August 2022. This loan was paid off regularly in early January 2022.

In 2018, the Romanian subsidiary obtained a long-term debt from a financial institution, amounting to 206. Such loan has installments repayable on a monthly basis starting from October 2020 and ending in December 2022. This loan was paid off regularly in December 2022.

In November 2017, the Company incurred long-term debt for a 2,000 nominal amount with installments payable on a monthly basis and with final payment due June 2023. This long-term debt provides for variable interest installments determined based on the three-month Euribor (360) plus a 1.9% spread. The loan has a residual amount as at 31 December 2022 equal to zero since it was repaid early in January 2022.

A loan of nominal 10,000 was incurred in 2015 by the Romanian subsidiary. The loan was payable on a monthly basis starting from August 2015. In August 2017 and July 2019, the subsidiary negotiated a rescheduling of the loan's repayment with the bank. In particular, the loan, remaining at year-end in the amount of 2,344 is due by August 2023, and the new amortisation schedule provides for monthly installments and a lump sum repayment of 1,944, due on maturity. The variable interest rate is six-month Euribor (360) plus a 2.5% spread. The loan is guaranteed by a mortgage on the Romanian plant for an amount of 16,628, and is subject to the following covenants: (a) cash receipts \geq 60% turnover; (b) earnings before

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interest, taxes, depreciation and amortisation (EBITDA) $\geq 4.5\%$; (c) net debt/EBITDA ≤ 3 ; (d) debt service cover ratio ≥ 1.35 . The Romanian subsidiary was in compliance with the covenants required.

In May 2020, the Brazilian subsidiary obtained a long-term loan from a financial institution, amounting to 314. This loan has been obtained as part of the COVID-19 measures to support business approved by the Brazilian government. Such loan has installments repayable on a monthly basis starting from 2020, after the six-month interest-only period, and ending in October 2023. This long-term debt, of which 116 remains at year-end, provides for variable installments determined based on 11.76% interest rate.

In March 2021, the Romanian subsidiary obtained a long-term loan of 5,000 which provides for variable interest installments determined based on the six-month Euribor (360) plus a 2.75% spread. This loan, of which 3,215 remains at year-end, is backed by a 90% state-guarantee and ends in March 2025. The first installment, after the five-month interest only period, was paid on October 2021.

In July 2017, the Company incurred long-term debt for a 7,000 nominal amount with installments payable on a monthly basis, fixed interest rate of 2.3% and with final payment due January 2026. This long-term fixed-rate debt, of which 3,451 remains at year-end, is assisted by a mortgage on the properties located in Matera (Italy) for an amount of 14,000.

In March 2020, the Swiss subsidiary obtained a long-term loan from a financial institution, amounting to 378. This loan has been obtained as part of the COVID-19 measures to support business approved by the Swiss government. Such loan has installments repayable on a six-month basis starting from 2022 and ending in September 2027. This long-term debt, of which 345 remains at year-end, has no interest rate.

In December 2019, the Company incurred long-term debt for a 4,181 nominal amount with installments payable on semi-annual basis, fixed interest rate of 0.21% and with final payment due December 2030. This long-term debt, of which 2,916 remains at year-end, is guaranteed by a mortgage on the properties located in Ginosa, Laterza and Santeramo in Colle (Italy) for a total amount of 13,936.

In December 2019, one of the Italian subsidiaries incurred long-term debt for a 435 nominal amount with installments payable on semi-annual basis and with final payment due January 2035. This long-term debt, of which 863 remains at year-end following a further disbursement obtained in 2021, provides for variable interest installments determined based on the 80% of six-month Euribor (360) plus 0.95% spread. Such loan is guaranteed by a mortgage on the properties located in Pozzuolo del Friuli (Italy) for a total amount of 3,000.

In January 2022, the Parent obtained a long-term loan from a financial institution, amounting to 4,000. This loan, which is guaranteed by an Italian governmental authority, has been made available by the Italian government as part of the COVID-19 measures to support businesses. Such loan has installments repayable on a quarterly basis starting from January 2023, after the 12-month interest-only period, and ending in December 2027. This long-term debt provides for variable interest installments determined based on the three-month Euribor (360) plus a 2.00% spread.

In March 2022, the Parent obtained a long-term loan from a financial institution, amounting to 38. This loan, which is guaranteed by an Italian governmental authority, has been made available as part of the measures to support the participation by the Group to furniture fairs. Such loan has installments repayable on a semi-annual basis starting from June 2023, after the 12-month interest-only period, and ending in December 2025. This long-term debt provides for a 0.055% subsidized fixed interest installments.

During 2022 and 2021, the Company made all installment payments related to the aforementioned long-term borrowings.

Interest expense related to long-term borrowings for the years ended December 31, 2022, 2021 and 2020 is 423, 405 and 405, respectively. Interest due is paid with the related installment.

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20. Lease liabilities (non-current and current)

The non-current and current portion of the lease liabilities as at December 31, 2022 and 2021 is as follows:

	31/12/22	31/12/21
Non-current portion of the lease liabilities	41,024	46,592
Current portion of the lease liabilities	10,825	10,546
Total	51,849	57,138

Changes in the carrying amount of the lease liabilities for the year ended December 31, 2022 and 2021 are reported in the following tables.

	31/12/22	31/12/21
Balance at beginning of year	57,138	53,593
Additions for new leases	7,909	3,194
Interest expenses	2,877	2,603
Lease payments	(12,926)	(12,693)
Disposal of leases	(2,568)	(58)
Adjustments due to remeasurements	(227)	9,084
Adjustments due to modifications	(167)	41
Covid-19 rent concessions	(635)	(1,515)
Effect of translation adjustments	448	2,889
Balance at end of year	51,849	57,138

As at December 31, 2022, the incremental borrowing rate is within the range of 3% and 12% (the same range as at December 31, 2021).

The maturity analysis of the contractual undiscounted cash flows of the lease liabilities as at December 31, 2022 and 2021 are reported in the tables below.

	31/12/22	31/12/21
Less than one year	13,404	13,130
One to five years	35,116	38,419
More than five years	12,820	14,305
Total undiscounted lease liabilities	61,340	65,854

Some property leases contain extension options exercisable by the Group up to one year before the end of the non-cancellable contract period. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control. The Group has estimated that the potential future lease payments, should it exercise the extension option, would result in an increase in lease liability of 26,254 (22,015 as at December 31, 2021).

The Group negotiated rent concessions with its landlords for some of its retail store leases as a result of the severe impact of the COVID-19 pandemic during the year. The Group applied the practical expedient for COVID-19-related rent concessions consistently to eligible rent concessions relating to its retail store leases. The amount recognised in profit or loss for the years ended December 31, 2022 and 2021 to reflect changes in lease payments arising from rent concessions to which the Group has applied the practical expedient for COVID-19-related rent concessions is 635 and 1,515, respectively.

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21. Employees' leaving entitlement

Changes to employees' leaving entitlement occurring during 2022 and 2021 are analysed as follows:

	<u>31/12/22</u>	<u>31/12/21</u>
Balance at beginning of year	15,588	15,747
Current service cost	80	103
Interest expense	151	51
Benefits paid	(446)	(940)
Actuarial losses/(gains)	(2,309)	627
Balance at end of year	<u>13,064</u>	<u>15,588</u>

The employees' leaving entitlement refers to a defined benefit plan provided for by the Italian legislation due and payable upon termination of employment, assuming immediate separation (see note 4(q)).

The principal assumptions used in determining the present value of such defined benefit obligation ("DBO") related to the employee benefit obligation are reported as follows:

	<u>31/12/22</u>	<u>31/12/21</u>
Annual discount rate	3.63%	0.98%
Annual future salary increase rate	2.30%	1.75%
Annual inflation rate	2.30%	1.75%
Annual DBO increase rate	3.23%	2.81%
Mortality	RG48 mortality tables published by the General State Accounting	
Inability	National Institute for Social Security tables, by age and sex	
Retirement	100% upon achievement of AGO requisites	
Annual frequency of turnover	2.00%	2.00%
Annual frequency of DBO advances	2.00%	2.00%

A quantitative sensitivity analysis for significant assumptions impacting the DBO as at December 31, 2022 and 2021 is reported as follows:

	<u>31/12/22</u>	<u>31/12/21</u>
+1% on turnover rate	70	(118)
-1% on turnover rate	(76)	130
+0.25% on annual inflation rate	175	232
-0.25% on annual inflation rate	(172)	(227)
+0.25% on annual discount rate	(268)	(362)
-0.25% on annual discount rate	276	375

The sensitivity analysis above has been determined based on a method that extrapolates the impact on the defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analysis is based on a change in a significant assumption, keeping all other assumptions constant. Such analysis may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

The following are the expected payments of the employees' leaving entitlement in future years:

	<u>31/12/22</u>	<u>31/12/21</u>
Within 1 year	1,027	769
Between 2 and 5 years	2,857	3,223

The average duration of the defined benefit plan as at December 31, 2022 and 2021 are 9.5 and 10.5 years, respectively.

Employee benefits

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Share-based payment arrangements

The grant-date fair value of equity-settled share-based payment arrangements granted to employees is generally recognised as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant-date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

A. Description of share-based payment arrangement

In 2022, the Group adopted a stock option plan.

In particular, on July 1, 2022, the extraordinary shareholders' meeting of Natuzzi S.p.A. approved the "Natuzzi 2022-2026" Stock Option Plan for the Natuzzi Group's key employees and directors (the "SOP") and granted the Company's Board of Directors the right to carry out an increase in the share capital of Natuzzi S.p.A., in one or more tranches, with the exclusion of preemptive rights that will be necessary to issue ordinary shares of the Company to the beneficiaries under the SOP.

On July 15, 2022, Natuzzi S.p.A. entered into an award agreement with each of three key officers of the Natuzzi Group having strategic functions. The award agreements have the following characteristics:

- The beneficiaries of the awards have the right to exercise a predetermined number of options to purchase ordinary shares of Natuzzi S.p.A.;
- The right to exercise options by each beneficiary is subject to the continuation of the relevant working relationship as specified in the individual award agreements;
- If the continuation of the relevant working relationship requirement is met, then the beneficiary of the award will be entitled to exercise the options on the dates specified in the relevant individual award agreement;
- The award agreement also regulates specific events such as termination of continuous service status, disability, death, change in control and delisting of Natuzzi S.p.A.

The ordinary shares of Natuzzi S.p.A. are listed on the New York Stock Exchange ("NYSE") in the form of American Depositary Shares ("ADSs"), issued by a U.S. depository bank. Each ADS represents 5 ordinary shares of Natuzzi S.p.A.

To determine the fair value of an option, it is necessary to compare the price of the underlying ADS of the Company with the strike price relating to each tranche subject to evaluation, the latter multiplied by 5, since each ADS represents 5 ordinary shares of Natuzzi S.p.A.

The terms and conditions of the award agreements entered into as at 31 December 2022 are set forth below.

Grant date/beneficiaries	Number of equity-based instruments	Vesting conditions	Contractual life of the options
Three key officers having strategic functions – July 15, 2022	562,512 ADSs equivalent to 2,812,560 ordinary shares	Continuous service status until the vesting date	From 1 to 6 years

In particular, the number of ordinary shares of Natuzzi S.p.A. that each of the three beneficiaries can subscribe for pursuant to the relevant award agreements is broken down below and shown in terms of ADS equivalent.

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Vesting Date	Beneficiary 1	Beneficiary 2	Beneficiary 3	Total
15/Aug/22	36,533	6,583	44,000	87,116
31/May/23	54,800	9,874	33,000	97,674
31/May/24	54,800	9,874	38,338	103,012
31/May/25	73,067	13,165	5,338	91,570
31/May/26	73,067	13,165	5,338	91,570
31/May/27	73,067	13,165	5,338	91,570
Total	365,334	65,826	131,352	562,512

The date by which the options can be exercised is December 31, 2027 for beneficiaries 1 and 2 and December 31 of each vesting year up to December 31, 2027 for beneficiary 3. In particular, beneficiary 3 has been granted two sets of stock options with different exercise prices: the first set vesting through December 31, 2024 and granting such beneficiary the right to subscribe for up to 550,000 ordinary shares of Natuzzi S.p.A. (equivalent to 110,000 ADSs) and the second set vesting through December 31, 2027 and granting such beneficiary the right to subscribe for up to 106,760 ordinary shares of Natuzzi S.p.A. (equivalent to 21,352 ADSs).

B. Measurement of fair values

The fair value of the stock options granted to each of the three beneficiaries has been measured based on the binomial tree model by Cox, Ross e Rubinstein (binomial tree lattice model). Service and non-market performance conditions attached to the arrangements were not taken into account in measuring fair value.

The inputs used in the measurement of the fair values at grant date of the stock options were as follows:

Input data	Beneficiary 1	Beneficiary 2	Beneficiary 3 (sub 1)	Beneficiary 3 (sub 2)
Fair value of the ADS option at grant date	\$ 4.3900	\$ 4.3000	\$ 4.5300	\$ 3.3700
EURUSD exchange rate at grant date	n.a.	n.a.	1.0059	n.a.
Closing price of the ADS at grant date	\$ 8.8700	\$ 8.8700	\$ 8.8700	\$ 8.8700
Currency of the exercise price	U.S. dollar	U.S. dollar	Euro	U.S. dollar
Exercise price	\$ 14.5950	\$ 15.3450	\$ 5.0295	\$ 15.6000
Expected volatility of the stock price (weighted-average)	67.73%	67.73%	67.73%	67.73%
Expected volatility of the EURUSD exchange rate	n.a.	n.a.	7.27%	n.a.
Expected life (weighted-average) *	2.72 years	2.72 years	0.51 years	0.59 years
Expected dividends	—	—	—	—
Risk-free interest rate (based on government bonds)	2.80%	2.80%	2.80%	2.80%

(*) average of the different vesting dates.

Expected volatility has been based on an evaluation of the historical volatility of both the price of the underlying ADSs of Natuzzi S.p.A. and EURUSD exchange rate, in particular by considering the relevant time series of the preceding 260 business days.

The total fair value of the SOP as at July 15, 2022, as determined by the abovementioned financial method, was equal to \$2,458,542.

C. Reconciliation of outstanding share options

The number and weighted-average exercise prices of the stock options granted in 2022 are the following:

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	Number of options (ADS)		Weighted-average exercise price (ADS)
Outstanding as at January 1, 2022	—		—
Granted during the year	562,512	\$	12.85
Forfeited during the year	—		—
Exercised during the year	44,000	\$	5.03
Outstanding as at December 31, 2022	518,512	\$	13.51
Exercisable as at December 31, 2022	43,116	\$	14.71

There are no further options granted during the year in addition to those granted on 15 July 2022. Furthermore, since the Group did not have a stock option plan in 2021 and 2020, no comparative information has been provided.

As at December 31, 2022, only one beneficiary exercised the vested portion of its options (August 15, 2022 being the vesting date), by subscribing for 220,000 ordinary shares (equivalent to 44,000 ADSs) at the exercise price of €1.00 per ordinary share (equal to €5.00 per ADS), and paying 25% of the applicable purchase price equal to 55,000. At the same time, upon the capital increase of 220,000, Natuzzi S.p.A. recognized a receivable from the same beneficiary for the unpaid portion of the purchase price equal to 165,000.

22. Contract liabilities (non-current and current)

Contract liabilities as at December 31, 2022 and 2021 consist of the following:

	31/12/22	31/12/21
Advance payments from customers	15,735	19,206
Deferred income from licensing of Natuzzi's trademarks	5,960	6,343
Deferred revenue for Natuzzi Display System	2,049	2,178
Deferred revenue for Service-Type Warranty	406	475
Total contract liabilities	24,150	28,202
Less current portion	(17,124)	(20,797)
Non-current portion	7,026	7,405

“Advance payments from customers” are related to considerations received by the Group upon sale of the Group's products, and before their delivery to end customers.

“Deferred income from licensing Natuzzi's trademarks” refers to the deferral of revenue deriving from licensing Natuzzi's Trademarks, to the former subsidiary Natuzzi Trading Shanghai. Such revenue, in the amount of 5,960 (net of the elimination of intercompany profit on the transaction), has been deferred over the useful life (20 years) of the licensed trademarks.

“Deferred revenue for Natuzzi Display System” refers to the deferral of revenue deriving from the sale of store fittings to retailers, which are used to set up their stores (“Natuzzi Display System” – NDS). Such revenue is recognised over time based on the length of the distribution contract signed with the retailer (usually five years).

“Deferred revenue for Service-Type Warranty” refers to the deferral of revenue deriving from the sale of a service-type warranty to end customers, which is recognised over time based on the contractual length of the insurance period (five years).

The amount of revenue recognised for the years ended December 31, 2022, 2021 and 2020 that was included in the opening contract liabilities balance amounts to 20,797, 16,150 and 14,014, respectively.

