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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 June 2022**

**Commission File Number 001-40772**

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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 “**Registrant**” or “**Company**”) hereby furnishes the following documents:

- i. Notice and Proxy Statement with respect to the Company’s Annual General Meeting of Shareholders to be held on July 19, 2022, 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 S-8](#) (File No. 333-260878).

**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.

June 13, 2022

**Cellebrite DI Ltd.**

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

## Exhibit Index

Exhibit	Description
99.1	<a href="#">Notice and Proxy statement for the Annual General Meeting of Shareholders of the Company to be held on July 19, 2022.</a>
99.2	<a href="#">Proxy card for the Annual General Meeting of Shareholders of the Company to be held on July 19, 2022.</a>

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

Dear Shareholder,

You are cordially invited to attend an Annual General Meeting (the “**Meeting**”) of the shareholders of Cellebrite DI Ltd. (the “**Company**”), to be held at 4:00p.m., Israel time, on July 19, 2022, 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 June 13, 2022 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 Annual 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 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Notice is hereby given that an Annual General Meeting of Shareholders (the “**Meeting**”) of Cellebrite DI Ltd. (the “**Company**”) will be held at 4:00 p.m, Israel time, on July 19, 2022, at the Company’s offices at 94 Shlomo Shmelzer Road, Petah Tikva 4970602, Israel, for the following purpose:

1. To re-elect Elly Keinan as a Class I director, to hold office until the close of the Company’s annual general meeting of shareholders in 2025, and until his respective successor is duly elected and qualified; and
2. To approve the appointment of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as the Company’s independent auditors for the fiscal year ended December 31, 2022 and until the next annual general meeting of shareholders, in replacement of Somekh Chaikin, a member firm of KPMG International, and to authorize the Board of Directors, upon the recommendation of the Company’s audit committee (the “**Audit Committee**”), to determine the auditor’s remuneration to determine their fees.

The foregoing proposals are described more fully in the enclosed proxy statement, which we urge you to read in its entirety. 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.

The affirmative vote of the holders of a majority of the voting power represented at the Annual General Meeting in person or by proxy and voting thereon (excluding abstentions and broker non-votes) is necessary for the approval of each proposal.

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. Dana Gerner, Chief Financial Officer and Ms. Ortal Yanko-Shalev, Legal Counsel, at 94 Shlomo Shmelzer Road, Petah Tikva 4970602, Israel, no later than Tuesday, June 21, 2022. 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 June 27, 2022, 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>.

Only shareholders of record at the close of business on June 13, 2022, 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 June 17, 2022, 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 July 18, 2022, or to our offices no later than 8:00 a.m. (Israel time) on July 19, 2022. 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 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. Dana Gerner, Chief Financial Officer and Ms. Ortal Yanko-Shalev, Legal Counsel, at 94 Shlomo Shmelzer Road, Petah Tikva 4970602, Israel, no later than June 21, 2022. 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 June 27, 2022, 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>.

By Order of the Board of Directors

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

Petah Tikva, Israel  
June 13, 2022

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

## **PROXY STATEMENT**

This Proxy Statement, Notice of Annual General Meeting of Shareholders, and the related proxy card are 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 annual general meeting of shareholders (the “**Meeting**”) to be held at 04:00 p.m., Israel time, on July 19, 2022, 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 re-elect Elly Keinan as a Class I director, to hold office until the close of the Company’s annual general meeting of shareholders in 2025, and until his respective successor is duly elected and qualified; and
2. To approve the appointment of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as the Company’s independent auditors for the fiscal year ended December 31, 2022 and until the next annual general meeting of shareholders, in replacement of Somekh Chaikin, a member firm of KPMG International, and to authorize the Board of Directors, upon the recommendation of the Company’s audit committee (the “**Audit Committee**”), to determine the auditor’s remuneration to determine their fees.

### *Record Date*

Only shareholders of record at the close of business on June 13, 2022, 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 proxy card and return it promptly in the pre-addressed envelope provided. Our Board urges you to vote your shares so that they will be counted at the Meeting or at any postponements or adjournments of the Meeting.

