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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 6-K**

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**Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16  
Under the Securities Exchange Act of 1934**

**For the month of October 2021**

**Commission File Number 333-256177**

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**Cellebrite DI Ltd.**

**(Exact name of registrant as specified in its charter)**

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**94 Shlomo Shmelzer Road  
Petah Tikva 4970602, Israel  
(Address of principal executive office)**

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Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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## EXPLANATORY NOTE

Cellebrite DI Ltd. (the “**Company**”) hereby furnishes the following documents:

- i. Notice and Proxy Statement with respect to the Company’s Special General Meeting of Shareholders to be held on November 29, 2021, describing the proposals to be voted upon at the meeting, the procedure for voting in person or by proxy at the meeting and various other details related to the meeting; and
- ii. a Proxy Card whereby holders of Company’s shares may vote at the meeting without attending in person.

This Report on Form 6-K is incorporated by reference into the Registrant’s registration statement on Form F-1 (File No. 333-259826) (including any prospectuses forming a part of such registration statement) and to be a part thereof from the date on which this Report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

October 21, 2021

**Cellebrite DI Ltd.**

By: /s/ Dana Gerner  
Dana Gerner  
Chief Financial Officer

## Exhibit Index

| Exhibit | Description                                                                                                                                       |
|---------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1    | <a href="#">Notice and Proxy Statement with respect to the Company's Special General Meeting of Shareholders to be held on November 29, 2021.</a> |
| 99.2    | <a href="#">Proxy card for the Special General Meeting of Shareholders of the Company to be held on November 29, 2021.</a>                        |

**Cellebrite DI Ltd.  
94 Shlomo Shmelzer Road  
Petah Tikva 4970602, Israel  
+972-(73) 394-8000**

Dear Shareholder,

You are cordially invited to attend a Special General Meeting (the “**Meeting**”) of the shareholders of Cellebrite DI Ltd. (the “**Company**”), to be held at 6:00 p.m., Israel time, on Monday, November 29, 2021, at the Company’s offices at 94 Shlomo Shmelzer Road, Petah Tikva 4970602, Israel.

The Company’s notice of the Meeting and the proxy statement (“**Proxy Statement**”) appearing on the following pages describe in detail the matter to be acted upon at the Meeting.

Only shareholders who held shares at the close of business on Tuesday, October 26, 2021 are entitled to notice of, and to vote at, the Meeting and any adjournments thereof. The Company’s board of directors recommends a vote “FOR” the matter set forth in the notice.

**Whether or not you plan to attend the Meeting, it is important that your shares be represented and voted at the Meeting. Accordingly, after reading the enclosed Notice of Special General Meeting of Shareholders and accompanying Proxy Statement, please sign, date and mail the enclosed proxy card in the envelope provided or vote by telephone or over the Internet in accordance with the instructions on your proxy card.**

We look forward to seeing as many of you as can attend the Meeting.

Very truly yours,

**Haim Shani,**  
**Chairman of the Board of Directors**

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**Cellebrite DI Ltd.  
94 Shlomo Shmelzer Road  
Petah Tikva 4970602, Israel  
+972-(73) 394-8000**

#### **NOTICE OF SPECIAL GENERAL MEETING OF SHAREHOLDERS**

Notice is hereby given that a Special General Meeting of Shareholders (the “**Meeting**”) of Cellebrite DI Ltd. (the “**Company**”) will be held at 6:00 p.m., Israel time, on Monday, November 29, 2021, at the Company’s offices at 94 Shlomo Shmelzer Road, Petah Tikva 4970602, Israel, for the following purpose:

1. To approve and ratify the election of each of Nadine Baudot-Trajtenberg and Dafna Gruber as an external director of the Company, each for a period of three years.

We know of no other business to be submitted at the Meeting other than as specified herein. If any other business is properly brought before the Meeting, the persons named as proxies may vote in respect thereof in accordance with their best judgment.

In accordance with the Israeli Companies Law 5759-1999, and regulations promulgated thereunder (the “**Companies Law**”), any shareholder of the Company holding at least one percent of the outstanding voting rights of the Company for the Meeting may submit to the Company a proposed additional agenda item for the Meeting, to the Company’s offices, c/o Ms. Avital Futterman, Adv., VP Legal Affairs & General Counsel, at 94 Shlomo Shmelzer Road, Petah Tikva 4970602, Israel, no later than Thursday, October 28, 2021. To the extent that there are any additional agenda items that the board of directors determines to add as a result of any such submission, the Company will publish an updated agenda and proxy card with respect to the Meeting, no later than Thursday, November 4, 2021, which will be furnished to the U.S. Securities and Exchange Commission (the “**SEC**”) on Form 6-K, and will be made available to the public on the Commission’s website at <http://www.sec.gov>.

