

MINUTES OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

SOFTBINATOR TECHNOLOGIES S.A.

DATED 27.09.2023

The Ordinary General Meeting of the Shareholders of **SOFTBINATOR TECHNOLOGIES S.A.**, a company registered at the Bucharest Trade Registry under no. J40/13638/2017, EUID ROONRC. J40/13638/2017, sole identification code 38043696, with registered office at 1-5 Costache Negri Street, 4th Floor, District 5, Bucharest, Romania, having a subscribed and paid-up share capital of RON 1,026,690 (hereinafter referred to as the "**Company** ") took place today, 27.09.2023, at 10:30 a.m. (Romania time) at the first calling, according to the convening notice published in the Official Gazette of Romania, Part IV, number 3786 dated 24.08.2023 and number 4100 dated 14.09.2023 and in Ziarul Bursa no. 155 dated 24.08.2023 and no. 170 dated 14.09.2023 (hereinafter referred to as "**OGMS** ").

OGMS was chaired by Daniel Ilinca, in his capacity of Member of the Board of Directors and General Manager ("**OGMS Chairman** "). In accordance with Art. 129 para. 2 of the Companies Law no. 31/1990, republished, with subsequent amendments and additions ("**Companies Law**"), OGMS elects the shareholder Horia-Gabriel Radulescu, as secretary of OGMS ("**Secretary of OGMS**"). The OGMS secretary is responsible for the secretarial tasks of this OGMS.

In accordance with Art. 129 para. (5) of the Companies Law, the OGMS Chairman appoints eVote team as technical secretary of the OGMS meeting.

OGMS Secretary certifies the fact and informs OGMS members that all relevant conditions for holding the meeting have been met. The list of shareholders present, represented or who have exercised their vote by correspondence is attached to these minutes.

The OGMS Chairman and the OGMS Secretary present the agenda as included in the convening notice published in the Official Gazette of Romania, Part IV, number 3786 dated 24.08.2023 and number 4100 dated 14.09.2023 and in Ziarul Bursa no. 155 dated 24.08.2023 and no. 170 dated 14.09.2023.

OGMS shall proceed to debate each agenda item, including relevant documents related to the agenda items, as follows:

DECISION NO. 1

In the presence of the shareholders representing 87.1134% (8,943,841 shares) of the share capital and 87.1134% (8,943,841 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.4260% (8,870,499 votes) of the total votes casted by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing 0.5740% (51,210 votes) of the total votes casted by the shareholders present, represented or who casted their vote by mail (there are 0 abstentions and 22,132 votes not casted):

Approved:



The method of distribution of the remaining undistributed net profit related to the financial year 2022, in the amount of RON 3,086,367.14, as follows:

- (i) Capitalization and use in order to grant bonus shares to shareholders, through a share capital increase operation: RON 1,052,042.1 (one million fifty-two thousand forty-two point one);
- (ii) Undistributed profit: 2,034,325.04 (two million thirty-four thousand three hundred twenty-five point zero four) RON.

DECISION NO. 2

In the presence of the shareholders representing 87.1134% (8,943,841 shares) of the share capital and 87.1134% (8,943,841 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.6591% (3,216,347 votes) of the total votes casted by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing 0.3409% (11,003 votes) of the total votes casted by the shareholders present, represented or who casted their vote by mail (there are 5,694,259 abstentions and 22,232 votes not casted):

Approved:

The updated remuneration policy of the Board of Directors of Softbinator Technologies S.A., in the form presented to the Company's shareholders as presentation and substantiation material to the convening notice of the Ordinary General Meeting of Shareholders and the establishment of the remuneration of the Company's directors in accordance with such policy.

DECISION NO. 3

In the presence of the shareholders representing 87.1134% (8,943,841 shares) of the share capital and 87.1134% (8,943,841 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 100% (8,107,496 votes) of the total votes casted 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 casted by the shareholders present, represented or who casted their vote by mail (there are 814,113 abstentions and 22,232 votes not casted):

Approved:

Establishing the date of **17.10.2023** as the registration date for the identification of the shareholders on whom the effects of the decisions adopted by the OGMS are reflected, in accordance with the provisions of art. 87 (1) of Law no. 24/2017 and of **16.10.2023** 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.

DECISION NO. 4

In the presence of the shareholders representing 87.1134% (8,943,841 shares) of the share capital and 87.1134% (8,943,841 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9237% (8,914,901 votes) of the total votes casted by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing 0.0763% (6,808 votes) of the total votes casted by the shareholders present, represented or who casted their vote by mail (there are 0 abstentions and 22,132 votes not casted):



Approved:

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 OGMS.

With no other issues to be discussed, the OGMS Chairman declares the OGMS working session closed at 10:15 am.

These minutes were drawn up and signed today, 27.09.2023, in 3 original copies, by the chairman of the meeting, Daniel Ilinca and the meeting secretary, Horia-Gabriel Radulescu.

OGMS Chairman

Daniel Ilinca

OGMS Secretary

Horia-Gabriel Radulescu



MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

SOFTBINATOR TECHNOLOGIES S.A.

