

## DECISION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

### SOFTBINATOR TECHNOLOGIES S.A.

No. 4 / [27]/[28].09.2023

The shareholders 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, 4<sup>th</sup> Floor, District 5, Bucharest, Romania, having a subscribed and fully paid-up share capital of RON 1,026,690 (hereinafter referred to as "**Company** ") met today, [27]/[28].09.2023, at 10:30 a.m. (Romanian time) in the Extraordinary General Meeting of Shareholders ("EGMS"), at the first / second call, according to the convening notice published in the Official Gazette of Romania, Part IV, number [.] dated [.] and in Ziarul Bursa no. [.] dated [.],

Following the debates on the points included on the EGMS agenda, adopted the following resolutions, which were duly recorded in the minutes of the meeting:

#### DECISION NO. 1

In the presence of the shareholders representing [.] % ([.] shares) of the share capital and [.] % ([.] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [.] % ([.] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [.] % ([.] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are [.] abstentions and [.] votes not casted):

[Approved]/[Rejected]:

The increase of the share capital by the amount of up to RON 1,052,042.1 (one million fifty-two thousand forty-two point one), by issuing a number of up to 10,520,421 new ordinary, registered and dematerialized shares, with a nominal value of RON 0.1 per share (New Shares), following the incorporation of 34.0867% of the undistributed profit related to 2022, as follows:

- (i) The New Shares will be allocated to the Company's shareholders in proportion to their holdings in the Company's share capital, for every 1 share already held, 1 New Share will be granted; this distribution algorithm may undergo changes in the event that the total number of shares issued by the Company will change by the registration date established in accordance with point 8 of the EGMS agenda, including in the event of the registration of an increase in the share capital as such was approved through the Decision of the Board of Directors of the Company no. 3/04.08.2023;
- (ii) Following the increase of the share capital, the share capital of the Company will be up to RON 2,104,084.2, fully subscribed and paid by the shareholders, divided into a number of up to 21,040,842 dematerialized registered shares, with a nominal value of RON 0.1 /share.



## DECISION NO. 2

In the presence of the shareholders representing [.]% ([.] shares) of the share capital and [.]% ([.] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [.]% ([.] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [.]% ([.] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are [.] abstentions and [.] votes not casted):

[Approved]/[Rejected]:

The authorization of the Board of Directors to adopt any decision and carry out any acts or deeds that would be necessary, useful or advisable for the implementation of the increase of the social capital, including regarding the following aspects:

- (i) confirmation of the final amount of the share capital increase;
- (ii) ensuring the listing on the AeRO market of the Bucharest Stock Exchange of the New Shares, the amendment of the Articles of Incorporation in order to reflect the new share capital of the Company following the completion of the share capital increase;
- (iii) the approval and execution of any documents related to the share capital increase, including any certificates, declarations, registers, notifications, additional documents and any other documents and documents that are necessary, in order to fulfill any formalities and the authorization and/or execution any other actions that are necessary in order to give full effect to the share capital increase; and
- (iv) representing the Company before any competent authorities and institutions (such as the Trade Registry Office, the Financial Supervisory Authority, the Bucharest Stock Exchange, the Central Depository, etc.) in order to register the share capital increase

## DECISION NO. 3

In the presence of the shareholders representing [.]% ([.] shares) of the share capital and [.]% ([.] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [.]% ([.] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [.]% ([.] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are [.] abstentions and [.] votes not casted):

[Approved]/[Rejected]:

The implementation of a Stock Option Plan reward program (SOP), which will take place in the period 2023-2025, with the objective of granting rights regarding the free acquisition of a determined number of shares, representing at most 6.8 % of the total share capital of the Company at any time, by the Company's employees, directors, managers, collaborators and/or consultants for the purpose of their loyalty and motivation, in the form presented to the Extraordinary General Meeting of Shareholders. The program will take place under the following conditions:



