

CY4GATE S.p.A.

Via Coponia 8 – 00131 Rome

Subscribed and paid-up share capital: 1.441.499,94

Tax Code / VAT number: 13129151000

NOTICE OF CONVOCAZIONE OF THE ORDINARY SHAREHOLDERS' MEETING

The ordinary shareholders' meeting of CY4Gate S.p.A. (the "Company") is convened on April 22, 2024, at 4:30 PM on first call and, if necessary, on April 23, 2024, at 4:30 PM on second call, exclusively through means of telecommunication, to discuss and resolve on the following:

Agenda

1. Approval of the Financial Statements as of December 31, 2023, and presentation of the Consolidated Financial Statements as of December 31, 2023, and the Sustainability Report as of December 31, 2023. Allocation of net income for the year. Inherent and consequent resolutions.
 - 1.1 Approval of the financial statements for the year ending December 31, 2023. Reports of the Board of Directors, the Board of Statutory Auditors, and the Independent Auditors; inherent and consequent resolutions;
 - 1.2 Allocation of operating income; inherent and consequent resolutions;
2. Resolutions regarding the report on the remuneration policy and compensation paid pursuant to Article 123-ter of Legislative Decree 58/98 ("TUF") and Article 84-quater of Consob Regulations adopted by Resolution No. 11971/1999 ("Issuers' Regulations").
 - 2.1 Binding vote on the compensation policy for fiscal year 2024 outlined in the first section of the report; inherent and consequent resolutions;
 - 2.2 Consultation on the second section of the report dealing with compensation paid in or related to fiscal year 2023; inherent and consequent resolutions;
3. Appointment of a Director pursuant to Article 2386, Paragraph 1 of the Civil Code; inherent and consequent resolutions;
4. Supplementation of the Board of Statutory Auditors by appointment of an alternate auditor; inherent and consequent resolutions;
5. Integration of the compensation of the Board of Statutory Auditors; inherent and consequent resolutions.

The Company has decided to avail itself of the option originally provided for by Article 106, paragraph 4, of Decree Law March 17, 2020, no. 18, as subsequently extended, most recently by the Decree Law December 29, 2022, no. 198 (the "Decree"), converted into Law February 24, 2023, no. 14, the effectiveness of which was last extended by Decree Law December 30, 2023, no. 215, converted into Law February 23, 2024, no. 18, providing that shareholders' participation in the

General Meeting shall occur exclusively through the representative appointed by the Company, identified as Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni 19 – (the “Designated Representative”), pursuant to Article 135–undecies of the TUF. In derogation of Article 135–undecies, paragraph 4, TUF, the Designated Representative may be granted proxies and/or sub–proxies pursuant to Article 135–novies of the TUF, in order to allow the widest possible use of this remote voting tool for all shareholders.

SHARE CAPITAL AND VOTING RIGHTS

The share capital amounts to Euro 1,441,499.94 divided into 23,571,428 ordinary shares without indication of nominal value; each share entitles the holder to one vote at the ordinary and extraordinary meetings of the Company. As of the date of this Notice, the Company holds 450,000 treasury shares, for which, pursuant to the law, the voting rights are suspended. However, treasury shares are counted for the calculation of majorities and shares required for the formation and resolutions of the Meeting. The composition of the share capital is available on the Company’s website <http://www.cy4gate.com/>, under the “*Investor Relations – Shareholding and Share Capital*” section.

AUTHORIZATION TO INTERVENE AND VOTE

Pursuant to Article 83–sexies of the TUF, the authorization to attend the Shareholders’ Meeting and exercise the related voting rights is evidenced by a communication to the Company, made by the authorized intermediary on behalf of the entitled party (the “**Communication**”), based on the evidence resulting from its accounting records relating to the end of the 7th (seventh) open market day preceding the date of the ordinary Shareholders’ Meeting on first call (i.e., April 11, 2024 – the so-called *record date*). Any debits and credits recorded on the accounts after this deadline are not relevant for the authorization to exercise the voting right at the Meeting, and therefore those who become shareholders only after this deadline will not be authorized to attend and vote at the Meeting.