### *Quorum*

As of June 3, 2022, the Company had 189,436,572 Shares issued and outstanding. Pursuant to our amended and restated articles of association (“**Amended Articles**”), the quorum required for general meetings (including the annual general meeting) 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 Articles, 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 only item on the Meeting agenda that may be considered routine is Proposal No. 2 relating to the appointment of our independent registered public accounting firm for the fiscal year ending December 31, 2022; however, we cannot be certain whether this will be treated as a routine matter since our proxy statement is prepared in compliance with the Companies Law, rather than the rules applicable to domestic U.S. reporting companies. 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 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 affirmative vote of the holders of a majority of the voting power represented and voting on each of the proposals in person or by proxy at the Meeting (excluding abstentions and broker non-votes) is necessary for the approval of each proposal.

### *Voting Procedures*

#### **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 envelop 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. Dana Gerner, Chief Financial Officer and Ms. Ortal Yanko-Shalev, Legal Counsel, at 94 Shlomo Shmelzer Road, Petah Tikva 4970602, Israel, no later than June 21, 2022. 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 June 27, 2022, 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 Legal Counsel, 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 June 17, 2022 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 July 18, 2022, or to our offices at 94 Shlomo Shmelzer Road, Petah Tikva 4970602, Israel, to the attention of Ms. Dana Gerner, Chief Financial Officer, and Ms. Ortal Yanko-Shalev, Adv. Legal Counsel no later than 8:00 a.m. (Israel time) on July 19, 2022. 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 Statement, Notice of Annual General Meeting of Shareholders, and the related proxy card 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.

## COMPENSATION OF EXECUTIVE OFFICERS

For information concerning the annual compensation earned during 2021 by our five most highly compensated executive officers see Item 6.B. of our Annual Report on Form 20-F for the year ended December 31, 2021, as filed with the SEC on March 29, 2022, as amended on April 14<sup>th</sup>, 2022 (the “Annual Report”), a copy of which is available on our website at <https://investors.cellebrite.com/>.

### CORPORATE GOVERNANCE

#### *Overview*

Cellebrite is committed to effective corporate governance and independent oversight by our Board of Directors. Our programs and policies are informed by engagement with our shareholders as well as a guiding principle that the Board of Directors is accountable for representing the best interests of our shareholders, accomplished primarily through independence, diversity of experience and engagement with shareholders and other key constituents.

Our Amended Articles provide that we may have no less than three and no more than eleven directors (including the external directors), as may be fixed from time to time by the Board of Directors. Our Board of Directors currently consists of nine directors. Each of our current eight non-executive directors is independent under Nasdaq corporate governance rules that require a majority of our directors to be independent. Our external directors under the Companies Law are Mses. Gruber and Baudot-Trajtenberg.

Our directors are divided into three classes with staggered three-year terms. Each class of directors consists, as nearly as possible, of one-third of the total number of directors constituting the entire Board (other than the external directors). At each annual general meeting of our shareholders, the term of office of only one class of directors expires. The election or re-election of such class of directors is for a term of office that expires as of the date of the third annual general meeting following such election or re-election. Our directors, aside from our external directors, and subject to the specific director appointment rights contained in the Amended Articles, according to which (i) two directors shall be nominated by TWC Tech Holdings II, LLC; (ii) two directors shall be nominated by SUNCORPORATION; and (iii) one director shall be nominated by IGP Saferworld Limited Partnership; all to be reasonably acceptable to the Company, are generally be appointed by a simple majority vote of holders of our ordinary shares, participating and voting at an annual general meeting of our shareholders. Each director holds office until the annual general meeting of our shareholders in which his or her term expires, unless he or she is removed by a vote of 65% of the total voting power of our shareholders at a general meeting of our shareholders (other than the external directors, and subject to the specific director appointment rights as detailed above), or upon the occurrence of certain events, in accordance with the Companies Law and our Amended Articles of Association.