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23. Provisions (non-current and current)

Provisions as at December 31, 2022 and 2021 consist of the following:

	31/12/22	31/12/21
Provision for legal claims	8,626	9,403
Provision for tax claims	64	229
Provision for warranties	3,114	2,839
Termination indemnities for sales agents	742	940
Total provisions	12,546	13,411
Less current portion	(3,114)	(2,839)
Non-current portion	9,432	10,572

The provision for legal claims includes the amounts accrued by the Group for the probable contingent liability related to legal procedures initiated by several third parties as result of past events.

The provision for tax claims refers to the amounts accrued by the Group for the probable liability that will be paid to settle some tax claims.

The provision for warranties includes the estimated liabilities for the Group's obligation to repair or replace faulty products under the assurance warranty terms (see notes 4(r) and 4(t)). The warranty claims for the finished products sold are estimated based on past experience of the level of repairs, faulty products and disputes with customers. The Company expects that these costs will be incurred mainly in the next financial year. Significant assumptions used to calculate the provision for such assurance type warranty are the warranty period for all products sold, current sales levels and historical information available about repairs, faulty products and dispute with customers.

The termination indemnities for sales agents refer to termination indemnities, provided for by Italian law, due to the Group's agents upon termination of their agreement with the Company or relevant subsidiary.

Changes in the above provisions for the years ended December 31, 2022 and 2021 are analysed as follows:

	Provision for legal claims	Provision for tax claims	Provision for warranties	Termination indemnities for sales agents	Total
Balance as at December 31, 2020	12,865	360	3,745	1,049	18,019
Provisions made during the year	1,110	—	455	237	1,802
Provisions used during the year	(4,572)	(105)	(1,339)	(346)	(6,362)
Provisions reversed during the year	—	(26)	(22)	—	(48)
Balance as at December 31, 2021	9,403	229	2,839	940	13,411
Provisions made during the year	4,785	—	1,774	75	6,634
Provisions used during the year	(4,888)	(165)	(1,499)	(273)	(6,825)
Provisions reversed during the year	(674)	—	—	—	(674)
Balance as at December 31, 2022	8,626	64	3,114	742	12,546

As at December 31, 2022, the provision for legal claims refers for 7,163 (8,608 as at December 31, 2021) to the probable contingent legal liability related to legal procedures initiated by 147 workers against the Company for the misapplication of the social security procedure "CIGS—Cassa Integrazione Guadagni Straordinaria". According to the "CIGS" procedure, the Company pays a reduced salary to the worker for a certain period of time based on formal agreements signed with the Trade Unions and other Public Social parties. In particular, these 147 workers are claiming in the legal procedures that the Company applied the "CIGS" during the period from 2004 to 2016 without foreseeing any time rotation. In May 2017, the Company received from the Italian Supreme Court of Justice ("Corte di Cassazione") an adverse verdict for the above litigation related only to two workers. Based on this unfavorable verdict, the Company, with the support of its legal counsel, has assessed that the liability for legal procedures initiated by all the 147 workers is 7,163.

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24. Deferred income for government grants

Changes in the carrying amount of deferred income for government grants for the years ended December 31, 2022 and 2021 are analysed as follows:

	31/12/22	31/12/21
Balance at beginning of year	12,754	12,458
Additions	1,204	1,725
Credit to profit or loss	(1,716)	(1,429)
Balance at end of year	12,242	12,754

Government grants are related to benefits the Group obtained in 2022 and previous years from the Italian government as part of the incentive programs for under-industrialised regions in Southern Italy. They have been received to compensate the Group for the purchase of certain items of property, plant and equipment and for certain expenses mainly related to research projects. Deferred income for grants related to property, plant and equipment are credited to profit or loss on a straight-line basis over the expected lives of the related assets. Deferred income for grants related to expenses are credited to profit or loss in the periods in which the costs are recognised.

There are no unfulfilled conditions or contingencies attached to these grants, except for that in accordance with the terms of some grants, the Group is prohibited from selling certain items of property, plant and equipment for a period of five years from the date on which the related grant was finally approved by the Italian governmental agency. As at December 31, 2022 the carrying amount of those property, plant and equipment that were actually realized in 2022 amounted to 4,665.

25. Bank overdrafts and short-term borrowings

Bank overdrafts and short-term borrowings as at December 31, 2022 and 2021 are analysed as follows:

	31/12/22	31/12/21
Bank overdrafts	1,754	1,223
Borrowings related to a recourse factoring agreement	17,307	26,341
Borrowings secured with trade receivables not part of factoring agreement	9,703	8,327
Borrowings unsecured	490	256
Total	29,254	36,147

The weighted average interest rates on the bank overdrafts and short-term borrowings for the years ended December 31, 2022 and 2021 are as follows:

	2022	2021
Bank overdrafts	5.12%	5.53%
Borrowings	3.30%	3.92%

As at December 31, 2022, the unused portion of credit facilities available to the Group, for which no commitment fees are due, amount to 24,307 (14,947 as at December 31, 2021). Such unused portion is related to a recourse factoring agreement for export-related trade receivables (21,330), borrowings to be secured with trade receivables (728) and bank overdrafts (2,249).

26. Trade payables

Trade payables as at December 31, 2022 and 2021 are analysed as follows:

	31/12/22	31/12/21
Invoices received - supplier not part of factoring facility	42,609	52,110
Invoices received - supplier factoring facility	14,294	13,581
Accruals for invoices to be received	21,496	23,524
Total	78,399	89,215

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Trade payables mainly represent amounts payable for purchases of goods and services in Italy and abroad.

Trade payables include amounts due to related parties amounting to 59 and nil as at December 31, 2022 and 2021, respectively (see note 42).

The Parent participates in a supply chain finance programme (SCF) under which certain of its suppliers may elect to receive early payment of their invoices from a bank by factoring their receivables from the Parent. Under the arrangement, a bank agrees to pay amounts to a participating supplier in respect of invoices owed by the Parent and receives settlement from the Parent at a later date. The principal purpose of this programme is to facilitate efficient payment processing and enable the willing suppliers to sell their receivables due from the Parent to a bank before their due date.

The Parent has not derecognised the original liabilities to which the arrangement applies because neither a legal release was obtained nor was the original liability substantially modified on entering into the arrangement. From the Parent's perspective, the arrangement does not significantly extend payment terms beyond the normal terms agreed with other suppliers that have not elected to participate in the program. The Parent, therefore, presents the amounts factored by these suppliers as trade payables because the nature and function of the financial liability remain the same as those of other trade payables but discloses disaggregated amounts in this note. All payables under the SCF program are classified as current as at December 31, 2022 and 2021.

The payments to the bank are included within operating cash flows because they continue to be part of the Group's normal operating cycle and their principal nature remains operating – i.e., payments for the purchase of goods and services.

27. Other payables

Other payables as at December 31, 2022 and 2021 are analysed as follows:

	31/12/22	31/12/21
Salaries and wages	9,503	7,991
Social security contributions	6,179	5,898
Vacation accrual	4,342	4,397
Withholding taxes on payroll and on others	1,886	2,000
Advance payment from the Parent's majority shareholder	2,500	2,500
Other accounts payable	9,912	8,667
Total	34,322	31,453

As at December 31, 2022, the amount of 2,500 refers to the payment received from the Parent's majority shareholder and to be reimbursed in September 2023, as the Board of Directors of the Company did not call a shareholders' meeting to resolve upon the increase in share capital. Specifically, in light of the extraordinary challenges imposed by COVID-19 on the Group, on February 28, 2020, the Parent's majority shareholder entered into an agreement with it setting forth its undertaking, should the Parent so request, to make advance payments of up to 15,000 to satisfy the subscription price of a future rights issue. On February 28, 2020, the Parent requested an initial payment of 2,500 which it received on March 2, 2020. Therefore, as at December 31, 2022, the amount of 2,500 to be paid back to the majority shareholder has been included in the caption "Other payables" of the statement of financial position.

28. Other liabilities

Other liabilities as at December 31, 2022 and 2021 are analysed as follows:

	31/12/22	31/12/21
Advance payments for government grants	—	412
Total	—	412

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As at December 31, 2022 and 2021, advance payments for government grants are related to considerations received by the Parent for government grants obtained for next years' purchases of some property, plant and equipment and next years' expenses related to research projects. In 2022, the Parent Company fully spent the advance payments received.

29. Derivative financial instruments

A significant portion of the Group's revenue and costs are denominated in currencies other than the Euro. Consequently, a significant portion of its revenue and costs is exposed to fluctuations in the exchange rates between the Euro and other currencies. The Group uses forward exchange contracts (known in Italy as domestic currency swaps) to reduce its exposure to the risks of short-term decrease in the value of its foreign currency denominated revenue. The Group uses such derivative instruments to protect the value of its foreign currency denominated revenue, and not for speculative or trading purposes. Despite being entered into such domestic currency swaps with the intent to reduce the foreign currency exposure risk for trade receivables and expected sales, the Group's derivative financial instruments do not qualify for being accounted for as hedging instruments according to IAS 39. Therefore, the Company reflects the positive or negative changes in the fair value of those derivatives through profit or loss in the caption "Net exchange rate gains/(losses)".

The tables below summarise in euro equivalent the contractual amounts of forward exchange contracts used to hedge principally future cash flows from trade receivables and sale orders as at December 31, 2022 and 2021.

	31/12/22	31/12/21
British pounds	13,753	14,723
U.S. dollars	11,598	20,532
Euro	9,720	12,192
Chinese renminbi	7,428	—
Australian dollars	1,624	1,826
Japanese yen	861	1,152
Canadian dollars	—	812
Swedish kroner	—	99
Total	44,984	51,336

The following tables present information regarding the contract amount in euro equivalent amount and the estimated fair value of all of the Group's forward exchange contracts. Contracts with net unrealized gains are presented as "assets" and contracts with net unrealized losses are presented as "liabilities".

	2022		2021	
	Contract amount	Unrealised gains/(losses)	Contract amount	Unrealised gains/(losses)
Assets	38,474	925	18,159	96
Liabilities	6,510	(66)	33,177	(691)
Total	44,984	859	51,336	(595)

As at December 31, 2022 and 2021, the forward exchange contracts have a net unrealized income 859 and expense of 595, respectively. These amounts are recorded in net exchange rate gains/(losses) in the consolidated statements of profit or loss (see note 37).

30. Financial Instruments – Fair values and risk management

IFRS 9 "Financial Instruments" sets out requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. This standard replaced IAS 39 "Financial Instruments: Recognition and Measurement". The Group has applied this new standard from January 1, 2018 (date of initial application), but has elected not to apply the new requirements for hedge accounting.

IFRS 9 contains three principal classification categories for financial assets: measured at amortised cost, fair value through other comprehensive income (FVOCI) and fair value through profit and loss (FVTPL). The classification of financial assets

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under IFRS 9 is generally based on the business model within which a financial asset is managed and its contractual cash flow characteristics.

The Group's principal financial assets, other than derivatives, include cash and cash equivalents, trade and other receivables that derive directly from operations. The Group's principal financial liabilities, other than derivatives, comprise of long-term borrowings, lease liabilities, bank overdrafts and short-term borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group also enters into derivative transactions, namely forward exchange contracts, to protect the value of its foreign currency denominated revenue, not for speculative or trading purposes (see note 29).

For an explanation of how the Group classifies and measures financial instruments and accounts for related gains and losses under IFRS 9, see notes 4(l), 4(m), 4(n), 4(o), 4(p) and 4(s).

A. Accounting classification of financial assets and financial liabilities

The following tables show the classification and carrying amounts of Group's financial assets and financial liabilities as at December 31, 2022 and 2021.

Financial assets	31/12/22	31/12/21
Financial assets measured at amortised cost		
Other non-current receivables	5,894	4,854
Trade receivables	39,056	41,259
Other current receivables	16,279	11,018
Cash and cash equivalents	54,475	53,472
Total (a)	115,704	110,603
Financial assets measured at fair value		
Forward exchange contracts	925	96
Total (b)	925	96
Total financial assets (a+b)	116,629	110,699

Financial assets measured at amortised cost include trade receivables, other receivables (non-current and current) and cash and cash equivalents. Financial assets at fair value reflect the positive change in fair value of forward exchange contracts that are not designated as hedge relationships, but are, nevertheless, intended to reduce the level of foreign currency risk for future cash flows from accounts receivables and sale orders.

For further details on "Trade receivables", "Other receivables", "Cash and cash equivalents" and "Forward exchange contracts" reference should be made to notes 15, 12-16, 17 and 29, respectively.

Financial liabilities	31/12/22	31/12/21
Financial liabilities measured at amortised cost		
Long-term borrowings	17,289	17,439
Lease liabilities	51,849	57,138
Bank overdrafts and short-term borrowings	29,254	36,147
Trade payables	78,399	89,215
Other payables	34,322	31,453
Total (a)	211,113	231,392
Financial liabilities measured at fair value		
Forward exchange contracts	66	691
Total (b)	66	691
Total financial liabilities (a+b)	211,179	232,083

Financial liabilities measured at amortised cost include long-term borrowings (non-current and current portion), lease liabilities (non-current and current portion), bank overdrafts and short-term borrowings, trade payables and other payables.

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Financial liabilities measured at fair value reflect the negative change in fair value of forward exchange contracts that are not designated as hedge relationships, but are, nevertheless, intended to reduce the level of foreign currency risk for expected future cash flows from trade receivables and sale orders.

For further details on “Long-term borrowings”, “Lease liabilities”, “Bank overdrafts and short-term borrowings”, “Trade payables”, “Other payables” and “Forward exchange contracts” reference should be made to notes 19, 20, 25, 26, 27 and 29, respectively.

B. Fair value and measurement of fair values of financial assets and financial liabilities

Management has assessed that the fair values of cash and cash equivalents, trade and other receivables, trade and other payables, bank overdrafts and short-term borrowings approximate their carrying amounts largely due to the short-term maturities of these instruments.

The following tables show the carrying amount and fair value of Group’s financial assets and financial liabilities as at December 31, 2022 and 2021, other than those with carrying amount that are reasonable approximation of fair value.

	31/12/22		31/12/21	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Forward exchange contracts	925	925	96	96
Financial liabilities				
Floating-rate borrowings	10,423	10,540	9,347	9,552
Fixed rate borrowings	6,866	7,925	8,092	9,308
Total long-term borrowings	17,289	18,465	17,439	18,860
Forward exchange contracts	66	66	691	691

As at December 31, 2022 and 2021, the fair value measurement hierarchy of the forward exchange contracts and long-term borrowings is “significant observable inputs” (level 2).

There were no transfers between level 1 (quoted prices in active markets) and level 2 during 2022 and 2021. There were no level 3 (significant unobservable inputs) fair values estimated as at December 31, 2022 and 2021.

The following methods and assumptions are used to estimate the fair values.

Forward exchange contracts are valued using valuation techniques, which employ the use of market observable inputs. The most frequently applied valuation techniques include forward pricing using present value calculations. The models incorporate various inputs, including the credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies, interest rate curves and forward rate curves of the underlying commodity.

The fair values of the Group’s interest-bearing borrowings are determined using the discounted cash flow method. The discount rate used reflects the issuer’s borrowing rate as at the end of the reporting period. The own non-performance risk as at December 31, 2022 and 2021 is determined to be insignificant.

C. Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- credit risk;
- liquidity risk and
- market risk.

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(i) Risk management framework

The management of the Group's risks arising from financial instruments is performed on the basis of guidelines set by the Company's Board of Directors. The main purpose of these guidelines is to balance the Group's liabilities and assets, in order to ensure an adequate capital viability. The main financial sources of the Group are represented by a mix of equity and financial liabilities, including long-term borrowings used to finance investments, bank overdrafts and short-term borrowings used to finance the Group's working capital.

(ii) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables from customers. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in this note.

Impairment losses on financial assets recognised in profit or loss for the years ended December 31, 2022, 2021 and 2020 are related mainly to trade receivables and are as follows:

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Impairment loss on trade receivables	<u>331</u>	<u>110</u>	<u>1,802</u>

For the year ended December 31, 2022, the Group accrued an impairment loss on trade receivables of 331.

(ii-a) Trade receivables

The Group's customers are distributors, retailers and end consumers.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate. Details of concentration of revenue are included in note 31.

Customer credit risk is managed on the basis of the Group's established policies, procedures and controls relating to customer credit risk management.

In particular, the Group has established a credit policy under which each customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes external ratings, if they are available, financial statements, credit agency information, industry information and in some cases bank references. After such review, sale limits are established for each customer and reviewed periodically. Any sales exceeding those limits require approval from senior management.