The Communication must reach the Company by the end of the 3rd (third) open market day preceding the date of the Meeting (i.e., by April 17, 2024). However, the authorization to attend and exercise the voting right at the Meeting remains valid if the Communication reaches the Company after this deadline but before the commencement of the Meeting.

Please note that the communication to the Company is made by the intermediary at the request of the entitled party. Shareholders are required to instruct the intermediary holding their accounts to make the aforementioned Communication to the Company, failing which they will forfeit their right to participate. Any advance notice requests from the intermediary or economic charges for fulfilling its obligations are not attributable to the Company.

PARTICIPATION IN THE ORDINARY SHAREHOLDERS’ MEETING AND GRANTING OF PROXY TO THE DESIGNATED REPRESENTATIVE

Granting to the Designated Representative of mandates pursuant to Article 135–undecies of the TUF

According to Article 106 of the Decree, as last extended, **the attendance at the Shareholders' Meeting by those entitled to vote is allowed exclusively through the Designated Representative**, to whom the Company has entrusted the representation of shareholders pursuant to Article 135–undecies of the TUF.

Shareholders wishing to attend the Meeting must therefore grant the Designated Representative the mandate – with voting instructions – on all or some of the proposed resolutions regarding the items on the agenda using the specific proxy form, prepared by the Designated Representative in agreement with the Company, available on the Company’s website www.cy4gate.com, under the section “*Governance – Meetings – year 2024*”.

The proxy form with voting instructions must be submitted following the instructions on the form itself and on the Company’s website by the end of the 2nd (second) open market day preceding the Meeting, i.e., by April 18, 2024, if on first call (or by April 19, 2024, if on second call), and within the same terms the proxy may be revoked. The proxy, thus granted, is effective only for the proposals for which voting instructions have been given.

Granting of ordinary proxies or sub-proxies pursuant to Article 135–novies of the TUF to the Designated Representative

The Designated Representative may also be granted proxies or sub-proxies pursuant to Article 135–novies of the TUF, in derogation of Article 135–undecies, paragraph 4, of the TUF, in order to allow the widest possible use of this remote voting tool for all shareholders.

Therefore, those who do not avail themselves of the proxy option under Article 135–undecies of the TUF may alternatively grant ordinary proxies or sub-proxies under Article 135–novies of the TUF, with corresponding written voting instructions, using the specific proxy/sub-proxy form that must be sent to the Designated Representative following the same methods indicated in the previous paragraph, as per the instructions on the form itself, by 12:00 PM on April 19, 2024, if on first call (or by 12:00 PM on April 22, 2024, if on second call) – provided that the Designated Representative may accept proxies and/or instructions even after the aforementioned deadline and before the opening of the Meeting – and within the same deadline and methods, the proxy may be revoked. The proxy, thus granted, is effective only for the proposals for which voting instructions have been given.

The Designated Representative will be available for clarifications or information at the number +390645417429 or at the certified email address ufficiorm@computershare.it.

Electronic or postal voting is not provided for.

INTERVENTION OF MEMBERS OF THE CORPORATE BODIES, THE SECRETARY, AND THE DESIGNATED REPRESENTATIVE

The intervention at the Meeting by authorized individuals (members of the corporate bodies, the appointed secretary, and the Designated Representative, as well as other individuals authorized by law other than those entitled to vote) may only occur through video/telecommunication means that ensure their identification. Instructions for participating in the Meeting via telecommunication will be communicated by the Company to the concerned parties.

RIGHT TO ASK QUESTIONS

In accordance with Article 127–ter of the TUF, shareholders may ask questions on the matters on the agenda, even before the Meeting, by the end of the seventh open market day preceding the date set for the Meeting (i.e., by April 11, 2024), by sending them to the Company via certified email at cy4gate@pec.it.

Individuals wishing to exercise this right must provide, through the same means, information enabling their identification by transmitting a specific communication issued by the intermediaries where the shareholder's shares are deposited.