The approval of Proposal No. 1 requires the affirmative vote of a majority of the voting power represented at Meeting in person or by proxy and voting thereon (which excludes abstentions); provided, that (i) a majority of the shares that are voted at the Meeting in favor of the proposal, excluding abstentions, includes a majority of the votes of shareholders present and voting who are not controlling shareholders or do not have a personal interest in the proposal, excluding a personal interest that did not result from the shareholder’s relationship with the controlling shareholder; or (ii) the total number of shares held by the shareholders mentioned in clause (i) above that are voted against the proposal does not exceed two percent (2%) of the aggregate voting rights in the Company.

The Companies Law defines a “**personal interest**” as a personal interest of a person in an act or transaction of a company, including:

(i) a personal interest of that person’s relative (*i.e.*, spouse, sibling, parent, grandparent, child, child sibling and parent of such person’s spouse or the spouse of any of the above); or

(ii) a personal interest of another entity in which that person or his or her relative (as defined above) holds 5% or more of such entity’s issued shares or voting rights, has the right to appoint a director or the chief executive officer of such entity, or serves as director or chief executive officer of such entity.

A personal interest resulting merely from holding a company’s shares will not be deemed a personal interest.

The term “**controlling shareholder**” means a shareholder with the ability to direct the activities of the company, other than by virtue of being an office holder. A shareholder is presumed to have “control” of the company and thus to be a controlling shareholder of the company if the shareholder holds 50% or more of the “means of control” of the company. “**Means of control**” is defined as (1) the right to vote at a general meeting of a company or a corresponding body of another corporation or (2) the right to appoint directors of the corporation or its general manager (chief executive officer).

**If you do not state whether or not you are a controlling shareholder or do not confirm whether or not you have personal interest, your shares will not be voted in Proposal No. 1.**

Only shareholders of record at the close of business on Tuesday, October 26, 2021, the record date for the Meeting, are entitled to notice of, and to vote at, the Meeting and any adjournment(s) or postponement(s) thereof. All shareholders are cordially invited to attend the Meeting in person. Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and return it promptly in the pre-addressed envelope provided.

Your proxy may be revoked at any time before it is voted either by you returning a later-dated proxy card or by voting your shares in person at the Meeting.

Joint holders of shares should note that, pursuant to the articles of association of the Company, the vote of the senior of joint holders of any share who votes such share, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other registered holder(s) of such share, and for this purpose seniority will be determined by the order in which the names of the joint holders appear in the Company's register of shareholders. The appointment of a proxy to vote shares held by joint holders shall be executed by the signature of the senior of the joint holders on the proxy card.

A proxy statement describing the matter to be voted upon at the Meeting along with a proxy card enabling the shareholders to indicate their vote on the matter will be mailed on or about Friday, November 5, 2021, to all shareholders entitled to vote at the Meeting. Such proxy statement will also be furnished to the SEC under cover of Form 6-K and will be available on the Company's website under the "Investors" portion, <https://investors.cellebrite.com> and on the SEC's website at [www.sec.gov](http://www.sec.gov) or at Company's headquarters at 94 Shlomo Shmelzer Road, Petah Tikva 4970602, Israel, upon prior notice and during regular working hours (telephone number: +972-502851113) until the date of the Meeting. Proxies must be submitted to the Broadridge Financial Solutions ("**Broadridge**") no later than 11:59 p.m. ET on Sunday, November 28, 2021, or to our offices no later than 8:00 a.m. (Israel time) on Monday, November 29, 2021. Proxies delivered to the Company or to Broadridge following such time will be presented to the chairperson of the Meeting and, at his discretion, may be voted as specified in the instructions included in such proxies. Shareholders who hold their shares in "street name", meaning in the name of a bank, broker or other record holder, must either direct the record holder of their shares on how to vote their shares or obtain a legal proxy from the record holder to vote the shares at the Meeting on behalf of the record holder, together with a proof of such record holder with respect to the holding of the shares on the record date. You should follow the directions provided by your broker or nominee regarding how to instruct them to vote your shares.

In accordance with the Companies Law, any shareholder of the Company may submit to the Company a position statement on its behalf, expressing its position on the agenda item for the Meeting. Position statements should be submitted to the Company at its registered offices, at 94 Shlomo Shmelzer Road, Petah Tikva 4970602, Israel, to the attention of Ms. Avital Futterman, Adv., VP Legal Affairs & General Counsel, no later than Friday, November 19, 2021. Reasonable costs incurred by the Company in dealing with a position statement shall be borne by the submitting shareholder. Any position statement received will be furnished to the SEC on Form 6-K, and will be made available to the public on the SEC's website at [www.sec.gov](http://www.sec.gov).