#### *Corporate Governance Practices*

Below, we summarize the key governance practices and policies that our Board of Directors believes help advance our goals and protect the interests of our shareholders, including:

What we do	
✓	Base a significant portion of the compensation opportunity on financial and share price performance
✓	Emphasize pay-for-performance - meaning the earning of annual bonuses are subject to the attainment of objective performance measurements.
✓	Set annual incentive targets to our chief executive officer based on objective performance measures
✓	Regularly review the executive compensation and peer group data
✓	Maintain a majority independent Board
✓	Offer equity and cash compensation which we believe incentivizes our executive officers to deliver both short-term and long-term shareholder value
✓	Maintain entirely independent Board committees
✓	Cap cash bonus payments and annual equity based compensation

For more information regarding our Board of Directors, its committees and our corporate governance practices, see “Part I, Item 6.C. Board Practices” of our Annual Report.

## **PROPOSAL NO. 1**

### **RE-ELECTION OF DIRECTORS**

Under the Companies Law and the Amended Articles, our business and affairs are managed under the direction of our board of directors. Our board of directors may exercise all powers and may take all actions that are not specifically granted to our shareholders or to executive management. Our Chief Executive Officer (referred to as a “general manager” under the Companies Law) is responsible for our day-to-day management. Our Chief Executive Officer is appointed by, and serves at the discretion of, our board of directors, subject to the employment agreement that we have entered into with him. All other executive officers are appointed by the Chief Executive Officer, subject to applicable corporate approvals, and are subject to the terms of any applicable employment or consulting agreements that we may enter into with them.

Pursuant to the Amended Articles, other than external directors, for whom special election requirements apply under the Companies Law, the number of directors on our board of directors consists of no less than three and no more than eleven directors divided into three classes with staggered three-year terms. Each class of directors consists, as nearly as possible, of one-third of the total number of directors constituting the entire board of directors (other than the external directors). At each annual general meeting of our shareholders, the election or re-election of directors following the expiration of the term of office of the directors of that class of directors will be for a term of office that expires on the third annual general meeting following such election or re-election. Therefore, beginning with the annual general meeting of 2022 (i.e., the Meeting), each year the term of office of only one class of directors will expire.

Our board of directors currently consists of nine directors, including two external directors. Our directors who are not external directors are divided among the three classes as follows:

- the Class I directors are Elly Keinan and Yonatan Domnitz, and their terms will expire at the Meeting;
- the Class II directors are Haim Shani, William Heldfond and Ryusuke Utsumi, and their terms will expire at our annual meeting of shareholders to be held in 2023; and
- the Class III directors are Yossi Carmil and Adam Clammer, and their terms will expire at our annual meeting of shareholders to be held in 2024.

All of the members of our board of directors, other than the external directors, may be re-elected for an unlimited number of terms upon completion of their then-current term of office. Our Board may temporarily fill vacancies in the board of directors until the next annual general meeting of shareholders, provided that the total number of directors will not exceed the maximum number permitted under our Amended Articles.

One of our current Class I directors, Mr. Elly Keinan, has been nominated by our board of directors for re-election at the Meeting. If re-elected at the Meeting, Mr. Keinan will serve until the 2025 annual general meeting of our shareholders, and until his successor has been duly elected and qualified, or until his office is vacated in accordance with our Amended Articles or the Companies Law.

In accordance with the specific director appointment rights contained in our Amended Articles, and information provided to the Company, our other Class I Director, Mr. Yonatan Domnitz was re-appointed by SUNCORPORATION, the parent company of Cellebrite, to serve as a Class I director of the Company and until the 2025 annual general meeting of our shareholders, and until his successor has been duly elected and qualified, or until his office is vacated in accordance with our Amended Articles or the Companies Law.

Mr. Elly Keinan, whose professional background is provided below, has advised us that he is willing, able and ready to serve as a director if re-elected. In accordance with the Companies Law, each of Mr. Keinan and Mr. Domnitz has certified to us that he meets all of the requirements of the Companies Law for election as a director of a public company, and possesses the necessary qualifications and has sufficient time, to fulfill his duties as a director of the Company, taking into account the size and needs of our Company.

Mr. Elly Keinan is also a member of our compensation committee and qualifies as an independent director under the Nasdaq corporate governance rules, including the additional independence requirements applicable to the members of a compensation committee.

