

EXPLANATORY NOTES

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS („EGMS“)

SOFTBINATOR TECHNOLOGIES S.A.

Items 1 and 2

Items 1 and 2 on the EGMS agenda provide for the approval of the increase of the Company's share capital by granting bonus shares to shareholders, in the ratio of 1 free share to 1 share held on the registration date. The final amount by which the share capital will be increased will be determined by the Company's Board of Directors.

Item 3

Item 3 on the EGMS agenda envisages the approval of a Stock Option Plan type program, which will take place in the period 2023-2025.

Thus, in consideration of global practices within IT companies, whereby companies are encouraged to reward their employees, members of management bodies and other persons occupying positions with key roles in the Company's organizational chart, using alternative methods, respectively by awarding titles participation in the companies where they fulfill roles with a significant impact, the Board of Directors proposes to the shareholders the adoption of a compensation plan in the form of a Stock Option Plan ("SOP").

Based on this plan, the Company will grant the persons considered eligible the right to express their option regarding the acquisition, free of charge, of a number of shares that will be established through the contracts concluded with each of them, without being able to exceed the maximum ceiling established within the SOP. This plan contributes to aligning the interests of employees with those of the Company and supports the strategy to attract and retain talent in a highly competitive field on the labor market.

Items 4,5 and 6

The proposal of the Board of Directors considers, on the one hand, the updating of the term of PoA of the BoD (item 4 on the agenda), as well as the value of the authorized capital (item 5 on the agenda). The relevant provisions of Companies Law no. 31/1990 limits, on the one hand, the duration of the mandate to 3 years, starting from the date on which it was granted by the general meeting of shareholders, respectively, the value of the authorized capital to 50% of the existing capital at the time of authorization by the GMS.

Considering the long-term plans regarding the incentive plans with options, as well as the intention to negotiate and carry out acquisitions of stakes in other companies, we consider it necessary to update the PoA of the BoD to carry out capital increases within the established limit, up to the maximum period allowed by law, namely 3 years from the date of granting the mandate by the General Meeting (item 4 on the agenda).



Based on a similar rationale, we propose updating the PoA of the BoD to decide on the restriction or lifting of the preference right of the existing shareholders on the date of the corresponding increase in the share capital, establishing this duration at 3 years from the date of the granting of the power by the General Meeting (item 6 on the agenda).