Ownership of the voting rights can also be certified after the submission of questions, provided it is done by the third day following the date indicated in Article 83-*sexies*, paragraph 2, of the TUF (*record date*), namely by April 15, 2024. This certification is not necessary if the Company receives communication from the same intermediary required for participation and voting at the Meeting.

For questions received in accordance with the above methods and deadlines, the Company – after verifying their relevance to the matters on the agenda of the Meeting and the legitimacy of the requester – will respond before the Meeting, by April 18, 2024, on the Company's website, under the section "*Governance – Meetings – year 2024*", in order to enable those entitled to vote to express themselves knowingly on the matters on the agenda. The Company will not respond to questions received after the indicated deadline. For questions with the same content, the Company may provide a joint response.

RIGHT TO AMEND THE AGENDA AND TO PRESENT NEW PROPOSALS FOR RESOLUTION

In accordance with Article 126-*bis* of the TUF, Shareholders, jointly representing at least one fortieth of the share capital, may request, within 10 days from the publication of this notice (i.e., by April 2, 2024), the addition of items to the list of matters to be discussed, indicating in the request the additional topics proposed by themselves, or present proposals for resolution on the matters on the agenda.

Any requests must be submitted, within the aforementioned deadline, to the Company's registered office (Rome, via Coponia n. 8) or to the certified email address cy4gate@pec.it, and must be accompanied by a report on the matters proposed for discussion or the reasons for the additional proposals for resolution submitted.

The legitimacy to exercise this right is evidenced by a communication to the Company from the authorized intermediary attesting to the ownership of the shares by the requesting shareholders valid as of the date of the request itself. Concurrently with the publication of the news of the integration or the presentation of new proposals for resolution, the report prepared by the requesting shareholders will be made available to the public, in the same manner prescribed for the documentation relating to the Meeting, accompanied by any evaluations by the administrative body. Notification of any additions to the list of matters to be addressed by the Meeting following the aforementioned requests or the presentation of additional proposals for resolution on matters already on the agenda will be provided, in the same forms prescribed for the publication of the notice of convocation, at least 15 days before the Meeting date, i.e., by April 5, 2024.

Integration is not allowed for matters on which the Meeting deliberates, as required by law, on the proposal of the Directors or based on a project or report prepared by them other than those referred to in Article 125-*ter*, paragraph 1, of the TUF. It remains understood that each shareholder entitled to vote may individually present proposals for resolution at the Meeting.

RIGHT TO INDIVIDUALLY FORMULATE PROPOSALS FOR RESOLUTIONS

In addition to the above, considering that participation in the Meeting is exclusively through the Designated Representative, individuals entitled to attend the Meeting who intend to formulate

proposals for resolutions on the matters on the agenda are invited to submit them in advance, by April 5, 2024, using the same methods indicated in the preceding paragraph. These proposals will be published on the Company's website by April 8, 2024, in order to allow those entitled to vote to express themselves knowingly, also taking into account these new proposals, and to enable the Designated Representative to gather voting instructions, if any, on the same. The requester must provide adequate documentation proving the legitimacy to attend the Meeting and the granting of proxy to the Designated Representative for participation in the Meeting.

POINT NO. 4 ON THE AGENDA

With regard to item No. 4 on the agenda, it is reminded that the procedure for appointment by slate voting will not apply. Instead, the Meeting will proceed with the integration of the board using ordinary procedures and majorities, while ensuring compliance with the provisions of law and regulations in force at the time regarding gender balance (male and female). Further information on this matter is provided in the dedicated Report prepared by the Board of Directors, published in accordance with the applicable legal requirements.

DOCUMENTATION

The documentation relating to the matters on the agenda of the Meeting, including the explanatory reports containing the proposed resolutions on the same, will be available at the registered office, on the Company's website www.cy4gate.com, under the section "*Governance – Meetings – year 2024*", as well as on the storage mechanism "1info" (www.1info.it). Shareholders entitled to vote have the right to obtain a copy.

The Italian version of this notice is published in extract form, pursuant to Article 125-bis of the TUF, in the newspaper Il Sole 24 Ore on March 22, 2024.

Rome, March 22, 2024

The Chairman of the Board of Directors

Domitilla Benigni