During 2021, Mr. Elly Keinan attended 100% of our board of directors and compensation committee meetings, and Mr. Domnitz attended 100% of our board of directors and nominating and governance committee meetings.

The nominating and governance committee of our board of directors recommended that Mr. Elly Keinan be re-elected at the Annual General Meeting as a Class I director for a term to expire at the 2025 annual general meeting of our shareholders, and until his successor has been duly elected and qualified, or until his office is vacated in accordance with our amended Articles or the Companies Law. For more information concerning the nominee, please see the next section entitled “*Biographic Information Regarding the Director Nominee.*” Our board of directors approved this recommendation.

#### *Biographic Information Regarding the Director Nominee*

**Elly Keinan** is a Director of Cellebrite, a position which he has held since September 2020. Mr. Keinan currently serves as Group President of Kyndryl starting in March 2021. Prior to that, Mr. Keinan served a variety of executive roles at IBM, including President and Chairman of IBM Japan and General Manager of North America, serving in these various roles from July 1987 to June 2020. Mr. Keinan holds his BS in Computer Science and Electrical Engineering from Rensselaer Polytechnic Institute and his MBA from University of Miami Herbert Business School.

#### *Proposed Resolution*

**“RESOLVED, to re-elect Elly Keinan as a Class I director, to hold office until the close of the Company’s annual general meeting of shareholders in 2025, and until his respective successor is duly elected and qualified.”**

#### *Required Vote*

Under the Companies Law and our Amended Articles, the affirmative vote of the holders of a majority of the ordinary shares represented at the Meeting, in person or by proxy, entitled to vote and voting on the matter (excluding abstentions and broker non-votes), is required to re-elect Elly Keinan as director.

#### *Board Recommendation*

The board of directors recommends a vote **FOR** the re-election of the foregoing director nominee pursuant to Proposal 1.

## PROPOSAL NO. 2

### **APPROVAL AND RATIFICATION OF THE APPOINTMENT OF KOST FORER GABBAY & KASIERER, A MEMBER OF ERNEST & YOUNG, AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR THE PERIOD ENDING AT THE CLOSE OF THE NEXT ANNUAL GENERAL MEETING**

#### *Background*

Under the Companies Law and our Amended Articles, the shareholders of our Company are authorized to appoint the Company's independent auditors. Under our Amended Articles, our board of directors (or a committee, if it is so authorized by the board of directors) is authorized to determine the independent auditor's remuneration. In addition, the approval by our audit committee of the independent auditor's appointment and remuneration is required under the listing rules of the Nasdaq.

#### *Appointment of Kost Forer Gabbay & Kasierer*

Following the recommendation by our audit committee and board of directors, the Company seeks to appoint Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global as the Company's independent auditor (the "**Proposed Auditor**"), for the fiscal year ending on December 31, 2022, until our next annual general meeting of shareholders, and to end the engagement with Somekh Chaikin, a member firm of KPMG International (the "**Former Auditor**"), and to authorize our board of directors, upon recommendation of the Audit Committee to determine the Proposed Auditor's remuneration to be fixed in accordance with the volume and nature of their services to the Company for such fiscal year.

The members of the Audit Committee discussed the replacement of the Former Auditor, and determined to recommend the replacement of the Former Auditor with the Proposed Auditor for the following reasons:

1. Performing a change of the Company's independent auditor is desirable from time to time, primarily for reasons of control and efficiency;
2. The Company's Audit Committee and Board of Directors were in agreement on the suitability of the Proposed Auditor to conduct an audit of the Company, in light of, inter alia, the nature of the Company's activities.

The reports of the Former Auditor on the financial statements of the Company for the two years ended December 31, 2021 contained no adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principle. During the period January 1, 2019 and to date, there have been no disagreements with the Former Auditor on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of the Former Auditor, would have caused them to make reference to the subject matter of the disagreements in connection with its reports on the financial statements for such years; or "reportable events" as of the type described in Item 16F(a)(1)(v) of Form 20-F. At our request, the Former Auditor has confirmed the above statement to our Audit Committee.