- (i) the right to acquire shares in accordance with the terms and conditions of the SOP may be exercised after a period established by the decision of the Board of Directors regarding the implementation of the SOP, which shall be at least one year between the moment of granting the right and the moment of its exercise;
- (ii) Only the persons occupying the positions in the Company's organizational chart to be determined by the decision of the Board of Directors will be able to participate in the SOP, respecting the principle of non-discrimination
- (iii) The implementation of the SOP will be done by the Board of Directors of the Company, in compliance with the Decision of the Extraordinary General Meeting of Shareholders, convened through this convening notice;
- (iv) The implementation of the SOP will be carried out in compliance with the legal obligations to prepare and publish information documents, in accordance with the applicable law and FSA regulations;
- (v) The Board of Directors will be empowered to adopt all the necessary measures and complete all the formalities required for the approval and implementation of the SOP such as, but not being limited to: (i) determining the criteria on the basis of which the beneficiaries of the plan will be awarded the rights to acquire shares in accordance with the terms and conditions of the SOP; (ii) the number of shares that will belong to each beneficiary of the SOP as the object of the rights to acquire shares (iii) the period between the date of granting the right to acquire shares and the date of its exercise, without the period being shorter than 12 months (iv) the conditions for exercising the right to acquire shares; (v) the term within which the holder of the right to acquire shares must exercise this right, (vi) the preparation and publication of information documents in accordance with the law, etc.

#### **DECISION NO. 4**

In the presence of the shareholders representing [.]% ([.] shares) of the share capital and [.]% ([.] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [.]% ([.] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [.]% ([.] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are [.] abstentions and [.] votes not casted):

[Approved]/[Rejected]:

The amendment of art. 8.10 of the Company's Articles of Incorporation in the sense of extending the period for which the Board of Directors is authorized to decide to increase the share capital. Thus, art. 8.10 will have the following content:

*"8.10 In accordance with Art. 220<sup>1</sup> para. (2) of the Companies Law and art. 86 para. (2) of Law no. 24/2017, the Board of Directors is authorized for a period of 3 years starting from September [27]/[28], 2023, to decide to increase the subscribed share capital, through one or more share issues, with a value that cannot exceed the authorized capital."*



## DECISION NO. 5

In the presence of the shareholders representing [.]% ([.] shares) of the share capital and [.]% ([.] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [.]% ([.] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [.]% ([.] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are [.] abstentions and [.] votes not casted):

[Approved]/[Rejected]:

Approval of the amendment of art. 8.11 of the Company's Articles of Incorporation in order to extend the period for which the Board of Directors is authorized to decide to increase the share capital, within the maximum limit of the authorized capital. Thus, art. 8.11 will have the following content:

*"8.11 Starting from September [27]/[28], 2023, and for a period of 3 years, the value of the authorized capital is equal to RON 500,000."*

## DECISION NO. 6

In the presence of the shareholders representing [.]% ([.] shares) of the share capital and [.]% ([.] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [.]% ([.] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [.]% ([.] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are [.] abstentions and [.] votes not casted):

[Approved]/[Rejected]:

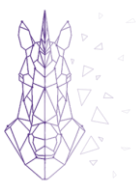
The amendment of art. 8.12 of the Company's Articles of Incorporation in order to extend the period for which the Board of Directors is competent to decide the restriction or lifting of the shareholders' preference right, in case of an increase in the share capital. Thus, art. 8.12 will have the following content:

*"8.12 Exclusively in order to increase the share capital under the conditions of art. 8.10 and 8.11, for a period of three years, starting from September [27]/[28], 2023, the Board of Directors was granted, for each of the capital increases up to the level of the authorized capital, the power to decide the restriction or lifting of the preference rights of the existing shareholders on the date of the respective capital increase."*

## DECISION NO. 7

In the presence of the shareholders representing [.]% ([.] shares) of the share capital and [.]% ([.] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [.]% ([.] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [.]% ([.] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are [.] abstentions and [.] votes not casted):

[Approved]/[Rejected]:



