

CONVENING NOTICE
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
SOFTBINATOR TECHNOLOGIES S.A.

The Board of Directors 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** "),

Pursuant to Law no. 31/1990 on companies, republished, as subsequently amended and supplemented ("**Companies Law**"), Law no. 24/2017 on issuers of financial instruments and market operations, as subsequently amended and supplemented ("**Law no. 24/2017**"), Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented ("**Regulation no. 5/2018**") and the Company's articles of incorporation ("**Articles of Incorporation** "),

CONVENES

The Extraordinary General Meeting of Shareholders (hereinafter referred to as "EGMS") at the Company headquarters located at 1-5 Costache Negri Street, 4th Floor, District 5, Bucharest, Romania, on 12.10.2022, 11:00 a.m., to which all shareholders of the Company registered in the shareholders' registry (held by Depozitarul Central S.A.) until the end of 30.09.2022, set as the reference date ("**Reference Date** "), will take part of. In case the necessary quorum will not be met at the first convocation, a second meeting of the EGMS will be held on 13.10.2022, at 11:00 a.m., at the same place and with the same agenda and having the same Reference Date.

AGENDA FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Approval of 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 programme.
2. Approval of 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 programme.

3. Approval of 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.
4. Approval of the 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.
5. Approval of the authorization of the Board of Directors, for a period of 3 (three) years, which will end on October [12] / [13], 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.
6. Approval of 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. 220¹ 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] / [13], 2022, to decide to increase the subscribed share capital, through one or more share issues, with a value that cannot exceed the authorized capital."



7. 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 October [12] / [13], 2022 and for a period of 3 years, the value of the authorized capital is equal to RON 500,000."
8. Approval of 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] / [13], 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."
9. Approval of 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.
10. 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 EGMS.
11. 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. (l) of Regulation no. 5/2018. Payment date is not applicable.



GENERAL INFORMATION REGARDING EGMS

I. Participation in EGMS

Only shareholders who are registered with the Company's Shareholders Registry at the Reference Date are entitled to attend and cast their votes in the EGMS, in accordance with the legal provisions applicable to companies that are listed on the Multilateral Trading System-AeRO of the Bucharest Stock Exchange and those of the Articles of Incorporation, in person (or represented by legal representatives) or by proxy (based on a special or general power of attorney), considering the legal requirements, or by correspondence (based on a correspondence voting ballot).

The access and/or the vote of the shareholders entitled to participate in the EGMS is allowed by the simple proof of their identity made, in the case of natural person shareholders, with the identity document (bulletin/identity card for Romanian citizens or, as the case may be, passport / residence permit / identity card for foreign citizens) and, in the case of legal entities, with the identity document of the legal representative (bulletin / identity card for Romanian citizens or, as the case may be, passport / residence permit / identity card for foreign citizens).

The representatives of the natural/legal person shareholders will be identified on the basis of the identity document (bulletin / identity card for Romanian citizens or, as the case may be, passport / residence permit / identity card for foreign citizens), accompanied by the special or general power of attorney signed by the shareholder who is a natural person /legal representative of the shareholder which is a legal person, as the case may be.

The quality of shareholder, as well as, in the case of legal entities shareholders or entities without legal personality, **the quality of legal representative** is established based on the list of shareholders from the Reference Date, received by the Company from Depozitarul Central S.A.

In the event that: a) natural person shareholders have not registered their valid and updated identification data in the Depozitarului Central S.A. system, then they will also present a copy of the updated identity document (bulletin/identity card/passport/residence permit); b) the legal representative of the legal entity shareholders is not mentioned in the list of shareholders from the Reference Date received from Depozitarul Central S.A., then he will also present an official document attesting the capacity of legal representative of the signatory of the special power of attorney (proof issued by a competent authority , in the original or a copy conforming to the original, no older than 6 months before the date of publication of the EGMS Convening).

Information regarding special and general proxies, online voting and correspondence voting is set out in items III, IV and V below.

Documents presented in a foreign language other than English (with the exception of identity documents valid on the territory of Romania) will be accompanied by their



translation, carried out by an authorized translator, in Romanian or English (applies also in case of participation and voting in accordance with points III and IV below).

II. Documents related to the agenda of the EGMS

Starting with 12.09.2022, all the information materials regarding the items included on the agenda of the EGMS shall be made available to the shareholders on the company's website, <https://investors.softbinator.com/en/adunari-generale/>. The shareholders of the Company may receive, upon request, copies of the documents related to the items on the agenda of the EGMS.

III. General powers of attorney

General powers of attorney may be granted by the shareholders for a period which will not exceed 3 years and allow their representative to vote in connection with any aspects which are discussed in the general meeting of shareholders, including disposal acts.

Before their first use, general powers of attorney shall be deposited/sent to the Company's registered headquarters at 1-5 Costache Negri Street, 4th Floor, District 5, Bucharest, Romania, in copy, containing the mention of conformity with the original under the signature of the representative (or sent by e-mail with extended electronic signature, in compliance with the regulations issued by FSA, to the address investors@softbinator.com) so as to be registered with the Company's registration desk until **October 10, 2022, at 11:00 a.m.**

For the validity of the mandate, the proxy should have to be an intermediary (investment professional) (pursuant to the provisions of art. 2 para. (1) point (19) of Law no. 24/2017) or a lawyer and the relevant shareholder should be a client of the proxy. Also, the proxy should not be in a state of conflict of interest, pursuant to the provisions of art. 105 para. (15) of the Law no. 24/2017. The proxy cannot be substituted by another person. To the extent the empowered person is a legal entity, it may exercise its mandate through any person belonging to the administrative or management body or its employees.

