

PRESS RELEASE

NOTICE OF CONVOCAATION OF THE ORDINARY SHAREHOLDERS 'MEETING

Reggio Emilia, 11 April 2020 - **Cyberoo S.p.A.** ("**Cyberoo**" or "**Company**"), an innovative SME listed on AIM Italia, specialized in cyber security for businesses, announces that it has been published in the Official Gazette Part II no. 44 of 11 April 2020, and on the Company's website, www.cyberoo.com *section Investor Relations*, the notice of convocation of the Ordinary Shareholders' Meeting.

Notice of convocation of Ordinary Shareholders' Meeting

The Shareholders are called to the Ordinary Shareholders' Meeting, on first call, for April 28, 2020, at 5:00 pm, at Nctm Studio Legale, in via Agnello 12, Milan and, if necessary, for April 29 2020, in second convocation, same time and place, to discuss and deliberate on the following

Agenda

- 1. Approval of the financial statements at 31 December 2019. Report of the board of directors, the board of statutory auditors and the auditing firm. Presentation of the consolidated financial statements as at 31 December 2019. Related and consequent resolutions.**
- 2. Destination of the operating result. Related and consequent resolutions.**
- 3. Approval of the proposal to purchase and dispose of own shares, also to be used to service as an incentive program for two employees. Related and consequent resolutions.**

It should be noted that the date and / or place and / or the intervention and / or the voting method and / or conduct of the Shareholders' Meeting indicated in the notice of convocation remain subject to compatibility with current legislation or provisions issued by the competent Authorities due to the epidemiological emergency from "COVID-19".

Any changes will be promptly disclosed in the same way as for the publication of the Notice and / or in any case through the information channels provided by the legislation currently in force.

Due to the ongoing health emergency from "COVID-19", in compliance with the Legislative Decree of 17 March 2020 n. 18 ("Cura Italia Decree"), Cyberoo S.p.A. ("Company") established that the participation in the Shareholders' Meeting takes place exclusively through the Designated Representative, pursuant to art. 135-undecies of the Legislative Decree 24 February 1998, n. 58 ("TUF").

The aforementioned Designated Representative may also be granted proxies or sub-proxies pursuant to article 135-*novies* of the TUF, notwithstanding art. 135-*undecies*, paragraph 4, of the same decree, in order to allow the wider use of this remote voting tool for all

shareholders, in compliance with the fundamental principles of protection of the health of shareholders, employees, representatives, and of Company consultants.

Share capital information

The subscribed and paid-up share capital is equal to Euro 950,000 and is represented by 9,500,000 ordinary shares with no nominal value. Each ordinary share entitles the holder to one vote. As of today, the Company does not hold treasury shares.

Participation in the Assembly

Pursuant to art. 83-*sexies* of the TUF are entitled to attend the Shareholders' Meeting and exercise the right to vote - exclusively through Designated Representative - those in favor of whom the Company has received a specific communication made by an authorized intermediary on the basis of the accounting evidence relating to the term of the 7th (seventh) open market day prior to the Shareholders' Meeting date (April 17, 2020 - *record date*). The credit and debit registrations made on the accounts after that date are not relevant for the purposes of legitimizing the exercise of the right to vote in the Shareholders' Meeting.

Pursuant to art. 83-*sexies*, paragraph 4, of the TUF, communications from intermediaries must reach the Company by the end of the 3rd (third) open market day prior to the date set for the Shareholders' Meeting, ie by April 23 2020. Remain the legitimacy to attend and vote - which can be exercised, exclusively, through the Designated Representative - if communications have been received by the Company beyond the aforementioned deadline, anyway within the start of the meeting work of the single call.

Pursuant to art. 106, paragraph 2, of the Cura Italia Decree, the participation of legitimate subjects at the Shareholders' Meeting (the President, the Chief Executive Officer, the President of the Board of Statutory Auditors, the other members of the Corporate Bodies, the appointed Secretary, the Designated Representative, the Company of Auditing and / or employees and / or collaborators authorized to do so by the President), in consideration of the limitations that may arise for the aforementioned health requirements, it may also (or exclusively) take place by means of telecommunication means that allow identification, in the manner communicated to them individually, in compliance with the regulatory provisions applicable for this eventuality.

Voting proxies and Representative Designated by the Company

As required by art. 106 of the Cura Italia Decree, each person entitled to attend the Shareholders' Meeting can be represented by Designated Representative by proxy and / or written sub-delegation in accordance with the current provisions of the law.

For the Shareholders' Meeting referred to in this Notice of Meeting, the Company has identified, as Designated Representative, pursuant to art. 135-*undecies* of the TUF, the Trevisan & Associati law firm, with registered office in Viale Majno n. 45, 20122 - Milan, and its Substitutes.

The proxy to the Designated Representative can be granted, without expenses for the delegating party, (except for any shipping costs), with voting instructions on all or some of the proposals on the Agenda.

The delegation to the Designated Representative pursuant to art. 135-undecies of the TUF must be conferred by signing the specific proxy form available, with the relative indications for filling in and submitting it, at the registered office and on the Company's website, at www.cyberoo.com Investor Relations section.