By Order of the Board of Directors,

**Haim Shani,**  
**Chairman of the Board of Directors**

Petah Tikva, Israel  
October 21, 2021

**Cellebrite DI Ltd.**  
**94 Shlomo Shmelzer Road**  
**Petah Tikva 4970602, Israel**  
**+972-(73) 394-8000**

### **PROXY STATEMENT**

This Proxy Statement is being furnished to the holders of ordinary shares, par value of NIS 0.00001 per share (the “**Shares**”), of Cellebrite DI Ltd. (the “**Company**”) in connection with the solicitation of proxies on behalf of the board of directors of the Company (the “**Board of Directors**”) for use at the special meeting of shareholders (the “**Meeting**”) to be held at 6:00 p.m., Israel time, on Monday, November 29, 2021, at the Company’s offices at 94 Shlomo Shmelzer Road, Petah Tikva 4970602, Israel, or at any adjournment thereof, pursuant to the accompanying notice of meeting (the “**Notice**”).

At the Meeting, the shareholders will be asked to consider and vote on the following matter:

1. To approve and ratify the election of each of Nadine Baudot-Trajtenberg and Dafna Gruber as an external director of the Company, each for a period of three years.

#### *Record Date*

Only shareholders of record at the close of business on Tuesday, October 26, 2021, the record date for the Meeting, are entitled to notice of, and to vote at, the Meeting and any adjournment(s) or postponement(s) thereof. All shareholders are cordially invited to attend the Meeting in person. Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and return it promptly in the pre-addressed envelope provided. As of October 11, 2021, the Company had outstanding 187,168,729 Ordinary Shares, each of which is entitled to one vote on each of the matters being voted on at the Meeting

#### *Quorum*

Pursuant to our amended and restated articles of association, the quorum required for general meetings of shareholders must consist of at least two shareholders present in person or by proxy (including by voting deed) holding not less than 25% of our voting rights. A meeting adjourned for lack of a quorum will generally be adjourned to the same day of the following week at the same time and place, or to such other day, time or place as indicated by our Board of Directors if so specified in the notice of the meeting. At the reconvened meeting, any number of shareholders present in person or by proxy shall constitute a lawful quorum.

Pursuant to our amended and restated articles of association, holders of our Shares have one vote for each Share held on all matters submitted to a vote before the shareholders at a general meeting.

Abstentions are counted as present and entitled to vote for purposes of determining a quorum. “Broker non-votes” will not count as present and entitled, including for purposes of determining a quorum. A “broker non-vote” occurs when a bank, broker or other holder of record holding shares for a beneficial owner attends the Meeting but does not vote on a particular proposal because that holder does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner. Brokers that hold shares in “street name” for clients typically have authority to vote only on “routine” proposals when they have not received instructions from beneficial owners. Absent specific instructions from the beneficial owner of the shares, however, brokers are not allowed to exercise their voting discretion with respect to any proposals that are considered non-routine. The sole item on the agenda for the Meeting may be considered non-routine. If you hold your shares in “street name” and do not provide your broker with specific instructions regarding how to vote on any proposal, your broker will not be permitted to vote your shares on the proposal, resulting in a “broker non-vote.” Therefore, it is important for a shareholder that holds ordinary shares through a bank or broker to instruct its bank or broker how to vote its shares, if the shareholder wants its shares to count for all proposals.



### *Required Vote*

The approval of Proposal No. 1 is also subject to the fulfillment of one of the following additional voting requirements: (i) a majority of the shares that are voted at the Meeting in favor of the proposal, excluding abstentions, includes a majority of the votes of shareholders present and voting who are not controlling shareholders or do not have a personal interest in the proposal, excluding a personal interest that did not result from the shareholder's relationship with the controlling shareholder; or (ii) the total number of shares held by the shareholders mentioned in clause (i) above that are voted against the proposal does not exceed two percent (2%) of the aggregate voting rights in the Company.

The Israeli Companies Law 5759-1999, and regulations promulgated thereunder (the "**Companies Law**") defines a "**personal interest**" as a personal interest of a person in an act or transaction of a company, including:

(i) a personal interest of that person's relative (*i.e.* spouse, sibling, parent, grandparent, child, child sibling and parent of such person's spouse or the spouse of any of the above); or

(ii) a personal interest of another entity in which that person or his or her relative (as defined above) holds 5% or more of such entity's issued shares or voting rights, has the right to appoint a director or the chief executive officer of such entity, or serves as director or chief executive officer of such entity.

A personal interest resulting merely from holding a company's shares will not be deemed a personal interest.

The term "**controlling shareholder**" means a shareholder with the ability to direct the activities of the company, other than by virtue of being an office holder. A shareholder is presumed to have "control" of the company and thus to be a controlling shareholder of the company if the shareholder holds 50% or more of the "means of control" of the company. "**Means of control**" is defined as (1) the right to vote at a general meeting of a company or a corresponding body of another corporation or (2) the right to appoint directors of the corporation or its general manager (chief executive officer).