Together with the general power of attorney, the shareholders shall submit to the Company a statement issued by the legal representative of the intermediary or lawyer who received the power of representation, signed, in original and, as the case, stamped, confirming that:

- (i) the power of attorney is given by the respective shareholder, in its capacity as a client, to the intermediary or, as the case may be, to the lawyer;
- (ii) the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if applicable.



IV. Special Powers of Attorney and the Correspondence Voting Ballot

The special powers of attorney and correspondence voting ballots will use the format provided by the Company and shall indicate the vote for each item on the agenda (meaning vote "For", vote "Against" or vote "Abstention").

The **special powers of attorney** may be granted to any person for the representation within one general meeting of shareholders and contains specific voting instructions from the issuer shareholder.

The special powers of attorney/ correspondence voting ballots and the related documents shall be deposited/sent to the Company's registered headquarters at 1-5 Costache Negri Street, 4th Floor, District 5, Bucharest, Romania, or by e-mail with extended electronic signature (in case of special powers of attorney) or by e-mail (in case of correspondence vote ballots), in compliance with the regulations issued by FSA, to the address investors@softbinator.com), in original or in copy, containing the mention of conformity with the original under the signature of the representative, so as to be registered with the Company registration desk no later than **until October 10, 2022, at 11:00 a.m.**, clearly mentioning on the envelope or in the subject of the e-mail "For the Extraordinary General Meeting of Shareholders convened for October 12/13, 2022".

When filling in the special powers of attorney/ correspondence voting ballots, the shareholders are asked to consider that new items on the agenda of the EGMS or proposals of resolutions could be added. In this case, the special powers of attorney/ correspondence voting ballots shall be updated and published as described at point II.

V. Online voting

The electronic vote may be exercised by using electronic means of voting according to art. 197 of Regulation no. 5/2018, by accessing the link <https://softbinator.evot.ro/login> from any device connected to the internet.

For identification purposes and online access to the EGMS, shareholders will provide the following information:

In the case of natural persons

- name and surname;
- personal identification code
- email address;
- copy of the identity document (identity card, identity card, passport, residence permit)*;
- phone number (optional);

or

- they can connect directly using the access credentials generated following identification through the Investor Enrollment Platform developed by Depozitarul Central: <https://www.rocLEAR.ro/Inrolare-Investitori>

In the case of legal entities:

- the name of the legal entity;



- unique registration code (CUI);
- the name and surname of the legal representative;
- the personal numerical code of the legal representative;
- email address;
- the identity document of the legal representative (identity card, identity card, passport, residence permit)*;
- copy of the ascertaining certificate issued by the commercial register or any equivalent document issued by a competent authority in the state where the legal person shareholder is legally registered, presented in the original or in a copy conforming to the original. The documents attesting the legal representative capacity of the legal entity shareholder will be issued no later than 30 days before the reference date *;
- phone number (optional).

Documents presented in a language other than English will be accompanied by the translation made by an authorized translator with the signature legalized by the public notary in the Romanian/English languages.

*the electronic copy of the above-mentioned documents will be uploaded online in the dedicated fields. Uploadable files can have one of the following extensions: . jpg., pdf., png.

The shareholder can log in and vote whenever he wants in the interval designated for correspondence and /or live voting, the last voting option (before the expiration of the voting session) being the one registered. In the event that, following the identification process, there are inconsistencies between the data provided by the shareholder and those in the Company's Shareholder Register on the Reference Date, the shareholder will be notified and will be directed to contact the Shareholder Relations Officer at investors@softbinator.com or phone number +40 31 860 21 01.

VI. The shareholders' rights to request the inclusion of additional items on the agenda and to make new resolution proposals for the existing or proposed items to be included on the agenda

One or more shareholders representing, individually or collectively, at least 5% of the share capital has/have the right:

- (i) to introduce new items on the agenda of the general meeting of shareholders, provided that every new item is accompanied by a reasoning memo or a draft resolution proposed for adoption to the general meeting; and
- (ii) to make resolution proposals for the items included or proposed to be included on the agenda of the EGMS.

The shareholders' rights provided above can only be exercised in writing (sent by courier services to the Company's headquarters or by e-mail, according to ASF regulations, to the address investors@softbinator.com) until **September 25, 2022** .

The identification requirements mentioned at point I above are also applicable to the natural person shareholder(s) and/or to the legal representative of the legal person shareholder who requests the completion of the EGMS agenda.

To the extent the exercise of such right determines the amendment of the agenda of the general meeting that was already communicated to the shareholders, the Company will



publish an amended agenda, following the same procedure as the one for the previous agenda, before the Reference Date and in compliance with the term provided by the Companies Law.

VII. Shareholders' right to ask questions regarding the agenda

Each shareholder has the right to ask questions regarding the items on the agenda of the General Meeting of Shareholders. Questions may be sent to the Company by e-mail at investors@softbinator.com, so that they are received by the Company **by October 10, 2022, 11:00 a.m.**

The right to ask questions and the obligation to answer may be conditioned by the measures that the Company can take to ensure the identification of shareholders (in accordance with the provisions of Regulation no. 5/2018), the smooth conduct and preparation of general meetings, as well as the protection of confidentiality and the Company's commercial interests. The company can issue a general answer for questions with the same content. An answer will be deemed to be given if the relevant information is available on the Company's website in question-answer format.

President of the Board of Directors

SIMPLE ADVISERS S.R.L.

Andrei Pitis