The mandate of the Board of Directors to identify the opportunity for new investments in other companies, to negotiate and conclude transactions regarding the acquisition of shares in other companies, as well as other financial assets, with payment in cash or shares of the Company, within the limit of RON 20,000,000 cumulatively, until 31.12.2026

### **DECISION NO. 8**

In the presence of the shareholders representing [.]% ([.] shares) of the share capital and [.]% ([.] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [.]% ([.] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [.]% ([.] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are [.] abstentions and [.] votes not casted):

[Approved]/[Rejected]:

Establishing the date of:

- (i) December 13, 2023 as registration date, identifying the shareholders who will benefit from the effects of the resolutions adopted by the EGMS, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017;
- (ii) December 12, 2023 as "ex-date", computed in accordance with the provisions of art. 2 (2) letter (l) of no. Regulation 5/2018;
- (iii) December 11, 2023 as the date of guaranteed participation, in accordance with the provisions of art. 2 para. (2) letter j) of Regulation no. 5/2018;
- (iv) December 14, 2023 as the date of payment, in accordance with the provisions of art. 2 para. (2) letter h) and of art. 178 of Regulation no. 5/2018.

### **DECISION NO. 9**

In the presence of the shareholders representing [.]% ([.] shares) of the share capital and [.]% ([.] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [.]% ([.] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [.]% ([.] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are [.] abstentions and [.] votes not casted):

[Approved]/[Rejected]:

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.



## DECISION NO. 10

In the presence of the shareholders representing [.]% ([.] shares) of the share capital and [.]% ([.] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [.]% ([.] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [.]% ([.] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are [.] abstentions and [.] votes not casted):

[Approved]/[Rejected]:

The amendment of art. 17.3. from the Company's Articles of Incorporation, which will have the following content:

*„17.3. As of the date of this Articles of Incorporation, the Company's Board of Directors is composed of three (3) directors ("**Directors**"):*

- a. **DCI MANAGEMENT & INVESTMENTS SRL**, a limited liability company organized and operating in accordance with Romanian legislation, with its registered office in Bucharest , District 3, 1 Intrarea Atasamentului , registered at the Trade Register under no. J40/3169/2021, with unique registration code 43781258 , represented by **DANIEL ILINCA**, [personal identification data]– **Chairman of the Board of Directors, with a mandate of 4 years, until 16.04.2025;**
- b. **SIMPLE ADVISERS SRL** , limited liability company organized and operating in accordance with Romanian legislation, registered **with** the Trade Register under no. J40/14620/2020, with unique registration code 43276280 , with registered office in Bucharest , District 1, Calea Dorobantilor, No. 132, Stair 2, Floor 2, Apartment 11 , represented by **ANDREI PITIŞ** , [personal identification data]– **Vice-Chairman of the Board of Directors, with a mandate of 4 years, until 19.11.2024 ;**
- c. **IMPETUM MANAGEMENT SRL**, a company established and operating in **accordance** with Romanian laws, with headquarters in Bucharest, Gara Herastrau street no. 4, building A, floor 3, module 19, District 2, registered at the **Bucharest** Trade Registry with no. J40/16774/2020, Unique registration code RO43414766, through representative, Mr. **Andrei Valentin Cionca** , [personal identification data], **member of the Board of Directors, until 16.05.2025.**

*The majority of the members of the Board of Directors are non-executive directors."*

## DECISION NO. 11

In the presence of the shareholders representing [.]% ([.] shares) of the share capital and [.]% ([.] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [.]% ([.] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [.]% ([.] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are [.] abstentions and [.] votes not casted):

[Approved]/[Rejected]:



The amendment of art. 18.4. from the Company's Articles of Incorporation, which will have the following content:

*„18.4. The General Manager of the Company is Mr. DANIEL ILINCA, [personal identification data], for a mandate of 2 years, respectively until 23.08.2025. ”*

This decision was drawn up and signed in the name and on behalf of the shareholders, today [27]/[28].09.2023, in 3 original copies, by,

EGMS Chairman

[.]

EGMS Secretary

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