



Comtech Sets the Record Straight Regarding Outerbridge's Continued Misleading Claims

November 29, 2021

Outerbridge's latest claims do not stand up to the facts; Exposes hedge fund's misleading statements, material omissions, unqualified director nominees, and true agenda

Comtech's Board has driven strong performance, transformative acquisition strategy, thoughtful Board refreshment, and access to critical new growth capital

*Comtech strongly recommends stockholders vote "FOR" all of Comtech's highly qualified and experienced director nominees on the **BLUE** proxy card*

MELVILLE, N.Y.--(BUSINESS WIRE)--Nov. 29, 2021-- **November 29, 2021** -- Comtech Telecommunications Corp. (NASDAQ: CMTL), a leading global provider of next-generation 911 emergency systems and secure wireless communications technologies, today announced that it has filed supplemental investor information with the Securities and Exchange Commission ("SEC") addressing factual inaccuracies and misleading statements Outerbridge Capital Management has made regarding Comtech's performance, strategy, Board of Directors and management team. This supplemental information along with a full presentation by Comtech is available under the stockholder materials section of <https://comtechcreates.com>.

In response to Outerbridge's continued false and misleading statements, Comtech notes:

- **Outerbridge greatly misrepresents the facts of Comtech's performance, revealing an ongoing inability to understand Comtech's business.** The November 22, 2021 "analysis" that Outerbridge filed with the SEC uses a peer set on which no informed shareholder or analyst would rely. Outerbridge cites companies whose market capitalizations, businesses, end markets, and financial profiles differ so radically from Comtech as to render comparisons at best irrelevant, and at worst self-serving and misleading. Further, this analysis cherry picks dates so as to completely ignore the announcements of major new contract wins and governance enhancements that were well underway before Comtech ever heard of Outerbridge.
- **Outerbridge glosses over its deceptive revolving door of Board candidates.** In criticizing Comtech's vetting process, Outerbridge conveniently omits that it failed to permit its initial nominees to follow Comtech's standard evaluation process; then changed its entire director nominee slate; and then again refused to permit its nominees to participate in standard Board-selection due diligence.
- **Outerbridge's director nominees are unfit to serve on Comtech's Board.** Wendi Carpenter offers no industry, accounting, or M&A expertise. Ms. Carpenter sits on the Board of only one company, SkyWater Technology, whose share price fell 36% following disappointing third quarter earnings in which the company reported a net loss and its principal accounting officer resigned without explanation. Comtech also discovered material omissions from Ms. Carpenter's resume that mask a history of poor oversight, including chairing a now defunct credit card processing company and forming three small businesses that have been administratively dissolved due to failure to file required annual reports and registrations. Sidney Fuchs currently serves as Chairman of the Board of Eutelsat North America, a major competitor to many of Comtech's largest customers, creating a material conflict of interest that would significantly damage key customer relationships and negatively impact prospective business opportunities. His industry background is in services – not products or software – and he also possesses no accounting or audit experience. Mr. Fuchs resigned his only position as CEO and director of a public company, ATS Corporation, just a few days after assuming the CEO role.
- **Outerbridge appears to have no value creation plan** beyond writing public letters riddled with inaccuracies and misleading, unsubstantiated claims; wasting our Board's time with an ever-changing selection of director candidates; and actively trading in and out of Comtech's stock over the past several months while holding a substantial portion of their "ownership" position in short-dated options.

In stark contrast to Outerbridge, Comtech is in the process of executing its real, forward-facing plans to create shareholder value. Armed with new oversight and new capital, Comtech is poised to capitalize on a generational tech-renewal cycle in its core satellite communications and next-generation 911 markets. The presentation highlights that Comtech has:

- **Delivered strong shareholder returns:** Through October 29, 2021, Comtech has delivered five-year total shareholder returns of 126.7%, outperforming the S&P 600 which returned 99.7%, the NASDAQ Telecommunications Index which returned 87.5%, and the appropriate peer set who returned 36.7%. This five-year period includes major announcements made by Comtech: (i) the fiscal 2021 refreshment of the Board including the appointment of our second female director; (ii) Comtech's plan to declassify the Board; (iii) the impact of COVID-19 on Comtech's full fiscal 2021 results and fiscal 2022 guidance; (iv) the announcement of the completion of the Board's multi-year CEO succession plan; and (v) major contract award announcements related to NG-911 contracts and a new multi-year contract for our next-generation broadband

satellite technology that can result in potential future orders aggregating hundreds of millions of dollars. Despite the indisputable impact of COVID-19 disruptions on its business, Comtech's share price has also rebounded 84% from pandemic lows.¹

- **Executed a transformative acquisition strategy that is producing results:** Comtech's 2016 acquisition of TeleCommunication Systems, Inc. facilitated entry into the 911 public safety market, provided access to blue chip customers, and generated meaningful recurring revenues through multi-year contracts. In the same breath that they refer to Comtech's 911 public safety business as its "crown jewel," they criticize the disciplined and thoughtful M&A strategy that built this business. Outerbridge cannot have it both ways.
- **Refreshed its Board with highly capable directors:** Since 2020, Comtech's Board has accelerated a deliberate director refreshment process that was initiated in 2015, resulting in the appointment of four qualified new directors, the planned retirement of three longstanding directors, and declassification as part of its commitment to strong governance. Comtech's two directors standing for election demonstrate the strong mix of skills, experience, and diverse perspectives on the Board. Larry Waldman's 35-plus years of experience in auditing and internal controls provide our Board critical expertise in complex global accounting. Judy Chambers was appointed to our Board in August 2021 following a multi-month evaluation process, adding extensive experience interfacing with regulatory authorities as it relates to major infrastructure projects and addressing the interests and concerns of institutional investors.
- **Secured new capital to fund next phase of growth and empowered the right leader:** New CEO Mike Porcelain has the operational and executional expertise necessary to move Comtech forward, as evidenced by his ability to drive key, long-term contract wins and secure a \$100 million investment following months of discussions. The proceeds of this investment provide the capital necessary to fund Comtech's next phase of growth, including additional capital investments to service new next-generation 911 contracts and a new large satellite technology contract as well as attractive M&A opportunities. Leading financial and legal advisors thoroughly assessed the terms of this investment, which provide for an adjustment to the conversion price representing a 7% premium. Further, the investment agreement contains no voting obligations with respect to the election of directors.

