

PRESS RELEASE

**CYBEROO S.P.A: FINALIZED THE MERGER BY INCORPORATION OF THE 100% MFD INTERNATIONAL S.R.L. SUBSIDIARY INTO CYBEROO**

**FINALIZED THE ACQUISITION OF THE BUSINESS UNIT FROM CYBEROO GLOBL S.P.A.**

Reggio Emilia, July, 22th 2025 – Cyberoo S.p.A. (“Cyberoo” or the “Company”), an innovative SME listed on the EGM (Euronext Growth Milan) market, specialized in cyber security for companies, following the Extraordinary Shareholders' Meeting held today, announces that it has approved the merger by incorporation of MFD International S.r.l., a wholly owned subsidiary of Cyberoo S.p.A., again in consideration of the resolution passed by the Board of Directors on June 17, 2025.

The merger, 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.

The transaction is part of the strategy to rationalize and optimize the Group's activities, in line with the path of strengthening transparency and governance.

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.

It should be noted that, also on today's date, the notarial act for the sale of the Business Unit from the parent company Cyberoo Globl S.p.A. ("Business Unit") was signed for a consideration of Euro 1,200,000.

The Business Unit is active in the development, engineering and provision of software services and solutions, with a particular focus on technological innovation, digital transformation and cybersecurity and includes, among other things, labor relations, capital assets, existing IT supply contracts with other Group companies, and goodwill (for more information see the press release of June 19, 2025).

The entry of the Business Unit into the scope of the Company constitutes a direct strengthening and completion of Cyberoo's cybersecurity activities. It will also enable additional support for the ongoing development and management activities of Cypeer Keera, a proprietary service already operational since 2024 and now increasingly central to the company's strategy for growth and competitive positioning in the cybersecurity market. Indeed, Cypeer Keera represents a distinctive, high value-added asset that can offer a proactive approach to defending corporate digital infrastructure.



**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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