



CY4GATE S.p.A.

Registered office: Via Morolo 92 – 00131 Rome

Subscribed and paid-in share capital: €481,500

TIN / VAT number: 13129151000

NOTICE OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

CY4Gate S.p.A.'s Shareholders are called for an extraordinary meeting on 17 May 2021, in single call, at 5.30 pm, at the Company's headquarters at Via Morolo 92, Rome, to discuss and resolve on the following

Agenda

1. *Proposed attribution to the Board of Directors, in accordance with Article 2443 of the Italian Civil Code, of the faculty to increase the share capital in exchange for payment;*
2. *Amendment of Article 6 of the Company Articles of Association and additional statutory amendments.*

In light of the current Covid-19 public health emergency and in compliance with Italian Decree Law No. 18 of 17 March 2020, as amended (referred to as the "Cure Italy Decree"), CY4Gate S.p.A. (the "Company") has decided that participation in the Shareholders' Meeting will take place exclusively via the Delegated Representative, pursuant to Article 135-undecies of Italian Legislative Decree No. 58 of 24 February 1998 ("TUF"). The aforementioned Delegated Representative may also be given proxies or sub-proxies pursuant to Article 135-novies of the TUF, in a departure from Article 135-undecies, paragraph 4 of the same decree, in order to give all Shareholders the greatest opportunity to use this remote method of voting, in accordance with the fundamental principle of protecting the health of the Company's shareholders, employees, officers and consultants.

SHARE CAPITAL AND VOTING RIGHTS

Share capital amounts to €481,500.00, consisting of 15,000,000 ordinary shares with no par value. Each share carries the right to one vote at the Company's ordinary and extraordinary Shareholders' Meetings.

ELIGIBILITY TO PARTICIPATE AND VOTE

Pursuant to Article 83-sexies of the TUF, eligibility to participate in the Shareholders' Meeting and exercise the right to vote is certified by a notice sent to the Company by the intermediary on behalf of the party with the right to vote (the "Notice"), based on its accounting records 7 (seven) market days before the date scheduled for the ordinary Shareholders' Meeting (i.e., [6] May 2021, the record date). Credit and debit entries on the accounts after this date will not be valid for the purposes of eligibility to exercise voting rights at the Shareholders' Meeting. Therefore, parties shown to be holders of shares only after this date will not be eligible to vote at the Shareholders' Meeting (as described below).



The Company must receive the intermediary's Notice by the end of the 3rd (third) market day before the date of the Shareholders' Meeting (i.e., by [12] May 2021). However, eligibility to participate in the Shareholders' Meeting and exercise the right to vote (as described below) applies even if the Company receives the Notice after that date but before the Meeting begins.

The intermediary sends the Notice to the Company upon the request of the party with the right to participate and vote. Parties with the right to vote must provide instructions to the intermediary keeping the accounts so that said intermediary can send the aforementioned Notice to the Company. Should they fail to do so, they forfeit participation. The Company is not responsible for any requests from the intermediary for prior notice or any fees charged for performing the intermediary's duties.

PARTICIPATION IN THE EXTRAORDINARY SHAREHOLDERS' MEETING BY SHAREHOLDERS AND PROXY TO THE DELEGATED REPRESENTATIVE

In light of the current Covid-19 public health emergency and in compliance with the Cure Italy Decree, as extended, the Company has decided that participation in the Shareholders' Meetings will take place exclusively via the Delegated Representative (as defined below), pursuant to Article 135-*undecies* of the TUF.

The Delegated Representative may also be given proxies or sub-proxies pursuant to Article 135-*novies* of the TUF, in a departure from Article 135-*undecies*, paragraph 4 of the TUF, in order to give all Shareholders the greatest opportunity to use this remote method of voting, in accordance with the fundamental principle of protecting the health of the Company's shareholders, employees, officers and consultants.

Pursuant to Article 106 of the Cure Italy Decree, as subsequently extended, participation in the Shareholders' Meetings by those with the right to vote is permitted exclusively via the Delegated Representative.

Consequently, the Company has appointed [Computershare S.p.A. - based in Rome, Via Monte Giberto, 33 00138 -] to represent the Shareholders pursuant to Article 135-*undecies* of the TUF and the Cure Italy Decree (the "**Delegated Representative**").

Shareholders that would like to participate in the Shareholders' Meeting must therefore give the Delegated Representative proxy - with voting instructions - for all or some of the proposed resolutions regarding the items on the agenda using the specific proxy form prepared by the same Delegated Representative in accordance with the Company. The form is available on the Company's website at www.cy4gate.com (in the section: governance - shareholders' meetings - 2021)

The proxy form with voting instructions must be sent in accordance with the instructions on the form and on the Company's website no later than two market days before the Shareholders' Meeting (i.e., by [13] May 2021) and the proxy may be revoked within the same deadline.

Proxies, assigned this way, are only valid for proposals in relation to which voting instructions have been given.

Considering the limitations that could arise due to public health restrictions, eligible parties (i.e., Company officers, the appointed Secretary and the Delegated Representative) may also (or exclusively) participate in the Shareholders' Meeting via teleconferencing, using the methods conveyed individually



and in accordance with the applicable regulatory requirements for such occasion.

The Delegated Representative is available for clarifications or information by telephone:

[06/45417439] or email: [ufficiorm@computershare.it].

PARTICIPATION BY COMPANY OFFICERS, THE SECRETARY AND THE DELEGATED REPRESENTATIVE

In accordance with the measures introduced to contain the spread of Covid-19 infections under the applicable legal provisions, the Company officers, appointed Secretary and Delegated Representative may also, or exclusively, participate in the Shareholders' Meeting via video/teleconferencing, using the methods conveyed individually and in accordance with the applicable regulatory requirements for such occasion.

DOCUMENTATION

The documentation relating to the items on the Agenda will be filed at the Company's headquarters and with Borsa Italiana S.p.A. and published on the Company's website www.cy4gate.com (in the section: governance – shareholders' meetings – 2021) by the legal deadline.

Rome, 1 May 2021

Chairwoman of the Board of Directors

Domitilla Benigni