The delegation pursuant to art. 135-undecies of the TUF, with the voting instructions, must be received, in original, together with a copy of an identity document of the Delegating Member with current validity or, if the Delegating Member is a legal person, the pro tempore legal representative or other subject with suitable powers, together with documentation suitable to certify their qualification and powers, to the aforementioned Designated Representative, by the end of the second open market day preceding the date of the Shareholders' Meeting (i.e., no later than 23:59 on 24 April 2020, if the Shareholders' Meeting is held on first call, or, if the Shareholders' Meeting is held on second call, no later than 11.59 pm on April 27, 2020), by courier or registered letter with return receipt. to: Studio Legale Trevisan & Associati, Corso Monforte n. 36, 20122 - Milan, (Ref. " Delega Assemblea CYBEROO 2020"), or by certified e-mail, at the address: representative-designato@pec.it. Sending the proxy to the aforementioned certified email address, signed with a qualified or digital electronic signature pursuant to current legislation, satisfies the requirement of the written form.

The proxy and voting instructions can be revoked by the end of the second open market day prior to the date set for the Shareholders' Meeting (i.e., no later than 11:59 pm on April 24, 2020, if the Shareholders' Meeting is held in first call, or, if the Shareholders' Meeting is held in second call, no later than 11.59 pm on April 27, 2020) and in the same way as for the assignment.

It should be noted that the shares for which the proxy, even partial, has been conferred, are counted for the purposes of the regular constitution of the Shareholders' Meeting. The proxy has no effect regarding proposals for which voting instructions have not been given.

As required by the Cura Italia Decree, in derogation of art. 135-undecies, paragraph 4 of the TUF, those who do not intend to make use of the intervention methods provided for by art. 135-undecies of the Consolidated Law on Finance, may, alternatively, intervene by conferring a delegation or subdelegation on the same Designated Representative pursuant to art. 135-novies of the TUF (applicable pursuant to the provisions of art. 106, paragraphs 4 and 5, of the Cura Italia Decree), containing voting instructions on all or some of the proposals on the Agenda, using the form of proxy / sub-proxy, available on the Company's website, at www.cyberoo.com, Investor Relations section.

The proxies and sub-proxies pursuant to art. 135-novies TUF, with the relative written voting instructions, must be received, no later than 12.00 noon on 27 April 2020, if the Shareholders' Meeting is held on first call, or on 28 April 2020, if the Shareholders' Meeting is held on second call, (it being understood that the Designated Representative will be able to accept proxies and / or sub-proxies and / or voting instructions even after the aforementioned term, provided that before the start of the meeting):

- (i) to the Company, by certified e-mail, at the address: amministrazione@pec.cyberoo.com
- (ii) to the Studio Legale Trevisan & Associati, by post, at the address: Corso Monforte n. 36, 20122 Milan - Italy, or by certified e-mail, to the address: representative-designato@pec.it or by e-mail, to the address: rappresentantedesignato@trevisanlaw.it.

Furthermore, for any clarifications concerning the granting of the proxy to the Designated Representative (and in particular regarding the compilation of the proxy form and the voting instructions and their transmission), it is possible to contact the Designated Representative, at the addresses indicated above and/or at the toll free number 800 134 679 (in days and working hours).

Documentation

The documentation relating to the items on the Agenda will be deposited at the registered office and Borsa Italiana S.p.A. as well as on the Company website (www.cyberoo.com) in accordance with the law. Shareholders have the right to obtain a copy.

In compliance with the measures to contain the health emergency from COVID-19 (CoronaVirus) issued by the competent Authorities, the public is asked to avoid access to the registered office for the acquisition of the documentation in question until such measures are exhausted.

Reggio Emilia, 11 aprile 2020

Massimo Bonifati

Chairman of the board of directors

Cyberoo

Cyberoo, a company listed on the AIM Italia market of Borsa Italiana, is an Emilian Innovative SME specialized in cyber security for companies, intended not only as protection of IT systems from external attacks but as the realization of a real strategy capable of protecting, monitoring and manage information from the IT ecosystem. Cyberoo addresses the medium-sized market with a broad and deep portfolio of enterprise solutions, developed through the use of the most advanced technologies and with a value chain that allows us to offer prices in line with spending capacities to this market.

INFO:

CYBEROO

Chief Marketing Officer & Investor Relations Manager

Veronica Leonardi | <mailto:veronica.leonardi@cyberoo.com> +39 340 3160749

CYBEROO PRESS OFFICE ReputationValue, communication & public affairs

Federico Ziller | <mailto:ziller@reputationvalue.it> +39 335 7555508

Fabio Pandolfini | <mailto:pandolfini@reputationvalue.it> +39 339 7214602

NOMAD

EnVent Capital Markets

42 Berkeley Square - London W1J 5AW

Italian Branch, via Barberini 95 - 00187 Roma

Giancarlo D'Alessio | <mailto:gdalessio@eventcapitalmarkets.uk>