Comtech urges shareholders to support their Board by voting the BLUE proxy card today FOR Comtech's two highly qualified director nominees, Judy Chambers and Larry Waldman. Please do not return or otherwise vote using any White proxy card you may receive from Outerbridge.

YOUR VOTE IS VERY IMPORTANT!

To ensure your shares are represented, please follow the easy instructions on the **BLUE** proxy card to vote by telephone, by internet, or by signing, dating and returning the **BLUE** proxy card in the postage-paid envelope provided. If you received this letter by email, you may also vote by pressing the **BLUE** "VOTE NOW" button in the accompanying email. Please simply disregard any White proxy card you may receive from Outerbridge.

If you have any questions or require any assistance with voting your shares, please call Comtech's proxy solicitor, Innisfree M&A Incorporated:

Toll-Free: (877) 750-8198 (from the U.S. and Canada)

Or +1 (412) 232-3651 (from other locations)

Comtech's definitive proxy materials and other materials regarding the Board's recommendation for the Fiscal 2021 Annual Meeting of Stockholders can be found at www.comtechcreates.com.

About Comtech

Comtech Telecommunications Corp. is a leading global provider of next-generation 911 emergency systems and secure wireless communication technologies to commercial and government customers around the world. Headquartered in Melville, New York and with a passion for customer success, Comtech designs, produces and markets advanced and secure wireless solutions. For more information, please visit www.comtechtel.com.

Forward-Looking Statements

Certain information in this press release contains statements that are forward-looking in nature and involve certain significant risks and uncertainties, including about our business trajectory, future revenue and sales, acquisition strategy, management and governance changes, and growth. Actual results could differ materially from such forward-looking information. Risks and uncertainties that could impact these forward-looking statements include: the possibility that the expected synergies and benefits from recent acquisitions will not be fully realized, or will not be realized within the anticipated time periods; the risk that the acquired businesses will not be integrated with the Company successfully; the possibility of disruption from recent acquisitions, making it more difficult to maintain business and operational relationships or retain key personnel; the risk that the Company will be unsuccessful in implementing a tactical shift in its Government Solutions segment away from bidding on large commodity service contracts and toward pursuing contracts for its niche products with higher margins; the nature and timing of receipt of, and the Company's performance on, new or existing orders that can cause significant fluctuations in net sales and operating results; the timing and funding of government contracts; adjustments to gross profits on long-term contracts; risks associated with international sales; rapid technological change; evolving industry standards; new product announcements and enhancements; changing customer demands and or procurement strategies; changes in prevailing economic and political conditions; changes in the price of oil in global markets; changes in foreign currency exchange rates; risks associated with the Company's legal proceedings, customer claims for indemnification, and other similar matters; risks associated with the Company's obligations under its Credit Facility; risks associated with the Company's large contracts; risks associated with the COVID-19 pandemic and related supply chain disruptions; and other factors described in this and the Company's other filings with the Securities and Exchange Commission. We assume no obligation and do not intend to

update these forward-looking statements or to conform these statements to actual results or to changes in our expectations.

Additional Information and Where to Find It

Comtech has filed with the Securities and Exchange Commission ("SEC") and mailed to the Company's stockholders a definitive proxy statement, an accompanying **BLUE** proxy card and other relevant documents in connection with the Company's Fiscal 2021 Annual Meeting of Stockholders (the "2021 Annual Meeting"). THE COMPANY'S STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT, THE ACCOMPANYING **BLUE** PROXY CARD AND ANY OTHER DOCUMENTS TO BE FILED WITH THE SEC IN CONNECTION WITH THE COMPANY'S 2021 ANNUAL MEETING OR INCORPORATED BY REFERENCE IN THE PROXY STATEMENT BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY'S 2021 ANNUAL MEETING AND THE PARTIES RELATED THERETO. The Company's stockholders may obtain a free copy of documents filed with the SEC at the SEC's website at <https://www.sec.gov> or the Company's website at www.comtechcreates.com.

Participants in the Solicitation

The Company, its directors, and certain of its executive officers are, and certain other members of management and employees of the Company may be deemed, "participants" in the solicitation of proxies from stockholders in connection with the matters to be considered at the 2021 Annual Meeting. Information regarding the direct and indirect interests, by security holdings or otherwise, in the Company of the persons who are or may be, under the rules of the SEC, considered participants in the solicitation of the stockholders of the Company in connection with the Company's 2021 Annual Meeting are set forth in the Company's definitive proxy statement filed in connection with the Company's 2021 Annual Meeting and other relevant documents filed with the SEC. You can also find information about the Company's executive officers and directors in the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2021, the Company's and such persons' other filings with the SEC.

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¹ Source: Bloomberg market data as of October 29, 2021. Peers selected are global communications solutions and services providers with both commercial and government customers; limited to entities with market capitalization under \$10 billion. Selected peers consist of Elbit, Gilat, KVH Industries, ST Engineering, and Viasat. Total stockholder returns assume dividends are reinvested at the risk free rate.

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