

## 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 Ordinary and Extraordinary Shareholders' Meeting

CY4Gate S.p.A.'s shareholders are called for an ordinary and extraordinary meeting on 7 February 2022 at 4:00 pm, on first call, and on 8 February 2022 at 4:00 pm, on second call, at the Company's headquarters at Via Morolo 92, Rome, to discuss and resolve on the following

#### Agenda

##### Ordinary session

1. Approval of CY4Gate S.p.A.'s acquisition of Aurora S.p.A., in accordance with the by-laws and article 14 of the Euronext Growth Milan Regulation. Related and consequent resolutions.

##### Extraordinary session

1. Proposed divisible share capital increase against consideration for a maximum total of €90 million, including any share premium, without options pursuant to article 2441, paragraph 5 of the Italian Civil Code, to be performed by 30 April 2022 as follows: (i) one tranche of not more than €10 million including any share premium, reserved for the controlling shareholder Elettronica S.p.A.; (ii) one tranche of not more than €40 million including any share premium, reserved for TEC Cyber S.p.A. and (iii) one tranche for a residual amount up to €90 million, reserved for qualified investors pursuant to article 34-ter, paragraph 1, letter (b) of the Issuers Regulation and article 61 of Consob Regulation No. 20307, passed with resolution 20307/2018, in Italy, and for institutional investors abroad pursuant to Regulation S of the United States Securities Act of 1933, as amended, including those that are already shareholders of the Company. Related and consequent resolutions.
2. Amendment to articles 25, 28, 30 and 31 of the by-laws. Related and consequent resolutions.

##### Ordinary session

2. Setting the number of members of CY4Gate S.p.A.'s Board of Directors at 9 (nine) and the consequent appointment of new members to the Board. Related and consequent resolutions.

*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 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 24 February 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 €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 and extraordinary Shareholders' Meeting on first call (i.e., 27 January 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 3rd (third) market day before the date of the Shareholders' Meeting (i.e., by 2 February 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 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 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 TUF*

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 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 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 3 February 2022 if the meeting is held on first call (by 4 February 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 4 February 2022, if the meeting is held on first call (by noon on 7 February 2022 if it is held on second call), 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 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 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.

**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](http://www.cy4gate.com) (in the section: *governance* - shareholders' meetings - 2022) within the legal deadline.

Rome, 21 January 2022

Chairwoman of the Board of Directors  
Domitilla Benigni