Furthermore, the Group limits its exposure to credit risk from trade receivables by establishing a maximum payment period in the range of 30-90 days for individual customers. During 2022, the Group extended the credit terms to up to 120 days for certain customers who placed orders concerning the fitting out of the point of sale (so-called "sampling" orders). All extensions were granted within current sales limits after careful consideration of the creditworthiness of the customer and each customer that was granted an extension is closely monitored for credit deterioration. In order to mitigate credit risk, sales to distributors or retailers for which no payment extensions are granted due to an uncertain creditworthiness assessment, are required to be settled in cash ("cash against documents", "cash on delivery", "payment in advance"). Furthermore, sales to the end consumers are also required to be settled in cash or using major credit cards, thus mitigating the credit risk.

More than 80% of the Group's distributors and retailers have been transacting with the Group for at least five years, and none of these customers' balances have been written off or are credit-impaired at the reporting date. In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or a legal entity, whether they are a distributor or retailer, their geographic location, industry, trading history with the Group and the existence of previous financial difficulties.

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The Group does not require collateral to be given for trade receivables. The Group does not have trade receivables for which no loss allowance is recognised because of collateral provided.

Management closely monitors the outstanding trade receivables to prevent losses.

Finally, in order to significantly reduce its exposure to credit risk, the Group insures the non-collection risk related to a significant portion of its trade receivables with a third party insurer and, in the case of customer insolvency, the insurance company refunds about 85% of the uncollected outstanding balances. Accordingly, the credit risk is entirely borne by the Group for non-insured trade receivables while it is only exposed to approximately 15% for insured trade receivables.

The Group evaluates the concentration of risk with respect to trade receivables and revenue as low, as its customers are located in several jurisdictions and operate in largely independent markets (see notes 15 and 31). Furthermore, as at December 31, 2022, 2021 and 2020, the Group had one customer, the joint venture Natuzzi Trading Shanghai, whose purchases exceeded 5% of revenue and trade receivables (see note 42).

	<u>31/12/22</u>	<u>31/12/21</u>	<u>31/12/20</u>
Revenue	59,838	48,457	38,401
Trade receivables	5,314	6,953	5,961

As at December 31, 2022 and 2021, insured and non-insured trade receivables are as follows:

	<u>31/12/22</u>	<u>31/12/21</u>
Insured trade receivables	25,624	26,459
Non-insured trade receivables	19,036	20,125
Gross trade receivables	44,660	46,584
Provision for doubtful accounts	(5,604)	(5,325)
Net trade receivables	<u>39,056</u>	<u>41,259</u>

As at December 31, 2022 and 2021 the ageing of trade receivables is as follows:

	<u>31/12/22</u>	<u>31/12/21</u>
Current (not past due)	29,111	30,146
From 1 to 29 days past due	7,158	7,854
From 30 to 60 days past due	1,355	1,030
From 61 to 90 days past due	563	355
More than 90 days past due	6,473	7,199
Gross trade receivables	44,660	46,584
Provision for doubtful accounts	(5,604)	(5,325)
Net trade receivables	<u>39,056</u>	<u>41,259</u>

The movements in the provision for doubtful accounts in respect of trade receivables for the years ended December 31, 2022 and 2021 are reported in note 15.

The provision for doubtful accounts is estimated by the Group based on the insurance in place, the credit worthiness of its customers, historical trends, as well as current and future general economic conditions.

Specifically, for receivables subject to collective valuation an impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The impairment allowance rates (default rates) are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by customer type and rating, and coverage by credit insurance). The calculation reflects the probability-weighted outcome based on reasonable and supportable information available at the reporting date about past events, current conditions and forecasts of future economic conditions.

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Instead, for individual receivables which are known to be difficult to collect an impairment analysis is performed at each reporting date to measure expected credit losses. The impairment allowance is estimated by the Group based on the financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation and default or late payments.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix as at December 31, 2022 and 2021, further to the adoption of IFRS 9.

December 31, 2022

	Days past due				Total
	<30 days	30-60 days	61-90 days	> 90 days	
Trade receivables subject to collective valuation	2,332	68	84	30	2,514
Trade receivables subject to specific valuation					42,146
Total gross carrying amount					44,660
Default rate	0.53%	5.46%	17.08%	43.47%	
Expected credit loss	12	4	14	13	43

December 31, 2021

	Days past due				Total
	<30 days	30-60 days	61-90 days	> 90 days	
Trade receivables subject to collective valuation	15,783	266	6	—	16,055
Trade receivables subject to specific valuation					30,529
Total gross carrying amount					46,584
Default rate	0.54%	5.55%	12.71%	28.86%	
Expected credit loss	85	15	1	—	101

(ii-b) Other receivables

As at December 31, 2022 and 2021 other receivables current and non-current amount to 22,173 and 15,872, respectively. Such receivables are considered to have a low credit risk and the impairment loss has been measured on a 12-months expected credit loss basis. Management considers its other receivables to have a low credit risk as they have a low risk of default and their counterparties are able to meet their contractual cash flow obligations in the short-term. As at December 31, 2022 and 2021 the identified impairment loss of other receivables is immaterial.

(ii-c) Cash and cash equivalents

As at December 31, 2022 and 2021 the Group has cash and cash equivalents of 54,475 and 53,472, respectively. Indeed, the Group considers its cash and cash equivalents to have a low credit risk based on the external credit ratings of the financial institutions. Indeed, the Group's cash and cash equivalents are held with financial institutions, which have external credit risk ratings that are equivalent to the understood definition of "investment grade". Impairment of cash and cash equivalents has been measured on a 12-months expected credit loss basis and reflects the short-term nature of the exposures. As at December 31, 2022 and 2021 the identified impairment loss of cash and cash equivalents is immaterial.

(ii-d) Derivative financial instruments

Domestic currency swaps (see note 29) are entered into with financial institutions that have outstanding external credit ratings ("investment grade"). As at December 31, 2022 and 2021 the identified impairment loss of the favourable domestic currency swaps is immaterial.

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(iii) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group aims to maintain the level of its cash and cash equivalents at an amount in excess of expected cash outflows on financial liabilities over the next 60 days. The Group also monitors the level of expected cash inflows on trade and other receivables together with expected cash outflows on trade and other payables. As at December 31, 2022, the expected cash flows from trade and other receivables maturing within two months were in excess of the expected cash outflows for trade and other payables due within two months. This excludes the potential impact of extreme circumstances that cannot reasonably be predicted.

As described in note 26, the Group also participates in a supply chain financing arrangement (SCF) with the principal purpose of facilitating efficient payment processing of supplier invoices. The SCF allows the Group to centralise payments of trade payables to the bank rather than paying each supplier individually. While the SCF does not significantly extend payment terms beyond the normal terms agreed with other suppliers that have not participated, the arrangement assists in making cash outflows more predictable.

Therefore, the Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, short-term borrowings and long-term borrowings.

The steps taken by the Group in 2020, 2021 and 2022 to respond to possible future liquidity constraints, arising from the COVID-19 pandemic and from the effects of inflation and increased interest rates, together with the impact of those steps on the consolidated financial statements include the following.

- In July 2020, the Parent signed the renewal for an additional five-year period of a factoring agreement with a major Italian financial institution. Under this agreement, the Parent assigns certain trade receivables to such financial institution in exchange for short-term borrowings for a maximum amount of 40,000. Trade receivables sold under such agreement are not derecognised from the statement of financial position, because the Parent retains substantially all of the risk and rewards – primarily credit risk (see note 15). The amount received on their transfer is recognised as a secured bank borrowing (see note 25).
- Following the “Share Sell and Purchase agreement” (the “Agreement”) signed with Vita Group on January 8, 2021, on March 1, 2021, the Parent sold its entire interest in the subsidiary IMPE S.p.A. for a consideration of 8,202, of which the last tranche was collected in March 2022 (see note 7).
- In March 2021, the Romanian subsidiary obtained a long-term loan from a financial institution, amounting to 5,000. This loan, which is guaranteed by a Romanian governmental authority, has been made available by the Romanian government as part of the COVID-19 measures to support businesses. Such loan has instalments repayable on a monthly basis starting from October 2021, after the six-month interest-only period, and ending in March 2025. This long-term debt provides for variable interest instalments determined based on the six-month Euribor (360) plus a 2.75% spread (see note 19).
- In January 2022, the Parent obtained a long-term loan from a financial institution, amounting to 4,000. This loan, which is guaranteed by an Italian governmental authority, has been made available by the Italian government as part of the COVID-19 measures to support businesses. Such loan has instalments repayable on a quarterly basis starting from January 2023, after the 12-month interest-only period, and ending in December 2027. This long-term debt provides for variable interest instalments determined based on the three-month Euribor (360) plus a 2.00% spread (see note 19).
- In March 2022, the capital increase of Natuzzi Singapore took place, fully subscribed by a new shareholder who acquired a 20% stake for a consideration of 4,885 (see note 2).

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The tables below summarize the remaining contractual maturities of financial liabilities as at December 31, 2022 and 2021. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting agreements.

December 31, 2022

	Less than 2 months	2 to 12 months	1 to 2 years	2 to 5 years	More than 5 years	Total
Long-term borrowings	577	6,015	4,124	5,534	2,273	18,523
Lease liabilities	1,895	11,509	10,190	24,926	12,820	61,340
Bank overdrafts and short-term borrowings	29,254	—	—	—	—	29,254
Trade and other payables	34,322	78,399	—	—	—	112,721
Losses on derivative financial instruments	66	—	—	—	—	66
Total financial liabilities	66,114	95,923	14,314	30,460	15,093	221,904

December 31, 2021

	Less than 2 months	2 to 12 months	1 to 2 years	2 to 5 years	More than 5 years	Total
Long-term borrowings	774	3,981	5,935	6,006	2,807	19,503
Lease liabilities	1,889	11,241	12,760	25,659	14,305	65,854
Bank overdrafts and short-term borrowings	36,147	—	—	—	—	36,147
Trade and other payables	31,453	89,215	—	—	—	120,668
Losses on derivative financial instruments	691	—	—	—	—	691
Total financial liabilities	70,954	104,437	18,695	31,665	17,112	242,863

As disclosed in note 19, the Group has secured bank loans that contain covenants. A future breach of covenants may require the Group to repay the loan earlier than indicated in the above table. Under the agreement, the covenants are monitored on a regular basis by the treasury department and regularly reported to management to ensure compliance with the agreement. The interest payments on variable interest rate loans in the tables above reflect market forward interest rates at the reporting date and these amounts may change as market interest rates change. Except for these financial liabilities, it is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

In addition, the following is to be considered: (a) as at December 31, 2022, the Group has unused credit lines of 24,307 (see note 25); (b) the Company can use the credit facilities of its subsidiaries adhering to the cash pooling contract in place; from time to time, the Company evaluates the adequacy of such credit facilities, requesting additional facilities as needed; (c) the Group holds cash at foreign subsidiaries, that can be withdrawn by the Company subject to the approval of a dividend distribution; some of these dividends are subject to withholding taxes; (d) the Company can apply for long-term borrowings to sustain long-term investments; (e) there are no significant liquidity risk concentrations, both on financial assets and on financial liabilities.

(iv) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (e.g., interest rates, foreign exchange rates). Market risk, mainly, depends on the trend of the demand for furniture and other finished products, the trend in prices of raw materials and the fluctuation of interest rates and foreign currencies.

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The market demand risk is managed by way of a constant monitoring of markets, performed by the commercial division of the Group, market diversification in the different geographical locations of customers and a product diversification in the different brands and models.

In order to manage the prices of raw materials risk, the Group constantly monitors procurement policies and attempts to diversify suppliers while respecting the quality standards expected by the market.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term borrowings obligations with floating interest rates. The Group manages its interest rate risk by having a portfolio of fixed and variable rate borrowings. As at December 31, 2022, approximately 39.7% of the Group's borrowings were at a fixed rate of interest (2021: 46.4%). No derivative financial instruments were entered into by the Group to manage the cash flow risk on floating interest-rate borrowings.

The following tables demonstrate the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings as follows:

	<u>Increase/decrease in basis points</u>	<u>Effect on profit before tax</u>
December 31, 2022	+45	(52)
December 31, 2022	-45	52
December 31, 2021	+45	(43)
December 31, 2021	-45	43
December 31, 2020	+45	(38)
December 31, 2020	-45	38

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency) and the Group's net investments in foreign subsidiaries. In particular, a significant portion of the Group's revenue and costs are denominated in currencies other than the Euro. Consequently, a significant portion of its revenue and costs is exposed to fluctuations in the exchange rates between the Euro and other currencies. The Group uses forward exchange contracts (known in Italy as domestic currency swaps) to reduce its exposure to the risks of short-term decreases in the value of its foreign currency denominated revenue. For further details, see note 29.

When a derivative is entered into for the purpose of being a hedge, the Group negotiates the terms of the derivative to match the terms of the hedged exposure. For hedges of forecast transactions, the derivative covers the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable that is denominated in the foreign currency.

The following tables demonstrate the sensitivity to a reasonably possible change in foreign exchange rates, with all other variables held constant.

The Group's profit before tax is affected through the change in foreign in exchange rates as follows:

	<u>Change in foreign exchange rates</u>	<u>Effect on profit before tax</u>
December 31, 2022	+5%	4,287
December 31, 2022	-5%	(4,798)
December 31, 2021	+5%	5,381
December 31, 2021	-5%	(5,113)
December 31, 2020	+5%	2,161
December 31, 2020	-5%	(2,447)

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As at December 31, 2022 and 2021 the Group's financial assets and financial liabilities denominated in foreign currency are as follows:

Financial assets	31/12/22	31/12/21
Trade receivables	25,055	29,434
Cash and cash equivalents	45,820	48,014
Total financial assets	70,875	77,448
Financial liabilities	31/12/22	31/12/21
Long-term borrowings	461	611
Lease liabilities	35,602	37,643
Bank overdraft and short-term borrowings	14,668	24,783
Trade payables	27,169	35,524
Total financial liabilities	77,900	98,561

As at December 31, 2022 and 2021, the summary quantitative data about Group's exposure to currency risk as reported to the management of the Group is as follows:

December 31, 2022

	Financial Assets (a)	Financial liabilities (b)	Net Exposure (c) = (a)-(b)
U.S. dollars	35,160	41,618	(6,458)
Chinese Yuan	14,681	8,206	6,475
British pounds	9,499	10,089	(590)
Brazilian Reais	4,457	2,371	2,086
Canadian dollars	397	427	(30)
Romanian Leu	2,723	8,732	(6,009)
Mexican pesos	1,713	1,850	(137)
Other	2,245	4,607	(2,362)
Total	70,875	77,900	(7,025)

December 31, 2021

	Financial Assets (a)	Financial liabilities (b)	Net Exposure (c) = (a)-(b)
U.S. dollars	29,658	46,930	(17,272)
Chinese Yuan	18,927	14,192	4,735
British pounds	15,027	16,664	(1,637)
Brazilian Reais	4,334	2,435	1,899
Canadian dollars	2,263	1,290	973
Mexican pesos	1,395	1,883	(488)
Romanian Leu	666	7,934	(7,268)
Other	5,178	7,233	(2,055)
Total	77,448	98,561	(21,113)

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(v) Reconciliation of movements of liabilities to cash flows arising from financing activities

The following tables show the reconciliation of movements of financial liabilities to cash flows arising from financing activities for the three years ended December 31, 2022, 2021 and 2020.

December 31, 2022

	Jan. 1, 2022	Cash outflows	Cash inflows	Changes in fair value	Other changes	Dec. 31, 2022
Long-term borrowings	17,439	(4,473)	4,038	—	286	17,290
Lease liabilities	57,138	(10,049)	—	—	4,760	51,849
Short-term borrowings	34,924	(7,424)	—	—	—	27,500
Bank overdrafts	1,223	—	531	—	—	1,754
Non-controlling interests	1,511	(551)	1,739	—	1,999	4,698
Total liabilities from financing activities	112,235	(22,497)	6,308	—	7,045	103,091

Bank overdrafts are used only for cash management purposes.

December 31, 2021

	Jan. 1, 2021	Cash outflows	Cash inflows	Changes in fair value	Other changes	Dec. 31, 2021
Long-term borrowings	16,426	(4,788)	5,873	—	(72)	17,439
Lease liabilities	53,593	(10,090)	—	—	13,635	57,138
Short-term borrowings	28,701	—	6,210	—	13	34,924
Bank overdrafts	2,111	(888)	—	—	—	1,223
Non-controlling interests	1,020	(545)	144	—	892	1,511
Total liabilities from financing activities	101,851	(16,311)	12,227	—	14,468	112,235

Bank overdrafts are used only for cash management purposes.

December 31, 2020

	Jan. 1, 2020	Cash outflows	Cash inflows	Changes in fair value	Other changes	Dec. 31, 2020
Long-term borrowings	18,412	(2,675)	875	—	(186)	16,426
Lease liabilities	57,367	(9,907)	—	—	6,133	53,593
Short-term borrowings	22,196	—	6,518	—	(13)	28,701
Bank overdrafts	1,974	—	137	—	—	2,111
Non-controlling interests	1,692	(388)	—	—	(284)	1,020
Total liabilities from financing activities	101,641	(12,970)	7,530	—	5,650	101,851

Bank overdrafts are used only for cash management purposes.