DATED 27.09.2023

The Extraordinary General Meeting of the Shareholders of **SOFTBINATOR TECHNOLOGIES S.A.**, a company registered at the Bucharest Trade Registry under no. J40/13638/2017, EUID ROONRC. J40/13638/2017, sole identification code 38043696, with registered office at 1-5 Costache Negri Street, 4th Floor, District 5, Bucharest, Romania, having a subscribed and paid-up share capital of RON 1,026,690 (hereinafter referred to as the "**Company** ") took place today, 27.09.2023, at 10:30 a.m. (Romania time) at the first calling, according to the convening notice published in the Official Gazette of Romania, Part IV, number 3786 dated 24.08.2023 and number 4100 dated 14.09.2023 and in Ziarul Bursa no. 155 dated 24.08.2023 and no. 170 dated 14.09.2023 (hereinafter referred to as "**EGMS** ").

EGMS was chaired by Daniel Ilinca, in his capacity of Member of the Board of Directors and General Manager ("**EGMS Chairman** "). In accordance with Art. 129 para. 2 of the Companies Law no. 31/1990, republished, with subsequent amendments and additions ("**Companies Law**"), EGMS elects the shareholder Horia-Gabriel Radulescu, as secretary of EGMS ("**Secretary of EGMS**"). The EGMS secretary is responsible for the secretarial tasks of this EGMS.

In accordance with Art. 129 para. (5) of the Companies Law, the EGMS Chairman appoints eVOTE team as technical secretary of the EGMS meeting.

EGMS Secretary certifies the fact and informs EGMS members that all relevant conditions for holding the meeting have been met. The list of shareholders present, represented or who have exercised their vote by correspondence is attached to these minutes.

The EGMS Chairman and the EGMS Secretary present the agenda as included in the convening notice published in the Official Gazette of Romania, Part IV, number 3786 dated 24.08.2023 and number 4100 dated 14.09.2023 and in Ziarul Bursa no. 155 dated 24.08.2023 and no. 170 dated 14.09.2023.

EGMS shall proceed to debate each agenda item, including relevant documents related to the agenda items, as follows:

DECISION NO. 1

In the presence of the shareholders representing 86.7908% (8,910,729 shares) of the share capital and 86.7908% (8,910,729 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.4006% (8,857,319 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 0.5747% (51,210 votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are 0 abstentions and 2,200 votes not casted):

Approved:



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:

- a. 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;
- b. 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 86.7918% (8,910,829 shares) of the share capital and 86.7918% (8,910,829 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.3995% (8,857,319 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 0.5747% (51,210 votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are 0 abstentions and 2,300 votes not casted):

Approved:

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 86.7892% (8,910,559 shares) of the share capital and 86.7892% (8,910,559 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.7606% (8,889,227 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 0.0669% (5,960 votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are 13,342 abstentions and 2,030 votes not casted):

Approved:

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 86.7892% (8,910,559 shares) of the share capital and 86.7892% (8,910,559 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.2468% (8,843,449 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 0.5747% (51,210 votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are 13,870 abstentions and 2,030 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. 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 September 27, 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 86.7892% (8,910,559 shares) of the share capital and 86.7892% (8,910,559 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.2454% (8,843,319 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 0.5747% (51,210 votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are 14,000 abstentions and 2,030 votes not casted):

Approved:

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, 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 86.7892% (8,910,559 shares) of the share capital and 86.7892% (8,910,559 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 98.9960% (8,821,094 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 0.8305% (74,005 votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are 13,430 abstentions and 2,030 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 September 27, 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 86.7892% (8,910,559 shares) of the share capital and 86.7892% (8,910,559 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.7247% (8,886,029 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 22,500 abstentions and 2,030 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 31.12.2026

DECISION NO. 8

In the presence of the shareholders representing 86.7892% (8,910,559 shares) of the share capital and 86.7892% (8,910,559 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.4025% (8,857,319 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 0.5747% (51,210 votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are 0 abstentions and 2,030 votes not casted):

Approved:

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 86.7892% (8,910,559 shares) of the share capital and 86.7892% (8,910,559 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9772% (8,908,529 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 2,030 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. 10

In the presence of the shareholders representing 86.7892% (8,910,559 shares) of the share capital and 86.7892% (8,910,559 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9142% (8,902,916 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 5,613 abstentions and 2,030 votes not casted):

Approved:

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 PITIȘ** , [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 86.7892% (8,910,559 shares) of the share capital and 86.7892% (8,910,559 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9767% (8,908,487 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 42 abstentions and 2,030 votes not casted):

Approved:

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. "

With no other issues to be discussed, the EGMS Chairman declares the EGMS working session closed at 10:50 am.

These minutes were drawn up and signed today, 27.09.2023, in 3 original copies, by the chairman of the meeting, Daniel Ilinca and the meeting secretary, Horia-Gabriel Radulescu.

EGMS Chairman

Daniel Ilinca

EGMS Secretary

Horia-Gabriel Radulescu