**If you do not state whether or not you are a controlling shareholder or do not confirm whether or not you have personal interest, your shares will not be voted on Proposal No. 1.**

### **Voting Procedures; Expressing Positions**

#### *Registered Shareholders*

Shareholders registered in the Company's shareholders register ("**Registered Shareholders**") may vote their Shares by attending the Meeting and voting their Shares in person, or by completing the enclosed proxy card, signing and dating it and mailing it either in the enclosed postage prepaid envelope or to the Company's offices. Registered Shareholders who vote their Shares by proxy must also provide the Company with a copy of their identity card, passport or certificate of incorporation, as the case may be.

#### *Beneficial Owners*

Shareholders who hold their Shares in "street name" meaning in the name of a bank, broker or other nominee, through Cede & Co., referred to as beneficial owners, must either direct the record holder of their Shares how to vote their Shares or obtain a legal proxy from the record holder to vote at the Meeting on behalf of the record holder, together with a proof of such record holder with respect to the holding of the Shares on the record date. If you are a beneficial owner whose Shares are held through bank, broker or other nominee, you should follow the directions provided by your broker or nominee regarding how to instruct them to vote your Shares. It is important for a shareholder that holds Shares through a bank or broker to instruct its bank or broker how to vote if the shareholder wants its Shares to count for the proposal.

#### *Note for Shareholders Voting via Proxy Card*

Shareholders who vote their Shares via proxy card may use the form of proxy and the return envelope enclosed. Shares represented by executed and unrevoked proxies will be voted at the Meeting. If a shareholder instructs in a proxy to abstain from voting on a specific proposal, such Shares shall not be counted in calculating the percentage of affirmative votes required for approval of such proposal (although, as described under “Quorum” above, they will be counted for the purpose of determining a quorum).

#### *Revocation of Proxies*

Shareholders may revoke their proxies at any time before the effective exercise thereof by returning a later-dated proxy card or by voting their Shares in person at the Meeting if such Shareholders are the record holders of the Shares and can provide evidence of such (*i.e.*, a copy of certificate(s) evidencing their Shares).

#### *Meeting Agenda*

In accordance with the Companies Law, any shareholder of the Company holding at least one percent of the outstanding voting rights of the Company for the Meeting may submit to the Company a proposed additional agenda item for the Meeting, to the Company’s offices, c/o Ms. Avital Futterman, Adv., VP Legal Affairs & General Counsel., at 94 Shlomo Shmelzer Road, Petah Tikva 4970602, Israel, no later than Thursday, October 28, 2021. To the extent that there are any additional agenda items that the Board determines to add as a result of any such submission, the Company will publish an updated agenda and proxy card with respect to the Meeting, no later than Thursday, November 4, 2021, which will be furnished to the SEC on Form 6-K, and will be made available to the public on the Commission’s website at <http://www.sec.gov>.

#### *Voting Results*

The preliminary voting results will be announced at the Meeting. The final voting results will be tallied by the Company’s General Counsel and Secretary based on the information provided by Broadridge Financial Solutions (“**Broadridge**”) or otherwise and will be published following the Meeting on a Form 6-K that will be furnished to the SEC.

#### *Proxy Solicitation*

Management and the Board of Directors are soliciting proxies for use at the Meeting. Proxies will be mailed to shareholders on or about Friday, November 5, 2021 and will be solicited primarily by mail; however, additional solicitations may be made by telephone, facsimile or other means of contact by certain directors, officers, employees or agents of the Company, none of whom will receive additional compensation therefor. The entire expense of solicitation, including the cost of preparing, printing, assembling and mailing the proxy materials will be borne by the Company. The Company will also reimburse the reasonable expenses of brokerage firms and others for forwarding materials to beneficial owners of Shares.

Proxies must be submitted to Broadridge no later than 11:59 p.m. ET on Sunday, November 28, 2021, or to our offices at 94 Shlomo Shmelzer Road, Petah Tikva 4970602, Israel, to the attention of Ms. Avital Futterman, Adv., VP Legal Affairs & General Counsel of the Company no later than 8:00 a.m. (Israel time) on Monday, November 29, 2021. Proxies delivered to the Company or to Broadridge following such time will be presented to the chairperson of the Meeting and, at his discretion, may be voted as specified in the instructions included in such proxies.

#### *Availability of Proxy Materials*

Copies of the proxy card, the Notice of the Special General Meeting of Shareholders and this Proxy Statement are available at the Investors section of Company’s website, <https://investors.cellebrite.com>. The contents of that website are not a part of this Proxy Statement.