31. Revenue

(i) Revenue streams

The Group generates revenue primarily from the sale of leather and fabric upholstered furniture and home furnishing accessories to its customers. Other sources of revenue include sale of polyurethane foam, sale of leather-by products, sale of Natuzzi Display System and sale of Service Type Warranty.

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Therefore, all the Group's revenue is related to revenue from contracts with customers.

(ii) Disaggregation of revenue from contracts with customers

In the following tables, revenue from contracts with customers are disaggregated by types of goods, primary geographical markets, geographical location of customers, distribution channels, brands and timing of revenue recognition.

Types of goods	2022	2021	2020
Sale of upholstery furniture	398,768	373,936	280,210
Sale of home furnishing accessories	54,478	39,803	33,325
Sale of polyurethane foam	5,208	7,660	6,848
Sale of other goods	10,033	5,976	7,960
Total	468,487	427,375	328,343

The sale of upholstery furniture includes the following categories: stationary furniture (sofas, loveseats and armchairs), sectional furniture, motion furniture, sofa beds and occasional chairs, including recliners and massage chairs.

Geographical markets	2022	2021	2020
Europe, Middle East and Africa	215,596	197,584	165,025
Americas	165,453	157,373	99,383
Asia-Pacific	87,438	72,418	63,935
Total	468,487	427,375	328,343

Geographical location of customers	2022	2021	2020
United States of America	119,749	117,012	73,676
Italy	61,284	53,157	46,269
China	59,358	48,857	38,339
United Kingdom	55,300	45,864	36,463
Spain	16,037	15,864	13,039
Brazil	15,544	14,166	8,641
Canada	15,033	13,127	9,233
Mexico	10,594	7,509	4,829
Australia	9,864	6,335	6,867
Belgium	8,084	9,250	7,281
South Korea	6,150	7,574	7,151
Israel	5,804	5,236	3,997
Other countries (none greater than 5%)	85,686	83,424	67,238
Total	468,487	427,375	328,343

Distribution channels	2022	2021	2020
Wholesale (distributors and retailers)	386,421	359,021	274,070
Directly operated stores (end consumers)	82,066	68,354	54,273
Total	468,487	427,375	328,343

Brands	2022	2021	2020
Natuzzi Editions	213,481	203,849	152,452
Natuzzi Italia	191,624	156,977	115,155
Private label	48,141	52,922	45,928
Other	15,241	13,627	14,808
Total	468,487	427,375	328,343

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Timing of revenue recognition	2022	2021	2020
Goods transferred at a point in time	467,255	426,200	326,705
Goods and services transferred over time	1,232	1,175	1,638
Total	468,487	427,375	328,343

(iii) Contract balances

The following table provides information about receivables and contract liabilities from contracts with customers.

	31/12/22	31/12/21
Trade receivables	39,056	41,259
Contract liabilities	24,150	28,202

Reference should be made to note 15 “Trade receivables” and note 22 “Contract liabilities (non-current and current)” for details about such contract balances.

(iv) Performance obligations and revenue recognition policies

Revenue is measured based on the consideration specified in the customer contract. The Group recognises revenue when it transfers control over a good or service to a customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, because it controls the goods or services before transferring them to the customer.

In determining the transaction price for its contracts with customers, the Group considers the effects of variable consideration and the existence of significant financing components.

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. The allocation of the transaction price to the Group’s performance obligations is performed using the relative stand-alone selling price method.

For detailed information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms and related revenue recognition policies, see note 4(t).

The transaction price allocated to the remaining performance obligations (partially unsatisfied) as at December 31, 2022 and 2021 is as follows:

	31/12/22	31/12/21
Sale of the license for Natuzzi trademarks		
Within a year	383	383
More than a year	5,577	5,960
Total	5,960	6,343
Sale of Natuzzi Display System		
Within a year	849	1,009
More than a year	1,200	1,169
Total	2,049	2,178
Sale of Service-Type Warranties		
Within a year	157	199
More than a year	249	276
Total	406	475

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(v) Variable considerations

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some contracts for the sale of furniture provide customers with volume discounts, which give rise to variable consideration.

In particular, the Group provides retrospective volume discounts to certain customers once the quantity of products purchased during the period exceeds a threshold specified in the contract. Discounts are offset against amounts payable by the customer. Accumulated experience is used to estimate and provide for the discounts, using the expected value method. A refund liability is recognised for expected volume discounts payable to customers in relation to sales made until the end of the reporting period.

(vi) Financing components

For information about financing components, reference should be made to note 4(t)(vi).

(vii) Warranty obligations

The Group typically provides warranties for general repairs of defects that existed at the time of sale, as required by law.

Customers who purchase the Group's upholstered furniture and home furnishings accessories may require a service-type warranty. As disclosed in note 4(t)(v), the Group allocates a portion of the consideration received to the service-type warranty, based on the relative stand-alone selling price. The amount allocated to the service-type warranty is deferred, and is recognised as revenue over the time based on the validity period of such warranty.

These warranties are accounted for under IAS 37. Refer to the accounting policy on warranty provision in note 4(r).

(viii) Cost to obtain a contract

The Group pays sales commission to its agents for each contract that they obtain. For information about the accounting policy elected by the Group on sales commissions, reference should be made to note 4(x).

(ix) Fulfillment costs

The Group accounts for shipping and handling costs related to activities before the customer obtains control of the finished goods as fulfillment costs under the caption "Other assets" of the consolidated statement of financial position. For information about the accounting policy applied by the Group for shipping and handling costs, reference should be made to note 4(v).

32. Cost of sales

Cost of sales is analysed as follows:

	2022	2021	2020
Opening inventories	80,211	63,909	69,685
Purchases of raw materials	152,181	161,625	105,643
Purchases of finished products	27,751	23,169	15,161
Labour costs	86,352	80,346	71,937
Depreciation and amortisation	8,356	7,895	10,144
Third party manufacturers costs	1,587	2,172	2,829
Other manufacturing costs	19,250	15,922	14,853
Government grants related to PPE	(1,414)	(1,252)	(1,192)
Closing inventories	(70,120)	(80,211)	(63,909)
Total	304,154	273,575	225,151

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The line item “Depreciation and amortisation” includes the depreciation expenses of property plant and equipment and right-of-use assets used in the production of finished goods.

33. Other income and other expenses

Other income is analysed as follows:

	2022	2021	2020
Gain on disposal of certain items of property	157	2,105	—
VAT relief	1,573	1,395	755
Reimbursements	1,289	580	498
Release of provisions for contingent liabilities	—	—	100
Other	3,505	2,334	2,529
Total	6,524	6,414	3,882

The Romanian subsidiary sold some assets recognizing the capital gain of 151 and the remaining capital gain derives from minor disposals. In 2021, the capital gains on disposals made by the Group were 2,105.

During 2022, 2021 and 2020 the Brazilian subsidiary obtained a VAT relief of 1,573, 1,395 and 755, respectively, connected to local tax rules on VAT payments.

During 2022, 2021 and 2020, the Company recorded reimbursements of 1,289, 580 and 498, respectively, related to the positive outcome of litigation started in previous years.

The item "Other" includes the revenues deriving from active leases obtained by an American subsidiary for 620, as well as contributions from the sale of photovoltaic energy and other minor items.

Other expenses amounted to 1,678 in 2022 and mainly concern a legal dispute in Brazil for 979, in addition to some minor costs incurred by the Group and not related to cost of sales, selling and administrative expenses.

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34. Selling expenses

Selling expenses are analysed as follows:

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Shipping and handling costs	55,912	54,672	28,749
Labour costs	24,615	24,241	20,077
Depreciation and amortisation	11,832	11,819	12,441
Customs duties	7,929	10,614	6,958
Commissions to sales representatives	7,318	7,503	5,403
Advertising expenses	6,193	5,576	4,837
Utilities	3,675	2,668	2,149
Fairs	1,050	807	591
Other insurance costs	1,034	946	843
Impairment of non-financial assets	890	1,188	2,450
Leases	785	607	483
Promotions	661	655	409
Advisory services	611	546	284
Insurance costs on trade receivables	567	347	578
Samples	546	687	582
COVID-19 government grants	—	(299)	(1,534)
COVID-19 rent concessions	(635)	(1,515)	(1,799)
Other	1,941	569	1,017
Total	<u>124,924</u>	<u>121,631</u>	<u>84,518</u>

Due to the adoption of “COVID-19-Related Rent Concessions - Amendment to IFRS 16” issued on 28 May 2020 (see note 5(A)), the Group recognised lease incentives of 635, 1,515 and 1,799 as a reduction of the selling expenses for the year ended December 31, 2022, 2021 and 2020, respectively.

35. Administrative expenses

Administrative expenses are analysed as follows:

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Labour costs	19,447	17,342	15,578
Professional services costs	3,151	3,690	4,409
Indirect taxes	2,177	3,617	2,354
Directors and audit committee fees	1,895	1,868	736
Office and software maintainance	2,138	1,784	1,502
Depreciation and amortisation	1,462	1,657	1,580
Travel expenses	2,689	1,388	868
Mail and Phone	550	519	523
Printing and Stationery	570	354	278
Car costs	467	257	195
Government grants related to PPE	(59)	(54)	(49)
Other	987	880	1,470
Total	<u>35,474</u>	<u>33,302</u>	<u>29,444</u>

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36. Finance income and costs

Finance income is analysed as follows:

	2022	2021	2020
Interest income from financial institutions	29	39	171
Other interest income	839	186	146
Total	868	225	317

Finance costs are analysed as follows:

	2022	2021	2020
Interest expenses due to financial institutions	2,564	1,857	1,803
Interests expenses related to lease liabilities	2,877	2,584	2,613
Other interest expenses	1,033	276	1,546
Financial institution commissions	2,067	2,069	1,869
Total	8,541	6,786	7,831

37. Net exchange rate gains/(losses)

Net exchange rate gains/(losses) are analysed as follows:

	2022	2021	2020
Net realised gains/(losses) on derivative instruments	(1,663)	(1,428)	317
Net realised gains/(losses) on trade receivables and payables	530	4,612	(2,793)
Total net realised gains/(losses) (a)	(1,133)	3,184	(2,476)
Net unrealised gains/(losses) on derivative instruments	1,454	(454)	486
Net unrealised gains/(losses) on trade receivables and payables	2,286	(144)	(1,507)
Net unrealised gains/(losses) on non-monetary assets	(179)	(720)	(404)
Total net unrealised gains/(losses) (b)	3,561	(1,318)	(1,425)
Total realised and unrealised exchange rate gains/(losses) (a+b)	2,428	1,866	(3,901)

“Net unrealised gains/(losses) on non-monetary assets” refers to the remeasurement of non-monetary assets of the subsidiary Italsofa Romania, since such entity has the same functional currency as the Parent, namely the Euro (see note 4(c)(ii)).

38. Income tax expense

Italian companies are subject to two enacted income taxes at the following rates:

	2022	2021	2020
IRES (state tax)	24.00%	24.00%	24.00%
IRAP (regional tax)	4.82%	4.82%	4.82%

IRES is a state tax and is calculated on the taxable income determined on the income before taxes modified to reflect all temporary and permanent differences regulated by the tax law.

IRAP is a regional tax and each Italian region has the power to increase the current rate of 3.90% by a maximum of 0.92%. In general, the taxable base of IRAP is a form of gross profit determined as the difference between gross revenues (excluding interest and dividend income) and direct production costs (excluding interest expense and other financial costs). The enacted IRAP tax rate due in Puglia region for 2022, 2021 and 2020 is 4.82% (3.90% plus 0.92%).

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Total income taxes for the years ended December 31, 2022, 2021 and 2020 are allocated as follows:

	2022	2021	2020
Current:			
- Domestic	(838)	(2,116)	(2,221)
- Foreign	(1,582)	(3,170)	(1,545)
Total (a)	(2,420)	(5,286)	(3,766)
Deferred:			
- Domestic	—	—	430
- Foreign	147	897	(1,005)
Total (b)	147	897	(575)
Total (a + b)	(2,273)	(4,389)	(4,341)

Consolidated profit/(loss) before income taxes and Non-controlling interests of the consolidated statement of profit or loss for the years ended December 31, 2022, 2021 and 2020, is analysed as follows:

	2022	2021	2020
Domestic	(7,448)	(1,551)	(17,049)
Foreign	11,009	10,325	(3,516)
Total	3,561	8,774	(20,565)

The effective income taxes differ from the expected income tax expense (computed by applying the IRES state tax, which is 24% for 2022, 2021 and 2020, to profit before income taxes and non-controlling interests) as follows:

	2022	2021	2020
Expected tax benefit (expense) at statutory tax rates	(855)	(2,106)	4,936
Effect of:			
- Tax exempt income	2,618	2,320	4,806
- Aggregate effect of different tax rates in foreign jurisdictions	(79)	191	322
- Italian regional tax	(28)	(78)	(24)
- Non-deductible expenses	(1,635)	(5,152)	(5,575)
- Tax effect on unremitted earnings	(755)	(515)	(1,024)
- Non taxable gain from disposal of a subsidiary	—	1,057	—
- Chinese withholding tax on income not recoverable	—	(699)	(1,396)
- Effect of net change in deferred tax assets unrecognised	(1,539)	593	(6,386)
Actual tax charge	(2,273)	(4,389)	(4,341)

In 2022, the Group reported a profit before tax of 3,561 and income tax expense of 2,273 (for a tax rate of 63.8%), compared to a profit before tax of 8,774 and income tax expense of 4,389 in 2021, and a loss before tax of 20,565 and income tax expense of 4,341 in 2020.

The tax effects of temporary differences that give rise to deferred tax assets and deferred tax liabilities as at December 31, 2022 and 2021 are presented below:

Deferred tax assets	31/12/22	31/12/21
Inventories obsolescence	745	633
Provision for contingent liabilities	492	466
Other temporary differences	22	174
Intercompany profit on inventories	706	22
Total deferred tax assets	1,965	1,295

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Deferred tax liabilities	31/12/22	31/12/21
Withholding tax on unremitted earnings of subsidiaries	(516)	(516)
Withholding tax on liquidation of subsidiaries	(480)	(482)
IAS 19 adjustment - employees' leaving entitlement	(302)	—
Unrealised net gains on foreign exchange rate	(479)	(258)
Other temporary differences	(152)	(149)
Total deferred tax liabilities	(1,929)	(1,405)

Movements in deferred tax balances occurred during 2020, 2021 and 2022 are analysed as follows:

	Def. tax assets	Def. tax liabilities	Total
Balance as at December 31, 2019	1,974	(1,891)	83
Recognised in profit or loss	49	(624)	(575)
Recognised in OCI	—	—	—
Recognised directly in equity	—	—	—
Balance as at December 31, 2020	2,023	(2,515)	(492)
Recognised in profit or loss	(728)	1,110	382
Recognised in OCI	—	—	—
Recognised directly in equity	—	—	—
Balance as at December 31, 2021	1,295	(1,405)	(110)
Recognised in profit or loss	670	(524)	146
Recognised in OCI	—	—	—
Recognised directly in equity	—	—	—
Balance as at December 31, 2022	1,965	(1,929)	36

The following tables show the reconciliation of deferred tax assets and deferred tax liabilities with the balances included in the consolidated statements of financial position as at December 31, 2022 and 2021.

	31/12/22	31/12/21
Deferred tax assets	1,965	1,295
Deferred tax liabilities compensated	(933)	(409)
Net deferred tax assets	1,032	886
Deferred tax liabilities	(996)	(996)

As at December 31, 2022, deferred tax assets recognised are mainly related to inventories obsolescence and provisions for contingent liabilities both of them recorded by some subsidiaries.

In assessing the reliability of deferred tax assets, management considers whether it is probable that some portion or all of the deferred tax assets will not be realised. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible and the tax loss carry-forwards are utilised. Given the cumulative loss position of the domestic companies and of some of foreign subsidiaries as at December 31, 2022 and 2021, management has considered the scheduled reversal of deferred tax liabilities and tax planning strategies, in making their assessment. After an analysis as at December 31, 2022 and 2021, management has not identified any relevant tax planning strategies prudent and feasible available to recognise the deferred tax assets. Therefore, as at December 31, 2022 and 2021 the realisation of the deferred tax assets is primarily based on the scheduled reversal of deferred tax liabilities, except in certain historically profitable jurisdictions.

Based upon this analysis, management believes that the Natuzzi Group will realise the deferred tax assets of 1,965 as at December 31, 2022 (1,295 as at December 31, 2021).

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As at December 31, 2022 and 2021 deferred tax assets have not been recognised in respect of the following items, because it is not probable that future taxable profit will be available against which the Group can use the benefits therefrom.

