

REMUNERATION POLICY

SOFTBINATOR TECHNOLOGIES SA



The purpose and objectives of the remuneration policy

According to Law 24/2017, art. 94, letter (b) manager means "any member of the board of directors, as well as any manager, in the case of the unitary system of administration, respectively any member of the supervisory board, as well as of the directorate, in the case of the dual system of administration, according to Law no. 31/1990, republished, with subsequent amendments and additions, including in all cases where such was appointed, the general manager and, if this position exists, the deputy general manager".

Thus, Softbinator Technologies has determined that the following roles and individuals fulfill the conditions of the law:

- Members of the board of directors: President , Vice-President , Member
- General Manager

The purpose of this policy is to describe the remuneration practices of the Company regarding the members of the Board of Directors and the General Manager, which are to be applied during the performance of their activities.

The remuneration policy objectives are the following:

1. Establish clear levels and guidelines for responsibilities and related remuneration.
2. Remuneration of the management personnel and the construction of a set of benefits appropriate to their activity and responsibilities, in line with the market trends in which the company operates (for example: other IT-specific companies, listed on the stock exchange).

Principles of Policy

The company must comply with the remuneration principles established in the legal regulations applicable taking into account and to the extent that they are appropriate to its size, internal organization and the nature and complexity of its activities.

The remuneration policy is based on the values and beliefs of the organization, is compatible with the business strategy, objectives, values and interests of Softbinator Technologies SA, as well as with the interests of investors and includes measures to avoid conflicts of interest.

The process of development, review and implementation



The policy is reviewed periodically, at least once every 4 years, and is subject to OGMS approval. In case of significant changes in the structure of the Company, the revision of the Remuneration Policy will be carried out at an interval of less than four years. Each significant change to the policy must be approved by the Ordinary General Meeting of Shareholders.

Duties

According to the Articles of Incorporation of the Company, the main duties of the Board of Directors are:

- a) establishing the main directions of activity and development of the company;
- b) establishing accounting policies and the financial control system, as well as approving financial planning;
- c) the appointment and dismissal of managers and the determination of their remuneration;
- d) supervising the activity of manager;
- e) preparing the annual report, organizing the general meeting of shareholders and implementing its decisions;
- f) the approval of any operations / the conclusion of any contracts, with the exception of contracts concluded for the purpose of fulfilling the object / objects of activity of the Company, with an aggregate value that exceeds the equivalent in lei of the sum of 1,000,000 euros;
- g) submitting the application for the opening of the insolvency procedure of the company, according to the Law on the insolvency procedure;
- h) closing and establishing secondary offices that do not have the status of branches (work points, agencies, representatives).

According to the Articles of Incorporation of the Company, the main duties of the General Manager are:

- a) represents and engages the Company in relation to third parties;
- b) approves the purchase and sale of goods;
- c) approves the acquisition, sale, exchange or establishment as a guarantee of some assets from the Company's immovable assets category under the condition, in the cases provided by the law and the articles of incorporation, of the prior approval of the main terms and conditions of the contract, by the extraordinary general meeting of shareholders;



