

## **EXPLANATORY NOTES**

### **EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS („EGMS“)**

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

##### **Points 1 and 2**

The proposals regarding the issuance of non-convertible corporate bonds, with a maximum total value of RON 20,000,000 (twenty million lei), as well as non-convertible corporate bonds with a maximum total value of EUR 5,000,000 (five million euros), consider the operation of obtaining funds, in order to finance the future plans of the company, namely the negotiation and carrying out of acquisitions of shares in other companies, as well as the organic expansion of the Softbinator Technologies team, due to the accelerated development of the company.

The total value of the bonds, both in euros and in lei, as it was submitted to the vote of the shareholders during the EGMS, represents a maximum threshold within which the Company's management can decide to issue bonds. Therefore, the approval of these thresholds does not automatically imply that the Company will issue bonds in the maximum amount approved by EGMS.

The Company's management will decide the opportunity to issue the bonds, depending on the desired level of financing, the intention at this moment being to raise approximately RON 6 million from the bond issue. Depending on the opportunities in the market, as well as the needs of the Company, its management will decide whether it will raise the amount of RON 6 million from investors exclusively through the issue of bonds in RON, or through a mix of RON and EUR bonds.

##### **Points 6,7 and 8**

The proposal of the Board of Directors considers, on the one hand, the updating of the mandate of the BoD (item 6 on the agenda), as well as the amount of the authorized capital (item 7 on the agenda). The relevant provisions of Companies Law no. 31/1990 limit, on the one hand, the duration of the mandate to 3 years, starting from the date on which it was granted by the general meeting of shareholders, respectively, the value of the authorized capital to 50% of the existing capital at the time of authorization by the GMS.

Considering the long-term plans regarding the incentive plans with options, as well as the intention to negotiate and carry out acquisitions of stakes in other companies, we consider it necessary to update the mandate of the BoD to carry out share capital increases within the established limit, up to the maximum period allowed by law, i.e. 3 years from the date of granting the mandate by the General Meeting (item 6 on the agenda).

Based on a similar rationale, we propose updating the mandate of the BoD to decide on the restriction or lifting of the preference rights of the existing shareholders on the date of the respective increase in the share capital, establishing this duration at 3 years from the date of the granting of the power by the General Meeting (item 8 on the agenda).