<u>Unrecognised deferred tax assets</u>	<u>31/12/22</u>		<u>31/12/21</u>	
	<u>Gross Amount</u>	<u>Tax effect</u>	<u>Gross Amount</u>	<u>Tax effect</u>
Tax loss carry-forwards	366,175	90,713	368,779	88,328
Provision for contingent liabilities	7,673	2,207	12,231	2,888
Inventory obsolescence	8,266	2,327	11,985	2,560
Allowance for doubtful accounts	5,125	1,230	6,810	1,540
Intercompany profit on inventories	4,716	1,359	5,676	1,614
Provision for warranties	3,375	973	3,117	898
Impairment of non-financial assets	3,284	870	3,989	1,018
IAS 19 adjustment - employees' leaving entitlement	—	—	1,807	434
Other temporary differences	10,868	1,925	9,734	1,455
Total unrecognised deferred tax assets	409,482	101,604	424,128	100,735

As at December 31, 2022 and 2021, taxes that will be due on the distribution of the portion of shareholders' equity equal to unremitted earnings of some subsidiaries are 1,129 and 1,051, respectively. Of these deferred taxes, the Group recognized in both 2022 and 2021 the amount of 576 on the share of the aforementioned retained earnings, as it is likely they will be distributed as dividends by the subsidiaries in the coming years.

As at December 31, 2022 and 2021 the tax losses carried-forward of the Group expire as follows:

	<u>2022</u>	<u>Expire date</u>	<u>2021</u>	<u>Expire date</u>
Expire in five years	5,132	2023-2027	6,207	2022-2026
Expire after five years	347	> 2027	3,257	> 2026
Never expire	360,696	—	359,316	—
Total	366,175		368,780	

In Italy all tax losses carried-forward no longer expire, with the only limitation being that such tax losses carried-forward can be utilised to off-set a maximum of 80% of the taxable income in each following year.

The income tax payable recorded as at December 31, 2022 and 2021 is 1,874 and 2,740, respectively. Whereas, the current income tax receivable recorded as at December 31, 2022 and 2021 is 2,195 and 2,032, respectively. Of the Group's income tax payable, 300 (2021: 300) relates to management's estimation of the amount for the ongoing tax review of the Parent, which the Italian tax authority commenced in October 2020. The uncertain tax treatment relates to the interpretation of how the tax legislation applies to the Group's transfer pricing arrangements. Due to the uncertainty involved, there is a possibility that the outcome of such tax review may be significantly different to the amount currently recognised. Although management has used a single best estimate of the tax amount expected to be paid, it is anticipated that the reasonably possible outcome of current tax liabilities sits within a range between 200 and 400.

The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience.

The Company operates in many foreign jurisdictions. With no material exceptions, the Company and its major subsidiaries located in Romania and China are no longer subject to examination by tax authorities for years prior to 2018.

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39. Earnings/(loss) per share

Basic and diluted earnings/(loss) per share is analysed as follows:

	2022	2021	2020
Weighted average number of ordinary shares	54,899,456	54,853,045	54,853,045
Basic earnings/(losses) per share	(0.01)	0.07	(0.45)
Diluted earnings/(losses) per share	(0.01)	0.07	(0.45)

Basic earnings/(loss) per share is calculated by dividing earnings/(loss) for the year, attributable to ordinary equity holders of the Parent Company, by the weighted average number of ordinary shares outstanding.

The weighted average number of ordinary shares outstanding as at December 31, 2022, was affected by the subscription of 220,000 shares by one of the beneficiaries of the stock option who exercised the vested option on October 15, 2022.

Diluted earnings/(loss) per share as at December 31, 2022, 2021 and 2020 equals the basic earnings/(loss) per share. Diluted earnings/(losses) per share equals basic earnings/(losses) per share because all options are antidilutive.

Since the value of 1 ADR as at December 31, 2022 is lower than the exercise price set in the stock option plan, it is unlikely that, with reference to the shares vested and not exercised at December 31, 2022, the beneficiaries will exercise the rights vested and therefore the consequent dilution.

On February 8, 2019 the Company announced a change in the ratio of its American Depositary Receipts (ADRs) to ordinary shares, from 1 ADR representing 1 share to 1 ADR representing 5 shares. The effective date of the ratio change was February 21, 2019. No new shares have been issued in connection with the ratio change.

40. Expenses by nature

The following tables show the expenses by nature for the years ended December 31, 2022, 2021 and 2020 as required by IAS 1.104.

	2022	2021	2020
Changes in inventories	10,091	(16,302)	5,776
Purchases of raw materials	152,181	161,625	105,643
Purchases of finished products	27,751	23,169	15,161
Services costs	110,773	100,656	68,613
Employee benefits expenses	130,414	121,929	107,592
Depreciation and amortisation, net of government grants	20,177	20,065	22,924
Other	13,165	17,366	13,404
Total cost of sales, selling and administrative expenses	464,552	428,508	339,113

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The following tables show in which caption is included the depreciation and amortisation, net of government grants.

	2022	2021	2020
Included in cost of sales			
Depreciation of property, plant and equipment	6,234	5,970	6,846
Depreciation of right-of-use assets	2,120	1,923	3,290
Amortisation of intangible assets	2	2	8
Government grants	(1,414)	(1,252)	(1,192)
Total (a)	<u>6,942</u>	<u>6,643</u>	<u>8,952</u>
Included in selling expenses			
Depreciation of property, plant and equipment	2,253	2,285	2,665
Depreciation of right-of-use assets	9,579	9,534	9,776
Amortisation of intangible assets	—	—	—
Total (b)	<u>11,832</u>	<u>11,819</u>	<u>12,441</u>
Included in administrative expenses			
Depreciation of property, plant and equipment	298	320	371
Depreciation of right-of-use assets	135	249	310
Amortisation of intangible assets	1,029	1,088	899
Government grants	(59)	(54)	(49)
Total (c)	<u>1,403</u>	<u>1,603</u>	<u>1,531</u>
Total depreciation and amortisation (a+b+c)	<u>20,177</u>	<u>20,065</u>	<u>22,924</u>

The following tables show in which caption is included the employee benefits expenses.

	2022	2021	2020
Included in cost of sales			
Salaries and wages	58,913	58,552	48,514
Social security contributions	17,788	14,696	12,138
Employees' leaving entitlement	4,598	3,493	4,915
Other costs	5,053	3,605	6,370
Total (a)	<u>86,352</u>	<u>80,346</u>	<u>71,937</u>
Included in selling expenses			
Salaries and wages	19,218	19,359	15,912
Social security contributions	3,507	3,512	3,059
Employees' leaving entitlement	513	492	542
Other costs	1,377	878	564
Total (b)	<u>24,615</u>	<u>24,241</u>	<u>20,077</u>
Included in administrative expenses			
Salaries and wages	14,345	12,666	11,272
Social security contributions	3,026	3,012	2,717
Employees' leaving entitlement	657	619	605
Other costs	1,419	1,045	984
Total (c)	<u>19,447</u>	<u>17,342</u>	<u>15,578</u>
Total employee benefits expenses (a+b+c)	<u>130,414</u>	<u>121,929</u>	<u>107,592</u>

During 2020 and 2021, the Group benefitted from the salary and wage subsidy programme introduced by the governments of Italy and other countries as part of support measures extended to manufacturers in response to the COVID-19 pandemic for the loss of revenue. Such governmental measure allowed the Group to pay temporarily laid off workers and employees a reduced salary or wage for a certain period. In 2022, the Italian Government did not renew such COVID-19 related measures. Therefore, such benefits received by the Group for the years ended December 31, 2022, 2021 and 2020 amount to nil, 6,980 and 13,600, respectively, and they were recorded as a reduction in the labour costs included in the cost of sales, selling expenses and administrative expenses.

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41. Commitments and contingent liabilities

As at December 31, 2022, the Group is not committed to investing in significant property, plant and equipment, intangibles assets and other capital expenditure.

Certain financial institutions have provided guarantees as at December 31, 2022 to secure payments to third parties amounting to 4,424, (4,988 as at December 31, 2021). These guarantees are unsecured and have various maturities extending through April 30, 2026.

The Group is involved in a number of claims (including tax claims) and legal actions arising in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters, after the provisions accrued, will not have a material adverse effect on the Group's consolidated financial position or results of operations (see note 23).

42. Related parties

Related parties of the Group include mainly associates and joint ventures of the Group and the Group's key management personnel.

The following tables provide the total amount of transactions that have been entered into with related parties for the relevant financial year.

(i) Compensation of key management personnel of the Group

The compensation of key management personnel of the Group is analysed as follows:

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Directors' fee	854	511	412
Short-term employee benefits	1,851	1,934	2,026
Social security contributions and defined contribution plans	685	692	634
Employee benefit obligations	125	132	137
Expenses for stock options	998	—	—
Total	<u>4,513</u>	<u>3,269</u>	<u>3,209</u>

The amounts disclosed in the tables are the amounts recognised as an expense during the reporting period related to key management personnel. No loans and/or guarantees have been provided for or agreed to with key management personnel.

(ii) Transactions with directors of the Group

The aggregate value of transactions and outstanding balances related to directors were as follows.

	<u>2022</u>		<u>2021</u>		<u>2020</u>	
	Cost	Amounts due	Cost	Amounts due	Cost	Amounts due
Legal services	33	—	86	—	392	—
Total	<u>33</u>	<u>—</u>	<u>86</u>	<u>—</u>	<u>392</u>	<u>—</u>

The Parent used the legal services of BonelliErede law firm, of which one of the Parent's director is a partner, for assistance with management advisory, for a total fee amounting to 33, 86 and 392 for the years ended December 31, 2022, 2021 and 2020, respectively. Amounts were billed based on market rates for such services and were due and payable under normal payment terms.

For the advance of 2,500 for the future capital increase received from the Parent's majority shareholder and Chairman, see note 27.

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In January 2021, the Parent sold 7% of Natuzzi Singapore PTE. LTD. to a related party. This transaction was executed through a 1,300 capital injection by the related party into this subsidiary, increasing its share capital, in exchange for the 7% interest. As a result of the entry of TTF in March 2022, the related party's investment was diluted to 5.6% (see note 2).

From time to time, Directors of the Group, or their related entities, may buy goods from the Group. These purchases are made on the same terms and conditions as those entered into by the Group's other employees or customers.

(iii) Transactions with associates, joint ventures and other related parties

The following tables provide the total amount of transactions that have been entered into with such related parties for the relevant financial year. Such transactions have been conducted at arm's length.

December 31, 2022

	Sales	Expenses	Dividends received	Amounts owed by related parties	Amounts due to related parties
Natuzzi Trading Shanghai Co, Ltd. (joint venture)	59,838	—	3,697	5,314	—
Nars Miami LLCC (associate)	1,484	16	—	231	59
Natuzzi Texas LLC (joint venture)	992	—	—	1,193	—
Natuzzi Stores (UK) LTD (associate)	7,110	—	—	14	—
Natuzzi Design S.a.s.	2,550	—	—	426	—
Natuzzi Arredamenti S.r.l.	1,734	26	—	231	—
Natuzzi Sofa S.r.l.	399	—	—	48	—
Total	74,107	42	3,697	7,457	59

December 31, 2021

	Sales	Expenses	Dividends received	Amounts owed by related parties	Amounts due to related parties
Natuzzi Trading Shanghai Co, Ltd. (joint venture)	48,457	—	1,490	6,953	—
Nars Miami LLCC (associate)	806	—	254	123	—
Natuzzi Texas LLC (joint venture)	—	—	—	—	—
Natuzzi Stores (UK) LTD (associate)	—	—	—	—	—
Natuzzi Design S.a.s.	1,820	—	—	710	—
Natuzzi Arredamenti S.r.l.	989	—	—	191	—
Natuzzi Sofa S.r.l.	232	—	—	51	—
Total	52,304	—	1,744	8,028	—

December 31, 2020

	Sales	Expenses	Dividends received	Amounts owed by related parties	Amounts due to related parties
Natuzzi Trading Shanghai Co, Ltd. (joint venture)	38,401	9	2,335	5,961	—
Nars Miami LLCC (associate)	406	—	—	27	—
Natuzzi Design S.a.s.	1,734	—	—	888	—
Natuzzi Arredamenti S.r.l.	827	—	—	279	—
Natuzzi Sofa S.r.l.	238	—	—	47	—
Total	41,606	9	2,335	7,202	—

Natuzzi S.p.A. and Subsidiaries

Notes to consolidated financial statements

(Expressed in thousands of euros except as otherwise indicated)

All outstanding balances with these related parties are priced on an arm's length basis and are to be settled in cash within three months of the reporting date. None of the balances are secured. No guarantees have been given or received.

To support the activities of such joint ventures and associates, the Group and the other investors in these entities have agreed to make additional contributions in proportion to their interests to make up any losses, if required.

There are no borrowings received from or given to the above joint ventures, associates and other related parties, for the years ended December 31, 2022, 2021 and 2020.

43. Subsequent events

The following events have occurred in the period between the reporting date and the date of authorisation of these consolidated financial statements.

In 2019 the INVITALIA, the Italian Agency for Inward Investment and Economic Development, owned by the Italian Ministry of Economy, approved the Natuzzi S.p.A. development contract which provided for an investment program against which public support was recognized to the extent of 71.2%, both as contributions and as subsidized financing. At the end of 2020, as a consequence of the COVID pandemic and the related impacts on the production plan, the Parent Company requested an extension of the terms and subsequently, during 2022, a variation of the investment projects. In March 2023, the INVITALIA agency communicated the approval of the changes requested by the Parent Company and quantified the eligible expenses at 31,316 for which the contribution amounts to 8,766 and the subsidized loan at 13,572, equal to a total support of 71.3% of the eligible investments and set the deadline for carrying out the envisaged investments at 31 December 2023. There is no impact on the financial statements as a consequence of the approval of the changes requested by the Parent Company.

ITEM 19. EXHIBITS

- 1.1* [English translation of the by-laws \(*Statuto*\) of the Company, as amended and restated as of March 21, 2023.](#)
- 2.1 [Deposit Agreement dated as of May 15, 1993, as amended and restated as of December 31, 2001, among the Company, The Bank of New York, as Depositary, and owners and beneficial owners of ADRs \(incorporated by reference to the Form 20-F filed by Natuzzi S.p.A. with the Securities and Exchange Commission on April 30, 2019, file number 001-11854\).](#)
- 2.2 [Description of Securities registered under Section 12 of the Exchange Act \(incorporated by reference to Exhibit 2.2. to the Form 20-F filed by Natuzzi S.p.A. with the Securities and Exchange Commission on June 15, 2020, file number 001-11854\).](#)
- 4.1^ [English translation of the Joint Venture Contract between Natuzzi S.p.A. and Jason Furniture \(Hangzhou\) CO., Ltd., dated March 22, 2018 \(incorporated by reference to Exhibit 4.8 to the Form 20-F filed by Natuzzi S.p.A. with the Securities and Exchange Commission on April 30, 2018, file number 001-11854\).](#)
- 4.2 [English summary of the agreement between the Company and INVEST 2003 S.r.l. dated February 28, 2020 \(incorporated by reference to Exhibit 4.12 to the Form 20-F filed by Natuzzi S.p.A. with the Securities and Exchange Commission on June 15, 2020, file number 001-11854\).](#)
- 4.3 [English translation of the New Framework Agreement for Assignment of Receivables between Natuzzi S.p.A. and Muttley S.r.l., dated July 22, 2020 \(incorporated by reference to Exhibit 4.13 to the Form 20-F filed by Natuzzi S.p.A. with the Securities and Exchange Commission on April 30, 2021, file number 001-11854\).](#)
- 4.4†+ [Sale and Purchase Agreement between Natuzzi S.p.A. and Vita Italia S.r.l., dated January 8, 2021 \(incorporated by reference to Exhibit 4.14 to the Form 20-F filed by Natuzzi S.p.A. with the Securities and Exchange Commission on April 30, 2021, file number 001-11854\).](#)
- 4.5+ [English translation of the agreements among the Company, certain trade unions, Italian authorities and the individuals therein related to the Solidarity Facility, dated November 4 and November 5, 2021 \(incorporated by reference to the Form 20-F filed by Natuzzi S.p.A. with the Securities and Exchange Commission on May 2, 2022, file number 001-11854\).](#)
- 4.6*+ [English translation of the agreement among the Company, certain trade unions, Italian authorities and the individuals therein related to the CIGS, dated January 23, 2023.](#)
- 4.7 [Natuzzi 2022-2026 Stock Option Plan \(incorporated by reference to Exhibit 4.1 to the Form S-8 filed by Natuzzi S.p.A. with the Securities and Exchange Commission on July 29, 2022, file number 333-266414\).](#)
- 8.1* [List of Significant Subsidiaries.](#)
- 12.1* [Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 12.2* [Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 13.1* [Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 101* XBRL Instance Document and related items.
- 101.INS* Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.
- 101.SCH* Inline XBRL Taxonomy Extension Schema Document.
- 101.CAL* Inline XBRL Taxonomy Extension Calculation Linkbase Document.
- 101.DEF* Inline XBRL Taxonomy Extension Definition Linkbase Document.
- 101.LAB* Inline XBRL Taxonomy Extension Label Linkbase Document.
- 101.PRE* Inline XBRL Taxonomy Extension Presentation Linkbase Document.
- 104* Cover Page Interactive Data File (embedded within the Inline XBRL document).