- d) approves the lease of tangible assets as well as associations, under the condition, in the cases provided for by law and the articles of incorporation, of the prior approval of the main terms and conditions of the contract by the extraordinary general meeting of shareholders;
- e) decides on the granting, modification, withdrawal of the right of signature in the bank and establishes the limits regarding the right of signature granted to third parties;
- f) decides, represents the Company with full powers, concludes and signs legal documents regarding operations with term deposits and certificates of deposit at commercial banks, investments, fund units of Open Funds / Alternative Investments, direct operations or capital markets, money market operations, operations with government securities, operations with derivative products;
- g) decides, represents the Company with full powers, concludes and signs legal documents by which it engages the Company regarding the opening / closing of current accounts at banking or non-banking financial institutions, credit / loan agreements / accessing or closing any other banking and/or financing product to the Company from banking institutions, credit institutions and/or other banking or non-banking financial institutions.;
- h) decides, represents the Company with full powers, concludes and signs legal documents regarding guarantees of any nature granted by the Company;
- i) represents the Company with full powers to approve, negotiate, sign, contract, finance, refinance, guarantee, grant guarantees, set up guarantees, ratify and sign in the name and on behalf of the Company any necessary documents related to financing, refinancing, bank loans , contracting of new financing products (loans, leasing and any other financing / refinancing products contracted / to be contracted by the Company, in the commercial conditions of the financiers, in order to optimize its economic and financial activity, within the limits provided in terms of the amount of the guarantee;
- j) adopt any other decisions regarding the current activity of the Company;
- k) hire and fire the Company's staff;
- l) performs collection and payment operations, according to the powers granted;
- m) conclude any kind of commercial, civil contracts, for the realization of the object of activity of the Company, within the limits of the law and of this constitutive act;
- n) solve any other problems related to the operational management of the Company;
- o) coordinates the directors, including by establishing the priorities and the content of the actions to be carried out, in order to achieve the general objectives of the Company and those



established by the Board of Directors for the directors. In this sense, the other directors report, upon request, to the General Manager regarding the fulfillment of their duties regarding the management of the Company;

- p) draws up proposals regarding the appointment and revocation of the members of the boards of directors of the Company's subsidiaries;
- q) represents the Company and votes on its behalf in the general meetings of shareholders/associates of the Company's subsidiaries.

Remuneration, other bonuses and benefits

a) In order to exercise all the duties presented above, the Board of Directors of Softbinator Technologies SA will be remunerated with a fixed, monthly allowance, payable 12 times a year, as follows:

- The President of the Board of Directors: 5.000lei (gross, does not include VAT)
- Vice President of the Board of Directors: 5.000 lei (gross, does not include VAT)
- Member of the Board of Directors: 5.000 lei (gross, does not include VAT)

The members of the Board of Directors have waived their due remuneration, for the period 01.03.2023 – 31.12.2023. The remunerations provided above will start to be paid from 01.01.2024.

b) Payment of the remuneration provided for in points (i) above is made monthly by electronic transfer to the indicated bank account, in lei.

c) All members of the Board of Directors, as well as the General Manager, can be included in the plans for the free allocation of shares of Softbinator Technologies SA that will be allocated in the form of Stock Option Plans, as such plans will be approved during the Extraordinary General Meetings of Shareholders.

d) Softbinator Technologies SA will provide the General Manager with a car and all related expenses will be borne by the Company.

e) Softbinator Technologies SA will bear during the mandate period the value of the healthcare insurance policy and the professional liability policy, in accordance with the regulations in force.

f) The Company will directly pay or reimburse the members of the Board of Directors all expenses reasonably incurred in connection with transport, per diem, telephone calls or similar expenses made regarding the fulfillment of the granted mandate, within the limits of the expenses.



The possibility of derogating from the remuneration policy during a year

In order to achieve the objective of protecting the interests of the shareholders and the value of their shares, this Policy recognizes the fact that it is essential that the Company can operate in conditions of continuity and alignment with market practices and situations. The policy must not constitute a blockage or a brake in attracting qualified people within the Company. Thus, in exceptional cases, during a year, the Company may derogate from the remuneration policy, if the Remuneration Committee detects (on its own initiative or upon notification of any person to whom the policy applies) some ambiguities, inconsistency or difficulty of application, or lack of correlation with market conditions. The policy may be subject to derogations, if it is found that it could prevent the company from carrying out its activity in conditions of continuity or performance. In this case, the remuneration report for the respective fiscal year will include a detailed explanation of the exemptions applied, and will be subject to the approval of the shareholders at the first general meeting after the end of the fiscal year in which the derogation from the adopted Remuneration Policy took place.

Final provisions

After approval by OGMS, the remuneration policy is published, without delay, on the company's website and remains available to the public, free of charge, at least during the period of applicability. The remuneration policy will be subject to approval within the OGMS on the occasion of each significant change and, in any case, at least once every 4 years, in accordance with the provisions of law 24/2017 regarding issuers of financial instruments and market operations.