**BENEFICIAL OWNERSHIP OF SECURITIES  
BY CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information regarding the beneficial ownership of our ordinary shares, as of October 11, 2021, by:

- each person or entity known by us to own beneficially 5% or more of our outstanding shares; and
- all of our executive officers and directors as a group.

Beneficial ownership of shares is determined under rules of the SEC and generally includes any shares over which a person exercises sole or shared voting or investment power. The SEC has defined “beneficial ownership” of a security to mean the possession, directly or indirectly, of voting power and/or investment power over such security. A shareholder is also deemed to be, as of any date, the beneficial owner of all securities that such shareholder has the right to acquire within 60 days after that date through (i) the exercise of any option, warrant or right, (ii) the conversion of a security, (iii) the power to revoke a trust, discretionary account or similar arrangement, or (iv) the automatic termination of a trust, discretionary account or similar arrangement.

The percentage ownership of each such person is based on 187,168,729 ordinary shares outstanding as of October 11, 2021 and includes the number of ordinary shares underlying options and warrants that are exercisable by that person within sixty (60) days from the date of October 11, 2021. Ordinary shares subject to these options and warrants are deemed to be outstanding for the purpose of computing the ownership percentage of the person holding these options and warrants, but are not deemed to be outstanding for the purpose of computing the ownership percentage of any other person.

All of our shareholders, including the shareholders listed below, have the same voting rights attached to their ordinary shares. Neither our principal shareholders nor our directors and executive officers have different or special voting rights with respect to their ordinary shares. Each person named in the table has sole voting and investment power with respect to all of the ordinary shares shown as beneficially owned by such person, except as otherwise indicated in the table or footnotes below. To our knowledge, no ordinary shares beneficially owned by any executive officer, or director have been pledged as security. Unless otherwise noted below, the address of each shareholder listed below is 94 Shlomo Shmelzer Road, Petah Tikva 4970602, Israel.

| Name                                                                          | Number<br>of<br>Shares | Percentage  |
|-------------------------------------------------------------------------------|------------------------|-------------|
| <b>5% Holders:</b>                                                            |                        |             |
| SUNCORPORATION <sup>(1)</sup>                                                 | 95,597,718             | 51.1%       |
| IGP Saferworld, Limited Partnership <sup>(2)</sup>                            | 32,631,492             | 17.4%       |
| TWC Tech Holdings II, LLC <sup>(3)</sup>                                      | 23,054,167             | 11.7%       |
| <b>Name and Address of Beneficial Owners Executive Officers and Directors</b> |                        |             |
| Yossi Carmil                                                                  | 3,419,384              | 1.8%        |
| Dana Gerner                                                                   | 1,231,434              | *%          |
| Leeor Ben-Peretz                                                              | 863,207                | *%          |
| Ronnen Armon                                                                  | 209,885                | *%          |
| Mark Gambill                                                                  | 636,177                | *%          |
| Alon Klomek                                                                   | 766,408                | *%          |
| Osnat Tirosh                                                                  | 979,266                | *%          |
| Ken Basore                                                                    | 86,353                 | *%          |
| Ryusuke Utsumi                                                                | --                     | --          |
| Yonatan Domnitz                                                               | --                     | --          |
| Haim Shani                                                                    | --                     | --          |
| Elly Keinan                                                                   | --                     | --          |
| Adam H. Clammer <sup>(4)</sup>                                                | 750,000                | *%          |
| William Heldfond                                                              | --                     | --          |
| Dafna Gruber                                                                  | --                     | --          |
| Nadine Baudot-Trajtenberg                                                     | --                     | --          |
| <b>All Executive Officers and Directors as a Group</b>                        | <b>8,942,115</b>       | <b>4.6%</b> |

\* Less than 1%

- (1) SUNCORPORATION is a publicly traded company on the Tokyo Stock Exchange. Its address is 250 Asahi, Kochino-cho, Konan, Aichi 483-8555, Japan.
- (2) Haim Shani is a Co-Founder and general partner of Israel Growth Partners. As such, he may be deemed to have or share beneficial ownership of the shares held by IGP Saferworld, Limited Partnership. Mr. Shani disclaims any beneficial ownership of the reported shares other than to the extent of any pecuniary interest he may have therein, directly or indirectly. The address of IGP Saferworld, Limited Partnership is 3 Arik Einstein st., Building B, 9<sup>TH</sup> floor, Herzliya, 4659071, Israel.
- (3) Reflects the forfeiture of 1,500,000 ordinary shares pursuant to the terms of a certain Letter Agreement, dated September 10, 2020, by and among TWC Tech Holdings II Corp, its officers, its directors and TWC Tech Holdings II, LLC, and 9,666,667 ordinary shares underlying the Company's warrants owned by TWC Tech Holdings II, LLC. The address of TWC Tech Holdings II, LLC is c/o True Wind Capital, Four Embarcadero Center, Suite 2100, San Francisco, CA 94111. TWC SPAC Aggregator II, LLC is the managing member of TWC Tech Holdings II, LLC. TWC Employee SPAC Aggregator II, LLC is the managing member of TWC SPAC Aggregator II, LLC. True Wind Capital Management, L.P. is the managing member of TWC Employee SPAC Aggregator II, LLC. True Wind Capital Management GP, LLC is the general partner of True Wind Capital Management, L.P. As the managing members of True Wind Capital Management GP, LLC, Mr. Greene and Mr. Clammer may be deemed to have or share beneficial ownership of the securities held directly by TWC Tech Holdings II, LLC.
- (4) Mr. Clammer may be deemed the beneficial owner of 23,804,167 shares as of the date hereof. This number consists of the 23,054,167 shares beneficially owned through TWC Tech Holdings II, LLC and 750,000 shares held by two family trusts of which Mr. Clammer is trustee or has the indirect power to acquire assets by virtue of a right of substitution of assets.