* Filed herewith

† Portions of this exhibit (indicated by asterisks) have been omitted pursuant to Regulation S-K, Item 601(b)(10).

- ^ Confidential treatment has been granted for certain portions of this exhibit. These portions have been omitted and filed separately with the SEC.
- + Schedules to this exhibit have been omitted pursuant to the Instructions as to Exhibits of Form 20-F.

SIGNATURE

The registrant, Natuzzi S.p.A., hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

NATUZZI S.p.A.

By /s/ Antonio Achille

Name: Antonio Achille

Title: Chief Executive Officer

Date: May 1, 2023

BY LAWS OF THE STOCK COMPANY of “NATUZZI S.P.A.”

Article 1. Name

1. Incorporated hereby is a stock company having the name “**Natuzzi S.p.A.**”

Article 2. Head Office

2. The company has its legal headquarters in Santeramo in Colle (BA). Secondary headquarters may be established or eliminated at other locations in Italy or abroad, pursuant to resolutions adopted by its managing body.

Article 3. Corporate purpose

3. The corporate purpose is the production and sale of sofas and armchairs, furniture in general, furniture products, as well as the production, manufacture and sale of raw materials and semi-finished products destined for such use.

The company also has, as non-prevalent purposes and with regard to the companies constituting part of the group, the following activities:

- o the management of the group’s information services, administration and commercial systems;
- o the production of software and hardware;
- o the consultancy and organization related to management problems, research and development of marketing and commercial penetration, import-export and company problems of an economic nature;
- o training services for managers, executives, employees and factory workers;
- o the development and creation of industrial prototypes, brand names and patents, graphics and publicity;
- o the granting of financing in any form;
- o foreign exchange transactions;
- o the collection, payment and transfer of funds;
- o financial coordination; budgetary, strategic and administrative planning; coordination of purchases, product engineering and development and marketing;
- o the construction, purchase, management, licensing and leasing of industrial, commercial and production premises; and
- o the purchase, management, licensing and leasing of machinery, equipment and other tools.

All financial activities legally reserved to banks or investment institutions are strictly excluded.

Furthermore the company may carry out, again within the “Natuzzi S.p.A.” group, activities related to the installation, maintenance, revision of technological plants and mechanical, hydraulic, thermal, electric systems, of telephone networks, electricity and transfer lines.

In addition, the company may acquire participations and interests in other companies or enterprises of any kind, in Italy or abroad, as a stable investment and not for the purpose of placement of securities, and may undertake all operations that the managing body deems necessary or useful to the attainment of the purposes of the company, including the grant of personal guaranties (“*fideiussioni*”) and other guaranties.

Article 4. Duration

4. The duration of the company is up until 31.12.2050.

Article 5. Domicile

5. The domicile of the shareholders, the directors, the statutory auditors and the external auditor, insofar as it concerns their relations with the company shall be the one indicated in the company’s ledgers.

Article 6. Capital and shares

6. The share capital is fifty-five million, seventy-three thousand and forty-five euro (€55,073,045.00) and is divided into fifty-five million, seventy-three thousand and forty-five shares (55,073,045), each with a nominal value of one euro (€1.00).

The extraordinary shareholders’ meeting held on 23rd July 2004 authorized the managing body to implement, within five years from the registration of the resolution in the Register of Companies, an increase in the share capital without consideration (“*a titolo gratuito*”), up to a maximum amount of five hundred thousand euro (€500,000.00), and an increase in the share capital with consideration (“*a pagamento*”), up to a maximum amount of euro three million (€3,000,000.00) to implement the Incentive Plan that such meeting created at the benefit of the company’s and its affiliates’ employees.

The extraordinary shareholders’ meeting held on 1st July 2022 authorized the managing body to implement, within five years from the registration of the resolution in the Register of Companies, an increase in the share capital with consideration (“*a pagamento*”), in one or more tranches, up to a maximum amount of nominal five million, four hundred and eighty-five thousand, three hundred and four euro (€5,485,304.00), with the exclusion of pre-emption rights pursuant to article 2441, eighth paragraph, of the civil code, to implement the Incentive Plan approved by the board of directors at the benefit of the company’s and its affiliates’ employees.

On 15th July 2022, the board of directors, in accordance with the authorization given to it by the extraordinary shareholders’ meeting held on 1st July 2022, resolved to increase the share capital from fifty-four million, eight hundred fifty three thousand and forty-five euro (€54,853,045.00) to fifty-five million, seventy-three thousand and forty-five euro (€55,073,045.00), therefore by two hundred and twenty thousand euro (€220,000.00). This share capital increase shall be carried out by 31st December 2022.

The shares are represented by share certificates. Each share carries one vote in the general meeting of shareholders.

Article 7. Participation Certificates (“*Strumenti finanziari*”)

7.1. The company may issue participation certificates (“*strumenti finanziari*”), having attached economic or administrative rights, *vis-à-vis* contributions by shareholders or third parties, including activities or services.

7.2. The participation certificates shall be issued by the shareholders’ extraordinary meeting.

7.3. The resolution issuing the participation certificates shall establish the characteristics of the certificates thereof with regards to the contribution by each holder, specifying the rights attached to the certificate and the penalties in the event of failure to make the relevant contribution.

7.4. The participation certificates issued *vis-à-vis* the contribution of services and activities are not transferable.

7.5. The participation certificates are represented by registered credit instruments.

Article 8. Bonds

8.1. The company may issue bonds, which may be convertible or non-convertible into shares.

8.2. The bondholders must choose a common representative. Article 29 of these by-laws shall apply, where compatible, to bondholders meetings.

Article 9. Segregated Assets

9.1. The company may segregate one or more pools of assets for the carrying out of a specific business in accordance with articles 2447-*bis et seq.* of the civil code.

9.2. The resolution segregating the relevant pool of assets shall be adopted by the extraordinary meeting, in accordance with article 16 of these by-laws.

Article 10. Loans

10. The company may obtain from its shareholders loans free of charge or against payment, with or without the obligation to reimburse, in compliance with applicable rules, with special reference to the rules regulating the collection of public savings.

Article 11. Shares and domicile of shareholders

11.1. The shares are registered and freely transferable.

Article 12. Withdrawal

12.1. Each shareholder not approving resolutions in connection with the following subject matters shall have the right to withdraw from the company by tendering all or part of their shares:

- a) amendment of the clause of these by-laws concerning the corporate purpose, in the event that such amendment entails a material change in the activities carried out by the company;
- b) transformation of the company from a stock corporation into another legal entity;
- c) transfer of the legal headquarters abroad;
- d) revocation of the state of winding up;
- e) modification of the rules determining the value of the shares in case of withdrawal;
- f) modifications of the by-laws related to the voting rights attached to shares or the rights to attend the meetings;
- g) elimination of one or more triggering events for withdrawal pursuant to these by-laws.

Should the company be subject to direction and coordinating powers pursuant to articles 2497 *et seq.* of the civil code, shareholders shall have the right to withdraw from the company by tendering their shares in the events set forth in article 2497-*quater* of the civil code.

12.2. The shareholder must notify his or her intention to withdraw in writing, by registered mail, to the managing body.

The registered mail must be sent within fifteen days from the registration in the Register of Companies of the resolution triggering the right of withdrawal, and include the details of the withdrawing shareholder, his or her elected domicile in relation to this procedure, the number and the class of the shares for which the right of withdrawal is exercised.

If the event triggering the withdrawal does not arise from a resolution by the shareholders' meeting, the right of withdrawal shall be exercised no later than thirty days from the date in which the shareholder has become aware of such event.

The shares for which the right to withdraw is exercised may not be transferred and the relevant certificates, where issued, must be deposited at the registered office of the company.

The exercise of the right to withdraw must be recorded in the shareholders' ledger.

Withdrawal rights may not be exercised and, if already exercised, shall cease to have effect, in the event that the company revokes the resolution that triggers such withdrawal rights.

12.3. Shareholders shall have the right to liquidate the shares for which withdrawal is requested.

The value of the shares shall be established by the directors, having heard the opinion of the board of statutory auditors and the external auditor, taking into account the equity and financial position of the company and its perspectives in terms of income, as well as the market value of the shares, if any.

The managing body must prepare and deposit at the registered office of the company, within fifteen days prior to the meeting that addresses the subject matters triggering the right to withdraw, the documentation necessary to determine the value of the shares in accordance with the abovementioned criteria.

Each shareholder shall have the right to inspect the documentation related to the evaluation indicated above and obtain a copy at his or her own expense.

In the event that the shareholder that intends to withdraw, in the notice for exercising the right of withdrawal, opposes the liquidation value determined by the managing body, the liquidation value shall be established, within ninety days of the exercise of the right of withdrawal, through a sworn report by an expert nominated by the President of the Tribunal in whose jurisdiction the company has its offices, who shall also decide on the procedural costs, upon the request made by the most diligent party. Article 1349, first paragraph of the civil code shall apply.

12.4. The directors shall offer on a preemptive basis the rights to acquire the shares of the withdrawing shareholder to the other shareholders, pro-rata with the number of shares they hold.

If convertible bonds are outstanding, such preemptive rights shall also pertain to the holders of convertible bonds, together with shareholders, on the basis of the relevant exchange ratio.

The offer of the abovementioned rights must be deposited with the Register of Companies within fifteen days from the final determination of the value for the liquidation, with a term for the exercise of such right of no less than thirty days from the deposit of the offer.

Those who exercise such rights, so long as they make a specific request, shall have the right of pre-emption for the acquisition of the shares for which the relevant rights have not been exercised (article 2437-*quater*, third paragraph, of the civil code).

The shares for which the relevant pre-emptive rights have not been exercised may be placed by the managing body with third parties.

In case the shares of the shareholder that has asserted the right to withdrawal remain unsold the shareholder shall be reimbursed, if available reserves exist, through a repurchase by the company of its own shares, that may also occur in prejudice of the prescriptions set forth by article 2357, third paragraph, of the civil code.

Should no reserves be available, an extraordinary meeting of shareholders must be called in order to resolve either upon the reduction of the share capital, or the winding up of the company.

The prescriptions set forth by article 2445, second, third and fourth paragraphs, shall apply to the resolution reducing the share capital; should the creditors' right of opposition be affirmed, the company shall be wound up.

Article 13. Sole Shareholder

13.1. If the shares belong to a sole shareholder or if the sole shareholder changes, the directors, in compliance with article 2362 of the civil code, shall deposit, for registration in the Register of Companies, a statement indicating, if an individual, the first name and surname, the date and place of birth, the domicile, and the nationality of such shareholder, or, if not an individual, the entity name, its date of organization, and its office.

13.2. Whenever the plurality of shareholders is established or re-established, the directors must deposit a statement describing such event for the registration in the Register of Companies.

13.3. The sole shareholder, or the person ceasing to be the sole shareholder, may fulfill the publicity obligations pursuant to the previous paragraphs.

13.4. The statements set forth in the previous paragraphs must be deposited with the Register of Companies within thirty days from the relevant registration in the shareholders' ledger and, in any case, must indicate the date of such registration.

Article 14. Subjection to management and control powers

14. The company must indicate if it is subject to management and coordination powers exercised by other entities in all acts and correspondence, as well as through the registration within the relevant section of the Register of Companies as indicated by article 2497-*bis*, second paragraph, of the civil code.

Article 15. Powers of the ordinary meeting

15.1. The ordinary meeting shall resolve upon the subject matters provided for in the applicable laws and in these by-laws. In particular, the ordinary meeting may approve a regulation concerning the functioning of the meeting.

15.2. The following powers shall strictly be reserved for the ordinary meeting:

- a. approval of the financial statements;
- b. appointment and revocation of directors; appointment of statutory auditors and of the chairman of the board of statutory auditors and, when required, of the external auditor;
- c. determination of the compensation for directors and statutory auditors, without prejudice to the prescriptions set forth in the following article 39;
- d. determination of the responsibilities of directors and statutory auditors.

Article 16. Powers of the extraordinary meeting

16.1. The extraordinary meeting shall resolve upon:

- a. the amendments to the by-laws, with the exception of article 31.2 of these by-laws;
- b. the appointment, revocation and determination of the powers of liquidators;
- c. the issuance of participation certificates pursuant to article 7 of these by-laws;
- d. the creation of segregated pools of assets pursuant to article 9 of these by-laws;
- e. the distribution of profits to the company's employees or to the employees of the company's affiliates by way of issuance of shares or of special classes of shares;

- f. the distribution of profits to the company's employees or to the employees of the company's affiliates by way of issuance of participation certificates;
- g. all the other subject matters provided for in the applicable laws and in these by-laws.

16.2. The empowerment of the managing body to resolve upon certain subject matters that, according to applicable laws, fall within the powers of the meeting of shareholders, such as the subject matters set forth in article 31.2 of these by-laws, but not to the prejudice of the main competence of the shareholders' meeting, which shall maintain its powers to resolve upon such subject matters.

Article 17. Call of the meeting

17.1. The meeting must be called by the managing body at least once a year, within one hundred and twenty days from the end of the fiscal year or within one hundred and eighty days from such date, should the company prepare consolidated financial statements or should particular needs or circumstances occur in relation to the structure and the corporate purpose.

17.2. The meeting represents the totality of shareholders and its resolutions, made in compliance with applicable laws and with these by-laws, shall bind all shareholders, including absent or dissenting shareholders.

The meeting may also be called outside of the company's registered office or abroad.

17.3. In the event the directors cannot call a meeting or in the event that they fail to call a meeting, the meeting may be called by the board of statutory auditors, or through a decree by the competent tribunal upon request of shareholders representing at least one tenth of the share capital.

17.4. The notice convening the shareholders' meeting must include:

- the place in which the meeting shall be carried out as well as the places in which it may be connected through telecommunication devices;
- the date and time of the meeting;
- the items on the agenda;
- any other item prescribed by law.

17.5. The meeting shall be called by publication, at least fifteen days before the meeting, of the relevant notice of call in one of the following newspapers: "*Il Sole 24 ore*"; "*Corriere della Sera*" or "*La Repubblica*".

Article 18. Call of second and subsequent meeting

18.1. The notice of call may include the date, time and place of a second call, and also of a subsequent call, if the previous meetings do not reach the quorums prescribed by the law. The second and the subsequent call may be held within thirty days from the date indicated for the first call.

Article 19. General meeting

19.1. Even in the absence of a formal call, the meeting is duly established when the entire share capital is represented and when the majority of the members of the managing body and of the board of statutory auditors are present.

In this hypothesis each participant may oppose the discussion (and the resolution) of any item for which he or she considers that he or she has not been sufficiently informed.

Article 20. Ordinary meeting: definition of the quorum

20.1. On first call, the ordinary meeting is duly established with shares, present or represented, amounting to at least half of the share capital.

20.2. On second or subsequent call, the ordinary meeting is duly established regardless of the portion of share capital represented.

20.3. On first, second and subsequent calls the resolution of an ordinary meeting is passed by the absolute majority of the shares present or represented at that meeting.

However, the resolution renouncing the bringing of suit against the directors or authorizing a settlement of a suit previously brought against the directors cannot be validly adopted when at least one fifth of the share capital is dissenting.

Article 21. Extraordinary meeting: definition of the quorum

21.1. On first call resolutions of the extraordinary meeting are passed by a majority representing more than half of the share capital.

21.2. On second call the extraordinary meeting is duly convened with at least one third of the share capital and its resolutions are passed by two thirds of the share capital present or represented in that meeting.

However, the resolutions on the following subject matters shall be carried out by a majority of at least one third of the share capital:

- a. amendment of the corporate purpose;
- b. transformation of the company into another legal entity, mergers, de-mergers, in hypotheses other than the ones contemplated by article 31.2, letter a);
- c. early winding up;
- d. extension of the duration;
- e. cancellation of the state of winding up;
- f. transfer of the registered office abroad;
- g. issuance of preference shares.

Article 22. Rules for the calculation of the quorum

22.1. Shares without voting rights shall not be included in the calculation of the quorums necessary to validly establish the meetings.

22.2. Treasury shares and company's shares held by subsidiaries are included in the calculation of the quorum necessary to validly establish the meeting, as well as for the calculation of the quorum required to validly pass the resolution, and do not have any voting right attached.

22.3. Shares whose voting rights cannot be exercised are included in the calculation of the quorum necessary to validly establish the meeting; the same shares (without prejudice to any different provision provided for by applicable laws) and shares whose voting rights have not been exercised, further to a statement made by the shareholder asserting his or her conflict of interest in the relevant resolution, are not included in the calculation of the majority necessary for the approval of the relevant resolution.