During the years ended December 31, 2020 and 2021 and through the subsequent interim period preceding EY Israel's appointment as external auditor, the Company consulted with EY Israel on (i) accounting matters relating to financial reporting in 2021; (ii) tax matters in 2021 relating to the Company's business combination with TWC Tech Holdings II Corp., a special purpose acquisition company, pursuant to which the Company became a public listed company on The Nasdaq Capital Market (the "Business Combination"); (iii) services in 2021 related to the Company's accounting practices, and (iv) due diligence services in connection with a potential transaction.

Other than the matters described above, neither the Company nor anyone acting on its behalf consulted with EY Israel with respect to (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered with respect to the Company's consolidated financial statements, and no written report or oral advice was provided to the Company that EY Israel concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue, or (ii) any matter that was the subject of any disagreement of the type described in Item 16F(a)(1)(v) of Form 20-F or a reportable event of the type described in Item 16F(a)(1)(v) of Form 20-F. For additional information see also Company's report of foreign private issuer on Form 6-K, furnished by the Company to the SEC on April 14, 2022.

A representative of the Proposed Auditor as well as the Former Auditor is expected to be telephonically present at the annual general meeting, where he or she will be available to respond to appropriate questions and, if he or she desires, to make a statement.

### Fees Paid to the Auditors

The Former Auditor has served as our independent registered public accounting firm for the fiscal years ended December 31, 2021 and 2020. Following are the Former Auditor’s fees for professional services in each of the respective fiscal years:

	2021	2020
Audit fees(1)	\$ 497	\$ 534
Tax fees(2)	\$ 136	\$ 220
<b>Total</b>	<b>\$ 633</b>	<b>\$ 754</b>

- (1) “Audit fees” include fees for services performed by our independent public accounting firm in connection with our annual audit consolidated financial statements, certain procedures regarding our quarterly financial results submitted on Form 6-K, and services that are normally provided by our independent registered public accounting firm in connection with statutory and regulatory filings, including in connection with review of registration statements and consents.
- (2) “Tax fees” include fees for professional services rendered during the years ended December 31, 2021 and 2020 by our independent registered public accounting firm for tax compliance and tax advice and tax planning services on actual or contemplated transactions.

### Proposed Resolution

It is proposed that at the annual general meeting the following resolution shall be adopted:

**“RESOLVED, to approve the appointment of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as the Company’s independent auditor for the fiscal year ending December 31, 2022 and until the next annual general meeting of shareholders, in replacement of Somekh Chaikin,**

**a member firm of KPMG International, and to authorize the Company’s board of directors, upon recommendation of the Audit Committee, to determine their fees.”**

### Required Vote

Under the Companies Law the affirmative vote of the holders of a majority of the voting power represented and voting on this proposal in person or by proxy is necessary to approve the resolution to approve the appointment of our independent auditors and authorize the Audit Committee to fix the independent auditors’ remuneration.

### Board Recommendation

The board of directors recommends a vote **FOR** the foregoing resolution approving the appointment of our independent auditors and authorization of our board of directors to fix the independent auditors’ fees pursuant to Proposal 2.

### OTHER BUSINESS

The board of directors 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 July 19, 2022 at 08:00 a.m. Israel Time.

### 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***

June 13, 2022



## 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. Ortal Yanko-Shalev, Legal 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 Annual 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 Tuesday, July 19, 2022, at 4:00 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 June 13, 2022, 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 Monday, June 13, 2022, 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 ŷ.**

Proposal 1: To re-elect Elly Keinan the Company’s Board of Directors, to serve until the next annual general meeting of shareholders and until his successor has been duly elected and qualified, without modification of terms of office.

**FOR**

**AGAINST**

**ABSTAIN**

Proposal 2: To approve the appointment of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as the Company’s independent auditors for the fiscal year ended December 31, 2022 in replacement of Somekh Chaikin, a Member Firm of KPMG International, and to authorize the Board of Directors, upon the recommendation of the Company’s audit committee, to determine the auditor’s remuneration to be fixed in accordance with the volume and nature of their services to the Company for such fiscal year.

**FOR**

**AGAINST**

**ABSTAIN**

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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