## **PROPOSAL NO. 1**

### **APPROVAL AND RATIFICATION OF THE ELECTION OF EXTERNAL DIRECTORS**

#### **Background**

Pursuant to the regulations promulgated under the Companies Law, public companies must elect at least two external directors. The appointment of external directors must be made by a general meeting of our shareholders no later than three months following the time the Company became a “public company”, and therefore we are holding a shareholders’ meeting within three months of the closing of the listing of our ordinary shares and warrants on the Nasdaq Global Market (“**Nasdaq**”) that occurred on August 31, 2021, in order to ratify the election of two external directors.

The provisions of the Companies Law set forth special approval requirements for the election of external directors. External directors must be elected by a majority vote of the shares present and voting at a meeting of shareholders, provided that either:

- such majority includes at least a majority of the shares held by all shareholders who are not controlling shareholders and do not have a personal interest in the election of the external director (other than a personal interest not deriving from a relationship with a controlling shareholder) that are voted at the meeting, excluding abstentions, to which we refer as a disinterested majority; or
- the total number of shares voted by non-controlling shareholders and by shareholders who do not have a personal interest in the election of the external director against the election of the external director does not exceed 2% of the aggregate voting rights in the company.

The term “controlling shareholder” as used in the Companies Law for purposes of all matters related to external directors and for certain other purposes (such as the requirements related to appointment to the audit committee or compensation committee, as described below), means a shareholder with the ability to direct the activities of the company, other than by virtue of being an office holder. A shareholder is presumed to be a controlling shareholder if the shareholder holds 50% or more of the voting rights in a company or has the right to appoint a majority of the directors of the company or its general manager.

The initial term of an external director is three years. Thereafter, an external director may be re-elected, subject to certain circumstances and conditions, by shareholders to serve in that capacity for up to two additional three-year terms subject to additional requirements under the Companies Law.

The term of office for external directors for Israeli companies traded on certain foreign stock exchanges, including Nasdaq, may be extended indefinitely in increments of additional three-year terms, in each case provided that the audit committee and the board of directors of the company confirm that, in light of the external director’s expertise and special contribution to the work of the board of directors and its committees, the re-election for such additional period(s) is beneficial to the company, and provided that the external director is re-elected subject to the same shareholder vote requirements (as described above regarding the re-election of external directors). Prior to the approval of the re-election of the external director at a general meeting of shareholders, the company’s shareholders must be informed of the term previously served by him or her and of the reasons why the board of directors and audit committee recommended the extension of his or her term.

External directors may be removed from office by a special general meeting of shareholders called by the board of directors, which approves such dismissal by the same shareholder vote percentage required for their election or by a court, in each case, only under limited circumstances, including ceasing to meet the statutory qualifications for appointment or violating their duty of loyalty to the company. An external director may also be removed by order of an Israeli court if, following a request made by a director or shareholder of the company, the court finds that such external director has ceased to meet the statutory qualifications for his or her appointment as stipulated in the Companies Law or has violated his or her duty of loyalty to the company.

If an external directorship becomes vacant and there are fewer than two external directors on the board of directors at the time, then the board of directors is required under the Companies Law to call a meeting of the shareholders as soon as practicable to appoint a replacement external director. Each committee of the board of directors that exercises the powers of the board of directors must include at least one external director, except that the audit committee and the compensation committee must include all external directors then serving on the board of directors and an external director must serve as chair thereof. Under the Companies Law, external directors of a company are prohibited from receiving, directly or indirectly, any compensation from the company other than for their services as external directors pursuant to the Companies Law and the regulations promulgated thereunder. Compensation of an external director is determined prior to his or her appointment and may not be changed during his or her term subject to certain exceptions.