Article 23. Postponement of the meeting

23. Intervening shareholders, representing at least one third of the share capital, have the right to request a postponement of the meeting for no longer than five days, if they state that they have not been sufficiently informed of the subject matters specified in the agenda.

Article 24. Eligibility to attend the meeting and to vote

24.1. Shareholders that are going to attend the meeting (in accordance, *inter alia*, with the fulfillments indicated in paragraph 3 of article 2370 of the civil code) must deposit their shares (or certificates), at least five days before the date of the meeting, at the registered office or at one of the banks indicated in the notice of call, in order to give proof of their right to participate and to vote at the meeting. The shares must be immediately collected after the deposit has been made.

24.2. Each share entitles to one vote at the meeting.

24.3. Holders of shares that do not carry voting rights have the right to receive the notice of call.

Article 25. Shareholder representation at a meeting

Proxies

25.1. Without prejudice to the prohibitions set forth in article 2372 of the civil code, each shareholder may appoint proxies, by means of a written proxy. The company shall maintain the written proxy on its records.

25.2. The proxy may be issued for several meetings; it may not be issued without indication of the name of the representative and it shall always be revocable, notwithstanding any contrary agreement. The representative may only be replaced by a person specifically indicated in the proxy.

25.3. If a shareholder has conferred a proxy to a company, the legal representative of such company shall represent the shareholder during the meeting.

Alternatively, the company may delegate one of its employees or collaborators.

25.4. Proxies may not be issued to employees, statutory auditors, members of the managing body, or the external auditor.

25.5. Proxies may not be issued to subsidiaries, nor to their employees, statutory auditors, members of the managing bodies and external auditors.

Article 26. Chairman and secretary of the meeting.

Recording of the minutes

26.1. The meeting is chaired by the sole director, by the chairman of the board of directors or, in his absence, by a person nominated by the intervening shareholders.

26.2. Those present at the meeting shall appoint a secretary, not necessarily a shareholder, and, if necessary, one or more scrutinizers, not necessarily a shareholder. The support of the secretary shall not be required if the report is arranged by a notary public.

26.3. The chairman of the meeting shall be in charge of ascertaining that the meeting is validly established, of ascertaining the identity and right to participate of the shareholders present, of regulating the carrying out of the meeting and announcing the results of the resolutions.

26.4. With regards to the carrying out of the works of the meeting, the order for interventions and the methods to discuss upon the items on agenda, the chairman shall have the power to propose procedures that may nevertheless be modified by an absolute majority of the intervening holders of shares carrying voting rights.

26.5. The minutes of the meeting must be prepared in a manner consistent with the duties in connection with their timely deposit and publication and must be undersigned by the chairman, the secretary or the notary public.

26.6. The minutes must indicate:

- a) the date of the meeting;
- b) the identity of the participants and the share capital that they represent (even through an exhibit);
- c) the procedures adopted for the resolutions and results thereof;
- d) the identity of the voters with an indication as to whether they have voted for, against or they have abstained from voting, even through an exhibit;
- e) upon the specific request of the participants, a brief summary of their declarations with regards to the items on the agenda.

Article 27. Meeting procedures

Carrying out of items on the agenda

27.1. The meeting must be carried out with such procedures so that all of those who have the right to attend may be aware, in real time, of the transactions for which they have been called upon to resolve.

27.2. Meetings may be carried out in the presence of audio-video conferences as long as:

- all people attending the meeting may be identified and their right to take part in may be verified;
- the chairman of the meeting, even through the chairman's office may regulate the hearings and may ascertain and announce the results of the votes;
- all the participants are allowed to follow the discussions, intervene in real time in the discussions and take part simultaneously in the vote;
- the person in charge of recording the minutes must be able to understand/hear the events to be indicated in the report;
- the notice of call indicates the places from which an external link has been prepared in order to allow shareholders to participate.

With the fulfillment of the requirements above, the meeting is deemed to be established in the location in which the chairman of the meeting, together with the secretary, is located, in order to proceed with the preparation and undersigning of the minutes in the relevant book.

Article 28. Method of voting

28.1. Secret voting is not permitted. Any vote which is not connected to any shareholder is considered unexercised.

Article 29. Special meetings

29.1. If more than one class of shares or participation certificates exists, each holder has the right to attend the relevant special meeting.

29.2. All provisions indicated in these by-laws with regards to the meeting and shareholders, with reference to the meeting procedure, shall also apply to special meetings, to bondholders' meetings and to meetings of holders of participation certificates.

29.3. The special meeting shall appoint and remove the common representative.

29.4. Apart from any initiative by the common representative, the call of the special meeting may occur upon the initiative of the company or upon a specific request by members representing at least one twentieth of the votes which may be exercised in the relevant special meeting.

29.5. If the company holds treasury shares or bonds, it cannot participate to the relevant special meeting.

29.6. Directors and statutory auditors have the right to attend the special meeting without having the right to vote.

29.7. Resolutions of the meeting may be challenged in accordance with articles 2377 and 2379 of the civil code. Those having the right to vote shall also have the right to act individually, in the event that the special meeting has not resolved upon the relevant subject matter.

29.8. Articles 2417 and 2418 of the civil code shall apply to the common representative.

29.9. The rules governing the extraordinary meetings shall apply with regards to the formalities and the majorities prescribed for the special meetings.

Article 30. Annulment of the resolutions of the meeting

30.1. The legal action for the annulment of the resolutions may be commenced by the directors, by the board of statutory auditors or by dissenting, absent or abstained shareholders, holding, even collectively, at least five percent of the share capital having voting rights in the challenged resolution.

Article 31. Duties and powers of the managing body

31.1. The management of the company belongs exclusively to directors, who shall carry out all the actions necessary for the achievement of the corporate purpose, it being understood that for certain actions specific authorization from the shareholders' meeting shall be required pursuant to statutory prescriptions.

31.2. Furthermore, the managing body shall also be in charge of the following:

- a) the resolution approving a merger in the cases indicated in articles 2505, 2505-*bis*, 2506-*ter* last paragraph of the civil code;
- b) the setting-up and cancellation of secondary offices;
- c) the indication of directors who are legal representative of the company;
- d) the transfer of the registered office to another location within the national territory.

Article 32. Non-compete

32. Directors are prohibited from competing with the company pursuant to article 2390 of the civil code.

Article 33. Composition of the managing body

33. The company is run by a sole director or by a board of directors composed of seven to eleven members.

Article 34. Appointment and replacement of the managing body

34.1. The ordinary meeting shall establish the number of members of the managing body and shall resolve upon their appointment.

34.2. Directors shall be appointed for the period established at their appointment and, in any case, for no longer than three fiscal years and they may be re-appointed. Their term in office shall expire on the date of the meeting called for the approval of the financial statements relating to the last fiscal year of their office.

34.3. If, during the fiscal year, one or more directors are to retire, the others may replace them through a resolution approved by the board of statutory auditors, so long as the majority of the board of directors is composed

by directors appointed by the meeting (or indicated in the deed of incorporation). Directors who have been appointed by the board shall remain in the office until the subsequent shareholders meeting is held.

34.4. If the majority of the directors appointed by the meeting (or indicated in the deed of incorporation) were to retire, the remaining directors shall call a shareholders meeting in a timely manner in order to replace the retired directors.

34.5. The term of office of the Directors appointed pursuant to paragraph 4 above shall expire at the same time of the preexisting directors.

34.6. If the sole director or all of the directors cease to be in office, a meeting for the appointment of the director or of the entire board must be called in a prompt manner by the board of statutory auditors, which shall be in charge of carrying out the activities related to the ordinary course of business.

Article 35. Chairman of the board of directors

35.1. During the first meeting after its appointment, the board of directors may designate a chairman and a vice chairman among its members, if such designation has not been already done at the shareholders' meeting.

35.2. The chairman of the board of directors shall call the board of directors, shall establish its agenda, shall coordinate the works of the board and shall ensure that all the directors are duly informed about the items mentioned in the agenda.

Article 36. Delegated members

36.1. The board of directors may delegate, within the limits set forth in article 2381 of the civil code, all or part of its powers to one or more of its members, establishing the boundaries of such powers and the compensation for the relevant director.

36.2. The board shall have the right to control and arrogate (to itself the) operations that are included in the delegation of powers, as well as the power to revoke such delegation.

36.3. The delegated members shall not bear the duties indicated in article 2381, fourth paragraph, of the civil code.

36.4. The delegated bodies shall report to the board of directors and the board of statutory auditors, at least every one hundred and eighty days.

36.5. The managing body may appoint chief executives and define their powers.

Article 37. Resolutions of the board of directors

37.1. Meetings of the board shall be held in the location indicated in the notice convening the meeting, in the registered offices or in any other location, at any time the chairman may consider it necessary.

37.2. Notice must be sent at least five days before the date of the meeting by means of a letter sent by fax, telegram or e-mail.

37.3. In case of emergencies, notice may be sent by fax, telegram or e-mail at least two days in advance.

37.4. The board is validly established with the presence of the majority of appointed directors and shall resolve through a favorable vote of the absolute majority of present directors. In case of tie, the vote of the chairman shall prevail.

Directors who have abstained or have declared a conflict of interest shall not be considered in the calculation of the majority necessary for the resolution to be adopted.

37.5. The board may be called and may validly resolve, even through the use of means of telecommunications, as long as the guarantees and the methods indicated in article 27, points 1 and 2, of these by-laws are met.

37.6. The board of directors is validly established when, even in the absence of a formal notice, all of appointed directors and the board of statutory auditors are present.

37.7. The meetings of the board shall be chaired by the chairman, by the vice chairman and in their absence by the oldest director.

37.8. Votes cannot be given by proxy.

Article 38. Company representation

38.1. The representation of the company is the responsibility of the sole director or the chairman of the board of directors.

38.2. Furthermore, representative powers may also be given through power of attorney attributed by the board, within the boundaries provided for thereto.

The managing body, to which representation is granted, may appoint, within the limits granted, attorneys-in-fact either for general purposes or for specific transactions or categories of transactions.

In any case, when the attorney-in-fact appointed by the board does not belong to such body, the representation of the company shall be governed by the general provisions concerning power of attorney.

38.3. The representation of a company to be wound up shall be granted to the liquidator or the chairman of the board of liquidators and to any other possible part of the board of liquidators with the methods and terms defined during appointment.

Article 39. Directors compensation

39.1. Members of the board of directors shall be refunded all the expenses borne during their office and shall receive a compensation determined by the shareholders' meeting that appoints them. The meeting may determine an aggregate sum as a cap for the remuneration of the all directors, including those with special duties.

39.2. The amount to be paid to directors with special duties shall be defined by the board of directors, after hearing the opinion of the board of statutory auditors, in compliance with the cap defined by the meeting.

Article 40. Board of statutory auditors

40.1. The board of statutory auditors shall control the observance of the prescriptions of the law and of these by-laws, shall make sure that the company is run in accordance with principles of correct management having particular regard to the suitability of the organizational, administrative and accounting systems adopted by the company. The board of statutory auditors shall have the responsibility of auditing the company's accounts when such duties are not fulfilled by an external auditor.

40.2. The shareholders' meeting shall appoint the board of statutory auditors, which shall be composed of three permanent auditors and two temporary auditors, and it shall appoint the chairman for the entire duration of their office and shall resolve upon their compensation.

40.3. For the entire duration of their office the statutory auditors must meet the requirements indicated in article 2399 of the civil code. The loss of such requirements shall imply the immediate removal of the statutory auditor and his or her replacement by the oldest temporary auditor.

40.4. Statutory auditors shall remain in the office until the date of the meeting called for the approval of financial statements relating to the third fiscal year of their office. Expiration of their office shall take place from the date of the appointment of a new board of statutory auditors.

40.5. The board of statutory auditors shall be convened at least once every ninety days upon the initiative of its chairman. The board shall be validly established with the presence of the majority of the board of statutory auditors and shall validly resolve through a favorable absolute majority vote of its members.

40.6. Meetings may also be held by the use of telecommunication means, in compliance with the methods indicated in article 27 of these by-laws.

Article 41. The external auditor

41.1. The external auditor or the audit firm in charge of the auditing the company's accounts, whether appointed pursuant to legal requirements, shall have the following responsibilities:

- to audit the regular book-keeping and the correct entering of management events during the financial year, at least once every three months;
- to control that the financial statements and, if drawn up, the consolidated accounts of the group correspond to the results of the entries and with checks which have been carried out, and if they comply with the relevant applicable provisions;
- to deliver an opinion upon the truth and accuracy of the financial statements of the company and, if any, of the group.

41.2. The audit activity on the company's accounts shall be registered in a book to be kept at the registered office of the company.

41.3. Upon the appointment of the external auditor, the shareholders meeting must also establish its compensation for the entire duration of its appointment, which in any case may not exceed three fiscal years.

41.4. For the entire duration of their office the external auditor or the auditing company must meet the requirements indicated in article 2409-*quinquies* of the civil code. If they do not meet such requirements, they shall step down from office and it shall not be possible to re-appoint them. In case of forfeiture of the external auditor, the directors must promptly call a meeting in order to appoint a new external auditor.

41.5. The external auditor shall remain in office until the date of the approval of financial statements relating to the third fiscal year of their term in office, and they may be re-appointed.

Article 42. Financial statements and dividends

42.1. Each fiscal year shall end on December 31.

42.2. The net profit resulting from the financial statements — after a deduction of at least 5% (five per cent) intended for the legal reserve until such legal reserve reaches one fifth of the share capital — shall be distributed between shareholders in proportion to the shares held by each shareholder, unless the meeting resolves to provide for some extraordinary reserves.

Article 43. Termination and winding up

43.1. The company shall be dissolved upon the occurrence of the following events:

- a) expiration of the duration provided for in these by-laws;
- b) achievement of the corporate purpose or unexpected impossibility of achieving it, unless the meeting, called in case of necessity, resolves upon a relevant amendment to the by-laws;
- c) impossibility to function or the continued inactivity of the shareholders' meeting;
- d) reduction in the share capital below the minimum threshold provided for by-law, without prejudice to the prescriptions set forth in article 2447 of the civil code;
- e) the hypothesis contemplated by article 2437-*quater* of the civil code;

- f) any resolution of the extraordinary meeting; expressly providing for the dissolving of the company;
and
- g) any other event provided for by law.

43.2. In all the cases of termination, the managing body must fulfill the publicity requirements prescribed by the law within thirty days from the date of the event triggering the termination.

43.3. The extraordinary meeting, called by the managing body, shall appoint one or more liquidators and shall establish:

- a) the number of liquidators;
- b) in the case that more than one liquidator is appointed, the rules governing the operations of the liquidators, referring to the rules governing the operations of the board of directors when possible;
- c) the parties with the responsibility of legally representing the company;
- d) the standards according to which the winding up should be carried out; and
- e) any possible limitation on the powers of the liquidators.

Article 44. Jurisdiction

44.1. Any dispute that may arise between the company and its shareholders, directors, liquidators pursuant to these by-laws, shall fall within exclusive jurisdiction of the Tribunal of Bari.

PUGLIA REGIONAL AGENCY FOR ACTIVE LABOR POLICIES (ARPAL)

Office for the Coordination of Employment Services – Bari Area

Via Corigliano 1 Z.I, Bari

RECORD OF AGREEMENT

Trade Union Consultation

pursuant to Article 24 of Legislative Decree No. 148 of 14 September 2015

At 2.30 p.m. on the 23rd day of the month of January in the year 2023, further to a request for trade union consultation pursuant to Article 24 of Legislative Decree No. 148/2015 sent by the Company Natuzzi S.p.A. and the subsequent calling of a meeting by the Puglia Regional Agency for Active Labor Policies (ARPAL) in conjunction with the Chairman of the Monitoring Committee for the Economic Production System and Crisis Areas (SEPA) of the Puglia Region, Leo Caroli, who participates at the meeting, the following attend remotely:

- Puglia Regional Agency for Active Labor Policies: represented by Ms. Valentina Elia, Mr. Nicola Trisolini and Ms. Marilù Misto;
- Monitoring Committee for the Economic Production System and Crisis Areas: represented by the Chairman Leo Caroli;
- Natuzzi S.p.A.: represented by Mr. Mario de Gennaro, Director of Human Resources and Legal WW, Ms. Maria Patrizia Ragazzo, Trade Union Relations and HRBP Italy Manufacturing, Mr. Flavio Barile, HRBP Corporate, and Mr. Leonardo Lamanna, as HR Operational and Labor Cost, assisted by Mr. Giuseppe Bisceglie of the Bari | Barletta-Andria-Trani chapter of the Confederation of Italian Industry (Confindustria Bari Bat) and the legal advisor Mr. Claudio Enrico Schiavone;
- the FILLEA CGIL trade union: represented by Ms. Tatiana Fazi, Mr. Ignazio Marcello Savino and Mr. Angelo Vaccaro;
- the FENEAL UIL trade union: represented by Mr. Mauro Franzolini, Mr. Massimo Fiorucci, Mr. Saverio Loiudice and Mr. Cosimo Damiano Paolicelli;
- the FILCA CISL trade union: represented by Mr. Luigi Sideri, including on behalf of Mr. Claudio Sottile, Mr. Antonio Delle Noci and Ms. Margherita Dell’Otto;
- the FILCAMS CGIL trade union: represented by Mrs. Barbara Neglia;
- the FISASCAT CISL trade union: represented by Mr. Daniele Meniconi;
- the UILTUCS UIL trade union: represented by Mr. Marco Dell’Anna, including on behalf of Mr. Antonio Vargiu;
- the COBAS LP trade union: represented by Mr. Felice Di Leo;
- the USB LP Puglia trade union: represented by Pier Paolo Corallo;
- all the local branches and unitary trade union representative bodies (RSU) / single trade union representative bodies (RSA) of Puglia and Basilicata for FILLEA CGIL, FENEAL UIL and FILCA CISL, the single trade union representative bodies for FILCAMS CGIL, FISASCAT CISL and UILTUCS of Puglia and the unitary trade union representative bodies / single trade union representative bodies for COBAS and USB LP.

