**CORRESPONDENCE VOTE BALLOT**

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS")**

**SOFTBINATOR TECHNOLOGIES S.A.**

19.04.2023 11:00 a.m. Romanian time (first convening) / 20.04.2023 11:00 a.m. Romanian time (second convening)

The undersigned \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ [name of the shareholder, natural person], identified through \_\_\_\_\_ [identity document], series \_\_\_\_\_, number\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, at date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, personal code \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

or

The company \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ [name of the shareholder legal entity], headquartered at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, registered with the Trade Registry under the number J \_\_\_/\_\_\_\_\_\_/\_\_\_\_\_\_, having the Sole Registration Code \_\_\_\_\_\_\_\_\_\_\_\_\_\_, legally represented by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, in [his/her/its] capacity as \_\_\_\_\_\_\_\_\_\_\_\_\_\_,

as a shareholder of **SOFTBINATOR TECHNOLOGIES S.A.** registered with the Bucharest Trade Registry under no. J40/13638/2017, EUID ROONRC. J40/13638/2017, unique registration code 38043696, with registered office in 1-5 Costache Negri Street, 4th Floor, District 5, Bucharest, Romania, having a subscribed and fully paid-up share capital of RON 1,026,690 (hereinafter referred to as the “**Company** ")

holding a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares, representing \_\_\_\_\_\_\_\_\_\_\_\_% of the total number of shares issued by the Company and \_\_\_\_\_\_\_\_% of the total number of voting rights,

being informed of the agenda of the EGMS and as per the information materials made available to the shareholders, according to the article 208 from the Regulation of the Financial Supervisory Authority no. 5/2018 on issuers of financial instruments and market operations, by the present document hereby cast my vote as follows:

1. **Item 1 on the agenda:**

Approval of the removal of art. 6.4. and 6.5. from the Company's Articles of Incorporation, considering the fact that the Company is admitted to trading within the multilateral trading system AeRO, operated by the Bucharest Stock Exchange, and the structure of the share capital, as well as the number of shareholders, may vary, depending on the transactions carried out on the market and the renumbering of sub-articles within art. 6, in order to reflect the above.

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*NOTE: Indicate your vote by placing an "X" in one of the boxes corresponding to the options "FOR", "AGAINST" or "ABSTENTION", depending on the shareholder's option. If more than one box is checked with an "X" or no box is checked, the respective vote is considered null/ considered not exercised*.

1. **Item 2 on the agenda:**

Approval of the amendment of art. 6.6. of the Company's Articles of Incorporation, which will have the following content:

"*The Register of Shareholders of the Company is kept by Depozitarul Central S.A., in accordance with the capital markets legislation and the Central Depository Code.*"

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*NOTE: Indicate your vote by placing an "X" in one of the boxes corresponding to the options "FOR", "AGAINST" or "ABSTENTION", depending on the shareholder's option. If more than one box is checked with an "X" or no box is checked, the respective vote is considered null/ considered not exercised*.

1. **Item 3 on the agenda:**

Approval of the amendment of art. 7.3. of the Company's Articles of Incorporation, which will have the following content:

"*7.3. The right of ownership over the shares will be transferred according to the legal* provisions applicable to the Company, including the applicable capital markets legislation and other regulations applicable thereto."

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*NOTE: Indicate your vote by placing an "X" in one of the boxes corresponding to the options "FOR", "AGAINST" or "ABSTENTION", depending on the shareholder's option. If more than one box is checked with an "X" or no box is checked, the respective vote is considered null/ considered not exercised*.

1. **Item 4 on the agenda:**

Approval of the amendment of art. 7.6. of the Company's Articles of Incorporation, which will have the following content:

"*7.6. The establishment of pledge on the shares is carried out in accordance with the legal provisions, including those applicable to the capital markets in Romania, the pledge to be registered in the register of shareholders kept by Depozitarul Central S.A. and will also be registered in the National Register for Movable Publicity.*"

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*NOTE: Indicate your vote by placing an "X" in one of the boxes corresponding to the options "FOR", "AGAINST" or "ABSTENTION", depending on the shareholder's option. If more than one box is checked with an "X" or no box is checked, the respective vote is considered null/ considered not exercised*.

