**SPECIAL POWER OF ATTORNEY**

**ORDINARY GENERAL MEETING OF SHAREHOLDERS ("OGMS")**

**SOFTBINATOR TECHNOLOGIES S.A.**

19.04.2023 10:00 a.m. Romanian time (first convening) / 20.04.2023 10:00 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,

hereby empower\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ identified through \_\_\_\_\_ [identity document], series \_\_\_\_\_, number\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, at date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, personal code \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, as the representative of the undersigned/ the subscribed in the OGMS, to exercise the voting rights related to shareholdings of the undersigned/ the subscribed, recorded in the Shareholders’ Register as follows:

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

Approval of the individual and consolidated financial statements prepared for the financial year ended on 31.12.2022, accompanied by the annual report prepared by the Board of Directors and the independent auditor's report.

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| FOR | AGAINST | ABSTENTION |
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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 method of distribution of the net profit related to the financial year 2022, in the amount of RON 3,271,171.14, as follows:

1. Legal reserves: RON 184,804;
2. Undistributed profit: RON 3,086,367.14.

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| FOR | AGAINST | ABSTENTION |
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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: please note the proxy marked "SECRET VOTE"**
2. **Item 4 on the agenda:**

Approval of the revenue and expenses budget for the financial year 2023, in accordance with the presented materials.

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| FOR | AGAINST | ABSTENTION |
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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 Company's management remuneration report, in accordance with the presented materials for the OGMS.

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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 6 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 OGMS 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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| FOR | AGAINST | ABSTENTION |
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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 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 OGMS.

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| FOR | AGAINST | ABSTENTION |
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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*.

This proxy form has been made available in 3 (three) counterparts, having the following purposes: one for the shareholder, the second for the representative and the third for the Company.

The proxy form delivered to the Company will be accompanied by:

* 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 special power of attorney for the OGMS is 13.04.2023, at 08:00 AM (Romanian time).

Date of special power of attorney: \_\_\_\_\_\_\_\_\_\_\_\_\_\_

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