

## **DECISION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

### **SOFTBINATOR TECHNOLOGIES S.A.**

**No. 5 / 12.10.2022**

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, 12.10.2022, at 11:00 a.m. ( Romanian time) in the Extraordinary General Meeting of Shareholders ("EGMS"), at the first call, according to the convening notice published in the Official Gazette of Romania, Part IV, number 3760 dated 06.09.2022 and in Ziarul Bursa no. 168 dated 06.09.2022 ,

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 86.0378% (8,833,414 shares) of the share capital and 86.0378% (8,833,414 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.6906% (8,806,082 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 0% (0 votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are 13,500 abstentions and 13,832 votes not casted):

Approved:

The carrying out of an issue program of non-convertible corporate bonds, with a maximum total value of RON 20,000,000 (twenty million RON), each bond to be issued with a nominal value of RON 100 per bond, with a minimum maturity of 3 years and a maximum of 7 years, with a fixed or variable annual interest rate of up to 15%, to be offered to investors through a private placement or public offering. The issuance of the bonds will be carried out depending on the market conditions and the financing needs of the Company, within a single bond issue or through several issues, within an offering program.

#### **DECISION NO. 2**

In the presence of the shareholders representing 86.0378% (8,833,414 shares) of the share capital and 86.0378% (8,833,414 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99,6906% (8.806.082 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 0% (0 votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are 13,500 abstentions and 13,832 votes not casted):

Approved:

The carrying out of an issue program of non-convertible corporate bonds, with a maximum total value of EUR 5,000,000 euros (five million euros), each bond to be issued with a nominal value of EUR 100 per bond, with a minimum maturity of 3 years and a maximum of 7 years, with a fixed or variable annual interest rate of up to 10%, to be offered to investors through a private placement or a public offering. The issuance of the bonds will be carried out depending on the market conditions and the financing needs of the Company, within a single bond issue or through several issues, within an offering program.

### **DECISION NO. 3**

In the presence of the shareholders representing 86.0378% (8,833,414 shares) of the share capital and 86.0378% (8,833,414 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 98.0491% (8,661,082 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 0% (0 votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are 158,500 abstentions and 13,832 votes not casted):

Approved:

The admission of bonds issued according to points 1 and 2 above to trading within the AeRo multilateral trading system operated by Bursa de Valori București S.A.

### **DECISION NO. 4**

In the presence of the shareholders representing 86.0378% (8,833,414 shares) of the share capital and 86.0378% (8,833,414 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 98.0491% (8,661,082 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 0% (0 votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are 158,500 abstentions and 13,832 votes not casted):

Approved:

Registration of bonds in the system of Depozitarul Central S.A., as well as the opening, in the system of records of the Depozitarul Central, of the accounts of the bondholders.

### **DECISION NO. 5**

In the presence of the shareholders representing 86.0378% (8,833,414 shares) of the share capital and 86.0378% (8,833,414 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.7933% (8,815,152 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 0% (0votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are 0 abstentions and 18,262 votes not casted):

Approved:

The authorization of the Board of Directors, for a period of 3 (three) years, which will end on October 12, 2025, in order to fulfil all operations and/or procedures necessary to implement points 1-4 above and the completion of the bond issue/issues, in compliance with the terms and conditions approved by EGMS, including but not limited to:

- (i) establishing the final terms and conditions of the bond issue (including issue value, bond characteristics, maturity, interest, date for initiating the bond issue, subscription period, type of placement/offer), in compliance with the limits expressly approved by EGMS under points 1 and 2 of above;
- (ii) establishing the structure of the bond issue, in one or more tranches, depending on the financing needs of the Company's projects and market conditions;
- (iii) the drafting of any documents necessary for the admission of bonds to trading within the multilateral trading system operated by Bursa de Valori Bucuresti S.A., as well as any other documents that could be concluded in connection with the said issue and the implementation of the EGMS decision;
- (iv) the negotiation and contracting of a brokerage company that will assist the Company in the process of issuing bonds as well as in the process of admission to trading;
- (v) the negotiation, approval and signing of any documents necessary to be concluded/filed in relation to the entities involved in the bond issuance and admission to trading procedure, including but not limited to the Financial Supervisory Authority, Depozitarul Central S.A., Bursa de Valori București S.A.;
- (vi) performing all the required legal formalities and signing all the necessary documents, including the authorization of one or more persons, in order to carry out the bond issuance procedure.

#### **DECISION NO. 6**

In the presence of the shareholders representing 86.0378% (8,833,414 shares) of the share capital and 86.0378% (8,833,414 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 97.9876% (8,655,652 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 0.0543% (4,800 votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are 158,500 abstentions and 14,462 votes not casted):

Approved:

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 October 12, 2022, 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. 7**

In the presence of the shareholders representing 86.0378% (8,833,414 shares) of the share capital and 86.0378% (8,833,414 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 97.9766% (8,654,682 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 0.0543% (4,800 votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are 158,500 abstentions and 15,432 votes not casted):

Approved:

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 October 12, 2022 and for a period of 3 years, the value of the authorized capital is equal to RON 500,000."*

#### **DECISION NO. 8**

In the presence of the shareholders representing 86.0378% (8,833,414 shares) of the share capital and 86.0378% (8,833,414 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 98.2196% (8,676,142 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 0.8265% (73,010 votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are 70,430 abstentions and 13,832 votes not casted):

Approved:

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 October 12, 2022, 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. 9**

In the presence of the shareholders representing 86.0378% (8,833,414 shares) of the share capital and 86.0378% (8,833,414 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.7933% (8,815,152 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 0% (0 votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are 4,430 abstentions and 13,832 votes not casted):

Approved:

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 31.12.2025.

### **DECISION NO. 10**

In the presence of the shareholders representing 86.0378% (8,833,414 shares) of the share capital and 86.0378% (8,833,414 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.8434% (8,819,582 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 0% (0 votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are 0 abstentions and 13,832 votes not casted):

Approved:

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. 11**

In the presence of the shareholders representing 86.0378% (8,833,414 shares) of the share capital and 86.0378% (8,833,414 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.8038% (8,816,082 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 0% (0 votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are 3,500 abstentions and 13,832 votes not casted):

Approved:



Establishing the date of **November 01, 2022** as the registration date for the identification of the shareholders on whom the effects of the decisions adopted by the EGMS are reflected, in accordance with the provisions of art. 87 (1) of Law no. 24/2017 and of **October 31, 2022** as "ex-date" calculated in accordance with the provisions of art. 2 para. (2) lit. (I) of Regulation no. 5/2018. Payment date is not applicable.

This decision was drawn up and signed in the name and on behalf of the shareholders, today October 12, 2022, in 3 original copies, by,

EGMS Chairman

EGMS Secretary

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Daniel Ilinca

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Horia-Gabriel Radulescu