Today’s meeting concerns the consultation initiated by the Company for the carrying out of the joint examination and the consequent application for an extension – pursuant to Article 44(11-ter) of Legislative Decree No. 148/2015 – to the special short-time work scheme (CIGS) for business reorganization purposes and associated transition agreement in place at the Altamura Graviscella (BA) production unit, which currently has a workforce of 449 employees.

The Parties conclude today’s discussions with the following outcome.

Whereas

- The social safety net measures under the special short-time work scheme for business reorganization purposes and associated transition agreement in place at the Altamura Graviscella (BA) production unit will cease on 13 February

2023, as per the provisions of the agreement entered into at this venue on 8 February 2022, incorporated by reference herein as an integral part of this present agreement save for what is specified hereunder.

- The letter of 28 December 2022 triggering the procedure pursuant to Article 24 of Legislative Decree No. 148/2015 for the granting of an extension until 31 December 2023 pursuant to Article 44(11-*ter*) of that same Legislative Decree sets out all of the specific reasons underlying that request and that warrant recourse to that specific measure.
- Specifically, the Special Short-Time Work Scheme Record of Agreement of 8 February 2022 to support the ongoing reorganization process and employment transition under Article 22-*ter* of Legislative Decree No. 148/2015 focused on an adequate retraining process linked to new manufacturing standards, in order to strengthening the Company's position on the market, increase manufacturing volumes and consequently maintain employment levels.
- The above was confirmed with the assent of all of the institutions and trade union organizations at the time of the presentation of the new Business Plan 2022-26 that occurred on 2 March 2022 at the Ministry for Economic Development (MISE).
- The endorsement of that Plan led to the subsequent trade union agreements of 6, 7 and 11 April 2022, which structured the measures in support thereof, identifying a series of detailed operational steps that enabled the social safety net measures to continue hand in hand with a non-traumatic management of the human resources surplus to requirements.
- In the face of this overall situation, the Company, thanks also to the constructive discussion with the institutions and the trade union organizations, implemented the plan of investments scheduled for 2022 (arriving at a final figure of more than 20 million euros in support of the entire project), implementing the first complex phase of the project of retraining of the personnel involved with the use of the facilities that were gradually being equipped with 4.0 technology.
- All of the above-mentioned facilities are built using a new lay out but also and above all through adopting new technologies that digitalize the management of information, using data flows that fosters the work of employees and reduce the physical and psychological effort of that work, thanks to the implementation of important measures in terms of ergonomics and occupational safety, especially in the handling of semi-finished and finished products.
- That Plan, launched in early March 2022, was part of a scenario that saw a steadily growing world furniture market, as borne out by studies, including by the most authoritative outside analysts, who considered a CAGR of 5 percent in the period 2022-26 highly likely.
- Those studies were based on the certainty of being able to obtain the envisioned funding both required for training and – in view of all of the assurances given by the institutions present at the ministerial roundtable regarding a rapid approval process for changes to the Invitalia Development Contract – necessary for supporting the investments put in place, industrial or otherwise.
- International tensions linked to the outbreak and continuation of the war in Ukraine, an ensuing paroxysmal rise in energy costs that generated global inflation at a rate unknown for the last 14 years and a shift in consumer spending towards the tourism sector have caused a drastic slowdown in the demand for durable goods and, in particular, in the furniture industry. That has resulted in a significant as well as unexpected decline in the flow of business orders.
- This situation has also been exacerbated by specific factors affecting a market like China, which has always been one of the most important outlets for Natuzzi Italia products that are made in Italian plants, due to the lingering effects of the Covid 19 pandemic.
- The planned sources of financing have slowed down significantly and the Company has not yet obtained the projected elements of financial support that were supposed to ensure a balance between tangible investments, the reskilling measures to be carried out and related costs.
- Although continuing to positively assess the overall project, Invitalia has not yet formally approved the changes to the Development Contract thereby enabling payment to be made for the first stage of the works already completed to the tune of about 8.5 million euros and the two subsequent stages of the works that together also exceed 8 million euros.
- The action already taken as described above in executing the Business Plan and the associated agreements, including those covering the changes compared to the initial project and the related reorganization program, are complex and of such strategic importance that it is necessary to extend the social safety net measures.
- To this end the Company has confirmed the training and retraining plan that, already agreed between the Parties, was submitted to the Puglia Region for possible co-financing under Article 22-*ter*(3) of Legislative Decree No. 148/2015 as regards the measures falling within the remit of the Region in support of the redeployment plan for the workers managed through social safety net measures.

- The Parties also entered into the agreements of 11 and 12 December 2022 to set up training projects for 1,832 workers (including the 449 covered by this agreement), presented to the ANPAL new skills fund pursuant to Notice No. 2 and to be implemented once the relevant authorization process has been completed.
- Additional training projects will be prepared by the Company as soon as the new regional calls for applications (CIGS 2019) are published in order to accelerate the reskilling process mentioned above.
- For the 449 workers concerned, as agreed by the Parties, the application to extend the social safety net measures is a tool instrumental to the execution of the Business Plan and, at the same time, a necessary condition to save jobs as a result of the complex and detailed retraining program launched.
- The complex plant adopted makes it necessary to involve the entire workforce of the production unit concerned in the retraining program, with ensuing application for recourse to the special short-time work scheme in relation to the current workforce of 449, without prejudice to the statutory limits on work suspension percentages.
- The application to extend the special short-time work scheme for business reorganization purposes at the Altamura Graviscella (BA) production unit, as per the agreed amendment thereof, is consistent with and confirms the rationale for the current measures in place. This is borne out by the causal relationship between the restructuring and reorganization activities underway and the workers in the special short-time work scheme, instrumental to upgrading the skills of personnel not included in the “Living Room Area” and their resulting use in the start-up and implementation of the innovative “Factory 4.0” project. The change regarding what the training concerns does not modify the criteria for selecting personnel, in line with applicable law.
- Article 44(11-ter) of Legislative Decree No. 148/2015, as introduced by Article 1(216) of Law No. 234 of 30 December 2021 (Budget Law 2022), in order to cope with reorganization processes and situations of particular economic hardship, provides for the possibility of extending the current measures until 31 December 2023 on condition that certain prerequisites are met, as is the case here.
- The Company Natuzzi S.p.A. has requested the statutory bodies to summon the Parties to engage in the consultation prescribed by Article of 24 Legislative Decree No. 148/2015.
- At the end of that consultation, set for today’s date the Parties have agreed what is set out below.

Therefore, the Parties

agree as follows:

- 1) The recitals and the list of affected workers shall form an integral part of this Record of Agreement.
- 2) At the end of the process referred to in Article 24 of Legislative Decree No. 148/2015, the Company shall apply for an extension to the special short-time work scheme for reorganization purposes from 14 February 2023 to 31 December 2023, pursuant to Article 44(11-ter) of Legislative Decree No. 148/2015, subject to an application to be submitted in the manner and by the deadlines set forth in Article 25 of Legislative Decree No. 148/2015.
- 3) Without prejudice to and confirming the reasons that led to the identification of the personnel earmarked for retraining, a maximum of 449 workers may be suspended on zero hours and/or may be assigned reduced working hours in connection with the further extension of the special short-time work scheme, within the limits of the law, as broken down by category in the following table:

UL Category	
First Line Managers	1
Office Workers	12
Intermediate Workers	28
Factory Workers	408
449	

- 4) For the purposes of the above, reference is made to the summary breakdown by job, category and level set out in the letter of 28 December 2022 commencing the procedure and the list of names attached hereto.
- 5) The retraining program of the personnel engaged at the same time in the execution and development of the “Living Room 4.0 for the Upgrading of the Manufacturing Process Consistent with a Logic of Technological Taxonomy and Cellular Manufacturing” project is aimed at pursuing the agreed objective of redeployment of the personnel involved.

- 6) The Parties will evaluate the possibility of availing of inter-sectoral funds and/or forms of co-financing provided by the Puglia Region within the framework of training and active labor policy measures.
- 7) The personnel whose working hours are suspended under the special short-time work scheme belonging to areas with excess workers over and above those engaged in training and/or work will be subject to rotation as regards the periods of suspension. Rotation that – subject to different technical, organizational and production requirements – will be timely communicated to, analyzed and agreed with the unitary/single trade union representative bodies and will allow for a correct balance between the affected personnel with equivalent job descriptions.
- 8) The Company will send the names of the personnel concerned to the National Agency for Active Labor Policies (ANPAL) and the Puglia Region for the purposes of affording access to the “guarantee of employability of workers” (GOL) program.
- 9) For the reasons underlying the Business Plan, namely the specialization in and the quality improvement of Divani&Divani output, the zero-hour work suspensions and/or daily/weekly/monthly reductions in working hours may be implemented in relation to positions and corresponding workers including though differentiating between department/plants and through diversified solutions for different job descriptions, all in order to ensure adequate flexibility and a balance between training and manufacturing activities. To this end, the Company will send the work suspensions and working hours reductions plan together with the training/retraining plan to the trade union organizations and the unitary/single trade union representative bodies. Those plans will be verified and discussed at special periodic meetings between the Parties.
- 10) The Company will advance the short-time work scheme payments for work suspensions and working hours reductions to the workers in their pay packets.
- 11) The retraining will be implemented in line with the requirements of the Plan and in collaboration with Local Institutions and Social Partners in order to pursue programs facilitating “conversion” and updating of all the necessary skills. Particular attention will be paid to occupational safety issues in order to develop useful synergies to heighten the awareness of all actors on the topic of safeguarding the health of each employee and strengthening a culture aimed at improving the quality of life.
- 12) It is understood that for any matters not expressly regulated by this agreement, reference is to be made to previous agreements on the subject matter.
- 13) In order to allow for fresh discussion on the Business Plan and in particular on the reasons that have so far led to the delays in approving the changes to the Development Contract and in the consequent disbursement of the funding envisaged, all of the Parties shall take action following this agreement to ensure that the Ministry for Economic Development convenes the National Steering Committee established to that end.

With the signing of this agreement, the procedure provided for by Legislative Decree No. 148/2015 will be deemed to have been carried out and the Parties acknowledge that the agreement reached on foot of the consultation has remedied any possible communication defects.

Today’s consultation, after checking the regularity and functionality of the audio/video connection and identifying all of the participants, has been carried out by way of conference call. Therefore, this Record of Agreement is ratified by each participating trade union organization, which, including on behalf of their own unitary/single trade union representative bodies, will send a copy of this agreement to the Puglia Regional Agency for Active Labor Policies and the Monitoring Committee for the Economic Production System and Crisis Areas. In sending the document:

- the Company shall use the following wording: *“To convey our reading, confirmation, ratification and signature of the special short-time work scheme agreement reached on 23 January 2023 as regards all parts and the contents thereof”*;
- the trade union organizations shall use the following wording: *“The undersigned trade union organization, including on behalf of its own unitary/single trade union representative bodies, attaches to this certified e-mail the special short-time work scheme agreement reached on 23 January 2023, ratifying and confirming all parts and the contents thereof”*.

For the purposes of the validity of the agreement, the exchange and signing of this Record of Agreement – in the manner mentioned above – separately by each of the Parties in different places and at different times is to be considered as one single act and is fully valid for the purposes of the consent expressed and its legal effects.

Once all ratifications have been achieved, the Puglia Regional Agency for Active Labor Policies will proceed to notify all duly participating entities by certified e-mail.

This Record of Agreement consists of 5 (five) pages and one annex (13 pages) of the list of names of employees.

Read, confirmed and signed.

Natuzzi S.p.A.

Trade Union Organizations

Monitoring Committee for the Economic Production System and Crisis Areas of the Puglia Region

Puglia Regional Agency for Active Labor Policies

[illegible signatures]

Exhibit 8.1

List of Significant Subsidiaries:

Name	Percentage of 31/12/2022	Percentage of 31/12/2021	Share/ quota capital	Ownership registered office	Activity
Italsofa Romania S.r.l.	100.00	100.00	RON 109,271,750	Baia Mare, Romania	(1)
Natuzzi (China) Ltd	100.00	100.00	CNY 106,414,300	Shanghai, China	(1)
Italsofa Nordeste S/A	100.00	100.00	BRL 159,300,558	Salvador de Bahia, Brazil	(1)
Natuzzi Quanjiao Limited	100.00	—	CNY 10,000,000	Quanjiao County-Anhui province, China	(1)
Natco S.p.A.	99.99	99.99	EUR 4,420,000	Santeramo in Colle, Italy	(2)
Nacon S.p.A.	100.00	100.00	EUR 2,800,000	Santeramo in Colle, Italy	(3)
Lagene S.r.l.	100.00	100.00	EUR 10,000	Santeramo in Colle, Italy	(3)
Natuzzi Americas Inc.	100.00	100.00	USD 89	High Point, N. Carolina, USA	(3)
Natuzzi Florida LLC	51.00	51.00	USD 4,955,186	High Point, N. Carolina, USA	(3)
Natuzzi Iberica S.A.	100.00	100.00	EUR 386,255	Madrid, Spain	(3)
Natuzzi Switzerland AG	100.00	100.00	CHF 2,000,000	Dietikon, Switzerland	(3)
Natuzzi Services Limited	100.00	100.00	GBP 25,349,353	London, UK	(3)
Natuzzi UK Retail Limited	70.00	70.00	GBP 100	Cardiff, UK	(3)
Natuzzi Germany GmbH	100.00	100.00	EUR 25,000	Köln, Germany	(3)
Natuzzi Japan KK	74.40	93.00	JPY 28,000,000	Tokyo, Japan	(3)
Natuzzi Russia OOO	100.00	100.00	RUB 8,700,000	Moscow, Russia	(3)
Natmx S.DE.R.L.DE.C.V	100.00	100.00	MXN 68,504,040	Mexico City, Mexico	(3)
Natuzzi France S.a.s.	100.00	100.00	EUR 600,100	Paris, France	(3)
Natuzzi Oceania PTI Ltd	74.40	93.00	AUD 320,002	Sydney, Australia	(3)
Natuzzi Singapore PTE. LTD.	74.40	93.00	USD 7,654,207	Singapore, Republic of Singapore	(3)
Natuzzi Netherlands Holding	100.00	100.00	EUR 34,605,000	Amsterdam, Holland	(4)
Natuzzi Trade Service S.r.l.	100.00	100.00	EUR 14,000,000	Santeramo in Colle, Italy	(5)

- (1) Manufacture and distribution
- (2) Intragroup leather dyeing and finishing
- (3) Services and distribution
- (4) Investment holding
- (5) Dormant

Exhibit 12.1

I, Antonio Achille, certify that:

1. I have reviewed this annual report on Form 20-F of Natuzzi S.p.A.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: **May 1, 2023**

/s/ Antonio Achille

Name: Antonio Achille

Title: Chief Executive Officer

Exhibit 12.2

I, Carlo Silvestri, certify that:

1. I have reviewed this annual report on Form 20-F of Natuzzi S.p.A.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: **May 1, 2023**

/s/ Carlo Silvestri

Name: Carlo Silvestri

Title: Chief Financial Officer

Exhibit 13.1

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of Natuzzi S.p.A. (the “Company”) does hereby certify, to such officer’s knowledge, that:

The Annual Report on form 20-F for the year ended **December 31, 2022** (the “Form 20-F”) of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 20-F fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: **May 1, 2023**

/s/ Antonio Achille
Antonio Achille
Chief Executive Officer

Dated: **May 1, 2023**

/s/ Carlo Silvestri
Carlo Silvestri
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Natuzzi S.p.A. and will be retained by Natuzzi S.p.A. and furnished to the Securities and Exchange Commission or its staff upon request.