

EXPLANATORY NOTES
ORDINARY GENERAL MEETING OF SHAREHOLDERS („OGMS“)
SOFTBINATOR TECHNOLOGIES S.A.
27/28.09.2023

Item 1

Item 1 on the agenda envisages the allocation of a part of the net profit recorded in 2022 in order to use it for capitalization and the increase of the Company's social capital by granting bonus shares to shareholders.

Item 2

Item 2 on the agenda envisages the adoption of a new remuneration policy for the Company's management, the main changes being the reduction of their remuneration starting from January 1, 2024 and taking into account the decision of the BoD members not to receive remuneration starting from March 1, 2023 until the end of 2023.

The change in the value of the remuneration of the members of the Board of Directors, occurs following an analysis of the levels of remuneration of the management, practiced at the market level by correlation with the size of the Softbinator Group, but also derives from the desire of the members of the Board of Directors to redirect an important component of cash flow to execution resources such as be it the development of technical teams or the growth of the sales department.

The suspension of remuneration starting from March 2023, until the end of 2023, mainly takes into account the general difficulties that the IT industry is going through at the international level, the members of the BoD considering that a solidarity action with this difficult evolution would represent the temporary waiver of the due remuneration. This decision comes to support the efforts made by the Group for the efficiency of the activity and the continuation of the growth plans.