The Companies Law sets forth a number of limitations pursuant to which a person may be appointed as an external director, including, but not limited to, such person's relationship with a company's controlling shareholders or the company itself. Furthermore, the Companies Law stipulates that a person may be appointed as an external director only if he or she has professional qualifications or if he or she has accounting and financial expertise, provided that at least one of the external directors must be determined by our board of directors to have accounting and financial expertise. However, if at least one of our other directors (i) meets the independence requirements under the Exchange Act, (ii) meets the independence requirements of Nasdaq rules for membership on the audit committee and (iii) has accounting and financial expertise as defined under the Companies Law, then neither of our external directors is required to possess accounting and financial expertise as long as each possesses the requisite professional qualifications.

The foregoing description of the legal framework governing the appointment and removal of external directors under the Companies Law is qualified by reference to "*Management – Corporate Governance Practices*" in our Registration Statement on Form F-1, originally filed with the SEC on September 29, 2021, as amended.

If at the time at which an external director is appointed all members of the board of directors who are not controlling shareholders or relatives of controlling shareholders of the company are of the same gender, the external director to be appointed must be of the other gender. A director of one company may not be appointed as an external director of another company if a director of the other company is acting as an external director of the first company at such time.

Prior to the listing of our ordinary shares and warrants on Nasdaq, our shareholders elected Nadine Baudot-Trajtenberg and Dafna Gruber as directors of the Company, and designated them to serve and hold office as external directors for a term of three years commencing as of the date of the Company's general meeting of shareholders approving their appointment as external directors convened following the initial public offering.

The Company has received a statement from each of Nadine Baudot-Trajtenberg and Dafna Gruber in which they declare that they meet all of the requirements applicable to external directors as set forth in the Companies Law.

The Board has determined that each of Nadine Baudot-Trajtenberg and Dafna Gruber is financially literate as contemplated by the rules of Nasdaq, and that each meets the requirements of being an independent director for the purpose of the audit committee and compensation committee pursuant to the rules of the SEC, Nasdaq and the Companies Law. The Board has determined that Dafna Gruber has accounting or related financial management expertise and qualifies as an "audit committee financial expert" pursuant to the rules of the SEC and Nasdaq, and that each of Nadine Baudot-Trajtenberg and Dafna Gruber has "financial and accounting" expertise pursuant to the rules of the Companies Law.

The biographical information for each of Nadine Baudot-Trajtenberg and Dafna Gruber, each of whose election as an external director will be subject to ratification at the Meeting, appears below:

*Nadine Baudot-Trajtenberg* currently serves as an Assistant Professor at the Interdisciplinary Center's Tiomkin School of Economics in Herzliya, Israel, having previously served as Associate Dean at both the School of Economics and the Arison School of Business where she headed both the Masters of Business Administration and Global Masters of Business Administration programs. Prior to that, she served as Deputy Governor of the Bank of Israel from 2014 to 2019. Dr. Baudot-Trajtenberg has served on several boards, including of the holding company of Menora Mivtachim, one of Israel's largest financial groups, Gazit Globe, a leading global real estate company, Bank Leumi Luxembourg and Bank Leumi Switzerland. Dr. Baudot-Trajtenberg holds a B.Sc. in Economics from the University of Montreal, an M.A. in Philosophy, Politics and Economics from the University of Oxford, and a Ph.D. in Economics from Harvard University.

*Dafna Gruber* served as Chief Financial Officer of Aqua Security Ltd. from 2019 to February 2021. Previously, she served as Chief Financial Officer of Landa Corporation Ltd. from 2017 to 2018, of Clal Industries Ltd. from 2015 to 2017, of NICE Systems Ltd. from 2007 to 2015, and of Alvarion from 1999 to 2007. Ms. Gruber currently serves as an external director and/or independent director, and an audit committee and/or compensation committee member of several public companies, including Nova Measuring Instruments Ltd., Tufin Software Technology Ltd., TAT Industries Ltd. and Cognyte Ltd. Ms. Gruber holds a B.A. in Accounting and Economics from the Tel Aviv University, and is a CPA.

Following the Meeting, if this Proposal No. 1 is approved, the Board of Directors will consist of nine (9) directors, eight (8) of whom are independent under the listing standards of Nasdaq.

The vote for the ratification and approval of the election of each of the external directors shall be made separately.

It is proposed that the following resolution be adopted at the Meeting:

**“RESOLVED, that the election of each of Nadine Baudot-Trajtenberg and Dafna Gruber as an external director of the Company, each for a three-year term, is hereby approved and ratified.”**

**The Board of Directors unanimously recommends a vote FOR approval of the foregoing resolution.**

#### **OTHER BUSINESS**

The Board is not aware of any other business to be acted upon at the Meeting. However, if any other business properly comes before the Meeting, the persons named in the enclosed proxy will vote upon such matters in accordance with their best judgment.