1. **Item 5 on the agenda:**

Approval of the amendment of art. 8.18. of the Company's Articles of Incorporation, which will have the following content:

"*8.18. The decision regarding the increase of the social capital is effective only to the extent it is carried out within 18 (eighteen) months from the date it was adopted.*"

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1. **Item 6 on the agenda:**

Approval of the amendment of art. 9.10. of the Company's Articles of Incorporation, which will have the following content:

"*9.10. The exercise of the right of withdrawal of the shareholders from the Company is carried out under the conditions and in compliance with the procedures established by law, including capital market legislation.*"

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*NOTE: Indicate your vote by placing an "X" in one of the boxes corresponding to the options "FOR", "AGAINST" or "ABSTENTION", depending on the shareholder's option. If more than one box is checked with an "X" or no box is checked, the respective vote is considered null/ considered not exercised*.

1. **Item 7 on the agenda:**

Approval of the amendment of art. 11.1. of the Company's Articles of Incorporation, which will have the following content:

"*11.1. The Ordinary General Meeting of Shareholders meets at least once a year, no later than 4 months after the end of the previous financial year. The Ordinary General Meeting of Shareholders has the powers provided by law*."

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1. **Item 8 on the agenda:**

Approval of the amendment of art. 14.2. from the Company's Articles of Incorporation, which will have the following content:

"*14.2. The Extraordinary General Meeting of Shareholders is legally constituted if shareholders representing at least 25% of the total number of voting rights are present or represented. At the second convening, the EGMS is legally established if the shareholders (present or represented) hold at least 20% of the total number of voting rights. In both cases, decisions are validly adopted with the majority of votes held by the shareholders present or represented.*"

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*NOTE: Indicate your vote by placing an "X" in one of the boxes corresponding to the options "FOR", "AGAINST" or "ABSTENTION", depending on the shareholder's option. If more than one box is checked with an "X" or no box is checked, the respective vote is considered null/ considered not exercised*.

1. **Item 9 on the agenda:**

Approval of the amendment of art. 17.27 of the Company's Articles of Incorporation, which will have the following content:

"*17.27. The director who did not comply with the provisions of point 17.26 will be liable for the resulting damages of the Company.*"

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*NOTE: Indicate your vote by placing an "X" in one of the boxes corresponding to the options "FOR", "AGAINST" or "ABSTENTION", depending on the shareholder's option. If more than one box is checked with an "X" or no box is checked, the respective vote is considered null/ considered not exercised*.

1. **Item 10 on the agenda:**

Establishing the date of **May 10th, 2023** as the registration date for the identification of the shareholders on whom the effects of the decisions adopted by the EGMS are reflected, in accordance with the provisions of art. 87 (1) of Law no. 24/2017 and of **May 9th, 2023** as "ex-date" calculated in accordance with the provisions of art. 2 para. (2) lit. (l) of Regulation no. 5/2018. Payment date is not applicable.

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1. **Item 11 on the agenda:**

Approval of the authorization of the members of the Board of Directors and/or the General Manager of the Company, with the possibility of sub-delegation, in the name and on behalf of the Company, with full power and authority, to sign any documents, including the decision of the General Meeting of Shareholders and the updated Articles of Incorporation of the Company, to submit and to request the publication in the Official Gazette of Romania, Part IV of the decision, to collect any documents, to complete any necessary formalities before the Trade Registry Office, as well as before any other authority, public institution, legal or natural person, such as and to perform any operations, in order to fulfill and ensure the opposability of the decisions to be adopted by EGMS.

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**Attached to this ballot is/are:**

* a copy of the identity document allowing the identification in the register of shareholders SOFTBINATOR TECHNOLOGIES S.A. on the Reference Date, issued by the Central Depository S.A. and, if applicable, a copy of the identity document of the legal representative (BI or CI for Romanian citizens, or passport, residence permit for foreign citizens), in case of shareholders legal persons or natural persons without exercise capacity or with restricted exercise capacity; and
* in case of shareholders who are legal persons, the certificate of status (in Romanian certificat constatator) issued by the Trade Registry or of any equivalent document issued by a competent authority of the state in which the shareholder that is a legal person is duly registered, submitted in original or in certified copy. The documents attesting the capacity as legal representative of the shareholder that is a legal person will be issued no later than 30 days before the Reference Date, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and which, if the Central Depository was not informed in time about the change of legal representative of the shareholder, will prove the capacity of legal representative of the relevant shareholder.

The deadline for the Company to receive the correspondence vote ballots for the EGMS is 13.04.2023, at 08:00 AM (Romanian time).

Date of correspondence vote ballot: \_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_