

## CY4GATE: NOTICE OF ORDINARY SHAREHOLDERS' MEETING

Rome, March 29<sup>th</sup>, 2022 – Cy4Gate S.p.A. (EGM: “CY4”) – operating company in the cyber intelligence and cyber security market with a varied offering of proprietary technologies – announces today the publication of the notice calling the Ordinary Shareholders’ Meeting on its website, as well as an excerpt in the newspaper “*Il Sole 24 Ore*”.

The Ordinary Meeting is called on April 14<sup>th</sup>, 2022, at 4:30 pm, on first call, and, if necessary, on April 19<sup>th</sup>, 2022, at 4:30 pm, on second call, at the Company’s registered office in Via Coponia, 8, Rome, to discuss and resolve upon the following

### Agenda

1. Approval of the financial statements at December 31<sup>st</sup>, 2021, and presentation of the sustainability report at December 31<sup>st</sup>, 2021; related and consequent resolutions.
2. Allocation of year-end profit; related and consequent resolutions.
3. Appointment of independent auditors for financial years 2022-2024; related and consequent resolutions.

*In light of the current Covid-19 public health emergency and in compliance with Italian Decree Law No. 18 of March 17<sup>th</sup>, 2020, as amended and extended (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 February 24<sup>th</sup>, 1998 (“TUF”). The aforementioned Delegated Representative may also be given proxy or sub-proxy 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 € 1,441,499.94 consisting of 23,571,428 ordinary shares with no par value. Each share carries the right to one 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 and extraordinary Shareholders' Meeting on first call (i.e., April 5<sup>th</sup>, 2022, 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 3<sup>rd</sup> (third) market day before the date of the Shareholders' Meeting (i.e., by April 11<sup>th</sup>, 2022). 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 sent 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 ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING BY SHAREHOLDERS AND PROXY TO THE DELEGATED REPRESENTATIVE

### *Giving proxy to the Designated Representative pursuant to article 135-undecies of the TU*

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. 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 "Designated Representative").

Shareholders who would like to participate in the Shareholders' Meeting should 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 agreement with the Company. The form is available on the Company's website at [www.cy4gate.com](http://www.cy4gate.com) (in the section: Governance – Shareholders' Meetings – 2022).

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 2 (two) market days before the Shareholders' Meeting, i.e., by April 12<sup>th</sup>, 2022 if the meeting is held on first call (by April 13<sup>th</sup>, 2022 if it is held on second call) and the proxy may be revoked within the same deadline.

*Giving ordinary proxy or sub-proxy to the Designated Representative pursuant to article 135-novies of the TUF*

The aforementioned Delegated Representative may also be given proxy or sub-proxy 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.

Those who do not exercise their right to give proxy under article 135-undecies of the TUF may alternatively give the ordinary proxy or sub-proxy pursuant to article 135-novies of the TUF, with the related written voting instructions, using the specific proxy/sub-proxy form, which the Designated Representative must receive as indicated in the paragraph above, in accordance with the instructions on the form, by noon on April 13<sup>th</sup>, 2022, if the meeting is held on first call (by noon on April 14<sup>th</sup>, 2022, if it is held on second call) – it being understood that the Designated Representative may accept the proxies and/or instructions even after the aforementioned deadline and before the opening of the meeting – the proxy may be revoked within the same deadline and with the same procedures as for the assignment.

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 notified to them individually and in accordance with the applicable regulatory provisions.

The Delegated Representative is available for clarifications or information by telephone: 06/45417401 or by email: [ufficiorm@computershare.it](mailto: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, the appointed Secretary and the Delegated Representative may also, or exclusively, participate in the Shareholders' Meeting via video/teleconferencing, using the methods notified to them individually and in accordance with the applicable regulatory provisions.

## RIGHT TO SUBMIT QUESTIONS

Those who have the right to vote can submit questions on the items on the agenda before the Shareholders' Meeting, by the end of the seventh open market day before the date set for the Shareholders' Meeting (i.e. by April 5<sup>th</sup>, 2022), by sending them to the Company's e-mail address [investors@cy4gate.com](mailto:investors@cy4gate.com) accompanied by the relevant communication from the intermediary proving the status of shareholder.

Questions received within the aforementioned deadline will be answered by April 12<sup>th</sup>, 2022; the Company will not reply to questions received after the indicated deadline. The Company may choose to provide a single reply to questions which have the same content.

## DOCUMENTATION

The documentation relating to the items on the Agenda will be filed at the company's registered office and with Borsa Italiana S.p.A., and published on the company's website [www.cy4gate.com](http://www.cy4gate.com) (in the section: Governance – Shareholders' Meetings – 2022) within the legal deadline.

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### About Cy4Gate

The Company was founded in 2014 to meet an unconventional demand for cybersecurity. Listed on Euronext Growth Milan since June 2020, CY4GATE was conceived to design, develop and produce technologies and products, systems and services that are able to meet the most stringent and modern requirements of "Cyber Intelligence & Cyber Security" expressed by the Armed Forces, the Police Forces, the Intelligence Agencies and the Companies, on the national and the foreign market. A Unique Italian industrial project, CY4GATE operates in the cyber market at 360°, with proprietary products that meet both the needs of information collection and analysis and security: QUIPO and AMICO, in the Cyber Intelligence segment; RTA, in the Cyber Security sector.

### For further information:

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