The prompt return of your proxy will be appreciated and helpful in obtaining the necessary vote. Therefore, whether or not you expect to attend the Meeting, please sign the form of proxy provided herewith and return it in the enclosed envelope, so that your vote is received by the Company no later than Sunday, November 28, 2021 at 11:59 p.m. ET.

### ADDITIONAL INFORMATION

The Company's filings with the SEC, including reports regarding the Company's quarterly business and financial results, are available for viewing and downloading on the SEC's website at [www.sec.gov](http://www.sec.gov) as well as under the Investors section of the Company's website at <https://investors.cellebrite.com>. Shareholders may download a copy of these documents without charge at <https://investors.cellebrite.com>.

The Company is subject to the information reporting requirements of the Exchange Act, applicable to foreign private issuers. The Company fulfills these requirements by filing reports with the SEC. As a foreign private issuer, the Company is exempt from the rules under the Exchange Act related to the furnishing and content of proxy statements. The circulation of this Proxy Statement should not be taken as an admission that the Company is subject to those proxy rules.

By Order of the Board of Directors,

***Haim Shani,***  
***Chairman of the Board of Directors***

October 21, 2021



## CELLEBRITE DI LTD.

(THE "COMPANY")

## PROXY

**THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS**

I, the undersigned, shareholder of Cellebrite DI Ltd. (the "**Company**"), hereby nominate, constitute and appoint Ms. Dana Gerner, Chief Financial Officer of the Company and Ms. Avital Futterman, VP Legal Affairs & General Counsel, and each of them, as my true and lawful proxy and attorney(s) with full power of substitution for me and in my name, place and stead, to represent and vote all of the ordinary shares, par value of NIS 0.00001 per share of the Company (the "**Shares**"), which the undersigned is entitled to vote at the Special General Meeting of Shareholders (the "**Meeting**") to be held at the offices of the Company, located at 94 Shlomo Shmelzer Road, Petah Tikva 4970602, Israel, on Monday, November 29, 2021, at 6:00 p.m. (Israel time), and at any adjournments or postponements thereof, upon the following matters, which are more fully described in the Notice of the Meeting and Proxy Statement, dated October 21, 2021, relating to the Meeting (the "**Proxy Statement**"). Subject to applicable law and the rules of Nasdaq, in the absence of such instructions, the Shares represented by properly executed and received proxies will be voted "FOR" the proposed resolution to be presented at the Meeting or any adjournment(s) or postponement(s) thereof for which the board of directors of the Company recommends a "FOR" vote.

**This Proxy, when properly executed, will be voted in the manner directed herein by the undersigned.**

Shareholders entitled to notice of and to vote at the Meeting or at any adjournment(s) or postponement(s) thereof shall be determined as of the close of business on Tuesday, October 26, 2021, the record date fixed by the board of directors of the Company for such purpose.

**Should any other matter requiring a vote of the shareholders arise, the proxies named above are authorized to vote in accordance with their best judgment in the interest of the Company. Any and all proxies given by the undersigned prior to this proxy are hereby revoked.**

(Continued and to be signed on the reverse side)

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**THE BOARD OF DIRECTORS OF THE COMPANY RECOMMENDS YOU VOTE "FOR" ALL THE PROPOSALS. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE .**

Proposal 1a: To approve and ratify the election of Nadine Baudot-Trajtenberg as an external director of the Company, for a period of three years.

FOR                       AGAINST                       ABSTAIN

Are you a controlling shareholder in the Company (as defined in the Proxy Statement), or do you have a personal interest (as defined in the Proxy Statement) in the approval of Proposal No. 1.a, excluding a personal interest that does not result from the shareholder's relationship with the controlling shareholder? **(Please note: If you do not mark either "Yes" or "No", your shares will not be voted for Proposal No. 1.a).**

YES                       NO

Proposal 1b: To approve and ratify the election of Dafna Gruber as an external director of the Company, for a period of three years.

FOR                       AGAINST                       ABSTAIN

Are you a controlling shareholder in the Company (as defined in the Proxy Statement), or do you have a personal interest (as defined in the Proxy Statement) in the approval of Proposal No. 1.b, excluding a personal interest that does not result from the shareholder's relationship with the controlling shareholder? **(Please note: If you do not mark either "Yes" or "No", your shares will not be voted for Proposal No. 1.b).**

YES                       NO

To change the address on your account, please check the box on the right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

The undersigned acknowledges receipt of the Notice and Proxy Statement.

\_\_\_\_\_  
Signature of Shareholder                      Date: \_\_\_\_\_, \_\_\_\_

\_\_\_\_\_  
Signature of Shareholder                      Date: \_\_\_\_\_, \_\_\_\_

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, the senior holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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