

PRESS RELEASE

CYBEROO S.P.A.: APPROVAL OF THE ACQUISITION OF TWO FOREIGN SHAREHOLDINGS AND A BUSINESS UNIT FROM THE CONTROLLING SHAREHOLDER CYBEROO GLOBL S.P.A.

MERGER BY INCORPORATION OF 100% MFD SUBSIDIARY INTO CYBEROO APPROVED

Reggio Emilia, June 17th, 2025 – The Board of Directors of **Cyberoo S.p.A.** (“**Company**”), an innovative SME listed on the EGM (Euronext Growth Milan) market, specialized in cyber security for companies, during the meeting held today, has approved, by majority vote after a favourable opinion from the Related Parties Committee, the acquisition:

1. of the entire share capital of Cyberoo Globl AL sh.p.k., an Albanian law company, specializing in the provision of VNOC services and software development, for a consideration of € 200,000;
2. of the entire share capital of Cyberoo Globl UA l.lc, company under Ukrainian law, active in the provision of MSSP services and software development, for a consideration of € 5,000;
3. of a business unit of Cyberoo Globl S.p.A., active in the development, engineering and provision of software services and solutions, with a particular focus on technological innovation, digital transformation and cybersecurity, for a maximum consideration of € 1,200,000 (collectively, the “Transactions”).

The two foreign companies and the business unit already carry out activities on behalf of Cyberoo S.p.A.; the acquisitions are part of the strategy to rationalize and optimize the Group's activities, in line with the path of strengthening transparency and governance, with the aim of:

- strengthen operational synergies among the Group's various entities;
- acquire activities that are synergistic and complementary to Cyberoo S.p.A.'s business;
- rationalize and simplify management and administrative processes;
- simplify the corporate structure;
- improve efficiency in the management of shared resources;
- consolidate the Group's competitiveness through a leaner and more functional structure.

The business being acquired includes, among other things, labor relations, capital assets, existing IT supply contracts with other Group companies, and goodwill.

The entry of these activities into the Cyberoo S.p.A. perimeter constitutes a strengthening and completion of what Cyberoo already does in the cybersecurity field and will also provide support for the ongoing development and management activities of Cypeer Keera, a proprietary service already operational since 2024 and now increasingly central to the strategy of growth and competitive positioning in the cybersecurity market. Indeed, Keera represents a distinctive, high value-added asset that can offer a proactive approach to defending corporate digital infrastructure.

It should be noted that the Transactions are related party transactions pursuant to the Related Party Procedure adopted by the Company because the CEO Fabio Leonardi, Chairman Massimo Bonifati and Director Davide Cignatta have an interest on their own behalf, as shareholders of the sole shareholder [of Cyberoo Globl S.p.A.], Sedoc Digital Group S.r.l, with a representative share of [65]% and [15]% and [20]%, respectively, of the share capital of Sedoc Digital Group S.r.l., and of an interest on behalf of Cyberoo Globl S.p.A. itself, as Massimo Bonifati, Fabio Leonardi, and Davide Cignatta hold the positions of Managing Director, Chairman of the Board of Directors of [Cyberoo Globl S.p.A.], respectively.

The Transactions were classified as Related Party Transactions of Lesser Significance in view of the consideration involved. In this regard, a favorable reasoned opinion of the Related Parties Committee, composed of independent directors, was acquired, which expressed a positive opinion on the fairness and interest of the Transaction for the Company.

The Board of Directors also granted executive powers to the Managing Director, Fabio Leonardi, to formalize the above transactions, define their contractual terms and sign the necessary documents.

Also held today, a second Board of Directors meeting approved the plan for the merger of the subsidiary MFD International S.r.l. into Cyberoo S.p.A., pursuant to Articles 2501-ter and 2505 of the Italian Civil Code. The transaction, which aims to rationalize and simplify the Group's structure with consequent cost reduction and greater management efficiency, does not involve an increase in share capital or the determination of an exchange ratio, and falls under the simplified procedure provided for in Article 2505 of the Italian Civil Code since the Issuer holds 100 percent of the company being incorporated. Consequently, an expert's report pursuant to Article 2501-sexies of the Italian Civil Code is not required.

Pursuant to art. 2501-quarter of the Italian Civil Code, the balance sheet of the merger is represented by the financial statements for the year ended 31 December 2024, approved by the Shareholders' Meeting on 28 April 2025. The civil effectiveness of the merger will take effect on the first day of the month following the last registration with the Companies Registry, while the fiscal effectiveness will take effect from the first of January of the year in which the aforementioned registration will be completed.

All documents related to the merger, including the project, reports and financial statements, are available at the registered office and published on the Company's website, in accordance with the provisions of Article 2501-septies of the Italian Civil Code.

The Board of Directors has also granted CEO Fabio Leonardi broad powers to carry out all necessary and consequential fulfillments of the merger.

Cyberoo S.p.A., a company listed on the Euronext Growth Milan stock exchange of Borsa Italiana, is an innovative Reggio Emilia-based SME specialized in cyber security for businesses, intended not only to protect IT systems from external attacks but also to implement a real strategy capable of protecting, monitoring and managing IT ecosystem information. Cyberoo addresses the medium-sized enterprise market with a broad and deep portfolio of enterprise solutions developed using the most advanced technologies and with a value chain that allows it to set prices that are in line with our customers' spending power.



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